



# SPAFID CONNECT

Informazione Regolamentata n. 0187-28-2018	Data/Ora Ricezione 21 Febbraio 2018 08:11:08	MTA
--	--	-----

Societa'	:	MEDIOBANCA
Identificativo Informazione Regolamentata	:	99265
Nome utilizzatore	:	MEDIOBANCAN05 - Pigozzi
Tipologia	:	REGEM
Data/Ora Ricezione	:	21 Febbraio 2018 08:11:08
Data/Ora Inizio Diffusione presunta	:	21 Febbraio 2018 08:15:09
Oggetto	:	Conclusa con successo l'operazione di accelerated bookbuilding promossa da BFF Luxembourg S.à r.l. in Banca Farmafactoring S.p.A.

*Testo del comunicato*

Vedi allegato.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

## COMUNICATO STAMPA

### **Conclusa con successo l'operazione di *accelerated bookbuilding* promossa da BFF Luxembourg S.à r.l. in Banca Farmafactoring S.p.A.**

*Il corrispettivo dell'operazione ammonta a circa Euro 99,2 milioni, risultanti dalla vendita di n. 17.250.000 azioni ordinarie di Banca Farmafactoring S.p.A. ad un prezzo di Euro 5,75 per azione*

**Lussemburgo, 21 febbraio 2018.** Facendo seguito al comunicato stampa emesso in data 20 febbraio 2018, BFF Luxembourg S.à r.l. ("**BFF Lux**") annuncia di aver completato con successo la procedura di *accelerated bookbuilding* (l'"**Offerta**") avente ad oggetto azioni ordinarie di Banca Farmafactoring S.p.A. ("**BFF**", o la "**Società**"). In particolare, BFF Lux, in virtù dell'ammontare delle domande pervenute, ha determinato di incrementare il numero delle azioni ordinarie di BFF oggetto di cessione nell'ambito dell'Offerta. Pertanto, BFF Lux comunica di aver ceduto a investitori istituzionali n. 17.250.000 azioni ordinarie detenute in BFF, corrispondenti al 10,1% del capitale azionario della Società alla data del presente comunicato, al prezzo di Euro 5,75 per azione.

Il regolamento dell'operazione è previsto in data 23 febbraio 2018.

Il corrispettivo complessivo è stato pari a circa Euro 99,2 milioni.

Successivamente alla conclusione dell'Offerta, BFF Lux continua ad essere l'azionista di riferimento di BFF, mantenendo una partecipazione pari al 45,7% del capitale sociale della Società. L'operazione, inoltre, comporterà un aumento del flottante di BFF.

Deutsche Bank AG, London Branch, Mediobanca – Banca di Credito Finanziario S.p.A. e Morgan Stanley & Co. International plc hanno agito quali *joint bookrunner* dell'Offerta (i "**Joint Bookrunner**").

In linea con la prassi di mercato, BFF Lux ha sottoscritto un impegno a non disporre di ulteriori azioni di BFF per un periodo di 90 giorni dalla data di regolamento dell'operazione. Durante tale periodo di *lock-up*, salve alcune eccezioni in linea con la prassi di mercato e sostanzialmente analoghe a quelle assunte in sede di offerta pubblica iniziale di BFF, BFF Lux non potrà porre in essere nessun atto di disposizione delle azioni di BFF senza il previo consenso dei Joint Bookrunner.

Rothschild e Linklaters hanno agito, rispettivamente, in qualità di *financial advisor* e consulente legale di BFF Lux.

\* \* \*

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction.

In member states of the European Economic Area (“**EEA**”) which have implemented the Prospectus Directive (each, a “**Relevant Member State**”), this announcement and any offer if made subsequently is directed exclusively at persons who are “qualified investors” within the meaning of the Prospectus Directive (“**Qualified Investors**”). For these purposes, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

In accordance with each distributor’s product review process, the target market assessment in respect of the Company’s share capital by each distributor solely for the purpose of its product governance determination under Article 10(1) of Delegated Directive (EU) 2017/593 (as amended, “**MiFID II**”) has led to the conclusion that: (i) the target market for the placing shares is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU, as amended; and (ii) all channels for distribution of the placing shares to eligible counterparties, professional clients and retail clients are appropriate. Any distributor subject to MiFID II subsequently offering, selling or recommending Company’s share capital is responsible for undertaking its own target market assessment in respect of the Company’s share capital and determining its own distribution channels.

In connection with any offering of the shares of Banca Farmafactoring S.p.A. (the “**Shares**”), the Joint Bookrunner and any of its affiliates acting as an investor for its own account may take up as a proprietary position any Shares and in that capacity, may retain, purchase or sell for their own account such Shares. In addition, the Joint Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Joint Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Joint Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Fine Comunicato n.0187-28

Numero di Pagine: 4