



SPAFID CONNECT

Informazione Regolamentata n. 0032-2-2020	Data/Ora Ricezione 27 Gennaio 2020 17:53:23	MTA
---	---	-----

Societa' : BANCA INTERMOBILIARE

Identificativo : 127032

Informazione
Regolamentata

Nome utilizzatore : BCAINTERMOBN04 - Cantarelli

Tipologia : REGEM

Data/Ora Ricezione : 27 Gennaio 2020 17:53:23

Data/Ora Inizio : 27 Gennaio 2020 17:53:24

Diffusione presunta

Oggetto : Esercizio della delega per l'Aumento di
Capitale

Testo del comunicato

Vedi allegato.

COMUNICATO STAMPA

ESERCIZIO DELLA DELEGA PER L'AUMENTO DI CAPITALE

Torino, 27 gennaio 2020

Si rende noto che in data odierna è stata iscritta presso il Registro delle Imprese di Torino la delibera del Consiglio di Amministrazione di Banca Intermobiliare di Investimenti e Gestioni S.p.A. (“**BIM**” o la “**Banca**”) assunta in forma notarile con la quale il Consiglio, secondo quanto previsto nella precedente delibera del 22 novembre 2019 e comunicato in pari data, ha deliberato, in parziale esecuzione della delega conferitagli ai sensi dell’art. 2443 del Codice Civile dall’Assemblea dei soci della Banca del 22 novembre 2019, di aumentare il capitale sociale della Banca, a pagamento e in via scindibile, per l’importo massimo di Euro 36.800.000 (comprensivo di sovrapprezzo), mediante emissione di azioni ordinarie prive di valore nominale e con godimento regolare, da offrire in opzione a tutti gli aventi diritto ai sensi dell’articolo 2441, co. 1., del Codice Civile, entro il termine finale del 30 settembre 2020 (“**Aumento di Capitale**”).

L’avvio dell’offerta in opzione, il prezzo di emissione delle nuove azioni (e l’allocazione tra nominale e sovrapprezzo), il numero massimo di azioni da emettere e gli ulteriori termini e condizioni dell’Aumento di Capitale saranno determinati dal Consiglio di Amministrazione della Banca con successiva deliberazione da assumere, nel rispetto dell’art. 2346 del Codice Civile, in prossimità dell’avvio dell’offerta in opzione.

Si segnala che il socio di maggioranza Trinity Investments DAC (“**Trinity**”) ha già effettuato, a sostegno della Banca e a garanzia dell’integrale sottoscrizione dell’Aumento di Capitale, versamenti in conto futuro aumento di capitale di un ammontare complessivo corrispondente. Per maggiori informazioni, si rinvia al comunicato stampa della Banca del 2 gennaio 2020.

L’avvio dell’offerta in opzione relativa all’Aumento di Capitale è in ogni caso subordinato alla pubblicazione del prospetto informativo soggetto all’approvazione della Consob.

IMPORTANT REGULATORY NOTICE

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



This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the “**Other Countries**”).

Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or pursuant to the corresponding regulations in force in the Other Countries. The securities may not be offered or sold in the United States unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. BIM does not intend to register any portion of any offering in the United States.

This publication constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities. This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area (“**EEA**”) which has implemented the Prospectus Regulation (each, a “**Relevant Member State**”), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Regulation (the “**Permitted Public Offer**”) and/or pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by Consob in accordance with applicable regulations.

Accordingly, any person making or intending to make any offer of securities in a Relevant Member State other than the Permitted Public Offer, may only do so in circumstances in which no obligation arises for the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

The expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129 (this Regulation and amendments together with any delegated act and implementing measures). This document is not a prospectus for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation has been published. Investors should not subscribe for any securities referred to in this document except on the basis of the information contained in any prospectus.



Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “**manufacturer**” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the transferable pre-emptive subscription rights (the “**Rights**”) and the new ordinary shares (the “**New Shares**”) have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Rights and/or the New Shares may decline and investors could lose all or part of their investment; the Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights and/or the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights and/or the New Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and/or the New Shares and determining appropriate distribution channels.

Contatti per la stampa

Banca Intermobiliare di Investimenti e Gestioni S.p.A.

Ufficio Comunicazioni e Relazioni Esterne
Tel. 011 0828 464
comunicazione@bancaintermobiliare.com

Twister communications group:

Arnaldo Ragozzino
Tel. 335 6978581
aragozzino@twistergroup.it

Andrea Franceschi
Tel. 335 7485194
afranceschi@twistergroup.it

Fine Comunicato n.0032-2

Numero di Pagine: 5