



SPAFID CONNECT

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Diffusione presunta

Oggetto : GVS S.p.A.: Exercise of the greenshoe option and end of the stabilisation period

Testo del comunicato

Vedi allegato.

Press Release

GVS: Exercise of the greenshoe option and end of the stabilisation period

Zola Predosa (BO), June 29, 2020 - GVS S.p.A. (“GVS” or the “Company”) announces that – on the basis of the information disclosed by Mediobanca – Banca di Credito Finanziario S.p.A. (“Mediobanca”) acting as stabilization manager in the context of the listing of the ordinary shares of GVS (the “GVS Shares”) – the greenshoe option has been exercised in full (as such, in respect of 9,000,000 GVS Shares to be acquired from the selling shareholder, GVS Group S.p.A.) on June 29, 2020. With the exercise of the greenshoe option, the stabilization period ends with immediate effect.

The purchase price of the greenshoe option GVS Shares is Euro 8.15 per share, equal to the offer price in the institutional offering, for a total amount of Euro 73,350,000, gross of offer commissions.

Settlement of the greenshoe option will take place on July 1, 2020.

The institutional offering, including the GVS Shares purchased in the exercise of the greenshoe option, comprised 70,000,000 GVS Shares, corresponding to 40.00% of the share capital and 25.00% of the voting rights of the Company.

In addition, GVS, on the basis of the information received by Mediobanca and also on the latter's behalf, announces that, during the stabilization period, from the listing date on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. (“MTA”), *i.e.* June 19, 2020, until the date hereof, no stabilization activity has been carried out.

In connection with the offering, Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A. acted as *joint global coordinators* and *joint bookrunners*. Mediobanca – Banca di Credito Finanziario S.p.A. acted also as Sponsor in connection with admission to trading of the GVS Shares on the MTA. Lazard acted as *financial advisor* of the Company. Alirahealth acted as *independent strategic advisor*.

White & Case provides legal assistance to the Company, whilst Clifford Chance provides legal assistance to the *joint global coordinators* and *joint bookrunners*. PricewaterhouseCoopers S.p.A. acts as independent auditors.

This press release is issued also on behalf of Mediobanca pursuant to Article 8, letter f), and Article 6, paragraph 3, of Commission Delegated Regulation (EU) 2016/1052 dated March 8, 2016.

GVS Group description

The GVS group is one of the global leaders in the supply of filtration solutions in the Healthcare & Life Sciences, Energy & Mobility and Health & Safety sectors.

GVS has a strong international presence with 13 production plants located in Italy, United Kingdom, Brazil, United States, China, Mexico and Romania, and 6 commercial companies located in Argentina, Russia, Turkey, Japan, Korea and China.

The Group had revenues from contracts with clients of Euro 227 million and Adjusted EBITDA of Euro 62 million for the year ended December 31, 2019.

FOR FURTHER INFORMATION:

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This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament at the Council of November 4th, 2003, as amended, in particular by Directive 2010/73/UE (together, the “**Prospectus Directive**”).

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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 shares of the Company (the “**Shares**”) have been subject to a product approval process, which has determined that such Shares 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 to such target market (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the 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 offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the joint global coordinators and joint bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

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

No representation or warranty, express or implied, is made by Goldman Sachs International and Mediobanca – Banca di Credito Finanziario S.p.A. (the “**Managers**”), or any of their respective affiliates, directors, officers, employees, advisers or agents as to the accuracy or completeness or verification of the information contained in this announcement, and nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers in this respect, whether as to the past or future.

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The Managers are each acting exclusively for the Company and the shareholders selling Shares in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement. The contents of this announcement have not been verified by the Managers.

Fine Comunicato n.2251-6

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