



SPAFID  
CONNECT

Informazione Regolamentata n. 1218-24-2021	Data/Ora Ricezione 09 Marzo 2021 18:10:55	MTA
--	---	-----

Societa' : MONCLER S.P.A.  
Identificativo : 143278  
Informazione  
Regolamentata  
Nome utilizzatore : MONCLERN03 - Bonante  
Tipologia : REGEM  
Data/Ora Ricezione : 09 Marzo 2021 18:10:55  
Data/Ora Inizio : 09 Marzo 2021 18:10:56  
Diffusione presunta  
Oggetto : Comunicato stampa di Ruffini  
Partecipazioni S.r.l. diffuso da Moncler

*Testo del comunicato*

Vedi allegato.

IL PRESENTE COMUNICATO NON È DESTINATO, IN TUTTO O IN PARTE, ALLA PUBBLICAZIONE, DISTRIBUZIONE O CIRCOLAZIONE, DIRETTA O INDIRETTA, NEGLI O DAGLI STATI UNITI D'AMERICA, CANADA, AUSTRALIA, GIAPPONE, SUD AFRICA O IN QUALSIASI ALTRO PAESE IN CUI OFFERTE O VENDITE POTREBBERO COSTITUIRE UNA VIOLAZIONE DELLE NORMATIVE IVI APPLICABILI

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 IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW.

## COMUNICATO STAMPA

### **Ruffini Partecipazioni S.r.l. avvia la cessione di 8.200.000 azioni ordinarie detenute in Moncler S.p.A., pari a circa il 3,2% dell'attuale capitale sociale di Moncler S.p.A.**

**Milano, 9 marzo 2021.** Ruffini Partecipazioni S.r.l. (“**RP**”), annuncia oggi l'avvio di una operazione di cessione di 8.200.000 azioni ordinarie (le “**Azioni**”) di Moncler S.p.A. (“**Moncler**” o la “**Società**”), pari a circa il 3,2% del capitale sociale della Società alla data del presente comunicato (l’“**Offerta**”).

L’Offerta fa seguito a quanto comunicato in data 23 febbraio 2021 da Ruffini Partecipazioni Holding S.r.l. (“**RPH**”) nel contesto dell’operazione di aggregazione di Sportswear Company S.p.A., società titolare del marchio Stone Island, in Moncler (l’“**Operazione**”).

L’Offerta sarà realizzata attraverso una procedura di *accelerated bookbuilding* rivolta a determinate categorie di investitori istituzionali.

Il bookbuilding avrà inizio immediatamente. RP si riserva il diritto di variare i termini o la tempistica dell’Offerta in qualsiasi momento. RP darà comunicazione dell’esito del collocamento al termine dello stesso.

Bank of America e Morgan Stanley agiscono in qualità di Joint Bookrunners dell’Offerta (i “**Joint Bookrunners**”).

Gatti Pavesi Bianchi Ludovici agisce in qualità di *legal counsel* italiano di RP.

White & Case LLP agisce in qualità di *legal counsel* inglese e statunitense di RP.

Nel contesto dell’Offerta, RP ha sottoscritto, in linea con la prassi di mercato, un impegno a non disporre di ulteriori azioni di Moncler per un periodo di 90 giorni dalla data di regolamento dell’Offerta. Durante tale periodo di lock-up, RP non potrà porre in essere nessun atto di disposizione delle azioni di Moncler senza il previo consenso dei Joint Bookrunner salve alcune eccezioni in linea con la prassi di mercato e al di fuori delle operazioni contemplate in esecuzione dell’Operazione.

La Società non riceverà alcun provento dall’Offerta.

\* \* \*

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.

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 announcement 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. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the company and management, as well as financial statements.

In any member state of the European Economic Area, this announcement and any offer if made subsequently is, and will be, directed only at persons who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and amendments thereto.

In the United Kingdom, this announcement is only being distributed to and is directed at “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, (a) having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the “Order”); (b) who are high net worth entities described in Article 49(2) (a) to (d) of the Order; or (c) other persons to whom they may lawfully be communicated (all such persons together being referred to as “Relevant Persons”). Any investment or investment activity to which this announcement relates will only be available to and will only be engaged in with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

In connection with any offering of the securities of Moncler S.p.A., the Joint Bookrunners and any of their affiliates acting as an investor for its own account may take up as a proprietary position any securities and in that capacity, may retain, purchase or sell for their own account such securities. In addition, the Joint Bookrunners or their affiliates may enter into financing arrangements and swaps with investors in connection with which the Joint Bookrunners (or their affiliates) may from time to time acquire, hold or dispose of shares. The Joint Bookrunners do 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.

Any offer and sale of the securities in Canada will be made on a private placement basis only and is exempt from the requirement that the Company prepares and files a prospectus under applicable Canadian securities laws. Any resale of the securities into Canada must be made in accordance with applicable Canadian securities laws, which may vary depending on the relevant jurisdiction, and which may require resales to be made in accordance with Canadian prospectus requirements, a statutory exemption from the prospectus requirements, in a transaction exempt from the prospectus requirements or otherwise under a discretionary exemption from the prospectus requirements granted by the applicable local Canadian securities regulatory authority. These resale restrictions may under certain circumstances apply to resales of the securities outside of Canada. There will be no public offering of the securities in Canada. This Announcement does not contain all of the information that would normally appear in a prospectus under applicable Canadian securities laws. No securities commission or similar authority in Canada has reviewed or in any way passed upon this announcement or the merits of the securities. Any representation to the contrary is an offense. This announcement is not, and under no circumstances is to be construed as, a prospectus, an advertisement or a public offering of the securities in Canada.

No offer and sale of securities is or will be made in Canada, except to persons who are: (a) a “accredited investor” within the meaning of Section 1.1 of National Instrument 45-106 – Prospectus Exemptions (“NI 45-106”) of the Canadian Securities Administrators or subsection 73.3(1) of the Securities Act (Ontario) (the “OSA”), as applicable, and is either purchasing the securities as principal for its own account, or is deemed to be purchasing the securities as principal for its own account in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or redistribution; (b) not created or used solely to purchase or hold the securities as an accredited investor under NI 45-106; (c) a “permitted client” within the meaning of National Instrument 31-103 – Registration Requirements, Exemptions and Ongoing Registrant Obligations (“NI 31-103”) of the Canadian Securities Administrators; and (d) entitled under applicable Canadian securities laws to purchase the securities without the benefit of a prospectus under such securities laws.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the securities. Any investment decision in connection with the securities must be made solely on the basis of all publicly available information relating to the securities (which has not been independently verified by the Joint Bookrunners).

This announcement and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this announcement or any subsequent offer should inform themselves about and observe any such restriction and must not under any circumstances forward this announcement to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.

BofA Securities Europe SA and Morgan Stanley & Co. International plc are only acting for the Seller in connection with the Placement, and no one else, and will not be responsible to anyone other than to the Seller for providing the protections offered to clients of BofA Securities Europe SA and Morgan Stanley & Co. International plc nor will BofA Securities Europe SA and Morgan Stanley & Co. International plc or any of its respective affiliates be responsible for providing advice in relation to the Placement or the contents of this announcement. BofA Securities Europe SA and Morgan Stanley & Co. International plc and/or its respective affiliates may participate in the Placement on a proprietary basis.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by the Seller, BofA Securities Europe SA and Morgan Stanley & Co. International plc or by any of their respective affiliates or agents as to or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

Fine Comunicato n.1218-24

Numero di Pagine: 5