SPAFID CONNECT

Informazione Regolamentata n. 1218-26-2021	Data/Ora Ricezione 10 Marzo 2021 07:39:27	MTA

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Oggetto	:	Comunicato stampa di Ruffini Partecipazioni S.r.l. diffuso da Moncler

Testo del comunicato

Vedi allegato.

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COMUNICATO STAMPA

Conclusa con successo l'operazione di *accelerated bookbuilding* promossa da Ruffini Partecipazioni S.r.l. in Moncler S.p.A.

Il corrispettivo dell'operazione ammonta a c. Euro 400 milioni, risultanti dalla vendita di n. 8.200.000 azioni ordinarie di Moncler S.p.A. ad un prezzo di Euro 48,80 per azione.

Milano, 10 Marzo 2021. Facendo seguito al comunicato stampa pubblicato in data 9 Marzo 2021, Ruffini Partecipazioni S.r.l. ("**RP**") annuncia di aver completato con successo la procedura di *accelerated bookbuilding* (l'"**Offerta**") avente ad oggetto azioni ordinarie di Moncler S.p.A. ("**Moncler**" o la "**Società**").

RP comunica di aver ceduto a investitori istituzionali n. 8.200.000 azioni ordinarie detenute in Moncler, corrispondenti a circa il 3,2% del capitale sociale della Società alla data del presente comunicato (e corrispondenti al 2,996% del capitale sociale *fully diluted* considerando le azioni di nuova emissione qui nel seguito menzionate), al prezzo di Euro 48,80 per azione.

Il corrispettivo complessivo è stato pari a Euro 400,16 milioni. Il regolamento dell'operazione è previsto in data 12 Marzo 2021.

Successivamente alla conclusione dell'Offerta e al conferimento in RP delle nuove azioni Moncler la cui emissione è prevista nel contesto dell'operazione di aggregazione di Sportswear Company S.p.A. (l'"**Operazione**"), comunicato in data 23 febbraio 2021, RP sarà individualmente titolare di una partecipazione pari al 24,2% (e, congiuntamente agli altri soggetti indicati nel predetto comunicato, pari al 24,8%) del capitale sociale di Moncler *fully diluted* (escludendo dal computo del capitale le azioni proprie detenute da Moncler ex articolo 44 bis comma 1 del Regolamento Emittenti).

BofA Securities e Morgan Stanley hanno agito 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 Bookrunners 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.

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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.

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