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Diffusione presunta
Oggetto : GIGLIO GROUP STARTS A SHARE
CAPITAL INCREASE RESERVED

Testo del comunicato

Vedi allegato.



GIGLIO GROUP STARTS A SHARE CAPITAL INCREASE RESERVED TO INSTITUTIONAL INVESTORS AND QUALIFIED SHAREHOLDERS THROUGH A PRIVATE-PLACEMENT PROCEDURE, TO BE CARRIED OUT EVENTUALLY THROUGH THE ACCELERATED BOOKBUILDING PROCEDURE (ABB)

Milan, 28 June 2021 - Today, the Board of Directors of Giglio Group S.p.A. (**Ticker GG**) ("Giglio Group" or the "**Company**"), company listed on the STAR segment of the Italian Stock-Exchange Market (Borsa Italiana S.p.A.), resolved, today, to partially execute the powers granted by the Extraordinary Shareholders' Meeting, pursuant to Art. 2443 of the Italian Civil Code on 12 November 2020, and to increase the share capital of the company against payment, without option rights and in separate issues, pursuant to Art. 2441, par. 4 of the Italian Civil Code, as amended by Art. 44, par. 3 of the Law Decree 76/2020, converted with Law 120/2020, within the limits of 20% of the existing share capital (the "**Transaction**" or the "**Capital Increase**").

The Company vested Integrae Sim S.p.A. with the task of assisting it in the placement by acting as its "**Global Coordinator**".

The placement shall begin today, upon the closure of the markets, and may end in any moment. The results, including the final number of shares and the final subscription price, shall be communicated to the market as they become available. The subscription price of the newly-issued shares shall be determined, upon private placement, within the price range resolved upon by the Board of Directors and shall be calculated with the "stock-market prices" criterion, setting € 0.2 at share capital and the rest at share premium. The auditing company EY S.p.A. issued a favourable opinion on the calculation criterion of the issue price as per Art. 2441, par. 4, second letter of the Italian Civil Code.

The Capital Increase is aimed at strengthening the Company's assets and financial position, which are necessary for its sustainable growth and development in the medium/long-term; for more information on the objectives of the Capital Increase, see the press releases published on 29 April 2021 and 21 June 2021.

The aim of the Transaction is the placement of a maximum of no. 1,221,547 ordinary, newly issued shares without nominal value, equal to 6.67% of the pre-existing share capital.

The newly issued shares will be offered for subscription within the context of a private placement to be executed through an accelerated bookbuilding procedure (the "**ABB**") to (i) "qualified" investors in Italy and to institutional ones abroad, as defined in Art. 34-ter, par. 1, letter b) of the Issuers' Regulation adopted with Consob resolution no. 11971 of 14 May 1999 as amended and integrated (with the exception of the United States of America

and of those Countries); and to (ii) the majority shareholder Meridiana Holding S.r.l., on a residual basis, by virtue of the commitment that it provided (together, the "**Recipients**").

As announced with the press release of 29 April 2021, the majority shareholder Meridiana Holding S.r.l., owning 56.59% of the Company's share capital and being controlled by Alessandro Giglio, the Chairman of Giglio Group S.p.A., made an irrevocable commitment to subscribe 50% of the Transaction, to be paid in kind, on a residual basis in the event of non-full subscription of the Capital Increase by the other investors. It is also noted that Meridiana Holding shall not contribute to the determination of the Transaction's price in the context of the private-placement procedure.

It is noted that the documents related to the Transaction shall be made available with the authorised storage mechanism, www.emarketstorage.it and on the Company's website at www.giglio.org in the Corporate Governance section.

Related-Parties Disclosure

The eventual participation of Meridiana Holding S.r.l.'s in the Capital Increase, on a residual basis and for a maximum of 50% of the Transaction's value, may be qualified as a Related-Parties Transaction of lesser importance pursuant to Art. 8.2 of the RPT Procedure of Giglio Group S.p.A. and to Consob Regulation adopted with resolution no. 17221 of 12 March 2010 (as amended and integrated), given that the transaction's value proposed by the majority shareholder does not exceed the 5% threshold for any significance indicator set forth in Annex 3 of the aforementioned Consob Regulation.

To this purpose, it is noted that the Company has already adopted the provisions set forth in the RPT Procedure and in the Consob Regulation for Related-Parties Transaction of lesser importance and that, more specifically, the Internal Control, Risks and Related-Parties Committee already submitted its favourable opinion for the Transaction, should the majority shareholder be involved in it.

Information on Giglio Group: *Founded in 2003 and listed on the STAR segment of Borsa Italiana ever since 2018, Giglio Group is the leading company for the design, creation and management of high value-added e-commerce platforms in Italy for Fashion, Design, Lifestyle and, more recently, Food and Healthcare sectors. The Company is based in Milan, but it is also present with offices in New York, Shanghai, Rome, Lugano and Genoa. Thanks to its remarkable expertise, Giglio Group accompanies its customers in the online distribution of their products through a unique platform, starting from the implementation of fully tailor-made and managed monobrand e-store. Moreover, the Company integrates its business with the dedicated placement on main marketplaces worldwide, ensuring the online management of both new collections and inventories stock. The uniqueness of a "complete-supply-chain" online service thus ensures a 100% sell-through rate.*

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