Informazione Regolamentata n. 20176-84-2021	Data/Ora Ricezione 01 Ottobre 2021 07:48:38	MTA

Societa'	:	SALCEF GROUP
Identificativo Informazione Regolamentata	:	152502
Nome utilizzatore	:	SALCEFGROUPN02 - Valeriano Salciccia
Tipologia	:	REGEM
Data/Ora Ricezione	:	01 Ottobre 2021 07:48:38
Data/Ora Inizio Diffusione presunta	:	01 Ottobre 2021 07:48:40
Oggetto	:	Accelerated Bookbuilding completed

Testo del comunicato

Vedi allegato.

Investor Relations & Sustainability - **Alessio Crosa**
Email: investor.relations@salcef.com - Ph: +39 06 416281

Press Release

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 WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION.

Accelerated Bookbuilding completed

Salcef Group S.p.A. share capital increase subscribed with issuance of no. 2,000,000 ordinary shares, for a total value, including share premium, of Euro 32 million

Share capital increase oversubscribed, with the involvement of more than 35 primary domestic and international investors

Rome, 1 October 2021 – Salcef Group S.p.A. ("**Salcef**" or the "**Company**"), listed on the MTA segment of the Italian Stock Exchange, following on from the press release published on 30 September 2021, announces the successful completion of the private placement, through an accelerated bookbuilding procedure, of 2,000,000 newly issued ordinary shares, without par value, from the share capital increase with exclusion of pre-emption rights as per Article 2441, paragraph 4, second section, of the Civil Code approved by the Board of Directors on 30 September 2021. The newly issued shares were subscribed at a unit price of Euro 16.00, for a total value, including share premium, of Euro 32 million. The transaction generated an overall demand from primary institutional investors, domestic and international, materially higher than the supply.

Valeriano Salciccia, Salcef Group's CEO commented:

"The success of this transaction marks another step in the evolution of the Group. It allows us not only to further increase the resources to support our growth strategy, but also to start the process aimed at the inclusion in the STAR segment, one of our goals since the listing and an important opportunity in terms of visibility on the market and continuous comparison with the best practices. Therefore, I would like to thank the investors for having put and renewed their trust in Salcef's industrial project as well as Banca Akros, Intesa Sanpaolo and the other advisors involved for their productive and professional collaboration in managing the ABB".

The placement of Salcef Group shares offered for subscription was reserved for qualifying investors (as per Article 2(1)(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the "**Prospectus Regulation**") (the "**Qualifying Investors**") in the European Economic Area and institutional investors overseas (excluding the United States of America, Canada, Japan, South Africa and any other country or jurisdiction in which the offer or sale of such shares is prohibited by law or in the absence of exemptions).

The settlement of the subscription transaction will be completed by delivery and payment of the shares on 5 October 2021. Upon full subscription of the newly issued shares, the nominal amount of Salcef 's post-increase share capital will be Euro 141,544,532.20, comprising 58,912,624 shares with no par value, of which (i) no. 58,117,729 ordinary shares; (ii) no. 641,044 *performance* shares; and (iii) no. 153,851 special shares.

Upon completion of the transaction, Finhold S.r.l. will continue to control the Company. The Company's aim to proceed with the necessary steps to access the STAR Segment remains firm.

The documentation relating to the share capital increase will be made available on the "eMarket Storage" authorised storage mechanism (www.emarketstorage.it) and on the Company's website (www.salcef.com, Investor Relations section/2021 Share Capital Increase).

Banca Akros and Intesa Sanpaolo acted as Joint Global Coordinator and Joint Bookrunner of the accelerated bookbuilding.

Gianni & Origoni are the legal advisors of the Company, while White&Case are the legal advisors of the Joint Global Coordinators.

IMPORTANT INFORMATION

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 document 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.

This press release has been prepared on the basis that any offer of securities in any Member State of the European Economic Area ("EEA") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. 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 will not be published in the future.

This publication, and any investment activity to which it relates, is available only to persons who (i) are outside the United Kingdom, (ii) are "investment professionals" falling within article 19(5) of the financial services and markets act 2000 (financial promotion) order 2005, as amended (the "Order"), (iii) are persons falling within article 49(2)(a) to (d) of the Order ("high net worth companies, unincorporated associations etc."), or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Order) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated under the Order (all such persons together being referred to as "Relevant Persons"). This announcement is directed only at Relevant Persons and must not be acted or relied on in the United Kingdom by anyone who is not a Relevant Person.

This announcement is for informational purposes only and is not intended to constitute and does not constitute an offer or an invitation to exchange, sell or a solicitation of an offer of subscription or purchase, or an invitation to exchange, purchase or subscribe for any financial instrument or any part of the business or assets described herein, any other participation or a solicitation of any vote or approval in any jurisdiction, any inducement or recommendation to enter into any contract or commitment or investment decision whatsoever in relation to the potential transaction or otherwise, nor will any sale, issuance or transfer of financial instruments take place in any jurisdiction in breach of the applicable law.

None of Banca Akros and Intesa Sanpaolo (the "Managers") or any of their affiliates or any of its or their respective directors, officers, employees, advisers or agents accepts any responsibility or liability for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement or any other information relating to the Company, its subsidiaries or associated companies or for any loss arising from any use of this announcement or its contents or in connection therewith.

The Managers are acting for the Company and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to any transaction or arrangement referred to in this announcement.

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 (EUR) 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 securities referred to herein have been subject to a product approval process, which has determined that, although the transaction is only addressed to investors who meet the criteria of professional clients and eligible counterparties (each as defined in MiFID II), 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 securities referred to herein 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 transaction. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers 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. Any person subsequently offering, selling or recommending the shares (a "Distributor") should take into consideration the manufacturers' Target Market Assessment. A Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the shares (by either adopting or refining the manufacturers' Target Market Assessment) and determining appropriate distribution channels.

Fine Comunicato n.20176-84	Numero di Pagine: 6