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CONSOB

Testo del comunicato

Vedi allegato.

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH COMMUNICATION WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

MANDATORY TENDER OFFER FOR ALL ORDINARY SHARES OF BANCA FINNAT EURAMERICA S.P.A. PROMOTED BY P.N. 1898 S.R.L.

PRESS RELEASE

pursuant to Article 102, paragraph 3, of Legislative Decree no.58 of 24 February 1998, as subsequently amended and supplemented (the “Consolidated Financial Act” or “CFA”) and Article 37-ter, paragraph 3 of the Regulation issued by CONSOB with Resolution no.11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”).

OFFER DOCUMENT FILED WITH CONSOB

Roma, September 27, 2022 – Pursuant to Article 102, paragraph 3, of CFA and Article 37-ter, paragraph 3 of the Issuers’ Regulation”, P.N. 1898 S.r.l. (the “Offeror” or “Bidco”), a company whose share capital is entirely held by Nattino Holding S.r.l. (“Holding”), hereby announces that on the date hereof it has filed with the *Commissione Nazionale per le Società e la Borsa* (“CONSOB”) the offer document (the “Offer Document”), for publication, related to the mandatory tender offer under Articles 102 e 106, paragraph 1 and 109 of the CFA (the “Offer”), launched by Bidco on the ordinary shares (the “Shares”) of Banca Finnat Euramerica S.p.A. (“Banca Finnat”, the “Issuer” or the “Company”), a company with shares listed on the Euronext Milan, STAR segment, organized and managed by Borsa Italiana S.p.A., other than:

- (a) the overall No. 249,383,724 Shares, approximately equal to 68.72% of the Issuer's share capital, held by Holding;
- (b) the overall No. 17,434,075 Shares, approximately equal to 4.80% of the Issuer's share capital, held, respectively, by Maria Sole Nattino (6,704,868 Shares, equal to 1.85% of the Issuer's share capital, of which 5,704,868 fully owned shares and 1,000,000 bare ownership shares with usufruct to Daniela Salivetto), by Ilaria Nattino (6,954,867 Shares, equal to 1.92% of the Issuer's share capital, of which 5,954,867 fully owned shares and 1,000,000 bare ownership shares with usufruct to Daniela Salivetto) and by Daniela Salivetto (3,774,340 Shares, equal to 1.04% of the Issuer's share capital, fully owned) (jointly referred to as the “AN Branch”);
- (c) the overall No. 7,303,000 Shares, approximately equal to 2.01% of the Issuer's share capital, held by Giovanni Malagò and by Lupo Rattazzi through the holding company GL Investimenti S.r.l.;
- (d) the overall No. 4,303,228 Shares, approximately equal to 1.19% of the Issuer's share capital, held by H.P.A. S.r.l.;
- (e) the No. 28,810,640 Treasury shares held by the Issuer, approximately equal to 7.94% of the Issuer's share capital;
- (f) the overall No. 13,000,000 Shares, approximately equal to 3.58% of the Issuer's share capital, held by the Offeror.

The Offer therefore relates to No. 42,645,333 Shares, representing approximately 11.75% of the Bank's share capital (“Shares Covered by the Offer”), at a nominal value of Euro 0.20 per Share, with regular dividend rights.

The Offeror will pay a consideration amounting to Euro 0.31 for each Share tendered to the Offer (the “Consideration”).

In the event of full acceptance of the Offer the maximum disbursement of the Offer, calculated with respect to the Consideration equal to Euro 0.31 per Share, is equal to Euro 13,220,053.23.

The Offer is exclusively launched in Italy, as the Shares are listed on Euronext Milan, STAR segment, organized and managed by Borsa Italiana, is addressed, indiscriminately and on equal terms, to all the shareholders of the Issuer. Except for as indicated below, the Offer is subject to the disclosure requirements and procedural obligations provided for by Italian law.

The Offer Document will be published upon conclusion of CONSOB's review carried out pursuant to Article 102, paragraph 4, of the CFA.

Pending publication of the Offer Document, unless otherwise specifically stated, please refer to the Offeror's notice issued pursuant to Article 102, paragraph 1, of the CFA, and Article 37 of the Issuers' Regulation and published on the Issuer's website at www.bancafinnat.it, which indicates the legal requirements, terms and key elements of the Offer.

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Press release issued by P.N. 1898 S.r.l. and distributed by Banca Finnat Euramerica S.p.A. at the request of the same P.N. 1898 S.r.l.

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This notice is not nor is intended to be an offer, invitation or solicitation to purchase or otherwise acquire, underwrite, sell or otherwise obtain financial instruments, and no sale, issue or transferral of Banca Finnat Euramerica S.p.A. financial instruments in breach the applicable legislation shall arise in any country. The Offer shall be carried out through the publication of the relative Offer Document subject to CONSOB approval. The Offer Document shall contain the full description of the Offer's terms and conditions, including acceptance procedures.

The Offer shall be promoted exclusively in Italy and shall be addressed, on equal terms, to all Banca Finnat Euramerica S.p.A. shareholders. The Offer shall be promoted in Italy as Banca Finnat Euramerica S.p.A. shares are listed on the Euronext Milam organised and managed by Borsa Italiana and the same is subject to the procedural obligations and requirements envisaged under Italian law.

*The Offer has not been and will not be made in the United States, Canada, Japan, Australia or any other country in which the promotion of the Offer and the acceptance thereof would not be in compliance with financial market or other local laws and regulations or would otherwise not be permitted in the absence of prior registration, approval or filing with the respective supervisory authorities (such countries including the United States, Canada, Japan, and Australia, are referred to herein as the "**Excluded Countries**"), nor by using domestic or international means of communication or commerce of the Excluded Countries (including, without limitation, the postal network, facsimile, telex, electronic mail, telephone, and the internet), nor through any facility of any financial intermediary of the Excluded Countries, nor in any other manner.*

Any partial or full copy of any document that the Offeror shall issue in relation to the Offer is not and shall not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Anyone receiving the above documents shall not distribute, send or ship them (by post or through any other communication or trading means or tool in the Excluded Countries).

Any acceptance of the Offer resulting from solicitation carried out in breach of the above limitations shall not be accepted.

Adherence to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions under applicable legal or regulatory provisions of such countries. It is the sole responsibility of the recipients of the Offer to comply with such regulations and, therefore, to verify their existence and applicability before joining the Offer by contacting their legal and other advisors. The Offeror does not accept any liability arising from violation by any person of the above limitations.

Fine Comunicato n.0259-105

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