



SPAFID
CONNECT

Informazione Regolamentata n. 0259-107-2022	Data/Ora Ricezione 11 Ottobre 2022 17:47:43	Euronext Star Milan
---	---	---------------------

Societa' : BANCA FINNAT EURAMERICA
Identificativo : 168122
Informazione
Regolamentata
Nome utilizzatore : FINNATN06 - Ascani
Tipologia : 3.1
Data/Ora Ricezione : 11 Ottobre 2022 17:47:43
Data/Ora Inizio : 11 Ottobre 2022 17:47:47
Diffusione presunta
Oggetto : P.N. 1898 S.r.l. ANNOUNCES THAT THE
OFFER DOCUMENT HAS BEEN
APPROVED BY 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

P.N. 1898 S.r.l. ANNOUNCES THAT THE OFFER DOCUMENT HAS BEEN APPROVED BY CONSOB

* * * * *

Rome, October 11, 2022 – 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 on the date hereof CONSOB, with resolution No. 22473, of October 11, 2022, has approved, pursuant to Article 102, paragraph 4, of Legislative Decree of 24 February 1998, no. 58, as subsequently amended (the “**Italian Consolidated Finance Law**”), the offer document (the “**Offer Document**”) relating 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. (the “**Issuer**”), 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. 262,383,724 Shares, approximately equal to 72,3% of the Issuer's share capital, held by Holding (directly No. 249,383,724 Shares, equal to approximately 68.72% of the Issuer's share capital, and indirectly No. 13,000,000 Shares through BidCo, equal to approximately 3.58% of the Issuer's share capital);
- (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);
- (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.

The acceptance period of the Offer (the “**Acceptance Period**”), agreed upon with Borsa Italiana S.p.A., will start at 8:30 am (Italian time) on October 24, 2022 and will end at 17:30 (Italian time) on November 15, 2022.

The consideration of the Offer, equal to Euro 0.31 per each Share tendered in the Offer, will be paid to the tendering shareholders on November 21, 2022.

It should be noted that the reopening of the terms will not take place, pursuant to Article 40-*bis*, paragraph 3, letter b), of the Issuers' Regulation, because, if at the end of the Acceptance Period the conditions set forth under Article 40-*bis*, paragraph 1, letter b), point 2, of the Issuers' Regulations are met – and, therefore, at least half of the Shares subject to the Offer were tendered – BidCo (i) will come to hold a stake higher than the 90% threshold and (ii) does not intend to restore a free float sufficient to ensure the regular course of trading.

The Offer Document containing a description of the Offer, as well as the procedures to tender it, will be published in accordance with the applicable law on the Offeror's website (www.bancafinnat.it). The aforementioned publication and the procedures for the dissemination of the Offer Document will be disclosed to the public by a press release.

* * * * *

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.

..*.*

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 STAR Milam organised and managed by Borsa Italiana S.p.A. 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.0259-107

Numero di Pagine: 4