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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.

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PRESS RELEASE

pursuant to Article 38, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”).

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PUBLICATION OF THE OFFER DOCUMENT

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Rome, October 14, 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”), announces that on the date hereof it has published the offer document (the “Offer Document”) approved by CONSOB with resolution No. 22473, of October 11, 2022 (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. (“Banca Finnat” or 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 Offer Document has been published on the Issuer's website (www.bancafinnat.it). The Offer Document is also made available to the public for consultation at: (i) the Offeror's registered office in Rome, Piazza del Gesù No. 49; (ii) the Issuer's registered office in Rome, Piazza del Gesù No. 49; (iii) the offices of the intermediary in charge of coordinating the collection of acceptances in Milan, Largo Mattioli No. 3; (iv) the registered office of the appointed intermediaries.

In accordance with Article 103, paragraph 3 of the CFA and Article 39 of the Issuers' Regulation, the Board of Directors of Banca Finnat shall announce to the market, by the day preceding the initial day of the acceptance period, a notice providing all necessary details regarding the Offer and its assessment of the Offer, with the opinion by independent directors.

Pursuant to Article 40, paragraph 2, of the Issuers' Regulation, the acceptance period to the Offer (the “Acceptance Period”), agreed with Borsa Italiana, will start at 8:30 (Italian time) on 24 October 2022 and will end at 17:30 (Italian time) on 15 November 2022 (first and last day included), and will therefore consist of 17 trading days (unless

extended). Thus, 15 November 2022 will be the last day to tender to the Offer, unless the Acceptance Period is extended.

On the fourth trading day following the end of the Acceptance Period, i.e. on 21 November 2022, the Offeror will pay to each adhering shareholder a consideration amounting to Euro 0.31, fully paid in cash, for each share tendered to the Offer.

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.

For additional information on the terms and conditions of the Offer please refer to the Offer Document.

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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 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.0259-109

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