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Informazione Regolamentata n. 0259-111-2022	Data/Ora Ricezione 19 Ottobre 2022 18:22:18	Euronext Star Milan
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Societa' : BANCA FINNAT EURAMERICA

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Regolamentata

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Data/Ora Ricezione : 19 Ottobre 2022 18:22:18

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Diffusione presunta

Oggetto : THE BOARD OF DIRECTORS  
APPROVES THE ISSUER'S STATEMENT  
REGARDING THE MANDATORY  
TENDER OFFER

*Testo del comunicato*

Vedi allegato.

**PRESS RELEASE**

**THE BOARD OF DIRECTORS APPROVES THE ISSUER'S STATEMENT  
REGARDING THE MANDATORY TENDER OFFER PURSUANT TO  
ARTICLES 102 AND 106, PARAGRAPH 1 AND 109 OF LEGISLATIVE  
DECREE 58/1998 PROMOTED BY P.N. 1898 S.R.L.**

**Rome October 19, 2022** – Today's meeting of the Board of Directors of Banca Finnat Euramerica S.p.A. ("**Banca Finnat**"), chaired by Dr. Marco Tofanelli, has approved the statement (the "**Issuer's Statement**") pursuant to Article 103, paragraph 3, of the Legislative Decree n. 58/1998 ("**TUF**") and Article 39 of Consob regulations adopted by resolution No. 11971/1999, as amended subsequently ("**Consob Issuers' Regulation**") in connection with the mandatory total tender offer launched by P.N. 1898 S.r.l. on the ordinary shares of Banca Finnat ("**Shares**") pursuant to Articles 102 and 106, paragraph 1 and 109, TUF, (the "**Offer**").

The Issuers' Statement contains the Board of Directors' motivated assessment of (i) the Offer, and (ii) the fairness of the related consideration, equal to Euro 0,31 for each Share tendered in acceptance of the Offer (the "**Consideration**").

For the purposes of its assessment, the Board of Directors has acknowledged the Offer and the terms and conditions described in the offer document, approved by Consob on October 11, 2022 by resolution no. 22473. The Board of Directors also took into account the opinion provided today by the independent directors of Banca Finnat pursuant to Article 39-*bis* of Consob Issuers' Regulations (the "**Independent Directors' Opinion**"), as well as the opinion provided by Prof. Tiziano Onesti, acting as the *advisor* appointed by the independent directors (the "**Fairness Opinion**").

As a result of the meeting, the Board of Directors has positively evaluated the Offer and deemed the Consideration to be fair for the Shareholders under the Offer.

For further details and the observations expressed by the Board of Directors, please refer to the Issuer's Statement, which will be published, together with the Independent Directors' Opinion and the Fairness Opinion, pursuant to the applicable laws and regulations.

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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.*

For further information:

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