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CONNECT

Informazione Regolamentata n. 0259-123-2022	Data/Ora Ricezione 11 Novembre 2022 19:44:48	Euronext Star Milan
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Societa' : BANCA FINNAT EURAMERICA  
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Tipologia : 3.1  
Data/Ora Ricezione : 11 Novembre 2022 19:44:48  
Data/Ora Inizio : 11 Novembre 2022 19:44:49  
Diffusione presunta  
Oggetto : P.N 1898 S.R.L. EXCEEDS THE  
THRESHOLD OF 95% OF BANCA  
FINNAT EURAMERICA S.P.A. SHARE  
CAPITAL

*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**

**P.N 1898 S.R.L. EXCEEDS THE THRESHOLD OF 95% OF BANCA FINNAT EURAMERICA S.P.A. SHARE CAPITAL**

**THE ACCEPTANCE PERIOD OF THE OFFER WILL EXPIRE ON NOVEMBER 15, 2022**

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**Rome, November 11, 2022** – With reference to the mandatory tender offer under Articles 102 e 106, paragraph 1 and 109 of the CFA (the “Offer”), launched by P.N. 1898 S.r.l. (the “Offeror” or “BidCo”) on the ordinary shares (the “Shares”) of Banca Finnat Euramerica S.p.A. (“Banca Finnat” or the “Issuer”), the Offeror announces that, during the acceptance period which began on October 24, 2022, and until the date hereof, a total amount of No. 25,679,525 Ordinary Shares were tendered to the Offer.

Therefore, on the date hereof the stake currently held by the Offeror and the persons acting in concert exceeds the threshold of 95%, having reached approximately 95.32% of the Issuers’ share capital including:

- (i) the No. 25,679,525 Shares tendered to the Offer during the acceptance period (approximately equal to 7.07% of the Issuer’s share capital);
- (ii) the overall No. 262,383,724 Shares, approximately equal to 72,3% of the Issuer's share capital, held by Nattino Holding S.r.l. (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);
- (iii) 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);
- (iv) 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.;
- (v) 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.;
- (vi) 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 will expire at 5:30 p.m. (Italian time) of November 15, 2022, which is the last day to tender the Shares to the Offer.

Please note that, as the threshold of 95% of the share capital of Banca Finnat has been exceeded, the provisions of Article 108, paragraph 1, of the CFA for the fulfilment of the sell-out procedure, and of Article 111 of the CFA for the exercise of the purchase right (the “Joint Procedure”) will apply. The modalities and terms by which the Offeror will carry out the Joint Procedure will be announced within the legal terms.

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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.0259-123

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