



SPAFID
CONNECT

Informazione Regolamentata n. 0259-125-2022	Data/Ora Ricezione 15 Novembre 2022 19:10:21	Euronext Star Milan
---	--	---------------------

Societa' : BANCA FINNAT EURAMERICA
Identificativo : 169531
Informazione
Regolamentata
Nome utilizzatore : FINNATN06 - Ascani
Tipologia : 3.1
Data/Ora Ricezione : 15 Novembre 2022 19:10:21
Data/Ora Inizio : 15 Novembre 2022 19:10:22
Diffusione presunta
Oggetto : PROVISIONAL RESULTS OF THE OFFER

<i>Testo del comunicato</i>

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

END OF THE ACCEPTANCE PERIOD

PROVISIONAL RESULTS OF THE OFFER

EXCEEDED THE THRESHOLD OF 95% OF THE SHARE CAPITAL OF BANCA FINNAT EURAMERICA S.P.A.

*** * * * ***

Rome, November 15, 2022 – P.N. 1898 S.r.l. (the “**Offeror**” or “**BidCo**”) announces that on the date hereof at 17:30 (Italian time) ended the acceptance period related to the mandatory tender offer under Articles 102 e 106, paragraph 1 and 109 of the CFA (the “**Offer**”) on the ordinary shares (the “**Shares**”) of Banca Finnat Euramerica S.p.A. (“**Banca Finnat**” or the “**Issuer**”).

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by Consob with resolution no. 22473 of October 11, 2022 and published on October 14, 2022 (the “**Offer Document**”).

Based on the provisional results communicated by Intesa Sanpaolo S.p.A. as Intermediary in Charge of Coordinating the Collection of Acceptances, at the end of the Acceptance Period, corresponding to 17 trading days, which started on October 24, 2022 at 8:30 (Italian time), No. 28,677,255 Shares were tendered to the Offer, representing approximately 7.903% of the Issuer’s share capital.

In the light of the foregoing, based on the provisional results of the Offer, if confirmed, and considering the:

- (i) No. 28,677,255 Shares tendered to the Offer during the Acceptance Period (approximately equal to 7.903% 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,

as a result of the Offer, the Offeror will hold a total of No. 348,911,922 Shares, equal to approximately 96.151% of the Issuer’s ordinary share capital.

The final results of the Offer will be announced with a specific press release pursuant to Article 41, Paragraph 6, of the Issuers’ Regulation, which will be released by the terms provided by the regulations in force.

Payment of the Consideration per Share in respect of the Shares tendered to the Offer during the Acceptance Period, upon transfer to the Offeror of ownership of such Shares, will take place on November 21, 2022.

It should be noted that the Offer is not subject to any conditions for their effectiveness.

In light of the above, the Offeror hereby declares that (i) the reopening of the terms will not take place (pursuant to and for the purposes of Article 40–bis, paragraph 3, letter b), of the Issuers' Regulation), and (ii) all the legal requirements for the exercise of the Purchase Right have been met with reference to the remaining no. 13,968,078 Shares of Banca Finnat, representing 3.849% of the Issuer's share capital (the "**Remaining Shares**").

As declared in the Offer Document, the Offeror will exercise the Purchase Right and will concurrently fulfil the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA by carrying out a single procedure (the "**Joint Procedure**") regarding all the Remaining Shares.

Pursuant to Article 108, paragraph 3, of the CFA, as recalled by Article 111 of the CFA, the Purchase Right will be exercised by the Offeror by means of paying a consideration for each Remaining Share equal to the Consideration per Share (*i.e.* Euro 0.31 per Remaining Share).

Further information on the Joint Procedure will be announced in the Notice of the Final Results of the Offer.

Following the satisfaction of the conditions of the Purchase Right of the Shares and the Purchase Obligation pursuant to Article 108, paragraph 1, of CFA, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, Borsa Italiana shall order the suspension and/or Delisting of the Issuer's Shares, taking into account the timeframe contemplated for the exercise of the Purchase Right.

..*.*

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.0259-125

Numero di Pagine: 5