



SPAFID
CONNECT

Informazione Regolamentata n. 0259-126-2022	Data/Ora Ricezione 17 Novembre 2022 13:05:12	Euronext Star Milan
---	--	---------------------

Societa' : BANCA FINNAT EURAMERICA
Identificativo : 169573
Informazione
Regolamentata
Nome utilizzatore : FINNATN06 - Ascani
Tipologia : 3.1
Data/Ora Ricezione : 17 Novembre 2022 13:05:12
Data/Ora Inizio : 17 Novembre 2022 17:40:05
Diffusione presunta
Oggetto : FINAL RESULTS OF THE OFFER

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

FINAL RESULTS OF THE OFFER: ACQUISITION BY P.N. 1898 S.R.L. OF A SHAREHOLDING APPROXIMATELY EQUAL TO 96.151% OF THE SHARE CAPITAL OF BANCA FINNAT EURAMERICA S.P.A.

TERMS FOR THE EXERCISE OF THE JOINT PROCEDURE CONCERNING THE PURCHASE OBLIGATION (SELL-OUT) AND THE PURCHASE RIGHT (SQUEEZE- OUT)

DELISTING OF BANCA FINNAT EURAMERICA S.P.A. SHARES STARTING FROM MONDAY 28 NOVEMBER 2022

* * * * *

Rome, November 17, 2022 - With reference to the mandatory tender offer under Articles 102 e 106, paragraph 1 and 109 of the CFA (the "**Offer**"), promoted by P.N. 1898 S.r.l. (the "**Offeror**"), on the ordinary shares (the "**Shares**") of Banca Finnat Euramerica S.p.A. ("**Banca Finnat**" or the "**Issuer**"), the Offeror announces that the following in accordance with Articles 41, paragraph 6, and 50-*quinquies*, paragraph 2, of the Issuer's Regulation.

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**").

The Offer was launched on a maximum of No. 42,645,333 of the Issuer's ordinary Shares, with a nominal value of Euro 0.20 each, approximately equal to 11.752% of the Issuer's share capital. The Acceptance Period closed on November 15, 2022 at 5:30 p.m. (Italian time).

Final Results

Based on the final results of the Offer collected by Intesa Sanpaolo S.p.A., as Intermediary in Charge of Coordinating the Collection of Acceptances (*intermediario incaricato per la raccolta delle adesioni*), which confirm the provisional results already announced on November 15, 2022, at the expiration of the Acceptance Period, no. 28,677,255 Shares have been tendered to the Offer, approximately representing 7.903% of the Issuer's share capital (the "**Final Results**").

Therefore, taking into account the Final Results, the Shares held by the Offeror and the persons Acting in Concert, included the Treasury Shares of the Issuer, the Offeror as a result of the Offer will hold a total of no. 348,911,922 Shares, approximately representing 96.151% of the relevant share capital.

The Final Results confirm the achievement by the Offeror of an overall stake higher than 95% of the Issuer's share capital. Therefore, on the date hereof, it is confirmed that the conditions required for the fulfilment, by the Offeror, of the Purchase Right and of the Purchase Obligation pursuant to art. 108, paragraph 1, of CFA, are met.

Consideration and Payment Date

On the Payment Date, *i.e.* November 21, 2022, the Offeror will pay to each shareholder adhering to the Offer a consideration in cash equal to Euro 0.31 (the "**Consideration**") for each Share tendered to the Offer, in return for the simultaneous transfer of ownership of such shares to the Offeror, for a total disbursement, calculated on the basis of the Consideration, equal to Euro 8,889,949.05.

The Consideration will be paid in cash. The Consideration will be paid by the Offeror to the account indicated by the Intermediary in Charge of Coordinating the Collection of Acceptances and transferred by the latter to the Appointed Intermediaries that will transfer the funds to the Depository Intermediaries for crediting to the accounts of their respective customers, in accordance with the instructions provided by the adhering shareholders in the Acceptance Form.

The Offeror's obligation to pay the Consideration under the Offer shall be deemed to have been fulfilled when the

relevant amounts has been transferred to the Appointed Intermediaries. The adhering shareholders will bear the entire risk that the Appointed Intermediaries or the Depository Intermediaries fail to transfer such amounts to the parties entitled thereto or delay such transfer.

Terms for the exercise of the Purchase Right and the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA

As anticipated above, the Offeror, as result of the Offer, will come to hold an overall stake higher than 95%, of the Issuers' share capital. Since the Offeror and the Persons Acting in Concert reach a stake amounting to at least 95% of the Issuer's share capital, 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) the legal requirements for the exercise of the Purchase Right and for the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA are 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**").

In light of the Final Results of the Offer, 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.

The holders of non-dematerialized Remaining Shares, if any, will have to demand the payment of the Consideration of the Joint Procedure after having delivered the original of the relevant share certificates assigned to them at the office of the Issuer in Rome, Piazza del Gesù, no. 49.

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). Taking into account the number of the Remaining Shares, the overall consideration of the Joint Procedure is equal to Euro 4,330,104.18 (the "**Overall Consideration**").

In order to carry out the Joint Procedure, by November 25, 2022, an amount equal to the Overall Consideration, committed to the payment of the consideration of the Joint Procedure, will be deposited by the Offeror on a bank account opened with Intesa Sanpaolo S.p.A. and the Joint Procedure will become effective on November 28, 2022, when the Offeror confirms to the Issuer that such deposit has been made and that the amounts for the payment of the Overall Consideration are available.

Furthermore, in accordance with Section G, Paragraph G.1.2, of the Offer Document, Intesa Sanpaolo S.p.A. has undertaken to issue, in the context of the Joint Procedure, the cash confirmation letter of the Offeror's obligation to pay the full price for all the Remaining Shares.

It should be noted that the Purchase Right will be exercised on all the Remaining Shares and, therefore – regardless of any payment request relating to the Overall Consideration above – the transfer to the Offeror of the ownership of the Remaining Shares will be effective from the moment notice of the deposit of the Consideration per Share is given to the Issuer, which will make the related entries in the shareholders' register (pursuant to Article 111, paragraph 3, of the CFA).

Holders of Remaining Shares may obtain payment of the consideration of the Joint Procedure directly from their respective Depository Intermediaries. The obligation to pay the consideration of the Joint Procedure shall be deemed to be fulfilled when the relevant amounts are transferred to the Depository Intermediaries from which the Remaining Shares subject to the Joint Procedure originate. The risk that the Depository Intermediaries do not transfer the sums to the entitled parties or delay the transfer remains solely with the shareholders.

Pursuant to Article 2949 of the Italian Civil Code, following the five-year limitation period from the date on which the Overall Consideration is deposited, the right of the holders of the Remaining Shares to obtain payment of the consideration of the Joint Procedure will be time barred and the Offeror shall be entitled to claw back the amounts deposited and not collected, without prejudice to the provisions of Articles 2941 *et seq.* of the Italian Civil Code.

Delisting of Banca Finnat's Shares

It should also be noted that, following the Joint Procedure, Borsa Italiana, pursuant to Article 2.5.1, paragraph 6, of the Borsa Italiana Regulation, will provide for the Issuer's shares to be suspended from listing on the Euronext STAR

Milan on Thursday 24 and Friday 25 November, 2022, and delisted starting from Monday 28, 2022 session.

..*.*

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.0259-126

Numero di Pagine: 5