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CONNECT

Informazione Regolamentata n. 0259-130-2022	Data/Ora Ricezione 28 Novembre 2022 11:03:41	Euronext Star Milan
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Societa' : BANCA FINNAT EURAMERICA

Identificativo : 169843

Informazione

Regolamentata

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Tipologia : 3.1

Data/Ora Ricezione : 28 Novembre 2022 11:03:41

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Diffusione presunta

Oggetto : DELISTING OF BANCA FINNAT
EURAMERICA S.P.A. SHARES
STARTING TODAY

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. 1898S.R.L. COMPLETED 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 TODAY

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Rome, November 28, 2022 – P.N. 1898 S.r.l. (the “**Offeror**”), further to the press release of November 17, 2022 relating to:

- (i) the final results of 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**”), and
- (ii) the completion of the joint procedure for the exercise of the purchase right pursuant to Article 111 of the CFA and the concurrent fulfillment of the purchase obligation pursuant to Article 108, paragraph 1, of the CFA (the “**Joint Procedure**”), regarding the remaining No. 13,968,078 Shares of Banca Finnat, equal to 3.849% of the Issuer’s share capital (the “**Remaining Shares**”),

announces to have confirmed earlier today to the Issuer, pursuant to Article 111, paragraph 3, of the CFA, to have deposited the amount of Euro 4,330,104.18, corresponding to the overall consideration of the Joint Procedure, on the bank account opened with Intesa Sanpaolo S.p.A. (IBAN no. IT IT25L0306912711100000019451), dedicated to the payment of the consideration due to the shareholders holding the Remaining Shares.

On the date hereof, the transfer to the Offeror of the ownership of the Remaining Shares will be effective, pursuant to Article 111, paragraph 3, of the CFA and the Issuer will make the related entries in the shareholders’ register.

The holders of the Remaining Shares may obtain payment of the consideration of the Joint Procedure directly from their respective intermediaries. The obligation to pay the consideration of the Joint Procedure will be fulfilled when the relevant amounts are transferred to the intermediaries from which the Remaining Shares subject to the Joint Procedure originate.

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 n. 49.

As already announced on November 17, 2022, the consideration of the Joint Procedure is equal to the consideration of the Offer, *i.e.* Euro 0.31 per each Remaining Share.

Pursuant to Article 2949 of the Italian Civil Code, once the five-year statutory limitation period has elapsed from the date of abovementioned deposit, the Offeror shall have the right to obtain the reimbursement of the sums deposited by way of consideration for the Joint Procedure and not collected by the entitled parties.

It should be noted that Borsa Italiana S.p.A., by means of the resolution No. 8899 of November 18, 2022, provided for the Issuer’s shares (ISIN IT0000088853) to be suspended from listing on the Euronext STAR Milan, during 24 November and 25 November 2022 sessions, and delisted starting from today.

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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.0259-130

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