



SPAFID
CONNECT

Informazione Regolamentata n. 2083-20-2022	Data/Ora Ricezione 15 Dicembre 2022 20:12:09	Euronext MIV Milan
--	--	--------------------

Societa' : NB AURORA SA SICAF-RAIF
Identificativo : 170551
Informazione
Regolamentata
Nome utilizzatore : NBAURORAN03 - FRANCESCO MOGLIA
Tipologia : REGEM
Data/Ora Ricezione : 15 Dicembre 2022 20:12:09
Data/Ora Inizio : 15 Dicembre 2022 20:12:11
Diffusione presunta
Oggetto : PR Coinvestment Finlogic

<i>Testo del comunicato</i>

Vedi allegato.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY,
IN AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR THE UNITED STATES**

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

The investment or investment activity related to the Company is available only to persons falling within the category of professional investors under the MIFID (the "Exempted Persons") and will be engaged in only with the Exempted Persons. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus.

In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant implementing measure in the relevant Member State. This announcement is related to the disclosure of information that qualified or may have qualified as inside information within the meaning of Article 7 para. 1 of the Regulation (EU) No. 596/2014 on market abuse.

PRESS RELEASE

**NB AURORA SIGNED A BINDING AGREEMENT WITH
CREDEM PRIVATE EQUITY SGR TO PROMOTE THE LAUNCH OF A
VOLUNTARY PUBLIC TENDER OFFER ON THE WHOLE SHARE
CAPITAL OF FINLOGIC S.P.A.**

**THE GROUP IS ACTIVE IN THE INFORMATION TECHNOLOGY
SECTOR OFFERING COMPLETE AND INNOVATIVE SOLUTIONS FOR
THE LABELING SYSTEMS,
CODING AND AUTOMATIC IDENTIFICATION OF PRODUCTS**

Luxembourg, 15 December 2022

NB Aurora S.A. SICAF-RAIF ("NB Aurora"), listed in Italy on the Euronext MIV Milan – Professional Segment ("MIV") market organized and managed by Borsa Italiana S.p.A., announces that today – through its subsidiary NB Aurora Holdings S.à r.l. ("NB Aurora Holdings") – has signed a binding co-investment agreement ("Agreement") with Credem Private Equity SGR S.p.A. ("Credem") for the acquisition of Finlogic S.p.A ("Finlogic" or the "Company" and, together with its subsidiaries, the "Group"), through the launch of a voluntary tender offer ("Tender Offer") pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree No. 58/1998, as incorporated by the Company's by-laws, on all the Finlogic's shares, at a unitary price equal to Euro 12.00 (twelve/00) ("Transaction") – as already communicated to the market by means of a press release disseminated by Credem on 6 December 2022, to which reference is made ("Credem Press Release").

The Tender Offer, to be launched subject to the conditions set out herein below, is aimed at the delisting of the Company's shares from the trading on the Euronext Growth Milan market.

The Group is active in the Information Technology sector and realizes complete and innovative solutions for the coding and automatic identification of products through the use of bar codes and RFID (Radio Frequency Identification) technology. It provides integrated and customized labeling systems for products recognition and traceability, covering the entire value chain (hardware, software, consumables and technical assistance). With production plants in Puglia, Lombardia and Emilia Romagna as well as commercial and technical offices in Lazio, Piemonte e Toscana, the Group employs a workforce of ca. 270 employees and is a key partner and a strategic supplier for a large number of companies operating in a wide range of sectors from food, pharmaceutical and logistics to chemical, security and healthcare.

In the context of the Transaction, the Agreement relates to the signing of a binding framework agreement by and between Credem and BF Capital S.r.l., current controlling shareholder of the Company (“Framework Agreement”), announced to the market through the Credem Press Release, aimed at the acquisition of the entire share capital of Finlogic by a corporate vehicle participated by Credem and in whose share capital NB Aurora Holdings will indirectly co-invest through a newly-formed vehicle controlled by itself (“Offeror”).

The Framework Agreement provides, *inter alia*, for BF's irrevocable commitment to adhere to the Tender Offer with its entire stake in the Company, represented by 4,525,500 shares, equal to 61.625% of Finlogic's share capital, as well as BF's commitment (or BF's subsidiaries) to reinvest in the Offeror - subject to the completion of the Tender Offer - part of the proceeds deriving from the Tender Offer.

The Agreement is resolutely conditional upon the failure to complete the Transaction on the terms set out in the Framework Agreement, it being understood that - in such a case - the Agreement will automatically terminate.

The launch of the Tender Offer is subject to the prior fulfilment of certain conditions precedent, among which the granting of Golden Power and Antitrust clearances and the obtainment by the Offeror of the financing necessary to meet its financial commitments in connection with the Transaction. For any further information in relation to the Framework Agreement and, in general, the Transaction, please refer to the Credem Press Release.

The investment of NB Aurora Holdings will be approximately equal to 16 million euros (including transaction and run-rate costs).

NB Aurora

NB Aurora, the first permanent capital vehicle listed in Italy on the MIV professional segment of the Italian Stock Exchange, has been created with the purpose to invest in unlisted SMEs, conveying financial resources to support their growth and international expansion, thus helping to support the real economy. NB Aurora is promoted by Neuberger Berman, a private,

independent, employee-owned investment manager, with \$418 billion AUM (as of 30 June 2022). The investment target includes top-class SMEs with a leading position in specialized niches and a strong export attitude with a turnover between €30 and €300 million. NB Aurora team operates with an active minority approach, partnering with entrepreneurs with a medium-long term horizon. After the first deal that led NB Aurora to acquire 44.55% of the shares of Fondo Italiano di Investimento (17 initial shareholdings of which it currently still holds the investments in Ligabue, DBA Group, Amut Group and Zeis Excelsa), the fund invested in 11 companies: Club del Sole (leader in the camping-village sector in Italy), Dierre Group (leader in Italy in the production of tech components for industrial automation), PHSE (Italian leader in the temperature-controlled transport of drugs and biological samples), BluVet (network of veterinary clinics), Rino Mastrotto Group (world leader in the production and marketing of leathers for fashion, automotive and furniture industries), Engineering (leader in Italy in the digital transformation of companies, public and private organizations), Veneta Cucine (Europe's leading manufacturer of fitted kitchens) Comet (leader in Italy in the development and production of tailor-made organic rubber and silicone compounds), Farmo (leader in the production of 'better for you' gluten-free products), Exacer (active in the specialty chemicals business through the development and production of catalyst supports) and PromoPharma (specialized in the production and commercialization of food supplements, dietary food and innovative medical devices).

For Further Information NB Aurora:

Image Building

Cristina Fossati, Luisella Murtas, Laura Filosi

Tel. +39 02 89011 300

Email nb@imagebuilding.it

IR_NBAurora@nb.com

www.nbaurora.com

This document is addressed to professional clients only.

Neuberger Berman AIFM S.A.R.L. is authorised and regulated as an alternative investment fund manager by the Commission de Surveillance du Secteur Financier (CSSF) and is registered in the Grand Duchy of Luxembourg, at 9, rue du Laboratoire, L-1911 Luxembourg.

NB Aurora S.A. SICAF-RAIF is reserved alternative investment fund (RAIF) in the form of an investment company with fixed capital (société d'investissement à capital fixe capital SICAF) as per the Luxembourg law of 26 July 2016 on reserved alternative investment funds. The information in this document does not constitute investment advice or an investment recommendation and is only a brief summary of certain key aspects of the fund.

An investment in the fund involves risks, with the potential for above average risk, and is only suitable for people who are in a position to take such risks. For more information please read the prospectus and principal fund documents.

In relation to each member state of the EEA (each a "Member State"), this document may only be distributed and shares may only be offered or placed in a Member State to the extent that: (1) the fund is permitted to be marketed to professional investors in the relevant Member State in accordance with AIFMD (as implemented into the local law/regulation of the relevant Member State); or (2) this document may otherwise be lawfully distributed and the shares may otherwise be lawfully offered or placed in that Member State (including at the initiative of the investor). In relation to each Member State of the EEA which, at the date of this document, has not implemented AIFMD, this document may only be distributed and shares may only be offered or placed to the extent that this document may be lawfully distributed and the shares may lawfully be offered or placed in that Member State (including at the initiative of the investor).

Germany: Shares of the fund may in particular not be distributed or marketed in any way to German retail or semi-professional investors if the fund is not admitted for distribution to these investor categories by the Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht).

United Kingdom: This document is directed only at persons who are professional clients or eligible counterparties for the purposes of the FCA's Conduct of Business Sourcebook. The opportunity to invest in the Fund is only available to such persons in the United Kingdom and this document must not be relied or acted upon by any other persons in the United Kingdom.

Switzerland: The distribution of this fund in Switzerland will be exclusively made to, and directed at, qualified investors ("Qualified Investors"), as defined in the Swiss Collective Investment Schemes Act of 23 June 2006, as amended ("CISA") and its implementing ordinance, the Collective Investment Schemes Ordinance of 22 November 2006, as amended ("CISO"). Accordingly, the fund has not been and will not be registered with the Swiss Financial Market Supervisory Authority ("FINMA"). This document and/or any other offering materials relating to the fund may be made available in Switzerland solely to Qualified Investors. The fund is domiciled in Luxembourg. The Swiss representative is FIRST INDEPENDENT FUND SERVICES LTD, Klausstrasse 33, CH - 8008 Zurich and the Swiss paying agent is Neue Helvetische Bank AG, Seefeldstrasse 215, CH-8008 Zurich. The principal fund documents may be obtained free of charge at the registered office of the Swiss representative. In respect to the shares in the fund distributed to Qualified Investors in Switzerland, the place of performance and the place of jurisdiction is at the Swiss representative's registered office.

This document is presented solely for information purposes and nothing herein constitutes investment, legal, accounting or tax advice, or a recommendation to buy, sell or hold a security.

We do not represent that this information, including any third party information, is accurate or complete and it should not be relied upon as such.

No recommendation or advice is being given as to whether any investment or strategy is suitable for a particular investor. Each recipient of this document should make such investigations as it deems necessary to arrive at an independent evaluation of any investment, and should consult its own legal counsel and financial, actuarial, accounting, regulatory and tax advisers to evaluate any such investment.

It should not be assumed that any investments in securities, companies, sectors or markets identified and described were or will be profitable. Any views or opinions expressed may not reflect those of the firm as a whole.

All information is current as of the date of this material and is subject to change without notice.

The fund described in this document may only be offered for sale or sold in jurisdictions in which or to persons to which such an offer or sale is permitted. The fund can only be promoted if such promotion is made in compliance with the applicable jurisdictional rules and regulations. This document and the information contained therein may not be distributed in the US. Past performance is not a reliable indicator of current or future results. The value of investments may go down as well as up and investors may not get back any of the amount invested. The performance data does not take account of the commissions and costs incurred on the issue and redemption of units.

The value of investments designated in another currency may rise and fall due to exchange rate fluctuations in respect of the relevant currencies. Adverse movements in currency exchange rates can result in a decrease in return and a loss of capital.

No part of this document may be reproduced in any manner without prior written permission of Neuberger Berman Europe Limited.

The “Neuberger Berman” name and logo are registered service marks of Neuberger Berman Group LLC.

© 2018 Neuberger Berman Group LLC. All rights reserved.

Fine Comunicato n.2083-20

Numero di Pagine: 6