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Testo del comunicato

Vedi allegato.

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PRESS RELEASE

**TRANSACTION RELATING TO THE ORDINARY SHARES OF FINLOGIC S.P.A. -
FULFILMENT OF THE CONDITIONS FOR THE LAUNCH OF THE OFFER**

Luxembourg, 3 March 2023 - NB Aurora S.A. SICAF-RAIF ("**NB Aurora**"), a company listed in Italy on the MIV market - *Segmento Professionale* organised and managed by Borsa Italiana S.p.A, with reference to: (i) the transaction for the acquisition of the entire share capital of Finlogic S.p.A. ("**Finlogic**" or the "**Issuer**") through the launch of a voluntary tender offer, pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree no. 58/1998, as referred to in Finlogic's Articles of Association (the "**Offer**"), on all of the Issuer's outstanding shares at a price per share of Euro 12.00 (the "**Transaction**"), announced with a previous press release by Credem Private Equity SGR S.p.A. ("**Credem**") - management company of the closed-end funds named "Credem Venture Capital II", "Elite" and "EltifPlus" belonging to the "Credito Emiliano-Credem" Banking Group - of 6 December 2012. (the "**First Press Release**") relating to the signing of a framework agreement with Finlogic's reference shareholders (the "**Framework Agreement**"); (ii) the binding co-investment agreement signed on 15 December 2022 between Credem and NB Aurora, through its subsidiary NB Aurora Holdings S.à r.l. (the "**Credem - NB Agreement**"), subject of press releases issued on the same date by Credem and NB Aurora; and (iii) the binding co-investment agreement signed on 13 February 2023 between Credem, NB Aurora, through its subsidiary NB Aurora Holdings S. à r.l., and PM&Partners SGR S.p.A. - on behalf of the closed-end fund named PM&Partners III ("**PM**") (the "**Credem - NB - PM Agreement**"), subject of press releases issued on the same date by Credem and NB Aurora, hereby announces the following.

With regards to the execution of the Framework Agreement, the promotion of the Offer and the relevant conditions precedent identified and described in Credem's First Press Release (the "**Conditions for the**

Launch of the Offer"), please note that - as communicated by Credem with two separate press releases dated January 13 and 27 (both available at www.finlogicgroup.it): (i) with a communication dated 12 January 2023, the Italian Antitrust Authority has communicated that it has decided not to proceed with the preliminary investigation on the Transaction, with the consequent fulfilment of the Condition for the Launch of the Offer relating to antitrust profiles; and (ii) with a note dated 27 January 2023 - the Presidency of the Council of Ministers has communicated that the Transaction does not fall within the scope of application of the laws and regulations as per decree-law n. 21 of 15 March 2012, with the consequent fulfilment also of the Condition for the Launch of the Offer concerning golden power profiles.

Please be informed that, today, Argo S.p.A. (a joint stock company under Italian law, with registered office in Milan, Via Manfredo Camperio no. 9, Milan-Monza-Brianza-Lodi Companies' Register no. 12756400961, R.E.A. number MI - 2682458, currently wholly and indirectly owned by Credem and in whose share capital NB Aurora will indirectly co-invest) has been identified as the corporate vehicle (the "**Offeror**") through which the Offer will be launched, and the latter company, on today's date, has signed with Crèdit Agricole Italia S. p.A. and BPER Banca S.p.A. (jointly, the "**Lenders**") a binding financing agreement pursuant to which, under the terms and conditions set forth therein, the Lenders have undertaken to make available to the Offeror part of the resources necessary for the Offeror to meet its financial commitments in relation to the Transaction. As a result of the foregoing, the Condition for the Launch of the Offer relating to the financing profiles must also be deemed to have been satisfied.

Moreover, as of today's date, the further Conditions for the Launch of the Tender Offer must also be considered as fulfilled.

For further information on the Transaction, please refer to the press release issued by Credem today, available at www.finlogicgroup.it.

In light of the above and of the fulfilment of the Conditions for the Launch of the Offer, the Offeror - in accordance with the terms and conditions provided for by the law, as well as in compliance with the provisions of the Framework Agreement - will announce its decision to promote the Tender Offer through the publication of a separate notice pursuant to art. 102, paragraph 1, of the TUF and article 37 of the Issuers' Regulation No. 11971/1999 (the "**102 Notice**"), which will be available at www.finlogicgroup.it and to which reference should be made for further information relating to the Transaction.

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).

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