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Oggetto : Approval from CONSOB of the prospectus concerning the rights issue

Testo del comunicato

Vedi allegato



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PRESS RELEASE

APPROVAL FROM CONSOB OF THE PROSPECTUS CONCERNING THE RIGHTS ISSUE.

DEFINITION OF THE RIGHTS ISSUE TIMETABLE.

CLOSING OF THE GARDANT ACQUISITION EXPECTED ON NOVEMBER 22, 2024

Rome, November 20, 2024 – doValue S.p.A. ("**doValue**" or the "**Company**", Euronext Milan **DOV.MI**) announces the following.

Approval of the Prospectus by CONSOB

Today, CONSOB resolved, with note n. 0106398/24, to approve the prospectus (the "**Prospectus**") related to (i) the Offering (as defined below) and listing on the regulated market Euronext Milan ("**Euronext Milan**"), organized and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), of the doValue shares, resulting from a rights issue, for a maximum total amount of approximately €150 million, inclusive of share premium, following the resolution of the extraordinary shareholders' meeting held on September 11, 2024 (respectively, the "**New Shares**" and the "**Rights Issue**") and (ii) the listing on the Euronext Milan market of the 4,000,000 shares resulting from the conversion of the convertible bonds issued by the Company on November 13, 2024 (the "**Conversion Shares**") in favor of the shareholders of Gardant S.p.A. ("**Gardant**") as a payment of consideration for the acquisition of the Gardant group (the "**Gardant Acquisition**"). The Prospectus will be filed with CONSOB and published in accordance with legal and regulatory requirements.

The Conversion Shares will be delivered to the holders of the convertible bonds and admitted to trading on the third open market day following the Gardant Acquisition and subject to the completion of such transaction.

It is expected that the Board of Directors of the Company will meet on November 21, 2024, to resolve upon the final terms and conditions of the Rights Issue, including the price at which the New Shares will be offered (the "**Subscription Price**"), which will be timely disclosed to the market.

Rights Issue timetable

The Company also announces that the timetable concerning the pre-emptive offer of the New Shares to the entitled holders pursuant to Article 2441, paragraphs 1, 2, and 3, of the Italian civil code (the "**Rights Issue**" or the "**Offering**") has been defined. According to this calendar, it is expected that:

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- the pre-emptive rights to subscribe for the New Shares (the "**Rights**") can be exercised from November 25, 2024, to December 12, 2024 (inclusive) (the "**Subscription Period**") otherwise it shall lapse; and
- the Rights shall be negotiable on Euronext Milan from November 25, 2024, to December 6, 2024 (inclusive).

The Rights not exercised by the end of the Subscription Period will be offered on Euronext Milan by the Company within the following month after the end of the Subscription Period, for at least two open market days, pursuant to Article 2441, paragraph 3, of the Italian civil code, unless the Rights have already been fully sold (the "**Rights Auction**"). The start and end dates of the Rights Auction will be communicated to the public in accordance with legal and regulatory terms through a specific notice, which will also contain the number of Rights not exercised to be offered on Euronext Milan. The above notice will be published in at least one newspaper with national circulation and on the Issuer's website www.doValue.it.

Subscription undertakings

As previously announced to the market, on June 7, 2024, the shareholders Fortress, Bain, Elliott and certain managers of Gardant have communicated their irrevocable undertaking to subscribe, at the Subscription Price, the New Shares for an aggregate amount up to approximately €82.5 million (the "**Underwriting Commitment**").

Moreover, on June 7, 2024, the Company entered into a pre-underwriting agreement with Mediobanca – Banca di Credito Finanziario S.p.A., UniCredit, Banca Akros – Gruppo Banco BPM and Intesa Sanpaolo (the "**Underwriters**"), under which the parties committed to enter into, upon the occurrence of certain conditions in line with market practice for similar transactions, the underwriting agreement. It is expected that, before the start of the Subscription Period, doValue and the Underwriters will enter into an underwriting agreement (the "**Underwriting Agreement**") regulating, among others, the commitment of the Underwriters, severally and not jointly, to subscribe for, according to the terms and conditions set forth therein and in proportion to their respective commitments, the New Shares remaining unsubscribed at the end of the Rights Auction, which will take place after the Subscription Period, up to the maximum total amount of approximately €67.5 million, equal to the difference between the total counter value of the Rights Issue and the Underwriting Commitment.

Further information regarding the terms and conditions of the Offering, together with the signing of the Underwriting Agreement, will be disclosed in a subsequent press release that will be made available to the public in accordance with legal and regulatory terms.

Finally, the Rights Issue will not be considered a hyper-dilutive capital increase under CONSOB Communication no. 88305 of October 5, 2016, and the regulation of Borsa Italiana.

Closing of the Gardant Acquisition

Following the announcement of June 7, 2024, and in light of CONSOB's approval of the prospectus occurred today and of the obtaining of the necessary approvals by all other competent authorities, it should be noted that the closing of the Gardant Acquisition is currently scheduled for November 22, 2024 and is conditional upon the entry into of the Underwriting Agreement and standard undertakings arising from the financing agreements.

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doValue Group is a European financial services provider offering innovative products along the entire credit lifecycle, from origination to recovery. With more than 20 years of experience and approximately €116 billion gross assets under management (Gross Book Value) as of 31 December 2023, it operates in Italy, Spain, Greece and Cyprus. doValue Group contributes to economic growth by fostering sustainable development of the financial system and offers an integrated range of credit management services: servicing of Non-Performing Loans (NPL), Unlikely To Pay (UTP), Early Arrears, Performing Loans, Master Legal, Due Diligence, financial data processing and Master Servicing activities. doValue's shares are listed on Euronext STAR Milan (EXM) and, in 2023, the Group reported Gross Revenue of €486 million and EBITDA excluding non-recurring items of €179 million.

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*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures; and (d) in respect of firms which are subject to the requirements of the U.K. Financial Conduct Authority (the "**FCA**") Handbook and Product Intervention and Product Governance Sourcebook, the relevant provisions of MiFID II as they form part of U.K. domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") ("**U.K. MiFID II**"), (letters (a)-(d) together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract, or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the pre-emptive subscription rights (the "**Rights**") and the new ordinary shares (the "**New Shares**") have been subject to a product approval process, which has determined that the New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II. In respect of firms which are subject to U.K. MiFID II, references in this section to MiFID II shall mean the relevant provisions thereof as they form part of U.K. MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted under MiFID II (the "**Target Market Assessment**"). Any person subsequently offering, selling, or recommending the Rights and the New Shares (a "distributor") should take into consideration the manufacturer's Target Market Assessments; however, a distributor subject to the MiFID II Product Governance Requirements is responsible for undertaking its own Target Market Assessment in respect of the Rights and the New Shares (by either adopting or refining the manufacturer's Target Market Assessments) and determining appropriate distribution channels.*

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Rights and the New Shares (as defined in the offering materials) may decline and investors could lose all or part of their investment; the Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights and the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Sole Global Coordinator will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest, or purchase, or take any other action with respect to the Rights and the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares and determining appropriate distribution channels.

Except as required by applicable law, the Company has no intention or obligation to update, keep updated, or revise this publication or any parts thereof following the date hereof.

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*None of Mediobanca – Banca di Credito Finanziario S.p.A., UniCredit, Banca Akros – Gruppo Banco BPM and Intesa Sanpaolo (the “**Managers**”) or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to doValue, Gardant, its subsidiaries or associated companies, whether written, oral or in visual or electronic form, and howsoever transmitted or made available or for any loss whatsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, each of the Managers and the other foregoing persons disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement. The Managers are acting exclusively for the Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein. In connection with the Offering of the Rights and the New Shares, the Managers and any of their affiliates, may take a portion of the Rights or the New Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references herein and in the Prospectus, once published, to the Rights and New Shares being issued, offered, subscribed, purchased, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, purchase, placing or dealing by, the Managers and any of their affiliates acting in such capacity. In addition, the Managers and any of their affiliates may enter into financing arrangements (including swaps, warrants, or contracts for difference) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold, or dispose of Rights or New Shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory requirement to do so.*

Fine Comunicato n.1967-104-2024

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