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Societa' : GVS

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Utenza - Referente : GVSN03 - Rozemaria

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Oggetto : GVS: The Board of Directors approves the
capital increase reserved for subscription by
GVS Group S.r.l.

Testo del comunicato

Vedi allegato



PRESS RELEASE

The Board of Directors approves the capital increase reserved for subscription by GVS Group S.r.l.

Zola Predosa (BO), 3 December 2024 – The Board of Directors of GVS S.p.A. ("GVS" or the "Company" or the "Group"), leader in the supply of advanced filtration solutions for highly critical applications, hereby announces that on 2 December 2024 it has executed the statutory delegation pursuant to art. 2443 of the Italian Civil Code and, consequently, resolved on a capital increase (the "**Capital Increase**"), for cash consideration and in divisible form, with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, for an amount of Euro 75,000,000 (including share premium), reserved for subscription by GVS Group S.r.l. ("**GVS Group**"), by issuing a maximum of 17,500,000 shares with no nominal value and regular dividend rights, or the lower number of shares (rounded down) as determined by the ratio between Euro 75,000,000 and the Issue Price (as defined below), to be subscribed by 23 December 2024, it being understood that if the same is not fully subscribed by that date, it will remain determined in the lower amount resulting from the subscriptions received.

GVS Group has made an irrevocable commitment to subscribe the Capital Increase.

The Capital Increase is part of the GVS acquisition of certain assets relating to the transfusion medicine business of Haemonetics Corp., more specifically, the entire portfolio of the Haemonetics proprietary whole blood collection, processing and filtration solutions, together with the manufacturing facility in Covina, California, and part of Haemonetics manufacturing operations in Tijuana, Mexico, where these solutions are currently produced (the "**Acquisition**"), as separately announced to the market.

As detailed in the Report of the Board of Directors drafted pursuant to Article 72 of the regulation adopted by CONSOB resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented, and Article 2441, paragraph 4, second sentence, of the Italian Civil Code (the "**Report of the Board of Directors**"), the Capital Increase will allow GVS to:

- address a request repeatedly expressed by investors regarding the simplification of the GVS financial structure, through the elimination of the shareholders' loan of 8 March 2023 between the Company and GVS Group, in the amount of Euro 75,000,000 (the "**Shareholders' Loan**");
- definitively acquire the sums originally provided with the Shareholders' Loan, thereby quickly strengthening the capital structure in conjunction with the Acquisition; and
- facilitate the discussions initiated with financial institutions on the possible rescheduling of part of the existing debt.

GVS S.p.A.

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Cap. Soc. € 1.750.000 int. vers. - C.F. 03636630372 - P. Iva 00644831208

R.E.A. 0305386/BO - Reg. Imprese 45539/BO - Mecc. BO 012048



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The issue price (the "**Issue Price**") for each of the shares deriving from the Capital Increase is determined as the arithmetic average of the closing prices over the period that includes collection in the 10 trading days preceding (2 December inclusive) and in the 10 trading days following the announcement to the market of the Acquisition (as defined below), extremes inclusive, and therefore from 19 November 2024 to 16 December 2024.

The shares resulting from the Capital Increase will be automatically admitted to trading on Euronext Milan, like the other ordinary shares of GVS, without the need to publish a public offering prospectus and/or listing prospectus, by virtue of the exemptions provided for in Article 1(4)(b) and (5)(a) of Regulation (EU) 2017/1129, as subsequently amended.

The Capital Increase was resolved as a related party transaction of greater significance, as the materiality ratio relative to the consideration of the transaction as per Annex 3 of the CONSOB Regulation on related party transactions ("Consob RPT Regulation") and the GVS Procedure on Related Party Transactions exceeds 5%. The Board of Directors of GVS approved the transaction on 2 December 2024, after obtaining the reasoned favourable opinion of the Control, Risks, Sustainability and Related Parties Committee, acting as Committee for Related Parties Transactions, on GVS interest in carrying out the transaction, as well as on the convenience and substantial fairness of the related conditions and with the abstention of Massimo Scagliarini and Marco Scagliarini as "Directors Involved in the Transaction" pursuant to the GVS Related Parties Procedure.

Documentation relating to the Capital Increase transaction

The Report of the Board of Directors as well as the relative report of the auditing company required by the applicable regulations are made available at the same time as this press release on the Company's website www.gvs.com and on the authorised eMarket Storage mechanism managed by Teleborsa.

GVS will publish, within the terms set forth in the Consob RPT Regulation, the information document (*documento informativo*) concerning the transaction relating to transactions of greater significance with related parties, prepared in accordance with article 5 and in compliance with the scheme set forth in Annex 4 of the Consob RPT Regulation and the GVS Related Parties Procedure.

This press release is available on the regulated information dissemination system eMarket SDIR, managed by Teleborsa Srl, as well as on the Company's website www.gvs.com (in the Investor/Press releases section).

Contacts

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