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COMUNICATO STAMPA

SBE-VARVIT

DEFINITI I TERMINI DEL COLLOCAMENTO ISTITUZIONALE PRODROMICO ALLA QUOTAZIONE SU EURONEXT GROWTH MILAN

PREZZO DI OFFERTA FISSATO AD EURO 8,33 PER AZIONE ORDINARIA, CORRISPONDENTE AD UN EQUITY VALUE DELLA SOCIETÀ PARI AD EURO 975 MILIONI

Reggio Emilia, 3 novembre 2023 – Facendo seguito al comunicato stampa diffuso in data 24 ottobre u.s., SBE – VARVIT S.p.A., società attiva nel settore della produzione, della distribuzione e della commercializzazione di componenti di fissaggio (“**SBE-Varvit**” o la “**Società**”), prosegue nel percorso finalizzato ad ottenere la quotazione delle proprie azioni ordinarie (le “**Azioni**”) su Euronext Growth Milan (“**EGM**”), sistema multilaterale di negoziazione organizzato e gestito da Borsa Italiana S.p.A. (la “**Quotazione**”).

In particolare, la Società comunica che sono stati definiti i termini e le caratteristiche del collocamento istituzionale delle Azioni mediante vendita delle stesse da parte del proprio azionista unico, Vescovini Group S.p.A. (rispettivamente, l’“**Offerta**” e l’“**Azionista Venditore**”), di seguito illustrati:

- Il prezzo di offerta delle Azioni è stato fissato in Euro 8,33 per Azione (il “**Prezzo di Offerta**”). In base al Prezzo di Offerta, la capitalizzazione della Società alla data di avvio delle negoziazioni sarà pari a circa Euro 975 milioni;
- l’Offerta, finalizzata all’ammissione alle negoziazioni delle Azioni sull’EGM, ha ad oggetto massime n. 3.000.000 Azioni (inclusa opzione *greenshoe*), per un controvalore al Prezzo di Offerta di circa Euro 25 milioni. Inoltre, l’Azionista Venditore, d’intesa con Equita SIM S.p.A. e UniCredit Bank AG, Milan Branch (i “**Joint Global Coordinator**”), si è riservato la facoltà di aumentare il quantitativo di Azioni oggetto dell’Offerta, in considerazione delle adesioni pervenute nell’ambito dell’Offerta, per massime ulteriori n. 600.000 Azioni (la “**Facoltà di Incremento**”). In caso di integrale esercizio della Facoltà di Incremento, l’Offerta avrebbe ad oggetto massime n. 3.600.000 Azioni, per un controvalore al Prezzo di Offerta di circa Euro 30 milioni;
- è prevista da parte dell’Azionista Venditore la concessione di un’opzione *greenshoe* ai Joint Global Coordinator per l’acquisto al Prezzo di Offerta di massime n. 270.000 Azioni (“**Opzione Greenshoe**”), corrispondenti ad una quota pari a circa il 10,00% delle Azioni oggetto dell’Offerta (esclusa Opzione Greenshoe).
- le Azioni oggetto dell’Offerta saranno collocate presso investitori qualificati negli stati membri dello Spazio Economico Europeo e nel Regno Unito ed a investitori istituzionali

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esteri al di fuori degli Stati Uniti d'America, ai sensi della *Regulation S* dello United States Securities Act del 1933, come successivamente modificato, con esclusione di quei Paesi nei quali l'Offerta non sia consentita in assenza di autorizzazione da parte delle competenti autorità, in conformità con le leggi vigenti, o di esenzioni di legge o regolamentari applicabili;

Come annunciato in data 24 ottobre 2023, è previsto un impegno di ECD Uno S.r.l., veicolo di investimenti promosso da Equita Investimenti S.p.A. (il "**Cornerstone Investor**"), ad effettuare nell'ambito dell'Offerta un ordine vincolante per la sottoscrizione di Azioni per un importo complessivo pari a Euro 11,6 milioni a un prezzo unitario corrispondente Prezzo di Offerta (il "**Cornerstone Agreement**"), il tutto subordinatamente al verificarsi di talune condizioni sospensive usuali per questa tipologia di operazione.

Al momento della Quotazione il capitale sociale della Società sarà costituito da Azioni ordinarie negoziate sull'Euronext Growth Milan e da azioni a voto plurimo, queste ultime non negoziate e detenute esclusivamente dall'Azionista Venditore.

Ad esito dell'Offerta, assumendo l'integrale collocamento delle Azioni oggetto dell'Offerta e l'integrale esercizio dell'Opzione *Greenshoe*, il numero di Azioni complessivamente detenute dal mercato sarà pari al 2,56% del capitale sociale dell'Emittente (ovvero pari al 3,08% in caso di integrale esercizio della Facoltà di Incremento). Considerando esclusivamente le azioni ordinarie ai fini del calcolo del flottante, il numero di Azioni complessivamente detenute dal mercato, ad esclusione del Cornerstone Investor, sarà pari al 53,60% (ovvero pari al 61,33% in caso di integrale esercizio della Facoltà di Incremento)

Si prevede che la Società e l'Azionista Venditore assumano nei confronti dei Joint Global Coordinators i consueti impegni di *lock-up*, che limitano la loro capacità di emettere, vendere o trasferire Azioni per un periodo rispettivamente di 6 e 24 mesi, fatte salve alcune consuete esclusioni e possibili rinunce da parte dei Joint Global Coordinators. Si prevede altresì che il Cornerstone Investor assuma nei confronti dei Joint Global Coordinators un impegno di *lock-up* pari al minore tra: (i) 24 mesi dalla data di inizio delle negoziazioni sull'EGM e (ii) la data di ammissione alle negoziazioni su Euronext Milan.

È previsto che l'Offerta abbia inizio il 6 novembre 2023 e che si concluda entro il 10 novembre 2023 (salvo proroga o chiusura anticipata).

Della presentazione della domanda di ammissione a Borsa Italiana sarà data comunicazione al mercato.

Nell'ambito dell'Offerta, Equita SIM S.p.A. e UniCredit Bank AG, Milan Branch agiranno in qualità di *joint global coordinator* e *joint bookrunner*. Equita SIM S.p.A. agisce inoltre in qualità di *Euronext Growth Advisor* e specialista, mentre *Lazard* è l'*advisor* finanziario della Società. KPMG S.p.A. è la Società di revisione.

Chiomenti agisce in qualità di *advisor* legale della Società, mentre Linklaters in qualità di *advisor* legale dei Joint Global Coordinator.

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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; and (c) local implementing measures (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 Shares have been subject to a product approval process, which has determined that such 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; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the 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 offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators (as defined below) 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 in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels. Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

This press release contains statements that are, or may be deemed to be "forward-looking statement", projections, objectives, estimates and forecasts reflecting management's current views with respect to certain future events. Forward-looking statements, projections, objectives, estimates and forecasts are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal", or "target" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets where the Company or any Group company participates or is seeking to participate. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results: forward-looking statements may and often do differ materially from actual results. The Group's ability to achieve its projected objectives or results is dependent on many factors which are outside management's control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions. All forward-looking statements included herein are based on

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The date of admission to trading on Euronext Growth Milan (the “**Admission**”) may be influenced by factors such as market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company’s intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offering. The value of Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offering for the person concerned.

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