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COMUNICATO STAMPA

SBE-VARVIT AMMESSA ALLE NEGOZIAZIONI SU EURONEXT GROWTH MILAN

Inizio delle negoziazioni previsto per il 14 novembre 2023

Controvalore complessivo del Collocamento Istituzionale pari a circa Euro 25 milioni (inclusa l'opzione *greenshoe*)

Reggio Emilia, 11 novembre 2023 – SBE-Varvit S.p.A. (“**SBE-Varvit**” ovvero la “**Società**” o l’“**Emittente**”), società attiva nel settore della produzione, della distribuzione e della commercializzazione di componenti di fissaggio, comunica di aver ricevuto in data 10 novembre 2023 da Borsa Italiana S.p.A. (“**Borsa Italiana**”) il provvedimento di ammissione alle negoziazioni delle proprie azioni ordinarie (le “**Azioni**”) sul sistema multilaterale di negoziazione Euronext Growth Milan, organizzato e gestito da Borsa Italiana (“**EGM**”).

La Società rende altresì noto che ha chiuso con successo il collocamento delle proprie Azioni riservato ad investitori qualificati negli stati membri dello Spazio Economico Europeo e nel Regno Unito ed a investitori istituzionali 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 (il “**Collocamento Istituzionale**”).

Sulla base delle richieste pervenute nell’ambito del Collocamento Istituzionale, sono state assegnate n. 3.000.000 Azioni, poste in vendita dall’azionista Vescovini Group S.p.A. (l’“**Azionista Venditore**”), di cui n. 270.000 Azioni sottostanti all’opzione di *over-allotment* (a servizio dell’eventuale esercizio dell’opzione *greenshoe*) concessa dall’azionista Vescovini Group S.p.A. in favore di Equita SIM S.p.A. e UniCredit Bank AG, Milan Branch (i “**Joint Global Coordinator**”). L’Azionista Venditore, d’intesa con i Joint Global Coordinator, non ha esercitato la facoltà di incrementare l’ammontare del Collocamento Istituzionale prevista nell’ambito della definizione dei termini dello stesso comunicati in data 3 novembre 2023.

Il prezzo di collocamento delle azioni ordinarie della Società oggetto dell’offerta è stato definito in Euro 8,33 cadauna (il “**Prezzo di Offerta**”), con una valorizzazione complessiva della Società (c.d. *equity value*) prevista alla data di inizio delle negoziazioni pari ad Euro 975 milioni.

Il ricavato complessivo derivante dal Collocamento Istituzionale di spettanza esclusiva dell’Azionista Venditore, riferito al Prezzo di Offerta, al lordo delle spese e delle commissioni di collocamento senza tenere conto dell’eventuale esercizio dell’opzione *greenshoe*, è pari a circa Euro 22,7 milioni. In caso di integrale esercizio dell’opzione *greenshoe*, il ricavato complessivo sarà pari a circa Euro 25 milioni.

La data di inizio delle negoziazioni delle Azioni su Euronext Growth Milan è prevista per il 14 novembre 2023 e a tale data il capitale sociale della Società sarà costituito da Azioni ordinarie quotate (ISIN IT0005568461) e da azioni a voto plurimo (ISIN IT0005568479), queste ultime detenute dall’Azionista Venditore.

ECD Uno S.r.l., veicolo di investimenti promosso da Equita Investimenti S.p.A. (il “*cornerstone investor*”), ha effettuato nell’ambito del Collocamento Istituzionale 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.

Nell’ambito del processo di quotazione, Equita SIM S.p.A. e UniCredit Bank AG, Milan Branch agiscono 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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Alessandro Vescovini, Presidente del Consiglio di Amministrazione di SBE-Varvit ha commentato: *“Il nostro gruppo, negli ultimi anni, è stato protagonista di un entusiasmante percorso di crescita, pieno di sfide e di soddisfazioni, e la quotazione in Borsa rappresenta una tappa fondamentale della nostra strategia, un ulteriore acceleratore per cogliere al meglio le opportunità di un mercato dinamico. Condividiamo la stessa visione di lungo termine con gli investitori che ci stanno dando fiducia e grazie al nostro business model competitivo e solido, rafforzeremo ancora di più il nostro posizionamento tra le principali aziende del nostro settore. L’obiettivo oggi è consolidare la nostra leadership, penetrando in segmenti nuovi dove se ne presentasse l’opportunità, proseguendo in ogni caso nel nostro continuo percorso di efficienza produttiva e mantenendo sempre elevatissime l’affidabilità e la qualità del servizio per le quali siamo conosciuti dal mercato.”*

Il presente comunicato costituisce anche comunicazione ai sensi dell’art. 6 del Regolamento Delegato (UE) 2016/1052. Equita SIM S.p.A., quale agente per la stabilizzazione, si riserva la facoltà di effettuare attività di stabilizzazione sulle Azioni in ottemperanza alla normativa vigente. Tale attività potrà essere svolta dalla data di avvio delle negoziazioni sull’EGM (attesa per il 14 novembre 2023) fino ai 30 giorni successivi a tale data. Non vi è comunque certezza che l’attività di stabilizzazione venga effettivamente esercitata. Tale attività, peraltro, potrà essere interrotta in qualsiasi momento. Le operazioni di stabilizzazione, se intraprese, potrebbero determinare un prezzo di mercato superiore al prezzo che verrebbe altrimenti a prevalere. Le operazioni di stabilizzazione mirano a sostenere il prezzo di mercato delle Azioni durante il periodo di stabilizzazione e si svolgeranno sull’EGM.

Altre informazioni

Il Documento di Ammissione è disponibile presso la sede legale della Società, sul sito internet dell’Emittente www.sbe.it nella sezione “*Investor Relations*” e sul sito internet di Borsa Italiana.

Per la diffusione delle informazioni regolamentate, la Società si avvale del circuito 1INFOSDIR (www.1info.it) gestito da Computershare.

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SBE - VARVIT S.p.A. (the “**Company**”) has not registered and does not intend to register any part of the offering in the United States or to conduct a public offering of any securities in the United States.

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This announcement is only addressed to and is only directed at persons in Relevant States who are “qualified investors” (“**Qualified Investors**”) within the meaning of Article 2(e) of the Prospectus Regulation and, with respect to the United Kingdom, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

In the United Kingdom, this announcement is being distributed to, and is only directed at, Qualified Investors (i) who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**FPO**”), (ii) who fall within Article 49(2)(a) to (d) of the FPO or (iii) to whom it may otherwise lawfully be communicated (all such persons in (i) and (ii) above being together referred to as “**Relevant Persons**”).

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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:

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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 information available to the Group as of the date hereof. No Group company undertakes any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to any Group company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

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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