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IL PRESENTE ANNUNCIO CONTIENE INFORMAZIONI PRIVILEGIATE AI SENSI DELL'ARTICOLO 7 DEL REGOLAMENTO SUGLI ABUSI DI MERCATO (596/2014/UE).

# ART SHARE | 002

## Successo per l'Offerta Iniziale sull'iconica opera d'arte di Francis Bacon "Three Studies for Portrait of George Dyer, 1963"

*La chiusura dell'Offerta e l'inizio delle negoziazioni su ARTEX MFT è previsto per venerdì 8 marzo 2024.*

Lussemburgo, 7 marzo 2024

- L'offerta di **550.000** azioni di **classe B rimborsabili** (le "Azioni di Classe B" o le "Azioni offerte") di **Art Share 002 S.A.**, società per azioni (société anonyme) di diritto lussemburghese, con sede legale in 16, rue Eugène Ruppert, L-2453 Lussemburgo, Granducato di Lussemburgo, e iscritta al registro del commercio e delle società del Lussemburgo (Registre de Commerce et des Sociétés de Luxembourg) con il numero B273672 (la "Società" o "Art Share 002") (l'"Offerta") dell'opera d'arte iconica di Francis Bacon "Three Studies for Portrait of George Dyer, 1963" (l'"Opera d'arte") è **stata completata con successo** (e sottoscritta in eccesso) mediante un collocamento privato a investitori qualificati e/o professionali situati nel SEE, nel Regno Unito e in Svizzera.
- In base ai termini dell'Offerta, **sono state sottoscritte 412.500 Azioni di Classe B, pari al 75% di tutte le Azioni di Classe B emesse dalla Società**, che saranno ammesse al sistema multilaterale di negoziazione ARTEX a partire da **venerdì 8 marzo 2024** (l'"Ammissione").
- Il **prezzo** per ogni Azione di Classe B è stato fissato a **92,20 euro** per un valore complessivo di **38.032.500 euro**, pari a **41.250.000 dollari USA**, applicando il tasso di cambio pubblicato dalla Banca Centrale Europea alle 16:00 (CET) del 4 marzo 2024, pari a 1 dollaro USA = 0,9220 euro.
- La **negoziazione** delle Azioni di Classe B sul sistema multilaterale di negoziazione ARTEX inizierà con un'asta di apertura a partire dalle 12:50 CET e successivamente con la negoziazione continua a partire dalle 13:00 CET con il **simbolo BAC1EU** (ISIN: LU2583605592).

Il **Memorandum d'offerta** definitivo che illustra i termini dell'Offerta unitamente alla determinazione del prezzo è stato pubblicato dalla Società in data 7 marzo 2024 ed è disponibile sul suo sito internet all'indirizzo [www.artshare002.com](http://www.artshare002.com) (il "Memorandum d'offerta").

**Ulteriori elementi sull'ammissione**

- Al momento dell'ammissione, la Società avrà una capitalizzazione di mercato di circa 50,7 milioni di euro, pari a 55 milioni di dollari USA, e avrà 550,000 Azioni di Classe B in circolazione.
- Zeus Capital Limited, banca d'investimento britannica regolamentata dalla Financial Conduct Authority del Regno Unito, ha agito come unico Intermediario per l'Offerta.
- I dettagli del titolo sono i seguenti:
  - Simbolo ticker: BAC1EU
  - ISIN: LU2583605592
  - WKN: A3D7ZH
  - Bloomberg Ticker: BAC1EU AW EQUITY

**Sua Altezza Serenissima il Principe Venceslao del Liechtenstein, Co-fondatore e Presidente di ARTEX Stock Exchange, ha commentato:**

*"Siamo molto orgogliosi di annunciare il successo di questo passo finale verso la negoziazione di un'opera d'arte, una novità assoluta nella storia dell'arte. Il forte interesse dimostrato da investitori qualificati nelle ultime due settimane è un importante segno di fiducia nella nostra nuova struttura di trading multilaterale regolamentata e accessibile incentrata sull'arte."*

**Yassir Benjelloun-Touimi, Co-fondatore e CEO di ARTEX Stock Exchange, ha aggiunto:**

*"L'entusiasmo suscitato da questa prima offerta è un'ottima notizia per tutti coloro che credono nel potenziale di democratizzazione degli investimenti in arte. Dall'8 marzo, tutti potranno investire in arte su ARTEX, aprendo la strada allo sviluppo di una nuova asset class. Questa ammissione costituisce il primo capolavoro mai quotato in borsa, e non vediamo l'ora di proporre le altre opere che abbiamo in cantiere".*



Francis Bacon, Three Studies for Portrait of George Dyer, 1963 © The Estate of Francis Bacon. All rights reserved, DACS 2024 / Photo by The Makers Photography

Si prevede che l'ammissione avvenga su ARTEX MTF AG, una società per azioni (Aktiengesellschaft), costituita ai sensi delle leggi del Liechtenstein, con sede legale in Wuhr-strasse 6, 9490 Vaduz,

Liechtenstein e registrata presso il registro del commercio e delle società del Liechtenstein con il numero FL-0002.682.571-2, essendo un sistema di negoziazione multilaterale regolamentato e supervisionato dall'Autorità per i mercati finanziari del Liechtenstein ("ARTEX MTF").

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### **Informazioni su Art Share 002 S.A.**

Art Share 002 è una società per azioni (société anonyme) costituita ai sensi delle leggi del Granducato di Lussemburgo, esistente come impresa di cartolarizzazione (organisme de titrisation) ai sensi della Legge sulla cartolarizzazione. È stata costituita per emettere azioni, tenendo traccia del rischio economico associato all'Opera d'arte e di qualsiasi altro rischio correlato ai sensi dell'articolo 53 della legge lussemburghese del 22 marzo 2004 sulla cartolarizzazione, e successive modifiche, grazie al finanziamento, tra l'altro, dovuto all'emissione di Azioni di Classe B.

Art Share 002 è stata istituita per facilitare l'investimento frazionario nell'Opera d'arte attraverso l'emissione di Azioni di Classe B (vale a dire, l'esecuzione di un'operazione di cartolarizzazione dell'Opera d'arte).

L'attività principale di Art Share 002 consiste nel detenere e cartolarizzare l'Opera d'arte, nonché nell'assumere i rischi, esistenti o futuri, relativi alla detenzione dell'Opera d'arte. Le sue principali attività sono state finora limitate agli aspetti organizzativi, tra cui la stipula di alcuni accordi (i) per l'acquisizione dell'Opera d'arte e (ii) quelli necessari per la preparazione e l'esecuzione dell'Offerta, la sua ammissione e la quotazione in ARTEX Stock Exchange.

Art Share 002 è gestita da un consiglio di amministrazione composto da Ursula Schmidt, Edouard de Buret e Ronan Le Bouc.

Art Share 002 non prevede di generare ricavi o flussi di cassa dal prestito gratuito dell'Opera d'arte a istituzioni culturali come i musei. Non condurrà alcuna attività commerciale, ad eccezione di quelle relative alla proprietà, alla manutenzione e alla promozione dell'Opera d'arte e, in quanto tali, tali attività saranno limitate all'amministrazione passiva della proprietà dell'Opera d'arte.

La strategia sarà quella di esporre e promuovere l'Opera d'arte in modo da migliorarne l'apprezzamento da parte del pubblico.

### **Contatti stampa**

#### **Francia e resto del mondo**

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### **Intermediario**

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### **Art Shares 002 S.A**

Contattare Aliénor Miens (riferimenti sopra).

**DISCLAIMER**

This publication is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities of Art Share 002.

These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "**Securities Act**"). The securities may not be offered or sold in the United States (as such term is defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of securities in the United States.

In any member state of the European Economic Area, this communication is only addressed to and is only directed at qualified investors in such member state within the meaning of the Prospectus Regulation, and no person that is not a qualified investor may act or rely on this communication or any of its contents.

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In the European Economic Area (the "**EEA**"), this announcement is addressed only to and directed only at, persons in member states who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation ((EU) 2017/1129) ("**Qualified Investors**"). This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the EEA, by persons who are not Qualified Investors.

Any investment or investment activity to which this announcement relates is available only to: (i) in the United Kingdom, Relevant Persons; and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons. For the avoidance of doubt, no offer to the public will be made in the United Kingdom and no application will be made for the Offered Shares to be traded on a regulated market in the United Kingdom.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by using forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth, and strategies. Forward-looking statements speak only as of the date they are made. Each of Art Share 002 and Zeus Capital Limited, expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise. Any subscription or purchase of Offered Shares in the possible Offering should be made solely on the basis of information contained in the final Offering Memorandum to be issued by Art Share 002 in connection with the Offering. The information in this announcement is subject to change. Before subscribing for or purchasing any Offered Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which set out in the Offering Memorandum when published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. Neither this announcement, nor the references herein to the Offering Memorandum, shall form the basis of or constitute any offer, or any solicitation of any offer to purchase or subscribe for any Offered Shares nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract thereof. Art Share 002 may decide not to go ahead with the Offering and there is therefore no guarantee that the admission will occur. You should not base any financial decision on this announcement. 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 investments should consult an authorised person specialising in advising on such investments. Neither this announcement, nor the Offering Memorandum referred to herein, constitutes an investment recommendation concerning the Offering. The value of the Offered 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. None of Zeus Capital Limited or any of its affiliate or any of its or their affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/ or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to Art Share 002, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

### **Information to distributors in the EEA**

Solely for the purposes of the product governance requirements contained within: (i) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (ii) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (iii) local implementing measures (together the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, delict, contract or otherwise, which the Company, in its capacity as "manufacturer" for the purposes of the MiFID II Product Governance Requirements may otherwise have with respect thereto, the Offered Shares have been subject to a product approval process, which has determined that such Offered Shares are: (a) 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 (b) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for purposes of the MiFID II Product Governance Requirements) should note that the price of the Offered Shares may decline and investors could lose all or part of their investment; the Offered Shares offer no

guaranteed income and no capital protection, and an investment in the Offered 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, including the selling restrictions described in "Notice to Investors (Selling Restrictions)". Furthermore, it is noted that, notwithstanding the Target Market Assessment, the financial intermediaries acting as placement agents (the "**Placement Agents**") 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: (i) an assessment of suitability or appropriateness for the purposes of MiFID II; or (ii) a recommendation to any investor or group of investors to invest in, purchase, subscribe for, or take any other action whatsoever with respect to the Offered Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offered Shares and determining appropriate distribution channels.

### **Information to distributors in the UK**

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, the Company, in its capacity as "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Offered Shares have been subject to a product approval process, which has determined that the Offered Shares are: (a) 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 Chapter 3 of the FCA Handbook Conduct of Business Sourcebook (the "**U.K. Target Market Assessment**"). Notwithstanding the U.K. Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the Offered Shares may decline and investors could lose all or part of their investment; the Offered Shares offer no guaranteed income and no capital protection; and an investment in the Offered 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 U.K. 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 U.K. Target Market Assessment, the Placement Agents will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules. For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (i) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offered Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offered Shares and determining appropriate distribution channels.