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Comunicato stampa

IPO GENERALFINANCE: CONCLUSA CON SUCCESSO L'OFFERTA

- **Prezzo di Offerta fissato a Euro 7,20 per Azione**
- **Capitalizzazione della Società pari a Euro 91,0 milioni**
- **Inizio delle negoziazioni su Euronext Milan, Segmento Euronext STAR Milan, previsto per mercoledì 29 giugno 2022**

Milano, 24 giugno 2022. Generalfinance S.p.A. (**"Generalfinance"**, la **"Società"** o l'**"Emittente"**) comunica che in data 23 giugno 2022 si è conclusa con successo l'offerta di sottoscrizione e di vendita delle azioni ordinarie della Società (le **"Azioni"**) finalizzata alla quotazione delle Azioni su Euronext Milan, organizzato e gestito da Borsa Italiana S.p.A., Segmento Euronext STAR Milan (l'**"Offerta"** e la **"Quotazione"**).

Il prezzo di Offerta delle Azioni è stato fissato in Euro 7,20 per Azione (il **"Prezzo di Offerta"**).

L'Offerta comprende: (a) n. 2.807.792 Azioni di nuova emissione derivanti dall'aumento di capitale (con esclusione del diritto di opzione ai sensi dell'art. 2441, quinto comma, del codice civile) deliberato dalla Società a servizio della Quotazione (l'**"Aumento di Capitale"**); e (b) n. 2.597.133 Azioni derivanti dalla vendita da parte dell'azionista Crédit Agricole Italia S.p.A. (l'**"Azionista Venditore"** o **"CAI"**), inclusive delle n. 491.356 Azioni sottostanti all'opzione *over-allotment* (a servizio dell'eventuale esercizio dell'opzione *greenshoe*).

Sulla base del Prezzo di Offerta, il controvalore complessivo dell'operazione, inclusa l'opzione *greenshoe*, risulta pari a Euro 38,9 milioni, comprensivi dell'Aumento di Capitale pari a Euro 20,2 milioni.

Sulla base del Prezzo di Offerta, la capitalizzazione della Società alla data di inizio delle negoziazioni sarà pari a Euro 91,0 milioni (comprensivi dell'Aumento di Capitale di Euro 20,2 milioni).

L'Offerta ha ricevuto un forte interesse da parte di primari investitori istituzionali, con una domanda complessiva, al Prezzo di Offerta, di circa 65,8 milioni di Euro.

Tenuto conto del previsto grado di diffusione dell'azionariato di Generalfinance, a esito dell'Offerta il flottante sarà adeguato rispetto al requisito richiesto da Borsa Italiana per la quotazione delle Azioni su Euronext Milan, Segmento Euronext STAR Milan.

La tabella che segue evidenzia la struttura azionaria di Generalfinance prima e dopo l'Offerta (incluso nel caso di integrale esercizio dell'*opzione greenshoe*), tenuto conto altresì della quantità di Azioni indicate da First4Progress S.p.A. ("**F4P**") nell'ordine definitivo pervenuto da F4P durante il Periodo d'Offerta, che la Società si è impegnata ad allocare interamente, e del meccanismo di rimborso in natura (tramite Azioni) agli obbligazionisti del prestito obbligazionario convertibile "First4Progress CV 2021-2026".

Azionista	15/06/2022 (data di approvazione del prospetto di Quotazione)			Offerta (N. Azioni)		Post Offerta (ante esercizio dell'opzione <i>greenshoe</i>)			Opzione <i>greenshoe</i>	Post Offerta ed esercizio dell'opzione <i>greenshoe</i>		
	N. Azioni	% del capitale sociale	% dei diritti di voto	in vendita	rivenienti dell'Aumento di Capitale	N. Azioni	% del capitale sociale	% dei diritti di voto (voto maggiorato)	N. massimo di Azioni	N. Azioni	% del capitale sociale	% dei diritti di voto (voto maggiorato)
CAI	1.600.001	46,81%	46,81%	2.105.777	-	2.494.224	19,74%	24,51%	491.356	2.002.868	15,85%	20,16%
GGH	5.227.273	53,19%	53,19%	-	-	5.227.273	41,37%	51,36%	-	5.227.273	41,37%	52,63%
F4P	-	-	-	-	-	650.000	5,14%	3,19%	-	650.000	5,14%	3,27%
Emittente	-	-	-	-	2.807.792	-	-	-	-	-	-	-
Flottante	-	-	-	-	-	4.263.569	33,74%	20,94%	-	4.754.925	37,63%	23,94%
Totale	9.827.274	100%	100%	2.105.777	2.807.792	12.635.066	100%	100%	491.356	12.635.066	100%	100%

Il periodo di *lock-up* assunto dalla Società, l'Azionista Venditore e GGH – Gruppo General Holding S.r.l. (azionista di controllo della Società) ("**GGH**") nei confronti dei Joint Global Coordinator sarà pari a 12 mesi a partire dalla data di inizio delle negoziazioni.

La data di pagamento del Prezzo di Offerta è prevista per il 29 giugno 2022. La data di avvio delle negoziazioni, prevista per il 29 giugno 2022, sarà disposta da Borsa Italiana con avviso, previa verifica della sufficiente diffusione tra il pubblico delle Azioni della Società a seguito dell'Offerta. Con il summenzionato avviso, previa verifica della sussistenza dei requisiti di capitalizzazione e diffusione tra il pubblico stabiliti dalla normativa applicabile, sarà attribuita alle Azioni della Società la qualifica di STAR.

Nell'ambito dell'Offerta, (a) Banca Akros S.p.A. e Intesa Sanpaolo S.p.A. – IMI *Corporate and Investment Banking* hanno agito in qualità di Joint Global Coordinator e Joint Bookrunner; (b) Ceresio SIM S.p.A. e Invest Italy SIM S.p.A. hanno agito in qualità di *Co-Lead Manager*. Banca Akros S.p.A. agisce inoltre in qualità di *sponsor* ai fini della Quotazione. In caso di quotazione sul Segmento Euronext STAR Milan, Intesa Sanpaolo S.p.A. – IMI *Corporate and Investment Banking* agirà inoltre in qualità di specialista delle Azioni.

I consulenti legali incaricati dalla Società sono Bonelli Errede, per gli aspetti di diritto italiano, e DLA Piper per gli aspetti di diritto statunitense e inglese. Linklaters agisce in qualità di consulente legale per i Joint Global Coordinator e i Co-Lead Manager. Grimaldi Studio Legale agisce in qualità di consulente legale dell'azionista GGH.

Il presente comunicato costituisce anche comunicazione ai sensi dell'art. 6 del Regolamento Delegato (UE) 2016/1052. Intesa Sanpaolo S.p.A. – IMI *Corporate and Investment Banking*, quale agente per la stabilizzazione, si riserva la facoltà di effettuare attività di stabilizzazione sulle Azioni Generalfinance in ottemperanza alla normativa vigente. Tale attività potrà essere svolta dalla data di avvio delle negoziazioni su Euronext Milan (attesa per il 29 giugno 2022) 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 Generalfinance durante il periodo di stabilizzazione e si svolgeranno su Euronext Milan.

Il comunicato stampa è disponibile nella sezione “*Investor Relations - IPO*” del sito www.generalfinance.it.

GENERALFINANCE

Generalfinance è un intermediario finanziario, iscritto nell'albo degli intermediari finanziari di cui all'articolo 106 del TUB (c.d. “**Albo Unico**”), specializzato nell'attività di *factoring*, sia in modalità *pro solvendo* che in modalità *pro soluto*.

L'Emittente è attivo in Italia e opera esclusivamente con cedenti italiani attraverso le sedi di Milano (sede legale) e Biella (Direzione Generale).

CONTATTI

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With respect to the admission to listing and trading in Italy of Generalfinance's ordinary shares (the “Shares”), a prospectus was published pursuant to the abovementioned Regulation (EU) 2017/1129, approved by CONSOB on 15 June 2022 (the “Prospectus”). The Prospectus is available for consultation, among others, at the Company's website www.generalfinance.it.

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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/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, which any "manufacturer" (for the purposes of the MiFID II product governance requirements) may otherwise have with respect thereto, the securities referred to herein have been subject to a product approval process, which has determined that, although the transaction is only addressed to investors who meet the criteria of professional clients and eligible counterparties (each as defined in MiFID II), 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"**).

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