

COMUNICATO STAMPA

IL CONSIGLIO DI AMMINISTRAZIONE APPROVA I TERMINI E LE CONDIZIONI DEFINITIVE DELL'AUMENTO DI CAPITALE IN OPZIONE

DIRITTI DI OPZIONE ESERCITABILI DAL 13 LUGLIO AL 28 LUGLIO 2020

**GIÀ INTERAMENTE VERSATO DAL SOCIO DI MAGGIORANZA L'IMPORTO
DELL'AUMENTO DI CAPITALE PER LA SOTTOSCRIZIONE DEI RELATIVI DIRITTI
DI OPZIONE E DI TUTTO L'EVENTUALE INOPTATO**

**PROSEGUE IL RILANCIO DEL GRUPPO SECONDO LE LINEE GUIDA DEL
PIANO STRATEGICO 2019-2024**

Torino/Milano, 07 luglio 2020

Facendo seguito a quanto comunicato in data 27 gennaio 2020, si rende noto che, in data odierna, il Consiglio di Amministrazione di Banca Intermobiliare di Investimenti e Gestioni S.p.A. ("**BANCA INTERMOBILIARE**" o la "**BANCA**") ha determinato le condizioni definitive dell'aumento di capitale in esercizio parziale della delega ex art. 2443 del Codice Civile conferita dall'Assemblea dei Soci del 22 novembre 2019 (l'"**AUMENTO DI CAPITALE**"), nonché il calendario dell'offerta in opzione delle nuove azioni (l'"**OFFERTA IN OPZIONE**"). L'avvio dell'Offerta in Opzione e le condizioni della stessa sono subordinate al rilascio delle autorizzazioni previste dalla vigente normativa.

In esecuzione dell'Aumento di Capitale saranno emesse massime n. 943.386.381 nuove azioni ordinarie Banca Intermobiliare (le "**NUOVE AZIONI**"), prive di valore nominale espresso, aventi le medesime caratteristiche delle azioni ordinarie Banca Intermobiliare già in circolazione e godimento regolare, da offrire in opzione agli azionisti della Banca aventi diritto nel rapporto di n. 23 Nuove Azioni ogni n. 17 azioni ordinarie Banca Intermobiliare possedute, al prezzo di sottoscrizione di Euro 0,039 per ciascuna Nuova Azione, da imputarsi quanto a Euro 0,001 a capitale sociale e quanto a Euro 0,038 a sovrapprezzo.

Il controvalore dell'Offerta in Opzione sarà pari a massimi Euro 36.792.068.859.

Il prezzo di sottoscrizione delle Nuove Azioni oggetto dell'Offerta in Opzione incorpora uno sconto del 38% circa rispetto al prezzo teorico *ex diritto* (*Theoretical Ex Right Price* o TERP) delle azioni ordinarie Banca Intermobiliare, calcolato secondo le metodologie correnti, sulla base del prezzo ufficiale medio di Borsa del trimestre precedente il 06 luglio 2020 (compreso).

Con riferimento al calendario dell'Offerta in Opzione, subordinatamente all'ottenimento dei provvedimenti di autorizzazione alla pubblicazione del Prospetto (come *infra* definito) da parte della Consob, è previsto che:

- i diritti di opzione per la sottoscrizione delle Nuove Azioni (i "**DIRITTI DI OPZIONE**") siano esercitabili, a pena di decadenza, dal 13 luglio 2020 al 28 luglio 2020 (estremi inclusi); e
- i Diritti di Opzione siano negoziabili sul Mercato Telematico Azionario, organizzato e gestito da Borsa Italiana S.p.A. ("**MTA**"), dal 13 luglio 2020 al 22 luglio 2020 (estremi inclusi).

L'avvio dell'Offerta in Opzione, così come le condizioni definitive di emissione delle Nuove Azioni e il calendario sopra indicati, sono subordinati al rilascio da parte della Consob del provvedimento di approvazione del documento di registrazione, della nota informativa sugli strumenti finanziari e della nota di sintesi (congiuntamente, il "**PROSPETTO**") relativi all'Offerta in Opzione e all'ammissione alle negoziazioni delle Nuove Azioni sul MTA. Il Prospetto sarà reso disponibile presso la sede legale di Banca Intermobiliare, in Torino, Via San Dalmazzo n. 15 e sul sito internet della Banca (www.bancaintermobiliare.com).

I Diritti di Opzione non esercitati entro la fine del periodo di offerta saranno offerti sul MTA, ai sensi dell'art. 2441, terzo comma, del Codice Civile. Le date delle sedute di borsa in cui saranno offerti i Diritti di Opzione verranno comunicate tramite specifico avviso.

Le Nuove Azioni, al momento dell'emissione, saranno accreditate e saranno considerate *pari passu*, sotto ogni aspetto, rispetto alle azioni ordinarie Banca Intermobiliare. Si prevede che le Nuove Azioni saranno ammesse in via automatica alle negoziazioni sul MTA dalla data di emissione, essendo interamente fungibili con le azioni ordinarie esistenti della Banca.

Si rammenta che il socio di maggioranza, Trinity Investments Designated Activity Company, è titolare di n. 607.555.743 azioni (rappresentative dell'86,32% del capitale sociale della Banca) e ha effettuato in data 31 dicembre 2019 a sostegno della Banca versamenti in conto futuro aumento di capitale di importo pari all'Aumento di Capitale, da utilizzarsi per la sottoscrizione dei Diritti di Opzione allo stesso spettanti e di tutto l'eventuale inoptato che dovesse risultare non sottoscritto dal mercato.

Per ulteriori informazioni, si rinvia alla relazione illustrativa del Consiglio di Amministrazione di Banca Intermobiliare del 31 ottobre 2019, predisposta ai sensi dell'articolo 2443 del Codice Civile, dell'articolo 125-ter del d. lgs. 24 febbraio 1998 n. 58 e dell'articolo 72 del regolamento Consob n. 11971/1999, disponibile sul sito *internet* della Banca al seguente link <https://www.bancaintermobiliare.com/corporate-governance/documenti-assemblea-dei-soci/assemblea-dei-soci-22-novembre-2019.html>.

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