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Comunicato Stampa

## **ESERCIZIO DELL'OPZIONE GREENSHOE**

**Santa Maria di Sala (VE), 9 Novembre 2018** – Piovan S.p.A. (la “Società”) comunica, sulla base delle informazioni ricevute da Goldman Sachs International quale soggetto incaricato dell’attività di stabilizzazione sulle azioni ordinarie Piovan S.p.A., che in data 9 Novembre 2018 è stata esercitata parzialmente da parte dei coordinatori dell’offerta Goldman Sachs International e UniCredit Corporate & Investment Banking, la c.d. opzione *greenshoe* per n. 1.791.621 azioni ordinarie Piovan S.p.A.. Con l’esercizio dell’opzione *greenshoe* termina con effetto immediato il periodo di stabilizzazione.

Si ricorda che il prezzo di acquisto delle azioni oggetto dell’opzione *greenshoe* è di Euro 8,30 per azione – corrispondente al prezzo di offerta stabilito nell’ambito del collocamento istituzionale – per un controvalore complessivo pari a Euro 14.870.454,30, al lordo delle commissioni dell’offerta.

Il regolamento dell’opzione *greenshoe* sarà in data e per valuta 13 Novembre 2018.

Incluse le azioni oggetto dell’opzione *greenshoe*, il collocamento istituzionale ha riguardato pertanto n. 20.551.621 azioni ordinarie Piovan S.p.A., pari a circa il 38,34% del capitale sociale.

Goldman Sachs International e UniCredit Corporate & Investment Banking agiscono in qualità di *Joint Global Coordinators* e *Joint Bookrunners*. UniCredit Corporate & Investment Banking agisce altresì in qualità di Sponsor mentre Kepler Cheuvreux agisce in qualità di Specialista. Lazard agisce in qualità di *advisor* finanziario della Società.

Latham & Watkins fornisce l’assistenza legale a favore della Società, mentre White & Case fornisce l’assistenza legale a favore dei *Joint Global Coordinators* e dello Sponsor. Il network KPMG fornisce servizi di *management consulting* e assistenza fiscale alla Società. Deloitte & Touche S.p.A. è la società di revisione.

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Il presente comunicato è diffuso anche per conto di Goldman Sachs International ai sensi dell’art. 8, lettera f) e dell’art. 6, comma 3 del Regolamento Delegato (UE) 2016/1052.

### **PER ULTERIORI INFORMAZIONI:**

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### **Descrizione del Gruppo Piovan**

Il Gruppo Piovan è il principale operatore a livello mondiale nello sviluppo e nella produzione di sistemi ausiliari di automazione dei processi produttivi per lo stoccaggio, trasporto e trattamento di polimeri e polveri plastiche. A partire dal 2015, il Gruppo è attivo in modo crescente anche nello sviluppo e nella produzione di sistemi ausiliari di automazione dei processi produttivi per lo stoccaggio, trasporto e trattamento di polveri alimentari sfruttando la propria leadership, replicando il

modello di business già adottato in precedenza e cogliendo le opportunità di *cross selling*.

Al 31 dicembre 2017, il Gruppo Piovan ha registrato un totale ricavi e altri proventi pari a Euro 213,3 milioni e un *adjusted* EBITDA pari a Euro 33,0 milioni. Per il semestre chiuso al 30 giugno 2018, il Gruppo Piovan ha registrato un totale ricavi e altri proventi pari a Euro 127,4 milioni e un *adjusted* EBITDA pari a Euro 18,3 milioni.

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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 of the Company (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 and Joint Bookrunners 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.

No representation or warranty, express or implied, is made by Goldman Sachs International and UniCredit Corporate & Investment Banking (the “**Managers**”), or any of their respective affiliates, directors, officers, employees, advisers or agents as to the accuracy or completeness or verification of the information contained in this announcement, and nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers in this respect, whether as to the past or future.

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The Managers are each acting exclusively for the Company and the shareholders selling Shares in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement. The contents of this announcement have not been verified by the Managers.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or on its accuracy, fairness or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in Piovan S.p.A. or its ordinary shares.

Each of the joint global coordinators (namely Goldman Sachs International and UniCredit Corporate and Investment Banking), PentaFin S.p.A. in its quality as selling shareholder and Piovan S.p.A. 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.

Each of the joint global coordinators is acting exclusively for PentaFin S.p.A. and Piovan S.p.A. and no one else in connection with the offering. Each of the joint global coordinators will not regard any other person (whether or not a recipient of the prospectus) as their respective clients in relation to the offering and will not owe or accept any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than PentaFin S.p.A. and Piovan S.p.A. for providing the protection afforded to their respective clients, nor for providing advice in relation to the offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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