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COMUNICATO STAMPA

RISULTATI DEFINITIVI DEL COLLOCAMENTO ISTITUZIONALE

- **Prezzo di offerta pari ad EUR 4,00 per Azione**
- **Controvalore complessivo del collocamento istituzionale – assumendo l'integrale esercizio dell'Opzione Greenshoe - pari a circa EUR 34,1 milioni**
- **Capitalizzazione della Società calcolata sul prezzo di offerta pari a circa EUR 123 milioni**
- **Inizio delle negoziazioni il 17 febbraio 2022**

Pedaso (FM), 14 febbraio 2022 – Civitanavi Systems S.p.A. (“Civitanavi” la “Società”), uno dei principali operatori attivi nella progettazione, sviluppo, produzione e commercializzazione di sistemi di navigazione e stabilizzazione inerziali, comunica che in data odierna si è concluso il collocamento istituzionale (l’ “**Offerta**” o il “**Collocamento Istituzionale**”) finalizzato all’ammissione alle negoziazioni delle azioni ordinarie della Società (le “**Azioni**”) su Euronext Milan, organizzato e gestito da Borsa Italiana S.p.A.. L’Offerta era riservata ad investitori qualificati nello Spazio Economico Europeo e nel Regno Unito e ad investitori istituzionali esteri al di fuori degli Stati Uniti d’America ai sensi della Regulation S del *United States Securities Act* del 1933, come modificato. In nessuna giurisdizione era prevista un’offerta al pubblico.

Avvalendosi della facoltà prevista dalla Sezione Seconda, Capitolo 5, Paragrafo 5.1.2 del Prospetto Informativo, la Società e Civitanavi Systems Ltd (l’ “**Azionista Venditore**”), sentiti i *Joint Global Coordinators*, hanno optato per collocare nell’ambito dell’Offerta medesima un numero complessivo di n. 7.760.000 Azioni, di cui n. 5.760.000 Azioni rivenienti dall’aumento di capitale deliberato dalla Società in data 13 gennaio 2022 (l’ “**Aumento di Capitale**”) e n. 2.000.000 Azioni poste in vendita dall’Azionista Venditore.



L'Opzione Greenshoe, concessa dall'Azionista Venditore in favore dei *Joint Global Coordinators*, è stata concordemente adeguata a massime n. 776.000 Azioni, pari al 10% dell'ammontare complessivo delle Azioni collocate nell'ambito dell'Offerta.

Il prezzo di offerta è stato fissato in EUR 4,00 per Azione (il “**Prezzo di Offerta**”).

Sono state assegnate al Prezzo di Offerta n. 8.536.000 Azioni, includendo anche l'opzione di *Over-allotment* di cui:

- n. 5.760.000 Azioni ordinarie di nuova emissione della Società rivenienti dall'Aumento di Capitale;
- n. 2.000.000 Azioni poste in vendita dall'Azionista Venditore;
- n. 776.000 Azioni a valere sull'Opzione *Over-allotment* concessa dall'Azionista Venditore ai *Joint Global Coordinators*.

Sulla base del Prezzo di Offerta, l'ammontare complessivo del Collocamento Istituzionale è pari a circa EUR 31 milioni (e a circa EUR 34,1 milioni in caso di integrale esercizio dell'Opzione Greenshoe).

Ad esito del Collocamento Istituzionale, il flottante sarà pari al 25,2% del capitale sociale di Civitanavi (ovvero il 27,8% in caso di integrale esercizio dell'Opzione Greenshoe) e la capitalizzazione della Società, calcolata sul Prezzo di Offerta, alla data di inizio delle negoziazioni, è pari a circa EUR 123 milioni.

In base al Prezzo di Offerta, i proventi netti spettanti alla Società in relazione all'Aumento di Capitale, al netto delle commissioni massime (ivi incluse le eventuali componenti discrezionali) da riconoscersi ai *Joint Global Coordinators* e allo *Sponsor*, ammontano a circa EUR 21,8 milioni. Tali proventi netti saranno utilizzati dalla Società per sostenere l'attuazione dei propri obiettivi strategici, ulteriori rispetto a quelli già inclusi nel proprio piano industriale.

Il periodo di lock-up sarà di 12 mesi sia per la Società che per l'Azionista Venditore.

La data di inizio delle negoziazioni delle Azioni su Euronext Milan con codice ISIN IT0005466153 è stata fissata da Borsa Italiana per il giorno 17 febbraio 2022. Lo stesso giorno è stata fissata la data di pagamento delle Azioni.

Il Collocamento Istituzionale è stato coordinato e diretto da **Berenberg** e **Intermonte** in qualità di *Joint Global Coordinators* e *Joint Bookrunners*.

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Intermonte agisce anche in qualità di *Sponsor* ai fini dell'ammissione a quotazione delle Azioni.

Emintad Italy supporta la Società in qualità di *Advisor Finanziario*. L'Advisor legale incaricato dalla Società è **Grimaldi Studio Legale**, l'Advisor fiscale è **BDO Tax S.r.l. Stp**, mentre **Simmons & Simmons** agisce in qualità di Advisor legale per i *Joint Global Coordinators* e *Joint Bookrunners* nonché per lo *Sponsor*. **BDO Italia S.p.A.** è la Società di Revisione incaricata e soggetto per lo svolgimento delle verifiche sul Business Plan e sul Sistema di controllo di Gestione. **A2B GROUP S.r.l.** quale consulente per i dati extracontabili.

***Civitanavi Systems**, nata come start-up nel 2012, è uno dei principali player nella progettazione, sviluppo e produzione di sistemi di navigazione e stabilizzazione inerziali utilizzati nei settori aerospazio e difesa in ambito spaziale, terrestre, aeronautico, navale e industriale, negli ambiti minerario e oil & gas. La Società fornisce verticalmente sistemi ad alta accuratezza, progettati e realizzati con metodi, tecniche e algoritmi basati su tecnologia FOG (Fiber Optic Gyroscope) e MEMS (Micro Electro Mechanical Systems), anche integrati a dispositivi per la navigazione satellitare. Oggi svolge le proprie attività a Pedaso (FM) e in due ulteriori sedi, ad Ardea (RM) e a Casoria (NA), contando su un organico di 123 dipendenti operanti in tutta Italia.*

Media Relation

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This document 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 Civitanavi Systems S.p.A. (the “**Company**”). A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the “**Delegated Regulations**”), Legislative Decree no. 58/1998 of 24 February 1998, as subsequently amended (the “**Consolidated Financial**

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Law”) and Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”), is expected to be approved by CONSOB and be made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, the Consolidated Financial Law and the Issuers’ Regulation. Any offer of securities that may be deemed to be made pursuant to this communication in any EU Member State is addressed solely to qualified investors (within the meaning of Article 2(1)(e) of the Prospectus Regulation) in that Member State.

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This announcement does not constitute an offer for sale of, or a solicitation of an offer to purchase or subscribe for, any securities in the United States. No securities of the Company have been registered under the U.S. Securities Act of 1933, as amended, and the Company does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States. There will be no public offering of the securities in the United States or elsewhere.

This announcement does not constitute a recommendation concerning the offer or the shares of the Company (the “**Offering**”). The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Information in this announcement or any of the documents relating to the Offering cannot be relied upon as a guide to future performance. Potential investors should consult, to the extent they deem necessary, a professional investment, business, tax, and/or legal advisor as to the suitability of the Offer for the person concerned.

Any purchase of shares of the Company in the proposed Offering should be made solely on the basis of the information contained in the offering documents and the prospectus to be approved by CONSOB for the purposes of the admission to trading on the Euronext Milan. The approval of the prospectus by CONSOB shall not constitute an evaluation of the economic and financial soundness of the transaction and the quality or solvency of the Company. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.

None of the banks acting as joint global coordinators and joint bookrunners in the contest of the potential initial public offering (the “**Managers**”) or any of their respective 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 the Company, 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 this announcement or its contents or otherwise arising

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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.

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