

Informazione Regolamentata n. 30005-3-2024	Data/Ora Inizio Diffusione 23 Maggio 2024 07:32:56	MTF
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Societa' : Salini Costruttori S.p.A.

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Regolamentata

Utenza - Referente : SALCOSTRUTTN01 - Rocco Fragola

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Oggetto : SALINI S.P.A. ANNUNCIA SUCCESSO
COLLOCAMENTO DELLE OBBLIGAZIONI
SECURED SCAMBIABILI (EXCHANGEABLE)
IN AZIONI ORD. DI WEBUILD S.P.A. PER
EURO 225 MIL

Testo del comunicato

Vedi allegato

Milano, 23 maggio 2024

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Il presente comunicato stampa è a solo scopo informativo e non costituisce un'offerta di vendita o una sollecitazione di un'offerta di acquisto di titoli. L'offerta delle Obbligazioni (come di seguito definite) non costituisce un'offerta pubblica in alcuna giurisdizione, incluso in Italia.

Le Obbligazioni saranno offerte esclusivamente a investitori qualificati che includono, ai fini del presente comunicato stampa, clienti professionali e controparti qualificate (come di seguito definite). Le Obbligazioni non possono essere offerte o vendute a investitori *retail* (come di seguito definiti). Nessun documento contenente le informazioni chiave ai sensi del regolamento PRIIPS è stato né sarà pubblicato.

COMUNICATO STAMPA

Salini S.p.A. annuncia il successo del collocamento delle obbligazioni *secured* scambiabili (*exchangeable*) in azioni ordinarie di Webuild S.p.A. per Euro 225 milioni.

Salini S.p.A. ("**Salini**" o l'"**Emittente**"), società controllata al 100% da Salini Costruttori S.p.A. ("**Salini Costruttori**" o la "**Capogruppo**") annuncia il collocamento con successo delle obbligazioni *secured* (le "**Obbligazioni**") scambiabili (*exchangeable*) in azioni ordinarie (ISIN IT0003865570) (le "**Azioni**") di Webuild S.p.A. ("**Webuild**" o la "**Società**"), per un importo pari a Euro 225 milioni.

- Collocamento di Obbligazioni per un importo di Euro 225 milioni;
- Le Obbligazioni avranno una cedola trimestrale del 4,00% e, salve le ipotesi di scambio, rimborso anticipato o riacquisto e cancellazione, le Obbligazioni saranno rimborsate al 100% del loro valore nominale il 30 maggio 2028;
- Il prezzo di scambio implicito iniziale delle Obbligazioni è stato fissato pari a Euro 2,60, corrispondente ad un premio del 25% sul prezzo di riferimento dell'azione, corrispondente al prezzo di collocamento del contestuale *accelerated bookbuilding*;
- Le Obbligazioni saranno garantite da un pegno di Azioni corrispondente a 2,5 (due virgola cinque) volte il numero di Azioni sottostanti le Obbligazioni;

I proventi netti dell'emissione delle Obbligazioni verranno utilizzati per rimborsare anticipatamente il finanziamento bancario esistente (sottoscritto con Intesa Sanpaolo S.p.A. o sue società collegate) e per altri scopi aziendali generali.

Le Obbligazioni, nella denominazione di Euro 100.000 ciascuna, avranno scadenza di 4 (quattro) anni, matureranno interessi pari a 4,00% e verranno emesse alla pari. Salve le ipotesi di scambio, rimborso anticipato o riacquisto e cancellazione, le Obbligazioni saranno rimborsate al 100% del loro valore nominale, fermo restando il diritto dell'Emittente di consegnare una parte delle Azioni sottostanti alle Obbligazioni e un importo di liquidazione in denaro.

Il prezzo di scambio iniziale delle Obbligazioni è stato fissato ad Euro 2,60, corrispondente a un premio del 25% sul prezzo di riferimento delle Azioni pari a Euro 2,08, corrispondente al prezzo di collocamento del contestuale collocamento di Azioni esistenti della Società

(l'“**Offerta Simultanea di Azioni Esistenti**”) organizzato dai Joint Global Coordinators per facilitare la copertura di alcuni sottoscrittori delle Obbligazioni.

L'Emittente ha stipulato un accordo di prestito titoli (“**Contratto di Prestito Titoli**”) con BofA Securities Europe SA, in relazione ad un ammontare di Azioni pari fino all'intera Exchange Property iniziale di circa 86,5 (ottantasei virgola cinque) milioni di Azioni, che rappresentano circa il 8,5% del capitale azionario emesso da Webuild (da ridursi su base proporzionale nelle ipotesi di riacquisto, rimborso o conversione delle Obbligazioni), allo scopo di agevolare le attività di copertura degli investitori in relazione alle Obbligazioni. Il Contratto di Prestito Titoli ha la stessa durata delle Obbligazioni.

Gli obbligazionisti avranno il diritto di scambiare le Obbligazioni in una quota proporzionale dell'Exchange Property applicabile, come di volta in volta soggetta ad aggiustamenti, in ogni momento a partire dal 41° (quarantunesimo) giorno successivo alla Data di Settlement e fino a 50 (cinquanta) giorni di negoziazioni prima della data di scadenza, salvo il diritto dell'Emittente di corrispondere in alternativa un importo in denaro.

L'Emittente avrà la facoltà di concedere in prestito Azioni che saranno di volta in volta accreditate sui Conti Soggetti a Pegno (e quindi faranno parte delle Proprietà in Pegno) (ciascun termine con la lettera maiuscola non altrimenti definito, avente il significato attribuito al corrispondente termine in inglese nel regolamento delle Obbligazioni) a BofA Securities Europe SA ai sensi del Contratto di Prestito Titoli, fino a un massimo di 86,5 (ottantasei virgola cinque) milioni di Azioni in aggregato.

L'Emittente avrà il diritto di rimborsare la totalità - e non soltanto una parte - delle Obbligazioni al loro importo nominale più gli interessi maturati (se presenti) (i) in qualsiasi momento a partire dal 20 giugno 2027 fino alla data di scadenza (esclusa), a condizione che il Valore (avente il significato attribuito al termine “Value” nel regolamento delle Obbligazioni) della porzione prorata della Exchange Property relativa a un'Obbligazione in ciascuno degli almeno 20 (venti) Giorni di Negoziazione compresi in qualunque periodo di 30 (trenta) Giorni di Negoziazione consecutivi che termini non prima del quinto Giorno di Negoziazione precedente la data di invio agli Obbligazionisti della Comunicazione di Rimborso Facoltativo, abbia superato il 130% del valore nominale di un'Obbligazione, o (ii) in qualsiasi momento, se l'85% o più del valore nominale aggregato delle Obbligazioni originariamente emesse (incluse a tali fini eventuali Obbligazioni Ulteriori) sia stato rimborsato anticipatamente, scambiato o acquistato e cancellato, al proprio valore nominale maggiorato degli interessi maturati (se presenti). Inoltre, se a seguito di un'offerta o di un accordo di ri-organizzazione, la Exchange Property sarà costituita interamente da denaro, l'Emittente avrà il diritto di rimborsare la totalità – e non soltanto una parte – delle Obbligazioni al maggiore tra (a) il loro valore nominale più gli interessi maturati e (b) il valore di scambio in denaro (c.d. *Exchange Cash Amount*, come definito nel regolamento delle Obbligazioni) (ciascun termine con la lettera maiuscola non altrimenti definito, avente il significato attribuito al corrispondente termine in inglese nel regolamento delle Obbligazioni). In ogni caso, il rimborso è subordinato a una comunicazione dell'Emittente inviata con un preavviso non inferiore a 30 (trenta) e non superiore a 45 (quarantacinque) giorni.

Il regolamento dell'offerta di Obbligazioni e dell'Offerta Simultanea di Azioni Esistenti dovrebbe avvenire in data 30 maggio 2024 (la “Data di Settlement”) o intorno a tale data. Verrà presentata domanda per l'ammissione delle Obbligazioni alla quotazione e alla negoziazione sul segment MTF gestito dalla Borsa di Vienna alla Data di Settlement.

L'Emittente sarà soggetto, e farà in modo che qualsiasi società sua controllata - diretta o indiretta - (ad esclusione di qualsiasi società di progetto, ma inclusa Webuild o qualsiasi altra entità consolidata) sia soggetta, ad un vincolo di lock-up dalla data del *pricing* e per un periodo

che scadrà decorsi 90 (novanta) giorni di calendario dalla Data di Settlement delle Obbligazioni rispetto alle offerte di azioni e di strumenti finanziari *equity-linked* relative ad azioni Webuild, fatte salve usuali eccezioni e la rinuncia da parte dei Joint Global Coordinators.

BofA Securities Europe SA e Intesa Sanpaolo S.p.A. agiscono in qualità di Joint Global Coordinators e Joint Bookrunners per il collocamento delle Obbligazioni e per l'Offerta Simultanea di Azioni Esistenti.

Ulteriori informazioni, inclusa l'informativa finanziaria sull'Emittente, sono disponibili sul sito web della Capogruppo www.salinicostruttori.com.

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UNITED KINGDOM

IN ADDITION, IN THE UNITED KINGDOM, THIS ANNOUNCEMENT IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT, QUALIFIED INVESTORS (I) WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "**ORDER**") AND (II) TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "**RELEVANT PERSONS**").

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