

Informazione Regolamentata n. 0542-50-2025	Data/Ora Inizio Diffusione 29 Maggio 2025 23:06:05	Euronext Milan
--	---	----------------

Societa' : SNAM

Identificativo Informazione : 206406
Regolamentata

Utenza - referente : SNAMN04 - Pezzoli Francesca

Tipologia : 3.1

Data/Ora Ricezione : 29 Maggio 2025 23:06:05

Data/Ora Inizio Diffusione : 29 Maggio 2025 23:06:05

Oggetto : Snam annuncia la conclusione del processo di accelerated bookbuilding per la cessione di una porzione dei propri diritti di opzione nell'ambito dell'aumento di capitale di Italgas

Testo del comunicato

Vedi allegato



comunicato stampa

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE U.S., CANADA, SOUTH AFRICA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW

This announcement is not an offer of securities for sale in any jurisdiction, including the U.S., Canada, South Africa, Australia or Japan. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction

Snam annuncia la conclusione del processo di *accelerated bookbuilding* per la cessione di una porzione dei propri diritti di opzione nell'ambito dell'aumento di capitale di Italgas

Milano, 29 maggio 2025 – Facendo seguito a quanto precedentemente annunciato in data odierna, Snam ha completato il processo di *accelerated bookbuilding* con il collocamento presso investitori istituzionali di 83.349.489 diritti di opzione riservati a Snam nell'ambito dell'aumento di capitale di Italgas, al prezzo di 0,396 euro per diritto di opzione, al lordo delle commissioni di collocamento, per un corrispettivo complessivo di circa 32,5 milioni di euro, pari ad uno sconto dell'1,93% rispetto al valore teorico dei diritti, calcolato sul prezzo di chiusura odierno dell'azione Italgas ed equivalente ad uno sconto implicito sulla corrispondente azione Italgas dello 0,47%.

A seguito del collocamento, il cui regolamento è previsto per il 4 giugno 2025, Snam deterrà 25.883.804 diritti di opzione per la sottoscrizione di nuove azioni Italgas, che saranno esercitati utilizzando i proventi del collocamento odierno.

JP Morgan ha agito in qualità di *Sole Bookrunner* nel processo di *accelerated bookbuilding*.

Il presente comunicato stampa non costituisce un'offerta di vendita e i diritti di opzione non saranno oggetto di alcuna offerta al pubblico in nessuna giurisdizione.

.....

The contents of this announcement have been prepared by and are the sole responsibility of Snam. The distribution of this announcement and the offer and sale of the option rights (the "Rights") in certain jurisdictions may be restricted by law and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Rights are not being offered to the public in any jurisdiction and may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the Rights in such jurisdiction. This announcement is not an offer of securities for sale in any jurisdiction, including the United States, (including its Territories and possessions, any state of the United States and the District of Columbia (collectively the "United States")), Canada,



South Africa, Australia or Japan. No action has been taken by Snam or J.P. Morgan SE (the “Bookrunner”) or any of their affiliates to permit a public offering of the Rights or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or purchase whatsoever in any jurisdiction and shall not constitute or form part of an offer to sell or the solicitation of an offer to buy any securities in the United States or in any other jurisdiction.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States except pursuant to an available exemption therefrom and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. No public offering of the securities is being made in the United States.

In member states of the European Economic Area (the “EEA”), this announcement and any offer if made subsequently is directed exclusively at persons who are “qualified investors” within the meaning of the Prospectus Regulation (Regulation (EU) 2017/1129) (“Qualified Investors”). In the United Kingdom this announcement and any offer if made subsequently is directed exclusively at persons who are “qualified investors” within the meaning of the UK Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (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”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together with Qualified Investors in the EEA being referred to herein as “Relevant Persons”). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

In connection with the sale of the Rights, the Bookrunner and any of their affiliates may take up a portion of the Rights in the sale as a principal position and in that capacity may retain, purchase, sell, offer to sell for its own accounts such Rights and other securities of Italgas or related investments in connection with the sale or otherwise. Accordingly, references in this announcement to the Rights being sold, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Bookrunner and any of their affiliates acting in such capacity. In addition the Bookrunner and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Bookrunner and any of their affiliates may from time to time acquire, hold or dispose of Rights and/or the Italgas shares issuable upon the exercise of the Rights. The Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

A communication that a transaction is or that the book is “covered” (i.e. indicated demand from investors in the book equals or exceeds the amount of the securities being offered) is not any indication or assurance that the book will remain covered or that the transaction and securities will be fully distributed by the Bookrunner. The Bookrunner reserves the right to take up a portion of the securities in the offering as a principal position at any stage at their sole discretion, inter alia, to take account of the objectives of Snam, MiFID II requirements and in accordance with allocation policies.

None of the Bookrunner or any of their or its affiliates’ 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 Snam,



Italgas, their respective 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 in connection therewith.

The Bookrunner is acting on behalf of Snam and no one else in connection with any offering of the Rights and will not be responsible to any other person for providing the protections afforded to any of its clients or for providing advice in relation to any offering of the Rights.

