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COMUNICATO STAMPA

Massimo Moratti S.A.p.A. e MOBRO S.p.A. avviano la cessione di massime n. 95.100.000 azioni ordinari di SARAS S.p.A., pari a circa il 10% dell'attuale capitale sociale della stessa

Milano, 5 settembre 2018. Massimo Moratti S.A.p.A. di Massimo Moratti ("**MM SAPA**") e MOBRO S.p.A. ("**MOBRO**" e, unitamente a MM SAPA, gli "**Azionisti Venditori**") annunciano di aver avviato congiuntamente un'operazione di cessione di massime 95.100.000 azioni ordinarie di SARAS S.p.A. ("**SARAS**" o la "**Società**"), pari – alla data del presente comunicato – a circa il 10% del capitale sociale della Società (l'"**Offerta**"). In particolare, l'Offerta include: (i) 47.550.000 azioni messe in vendita da MM SAPA; e (ii) 47.550.000 azioni messe in vendita da MOBRO.

L'Offerta sarà effettuata attraverso una procedura di *accelerated bookbuilding* rivolta a determinate categorie di investitori istituzionali.

Il *bookbuilding* avrà inizio immediatamente e potrà essere concluso in ogni momento. Gli Azionisti Venditori si riservano il diritto di variare i termini dell'Offerta o di ritirarla in ogni momento. Gli esiti dell'Offerta saranno comunicati al termine della stessa.

Merrill Lynch International è stata incaricata da entrambi gli Azionisti Venditori quale *Sole Bookrunner* dell'Offerta (il "***Sole Bookrunner***").

L'Offerta ha lo scopo di incrementare la liquidità delle azioni di SARAS sul mercato a beneficio della Società e di tutti gli azionisti. Ciascun Azionista Venditore conferma il proprio impegno nei confronti della Società e il proprio sostegno, in qualità di azionista, alla strategia già comunicata da SARAS. A seguito della chiusura dell'Offerta, MM SAPA e MOBRO – che alla data del presente comunicato detengono congiuntamente circa il 50,02% del capitale sociale della Società – continueranno ad essere i due più principali azionisti di SARAS e le azioni dagli stessi detenute continueranno a essere soggette al patto parasociale sottoscritto in data 1° ottobre 2013, come successivamente rinnovato.

Inoltre, MM SAPA e MOBRO hanno concordato con il *Sole Bookrunner* un impegno di *look-up* sulle azioni di SARAS detenute da ciascuno degli stessi alla data della chiusura dell'Offerta per un periodo di 270 giorni, soggetto alla rinuncia (c.d. "*waiver*") del *Sole Bookrunner* e a talune eccezioni, che includono, tra l'altro, ogni trasferimento di tali azioni (i) tra gli Azionisti Venditori e/o le loro rispettive controllate e collegate (c.d. "*affiliate*"), (ii) a un successore legale a seguito di operazioni di fusione, scissione, liquidazione od operazioni similari, (ii) nell'ambito di una vendita, trasferimento ovvero disposizione, negoziati privatamente (a condizione che in tutte le predette circostanze l'impegno di *lock-up* continui per il tempo rimanente del periodo di *lock-up*), e (iv) nell'ambito di una offerta pubblica di acquisto o in operazioni similari.

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