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COMUNICATO STAMPA

Massimo Moratti S.A.p.A. e MOBRO S.p.A. completano la cessione di azioni pari a circa il 10% del capitale sociale ordinario di SARAS

Il corrispettivo dell'operazione ammonta a circa Euro 190 milioni, risultanti dalla vendita di 95.100.000 azioni ordinarie di SARAS S.p.A. ad un prezzo di Euro 2,0 per azione

Milano, 5 settembre 2018. Facendo seguito al comunicato stampa emesso in data 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 completato con successo l'offerta di 95.100.000 azioni ordinarie di SARAS S.p.A. ("**SARAS**" o la "**Società**"), pari a circa il 10% del capitale sociale della Società alla data del presente comunicato, al prezzo di Euro 2,0 per azione (l'"**Offerta**").

In virtù dell'ammontare delle domande pervenute (i) MM SAPA ha venduto a investitori istituzionali 47.550.000 azioni, corrispondenti a circa il 5% del capitale sociale della Società; e (ii) MOBRO ha venduto a investitori istituzionali 47.550.000 azioni, corrispondenti a circa il 5% del capitale sociale della Società.

Il regolamento dell'Offerta è previsto in data 10 settembre 2018.

Il corrispettivo complessivo è stato pari a circa Euro 190 milioni (di cui Euro 95 milioni di spettanza di MM SAPA e Euro 95 milioni di spettanza di MOBRO).

Merrill Lynch International ha agito 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 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 *lock-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, (iii) 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.

Four Partners Advisory S.p.A. ha agito in qualità di *advisor* finanziario e Linklaters ha agito in qualità di *advisor* legale degli Azionisti Venditori.

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