

Not for release, publication or distribution, directly or indirectly, in Australia, Canada, Japan or the United States.

These materials are not an offer for sale of securities in the United States. Securities may not be sold in the United States absent registration with the United States Securities and Exchange Commission or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). Banca Farmafactoring S.p.A. does not intend to register any part of the offering in the United States or to conduct a public offering of Shares in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from Banca Farmafactoring S.p.A. and will contain detailed information about the company and management, as well as financial statements. Any securities sold in the United States will be sold only to qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A.

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This document is an advertisement and is not a prospectus for the purposes of the Prospectus Directive. A prospectus prepared pursuant to the Prospectus Directive will be published. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus.

In any EEA Member State that has implemented the Prospectus Directive, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive. The expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in any relevant Member State) and includes any relevant implementing measure in the relevant Member State

## **PRESS RELEASE**

## **Shares held by the company Managers**

Milan, 11<sup>th</sup> April 2017 — The Company announces that on 10<sup>th</sup> April the Investment Agreement and subsequent Exit Agreement were signed by the Managers and BFF PEI LP, BFF Luxembourg and CB Funds (as defined in the Prospectus). As a result, as of today, the Managers hold, through Cordusio Fiduciaria S.p.A., a total of n. 12,913,047 ordinary shares of Banca Farmafactoring S.p.A., corresponding to 7.59% of total capital.

The abovementioned total number of shares includes the shares held by persons discharging managerial responsibilities, as per Article 19 of EU Regulation 596/2014; also this information is made public today.



Moreover, certain Managers, also via Cordusio Fiduciaria S.p.A., pledged in favor of BFF PEI LP a total of n. 1,043,663 ordinary shares, as collateral for loans granted to the same Managers by BFF PEI LP.

For more details in relation to the Investment Agreement, the Exit Agreement and the financing, please refer to Chapter 22, Paragraph 22.4 of the Prospectus (Documento di Registrazione).

\*\*\*\*\*

## **BFF Banking Group**

BFF Banking Group is the leading player in Europe in the management and nonrecourse factoring of receivables towards the Public Administrations. BFF Banking Group operates in Italy, Poland, Czech Republic, Slovakia, Spain and Portugal. In 2016 the Group's consolidated adjusted net profit was Euro 88 million and the CET1 ratio for the Banking Group at year end 2016 was 16.7%.

## **Contacts**

**Barabino & Partners** 

Sabrina Ragone s.ragone@barabino.it e.bacis@barabino.it T +39 02 72023535 T +39 02 72023535 M +39 338 2519534 M +39 329 0742079

Elena Bacis

IR, Strategy and Communication Laura Spotorno laura.spotorno@bffgroup.com T+39 02 49905.458 M +39 338 5772272