

***Press release published on behalf of Finanziaria Valentini S.p.A. on 29<sup>th</sup> October 2019 at 5:42 p.m..***

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

**FINANZIARIA VALENTINI S.P.A. LAUNCHES AN ACCELERATED BOOKBUILDING PROCEDURE INTENDED FOR QUALIFIED AND INSTITUTIONAL INVESTORS ONLY AND AIMED AT INCREASING THE FREE FLOAT OF NEODECORTECH S.P.A.**

---

**Rimini, 29<sup>th</sup> October 2019** - Finanziaria Valentini S.p.A. ("**Finanziaria Valentini**"), majority shareholder with 72.70% of the share capital and holder of 9,525,385 ordinary shares of Neodecortech S.p.A. ("**NDT**"), listed on AIM Italia, a multilateral trading facility, organized and managed by Borsa Italiana S.p.A. (*Borsa Italiana Ticker*: NDT) (ISIN IT0005275778), announces the start today of the disposal of a maximum of 1,200,000 NDT ordinary shares ("**Shares for Sale**"), equal to 9.16% of the share capital via an accelerated bookbuilding procedure (the "**ABB**" or the "**Transaction**") at a minimum price of Euro 3.40 per share, which bears a 14% discount versus the weighted average closing price of the share over the last 3 and 6 months.

As per the press release published by NDT on 18 October 2019, the Transaction is carried out in the context of the project of transition of NDT financial instruments from AIM Italia to the Electronic Stock Market, organized and managed by Borsa Italiana S.p.A. ("**MTA**"), possibly STAR segment, as it is aimed at increasing the free float of NDT, in light of the requirements provided for the STAR segment.

The Transaction will be carried out through a placement reserved to: (i) "*qualified investors*", as defined under art. 2, letter e), of Regulation (EU) 2017/1129, in the European Union and in the other countries of the European Economic Area; and (ii) institutional investors abroad, in accordance with *Regulation S* of the *United States Securities Act* of 1933, as subsequently amended, excluding institutional investors from Australia, Canada, Japan and the United States and any other foreign country where the placement is not possible without an authorization from the competent authorities, thus relying on the exemption of publication of a prospectus.

**PLEASE NOTE THAT THE *ABB* IS IMMEDIATELY LAUNCHED AND FINANZIARIA VALENTINI IS ENTITLED TO CLOSE IT AT ANY TIME.**

Finanziaria Valentini will promptly give notice of the closure and of the outcome of the *ABB*, indicating the number of shares actually placed and their disposal values.

BPER Banca S.p.A. ("**BPER**") and Banca Profilo S.p.A., for the sole purpose of the Transaction, agreed to Finanziaria Valentini's request to waive the lock-up commitments undertaken by the latter in connection with the admission to trading of NDT financial instruments on AIM Italia. With reference to such lock-up commitments, it should be noted that, in line with best market practice, they will be effective until the expiry: (i) of the 36<sup>th</sup> month as from the date of commencement of trading on AIM Italia (*i.e.* 26 September 2017) or, if earlier, (ii) of the 6<sup>th</sup> month as from the date of commencement of trading on the MTA (in the event of completion of the transition project above).

Following the completion of the Transaction, and in the event of a complete disposal of the shares involved in the Transaction, Finanziaria Valentini will hold a 63.55% stake in the share capital of

NDT, subject to the aforementioned lock-up commitments.

To the best of Finanziaria Valentini's knowledge, based on the information disclosed to the market, following the outcome of the ABB - in the event of a complete disposal of the Shares for Sale - the **free float will be equal to 36.14% of the share capital of NDT** (including NDT treasury shares in the calculation).

BPER acts as Sole Bookrunner in the Transaction.

\* \* \*

#### **Neodecortech S.p.A.**

Neodecortech is the Italian market leader in the production of decorative papers for laminated panels and flooring for interior design. The Group's business is in the production of complete and technologically advanced solutions for the realization of interior design projects, covering all stages of the production process for the production of decorative paper, from raw material management, through surface finishing and impregnation, up to the finished product and the management of end-of-line logistics. The Group offers 51 products divided into the following 5 categories: decorative papers; decorative printings; finish foil; melamine film; PPF or LVT ([www.neodecortech.it](http://www.neodecortech.it)).

ISIN Code ordinary shares: IT0005275778

ISIN Code Warrant: IT0005346785

For further information:

<b>Bookrunner</b> BPER Banca S.p.A. <a href="mailto:neodecortech@bper.it">neodecortech@bper.it</a> Tel +39 051-2756537 Stefano Taioli Mob +39 3351041916 <a href="http://www.bper.it">www.bper.it</a>	<b>Investor Relator</b> Neodecortech S.p.A. Tel +39 035 99 63 02 Fax +39 035 99 52 25 Marco Giussani Mob +39 340 2391966 <a href="mailto:investor.relations@neodecortech.it">investor.relations@neodecortech.it</a> <a href="http://www.neodecortech.it">www.neodecortech.it</a>
---	---

\* \* \*

This press release is for informational purposes only and does not constitute an offer to the public or an invitation to subscribe or purchase financial instruments in Italy or any other country where such offer or solicitation would be subject to restrictions or authorization by local authorities or otherwise prohibited by law. This press release may not be published, distributed or transmitted to the United States, Canada, Australia or Japan. The shares mentioned in this press release cannot be offered or sold in either Italy or the United States or any other jurisdiction without registration under the applicable provisions or an exemption from the obligation to register under the applicable provisions. The shares mentioned in this press release have not been and will not be registered under the US Securities Act of 1933 nor under the applicable

provisions in Italy, Australia, Canada, Japan or any other jurisdiction.

There will be no offer to the public of the Company's shares either in Italy or in the United States, Australia, Canada or Japan or elsewhere.

\* \* \* \* \*

*This press release is published for information purposes only in accordance with Italian law and is not to be understood as an investment proposal nor, in any case, may it be used or considered as an offer to sell or as an invitation to offer or to buy or sell to the public financial instruments of Neodecortech S.p.A.*

*This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions 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 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 without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction. Any offer of securities to the public that may be deemed to be made pursuant to this communication in any EU Member State is addressed solely to qualified investors (within the meaning of Article 2(1)(e) of Regulation (EU) 2017/1129) in that Member State. This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons 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 (the “**Order**”) and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order or (iv) certified high net worth individuals and certified and self-certified sophisticated investors as described in Articles 48, 50, and 50A respectively of the Order or (v) persons to whom this communication may otherwise be lawfully communicated (all such persons together being referred to as “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.*