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COMUNICATO STAMPA

BORSA ITALIANA HA APPROVATO L'AMMISSIONE A QUOTAZIONE SU EURONEXT MILAN DELLE AZIONI DI CIVITANAVI SYSTEMS S.P.A.

CIVITANAVI SYSTEMS S.P.A. FISSA L'INTERVALLO DI VALORIZZAZIONE DA EUR 4,00 A EUR 5,20 PER AZIONE

***Pedaso (FM)**, 1 febbraio 2022* – **Civitanavi Systems S.p.A.** ("**Civitanavi**" o la "**Società**"), uno dei principali operatori specializzati nei sistemi di navigazione e stabilizzazione inerziali, rende noto che **Borsa Italiana S.p.A.** ("**Borsa Italiana**"), con provvedimento n. 8827/31.01.2022, ha disposto l'ammissione a quotazione (la "**Quotazione**") delle azioni ordinarie della Società (le "**Azioni**") su **Euronext Milan**, mercato regolamentato organizzato e gestito da Borsa Italiana S.p.A. ("**Euronext Milan**" e la "**Quotazione**").

L'intervallo di prezzo del collocamento istituzionale (l'"**Offerta**") è stato fissato da EUR 4,00 a EUR 5,20. Il prezzo finale di offerta sarà determinato attraverso un processo di *bookbuilding*. L'intervallo indicativo di valorizzazione della Società basato sulle n. 25,000,000 azioni attuali ante aumento di capitale, è compreso approssimativamente tra EUR 100 milioni e EUR 130 milioni. Il lancio dell'Offerta è soggetto all'approvazione del Prospetto Informativo da parte di Consob.

L'Offerta è riservata ad investitori qualificati in Italia, nello Spazio Economico Europeo e nel Regno Unito e investitori istituzionali esteri al di fuori degli Stati Uniti d'America ai sensi della Regulation S del United States Securities Act del 1933, (come successivamente modificato), con esclusione degli investitori istituzionali di Australia, Canada, Giappone e Stati Uniti e ogni altro paese estero nel quale il collocamento non sia possibile in assenza di una autorizzazione delle competenti autorità.

L'Offerta non prevedrà alcuna offerta al pubblico indistinto in nessuna giurisdizione.

Dettagli dell'Offerta

È previsto che l'Offerta sarà composta da massime n. 9.700.000 Azioni, di cui: (i) fino a 7.200.000 di azioni ordinarie di nuova emissione della Società (le "**Nuove Azioni**") rivenienti da un aumento di capitale con esclusione del diritto di opzione (l'"**Aumento di Capitale**") con un obiettivo di raccolta lordo fino ad un massimo di circa EUR 37,4 milioni, e (ii) n. 2.500.000 Azioni poste in vendita dal socio unico **Civitanavi Systems Ltd**. Il periodo di lock-up sarà di 12 mesi sia per la Società che per il suo azionista unico Civitanavi Systems Ltd.

Nell'ambito dell'Offerta è prevista inoltre la concessione da parte di Civitanavi Systems Ltd di un'opzione c.d. *greenshoe* (la "**Greenshoe**") in favore di Intermonte SIM in qualità di *stabilization manager* per conto dei Joint Global Coordinators, per l'acquisto di fino a 1.455.000 Azioni, corrispondenti al 15% delle Azioni collocate nell'ambito dell'Offerta. Tale opzione di greenshoe potrà essere esercitata, in tutto o in parte, entro 30 giorni dalla data di quotazione.

Ad esito dell'Offerta, assumendo l'integrale esercizio della Greenshoe e l'allocazione di tutte le Azioni offerte, il numero di Azioni complessivamente detenute dal mercato sarà pari a circa n. 11.155.000 del capitale sociale dell'Emittente. Il flottante ad esito dell'Offerta potrà raggiungere il 34,6%, assumendo il pieno esercizio della Greenshoe.

Periodo di offerta

L'Offerta è soggetta all'approvazione del Prospetto Informativo da parte di Consob. A seguito dell'approvazione e pubblicazione del Prospetto, il Collocamento Istituzionale è previsto che inizi **il giorno 2 febbraio 2022** e che termini il **giorno 14 febbraio 2022**, salvo chiusura anticipata. La data di avvio delle negoziazioni è prevista intorno al giorno **17 febbraio 2022**.

Impiego dei proventi

La Società intende utilizzare i proventi netti derivanti dall'aumento del capitale sociale per i) accrescere la capacità produttiva (nuovi impianti di produzione, automazione industriale e continui miglioramenti dei processi produttivi) ed espandere la propria presenza geografica (ad es. Regno Unito e Spagna), ii) sostenere lo sviluppo e l'innovazione di prodotti (per efficientare accuratezza, dimensioni, peso, potenza e consumi) e ad accelerare il processo di sviluppo e commercializzazione di soluzioni integrate di prossima

generazione per stabilizzazione e navigazione di piattaforme; e iii) sostenere la ricerca di nuovi talenti ed espandere il team di Business Development e vendite.

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Nell'ambito dell'Offerta, la Società ha nominato **Berenberg** e **Intermonte** in qualità di *Joint Global Coordinators* e *Joint Bookrunners*. Intermonte agisce anche in qualità di *Sponsor* ai fini dell'ammissione a quotazione delle Azioni. **Emintad Italy** supporta la Società in qualità di *Advisor Finanziario*. L'Advisor legale incaricato dalla Società è **Grimaldi Studio Legale**, l'Advisor fiscale è **BDO Tax S.r.l. Stp,** mentre **Simmons & Simmons** agisce in qualità di Advisor legale per i *Joint Global Coordinators* e *Joint Bookrunners* nonché per lo *Sponsor*. **BDO Italia S.p.A**. è la Società di Revisione incaricata e soggetto per lo svolgimento delle verifiche sul Business Plan e sul Sistema di controllo di Gestione.

Civitanavi Systems S.p.A. aderirà al regime di semplificazione previsto dagli artt. 70, comma 8 e 71, comma 1-bis, del Regolamento CONSOB in materia di emittenti n. 11971/1999, come successivamente modificato, avvalendosi, pertanto, della facoltà di derogare agli obblighi di pubblicazione dei documenti informativi previsti dagli artt. 70, comma 6 e 71, comma 1 del citato Regolamento in occasione di operazioni significative di fusione, scissione, aumenti di capitale mediante conferimento di beni in natura, acquisizioni e cessioni.

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***Civintanavi Systems**, nata come start-up nel 2012, è uno dei principali player nella progettazione, sviluppo e produzione di sistemi di navigazione e stabilizzazione inerziali utilizzati nei settori aerospazio e difesa in ambito spaziale, terrestre, aereonautico, navale e industriale, negli ambiti minerario e oil & gas. La Società fornisce verticalmente sistemi ad alta accuratezza, progettati e realizzati con metodi, tecniche e algoritmi basati su tecnologia FOG (Fiber Optic Gyroscope) e MEMS (Micro Electro Mechanical Systems), anche integrati a dispositivi per la navigazione satellitare. Oggi svolge le proprie attività a Pedaso (FM) e in due ulteriori sedi, ad Ardea (RM) e a Casoria (NA), contando su un organico di 123 dipendenti operanti in tutta Italia.*

Media Relation
Image Building
Via Privata Maria Teresa, 11
20123 – Milano
Tel. +39 02 89011300
civitanavi@imagebuilding.it

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This document is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities of Civitanavi Systems S.p.A. (the "**Company**"). A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the "**Delegated Regulations**"), Legislative Decree no. 58/1998 of 24 February 1998, as subsequently amended (the "**Consolidated Financial Law**") and Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999, as subsequently amended (the "**Issuers' Regulation**"), is expected to be approved by CONSOB and be made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, the Consolidated Financial Law and the Issuers' Regulation. Any offer of securities 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 the Prospectus Regulation) in that Member State.

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Order (iv) to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons referred to in (b) being "**Relevant Persons**"). The Information must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any member state of the European Economic Area, by persons who are not Qualified Investors. Any investment or investment activity to which the Information relates is available only to or will be engaged in only with, (i) Relevant Persons in the United Kingdom, and (ii) Qualified Investors in any member state of the European Economic Area. Any investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Neither this announcement, nor any copy of it may be taken, transmitted or distributed, directly or indirectly, into Australia, Canada, Japan, or to any persons in any of those jurisdictions or any other jurisdictions where to do so would constitute a violation of the laws of such jurisdiction. The securities referred to herein have not been and will not be qualified under the applicable securities laws of Australia, Canada, Japan and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or to any resident or citizen of Australia, Canada, Japan.

This announcement does not constitute an offer for sale of, or a solicitation of an offer to purchase or subscribe for, any securities in the United States. No securities of the Company have been registered under the U.S. Securities Act of 1933, as amended, and the Company does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States. There will be no public offering of the securities in the United States or elsewhere.

This announcement does not constitute a recommendation concerning the offer or the shares of the Company (the "**Offering**"). The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Information in this announcement or any of the documents relating to the Offering cannot be relied upon as a guide to future performance. Potential investors should consult, to the extent they deem necessary, a professional investment, business, tax, and/or legal advisor as to the suitability of the Offer for the person concerned.

Any purchase of shares of the Company in the proposed Offering should be made solely on the basis of the information contained in the offering documents and the prospectus to be approved by CONSOB for the purposes of the admission to trading on the Euronext Milan. The approval of the prospectus by CONSOB shall not constitute an evaluation of the economic and financial soundness of the transaction and the quality or solvency of the Company. No reliance may or should be placed by any person for any

purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.

None of the banks acting as joint global coordinators and joint bookrunners in the contest of the potential initial public offering (the "**Managers**") or any of their respective 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 the Company, its 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. Nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers or any of their respective directors, officers, employees, advisers or agents in this respect, whether as to the past or future.

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Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort,

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Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

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