

# Bomi Italia S.p.A.

– PRESS RELEASE –

## The Board of Directors of Bomi Italia S.p.A. proposes to the Shareholder's Meeting:

- **A share capital increase of up to Euro 4.99 million with share option rights available to holders of rights;**
- **Attribution of a mandate to further increase the share capital or to issue convertible bonds (in both cases also *cum warrant*) for a maximum total of Euro 12 million;**
- **Insertion into the Articles of "Loyalty shares" and exemption from the so-called "mandatory public tender offer for consolidation" effective from "step-up" to the regulated market.**

**Vaprio d'Adda, 29 March 2018** – Bomi Italia S.p.A. ("**Bomi**" or the "**Company**" or the "**Issuer**") the parent company of Bomi Group, a market leader in the biomedical logistics sector and the management of high technology healthcare products, which is listed on the multilateral trading system of **AIM Italia / Mercato Alternativo del Capitale Capitale**, organised and managed by Borsa Italiana S.p.A., announces that the Board of Directors which met today under the chairmanship of Giorgio Ruini decided to propose to the Extraordinary Shareholder's Meeting – to be held at the same time as the Meeting to discuss the Financial Statements – a capital increase with option to those having rights (a rights issue), the conferral of a mandate to further increase the share capital and to issue convertible bonds and make certain amendments to the Articles regarding "Loyalty shares" and "mandatory public tender offer for consolidation".

### **CAPITAL INCREASE**

The proposal approved by the Board of Directors is for a share **capital increase** for payment and in tranches for a maximum of **Euro 4,999,000** (including share premium) through the issue of a maximum of no. 1,700,000 new shares with no express indication of nominal value and having the same characteristics as the shares in issue, with an option to purchase offered to those having rights pursuant to article 2441, paragraph 1 of the Italian Civil Code (the "**Capital Increase**").

The objective of the Capital Increase is to raise new financial resources to allocate to the pursuit of strategic and growth objectives of the Company and its business. In particular, through the Capital Increase, the Bomi Group intends to raise the financial resources to pursue its growth and development strategy.

The issue price of the shares issued by the Capital Increase will be determined by the Board of Directors considering, amongst other things, general market conditions and the trend of the Bomi share price and taking into consideration market practice for similar operations.



It is therefore expected that the Extraordinary Shareholder's Meeting will confer on the Board of Directors, and the Chairman on its behalf, all necessary powers to define, amongst other things, the terms and conditions for subscription of the newly issued shares, including the issue price, the exact number of shares to be issued and the option rights available to those having rights (i.e. shareholders and holders of the debenture bond "Bomi Convertible 6% 2015-2020") and any other procedure for carrying out the offer, to be announced by the issue of an appropriate press release, in the usual way and under the usual terms for this type of operation.

The Capital Increase will have no dilutive effect on the shareholdings of those who fully exercise the rights available to them.

The successful outcome of the Capital Increase is **fully guaranteed** by BPER Banca S.p.A. which has signed a specific guarantee agreement with the Issuer, on the usual terms and conditions for this type of operation, with the aim of ensuring the complete success of the transaction and underwriting all of the newly issued shares which might remain unsubscribed at the end of the option rights offer and the consequent procedures for pre-emption of rights not taken up.

With regard to the Capital Increase the Issuer has already received indications of interest to subscribe to the capital increase from several shareholders in the Company for a total of Euro 3,500,000.

#### **MANDATE TO BE GRANTED TO THE BOARD OF DIRECTORS**

The Board of Directors has also approved the proposal to confer a mandate on the **administrative body**, pursuant to articles 2443 and 2420-ter of the Italian Civil Code, to increase the share capital and issue convertible bonds (even without option rights pursuant to article 2441, paragraph 4, first part, and 5 of the Italian Civil Code) for a total maximum amount (including any share premium) of **Euro 12,000,000** (the "Mandate").

The Mandate grants the possibility to exercise, within a maximum period of 5 years from the date of Shareholders' approval, the issue of shares or convertible bonds (in both cases cum warrant) reserved for holders of rights, or even with the exclusion of option rights, to permit undoubted advantages in terms of flexibility and speed of execution in order to take advantage of the most favorable market conditions to carry out extraordinary operations.

The proposal, therefore, is to authorise the Board of Directors to determine the characteristics and the structure of the financial instruments that may be issued from time to time, as well as the comprehensive economic conditions of the offer depending on the prevailing market conditions at the time the offer is actually launched.

The resources raised through the exercise of the Mandate may be directed, in addition to the aforementioned growth strategies, also to the appreciation of existing investments and, more generally, to satisfy any future financial requirements that may arise in the five years subsequent to the date of Shareholders' approval of the Mandate.

The proposal to confer the Mandate therefore also includes granting the Board of Directors the power to fix, as may be required from time to time, the issue price of shares, including any share premium, the benefits and the beneficiaries of the Capital Increase and the entitlement ratio in the event of an issue of share option rights to holders of rights in the Company and, in the event of an issue of convertible bonds, the rate of interest, the duration, any eventual guarantees, the conversion ratio, the entitlement ratio in the event of an issue of share option rights and all other terms and conditions of the loan.



## AMENDMENT TO THE ARTICLES

Finally, the Board of Directors, taking advantage of the innovations introduced by Legislative Decree no. 58/98 (the Consolidated Financial Law - "TUF") by article 20, paragraph 1-*bis*, of Legislative Decree no. 91/14 converted by Law 116/14 (the so-called "Competitiveness Decree") proposes the inclusion in the Articles – in both cases effective from the commencement of **trading in the shares of the Company on a regulated market** in Italy or the European Union– respectively:

- (i) The establishment of "**Loyalty Shares**" for long-term shareholders, pursuant to article 127-*quinquies* of the TUF (the Consolidated Financial Law) and
- (ii) The disapplication of the regulations on the "**mandatory public tender offer for consolidation**" for the first 5 years following quotation on the regulated market, pursuant to article 106, paragraph 3-*quater*, of the TUF (the Consolidated Financial Law).

Both the aforementioned amendments arise from the potential step-up of the Issuer to the regulated market (so-called "translisting") which – although not yet the subject of any formal resolution – is one of the Company's objectives.

The amendments to the articles are proposed with the intention, on the one hand, to immediately incentivise (in anticipation of the possibility of computing eligibility from the period preceding quotation) medium-long term investment in the Company's capital establishing at the same time the terms and conditions of the rights available to shareholders, subsequent to listing on a regulated market, where they can prove loyalty to the Company, and, amongst other things, incentivise the controlling shareholders to place on the market, as part of a public offer leading to the quotation, even more than a majority of the share capital increasing the liquidity of the shares, but allowing them to maintain their controlling interest (also by effect of retaining the majority of voting rights) in the 5 years following the date of admission to trading without obliging a mandatory public tender offer for a pre-established period and established by the new law and regulations.



With regard to the foregoing matters the Board of Directors agreed to convene an Extraordinary Shareholder's Meeting on **April 2018, 30<sup>th</sup>**, in single convocation, at the same time as the Meeting called to discuss the Financial Statements. The Notice of Meeting accompanied by an explanatory report on the proposals included on the Meeting Agenda will be made publicly available in the manner and within the terms provided by the regulations, including those regularly applied.

The Vice President and Managing Director of Bomi Italia S.p.A., Marco Ruini, stated:

*"We are ready to face a new important stage of development for the company, confident that the market will appreciate the essential elements of our growth strategy. We would like to thank BPER for its tangible support for the operation and all those who have expressed concrete interest in it."*

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**Bomi Italia S.p.A.** is the Parent Company of Bomi Group, a world leader in the biomedical logistics sector and in the management of high technology healthcare products. It was one of the first companies to receive the "Elite" certificate issued by Borsa Italiana.



*Bomi Group's activities are concentrated in the integrated logistics sector and offer a wide range of logistics services in outsourcing to companies operating in the healthcare sector, managing distribution of medical equipment, pharmaceuticals, in-vitro diagnostic equipment, reagents and implant products.*

*Bomi Group's portfolio of about 100 clients includes some of the world's top healthcare companies (such as the leading pharmaceutical companies and producers of healthcare devices) as well as small and medium sized companies operating at a global level in the biomedical, diagnostics and biotech industries.*

*Bomi Group currently has about 1,080 employees and operates through subsidiary companies and associated companies in Europe, South America, China and the United States and its services are also provided, through strategic alliances with local partners.*

*ISIN Ordinary Share Code: IT0005108748 – Ordinary Share Ticker: BOMI*

*ISIN Convertible Bond Code: IT0005114480 – Convertible Bond Ticker: BOMI20*

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