



## **NOTICE OF OFFER WITH PRE-EMPTIVE RIGHTS**

### **PURSUANT TO ART. 2441, PARAGRAPH II OF THE ITALIAN CIVIL CODE**

### **OF A MAXIMUM OF NO. 12,092,744 ORDINARY SHARES OF SG COMPANY SOCIETÀ BENEFIT S.P.A.**

*Milan, 22 January 2021* - SG Company Società Benefit S.p.A., following the disclosure made on 16 December 2020, announces that the Notice of the Offer with Pre-Emptive Rights has been filed with the competent Company Register and is available on the Company website [[SGC 02 SG-Company-CdA-Aumento-di-Capitale-ed-Emissione-Warrant-SG-Company.pdf \(sg-company.it\)](#)], the text of which is set out in full.

### **OFFER WITH PRE-EMPTIVE RIGHTS**

### **OF A MAXIMUM OF NO. 12,092,744 ORDINARY SHARES OF SG COMPANY SOCIETÀ BENEFIT S.P.A.**

#### **Pursuant to art. 2441, paragraph 2 of the Italian Civil Code**

Whereas:

- i. on 16 December 2020, the Extraordinary Shareholders' Meeting of SG Company Società Benefit S.p.A. ("**SG**" or the "**Company**") resolved on a divisible capital increase in cash for a maximum amount of Euro 2,500,000, including share premium, against a contribution in cash, by issuing ordinary shares, with no indication of the par value and with regular dividend entitlement, to be offered on a pre-emptive basis to shareholders holding ordinary shares in proportion to the number of shares held, pursuant to art. 2441, paragraphs 1, 2 and 3 of the Italian Civil Code (the "**Capital Increase**"). The Capital Increase shall be subscribed by and no later than 28.02.2021 and fully paid up at the time of subscription, it being understood, however, that if not fully subscribed by the above time limit, said Capital Increase will remain within the limits of the subscriptions collected by such date;
- ii. on 31 December 2020, the resolution was filed with the competent office of the Milan Monza Brianza Lodi Company Register;
- iii. on 20 January 2021, the Board of Directors of the Company resolved on the final conditions of the Capital Increase, namely the issue of a maximum of no. 12,092,744 ordinary shares of the Company, with no indication of the par value and with regular dividend entitlement, with the same

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characteristics as those outstanding, at a price of Euro 0.20 each, of which Euro 0.05 as share capital and the remaining Euro 0.15 as share premium, with a maximum offer value of Euro 2,418,548.80.

## All that said

### **SG Company Società Benefit S.p.A.**

#### **offers with pre-emptive rights**

pursuant to art. 2441, paragraph 2 of the Italian Civil Code, a maximum of no. 12,092,744 ordinary shares of the Company, with no indication of the par value and with regular dividend entitlement, having the same characteristics as those outstanding (the "**New Shares**"); the New Shares are offered on a pre-emptive basis to all current shareholders in proportion to the shares held (the "**Offer**").

**Price of the New Shares:** the subscription price of each New Share is Euro 0.20 each, of which Euro 0.05 as share capital and the remaining Euro 0.15 as share premium ("**Offer Price**"); the maximum value of the Offer is Euro 2,418,548.80.

**Characteristics of the New Shares:** the New Shares will have no indication of the par value, will have the same characteristics and will grant the same administrative and equity rights as the SG Company Società Benefit S.p.A. shares outstanding at the date of their issue; they will have regular dividend entitlement and will be traded, as those already outstanding, on AIM Italia, the multilateral trading system organized and managed by Borsa Italiana S.p.A., under the same ISIN code IT0005337172 as the ordinary shares of the Company currently outstanding.

**Offer Period:** the option rights ("**Option Rights**") eligible for the subscription of the New Shares shall be exercised, on pain of forfeiture, from 25 January 2021 to 11 February 2021, first and last day included (the "**Option Period**"), and may be traded on the AIM Italia market from 25 January 2021 to 5 February 2021, first and last day included. The Option Rights for subscription of the New Shares will be made available to those entitled through Monte Titoli S.p.A.. The ISIN code of the Option Rights for subscription of the New Shares is IT0005432890. The ex-dividend date for the related options is 25 January 2021. The coupon representing the option right is number 3. Acceptance of the Offer shall take place by signing the forms specifically prepared by the authorized intermediaries belonging to the centralized management system of Monte Titoli S.p.A., with whom the Option Rights are deposited. Intermediaries shall give the relevant instructions to Monte Titoli by 2.00 p.m. on 11 February 2021. Each subscriber shall submit a specific application for subscription in the manners and by the time limit notified by the depository intermediary in order to comply with the above time limit. Acceptance of the Offer is irrevocable and may not be subject to conditions.

**Payment and delivery of the New Shares:** full payment of the New Shares shall be made at the time of their subscription to the authorized intermediary where the application for subscription has been submitted and according to the time limit and procedures indicated in the application form; no additional charges or expenses are applied by the Issuer on the applicant. The New Shares subscribed by the end of the Option Period, together with the relevant warrants, will be credited to the accounts of the intermediaries belonging to the centralized management system managed by Monte Titoli at the end of the settlement phase on the last day of the Option Period with availability on the same date. After the time limit of 11 February, the Option Rights not exercised by the end of the Option Period will be offered on the Stock Exchange, under ISIN code IT0005432908, within the month following the end of the Option Period, for at least two market trading days and unless they have already been fully sold, pursuant to art. 2441, paragraph 3 of the Italian



Civil Code. The dates for the trading of any unexercised rights will be indicated in a specific disclosure to the market.

This notice is concurrently filed with the Milan Monza Brianza Lodi Company Register pursuant to art. 2441, paragraph 2 of the Italian Civil Code.

Milan, 21 January 2021

**SG Company Società Benefit S.p.A.**, ISO 9001 certified and listed on the AIM market of Borsa Italiana (ticker: SGC), is an Innovative SME and, in keeping with its mission of "Sharing Growth", has also embarked on the ESG (Environmental, Social and Governance) path to ensure an increasingly future-oriented sustainable management of the Company, firmly believing in the value of business for the collective benefit. One of Italy's top players for over 20 years now in the Entertainment&Communication industry, it specializes in the areas of Digital & Live Communications, Hybrid Events, Video Production, Consumer Format, and Meetings & Events Industry. In its 2021-2023 Business Plan, it has embarked on a path of digital transformation, integrating a data valorization strategy on each business area thanks to the implementation of Marketing Technology solutions on every activity. Its distinctive positioning hinges on the synergy between data and content, as well as on the ability to offer a single direction over creativity, production and technology natively for each project, guaranteeing clients constant integration between physical and digital. The Company boasts a portfolio of high-standing clients at global level. It has planned, promoted and produced many successful national and international formats such as Milano Food Week, Milano Wine Week, Obesity, Sneakness, Digital Design Days, and Business Tech Forum.

**For information**

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