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RCF GROUP: PRESENTAZIONE DOMANDA DI AMMISSIONE A QUOTAZIONE SUL MERCATO TELEMATICO AZIONARIO, RICORRENDONE I REQUISITI, SEGMENTO STAR, ORGANIZZATO E GESTITO DA BORSA ITALIANA S.P.A.

Avvio dell'Offerta previsto nel mese di ottobre 2019

Reggio Emilia, 20 settembre 2019 – RCF Group S.p.A. (“**RCF Group**” o la “**Società**” e, unitamente alle società controllate, il “**Gruppo**”), società a capo di uno dei principali gruppi operanti a livello mondiale nel settore dell’audio professionale d’alta gamma, comunica di aver presentato a Borsa Italiana S.p.A. (“**Borsa Italiana**”) la domanda per l’ammissione alla quotazione delle proprie azioni ordinarie (le “**Azioni**”) sul Mercato Telematico Azionario organizzato e gestito da Borsa Italiana, e ricorrendone i presupposti, sul segmento STAR (la “**Quotazione**”).

In particolare, è previsto che il flottante richiesto ai fini della Quotazione sia realizzato attraverso un collocamento istituzionale (l’“**Offerta**”) rivolto esclusivamente ad investitori qualificati in Italia e investitori istituzionali all'estero ai sensi della *Regulation S* del *United States Securities Act* del 1933, come successivamente modificato (il “**Securities Act**”), e negli Stati Uniti d'America, limitatamente ai “*Qualified Institutional Buyers*”, ai sensi della *Rule 144A* del *Securities Act*, con esclusione di quei paesi nei quali l’Offerta non sia consentita in assenza di autorizzazione da parte delle competenti autorità, in conformità con le leggi vigenti, o di esenzioni di legge o regolamentari applicabili.

L’Offerta comprenderà: (i) Azioni di nuova emissione (per un controvalore complessivo pari a circa Euro 150 milioni) rivenienti da un aumento di capitale con esclusione del diritto di opzione (l’“**Aumento di Capitale**”), e (ii) Azioni già esistenti, poste in vendita da taluni azionisti venditori.

La struttura finale dell’Offerta, unitamente agli ulteriori termini rilevanti, sarà determinata e comunicata in prossimità dell’avvio dell’Offerta medesima. Nel contesto dell’Offerta è inoltre prevista la concessione di un’opzione *greenshoe*.

Alla data del presente comunicato, si stima che il flottante atteso ad esito dell’Offerta, ivi inclusa l’opzione *greenshoe*, sarà compreso tra il 35% e il 40% circa del capitale sociale della Società. La Società e gli Azionisti Venditori assumeranno impegni di *lock-up* in linea con la prassi di mercato.

I proventi derivanti dall’Aumento di Capitale saranno funzionali a supportare l’attuazione degli obiettivi strategici del Gruppo.

Nel contesto della Quotazione, la Società ha predisposto un Prospetto Informativo di ammissione alla negoziazione delle Azioni che sarà soggetto all’approvazione da parte della Consob a seguito del relativo deposito.

Compatibilmente con le condizioni di mercato e subordinatamente all’ottenimento delle approvazioni richieste da parte di Borsa Italiana e Consob, alla data del presente comunicato, si ritiene che l’Offerta possa essere avviata nel corso del mese di ottobre 2019.

Nell'ambito dell'Offerta, Banca IMI (Gruppo Intesa Sanpaolo), BNP Paribas e Goldman Sachs International agiranno in qualità di *Joint Global Coordinators* e *Joint Bookrunners*; Banca IMI agirà inoltre in qualità di *Sponsor* ai fini della quotazione. Lazard agisce in qualità di *advisor* finanziario di RCF nel contesto dell'Offerta.

Chiomenti e Sullivan & Cromwell forniscono l'assistenza legale a favore della Società, rispettivamente, per gli aspetti di diritto italiano e per quelli di diritto americano e inglese.

Latham & Watkins agisce come *advisor* legale a favore dei *Joint Global Coordinators* per gli aspetti di diritto italiano e per quelli di diritto americano e inglese.

RCF Group, è uno dei maggiori *player* a livello internazionale nella progettazione, produzione e commercializzazione di prodotti e sistemi per l'audio professionale e la sonorizzazione pubblica. Il Gruppo opera attraverso i marchi storici RCF, dal 1949 azienda di riferimento negli altoparlanti professionali e sistemi audio d'alta gamma, e db Technologies, specializzata in sistemi audio amplificati per il mercato professionale. Nel 2018 è entrato nel perimetro del Gruppo il marchio EAW, *brand* iconico americano per sistemi audio per grandi installazioni ed eventi. Nel 2019 è stata acquisita la società danese DPA, *leader* mondiale nei microfoni d'alta gamma, arricchendo così l'offerta del Gruppo nelle soluzioni di eccellenza e affidabilità dell'intera audio *chain* per il mercato professionale. Con oltre 600 dipendenti operanti nelle sedi di Reggio Emilia, Bologna, Ascoli Piceno, Whitinsville (USA) e Allerød (Danimarca), RCF Group è presente con i propri prodotti in oltre 130 Paesi.

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