

**AIM :**  
**opportunities and perspectives of small cap  
companies in Italian Stock Exchange's Market**

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# ❖ PECULIARITY AND COMPARISON WITH OTHER MARKETS

## Peculiarity and comparison with other markets

- AIM – Alternative Investment Market is an exchange regulated market, entirely managed by Borsa Italiana. Therefore, AIM Italia is not a market regulated and controlled by Public Authority for Stock Exchange Market (CONSOB)
- AIM Italia is focused on small and medium-sized companies to raise the capital they need to realise their ambitions and potential
- AIM represents a balanced approach to regulation which facilitates a smooth transition to becoming a public company and allows companies to focus on growing their business once on market
- AIM provides a network of advisers that is experienced in supporting companies from the time they first consider a flotation, through to helping them raise capital to fulfil their growth potential
- AIM provide an institutional investor base that has the knowledge and understanding to effectively provide capital to companies as they progress and has confidence in the regulatory environment
- The regulation has been specifically designed to meet the needs of smaller and growing companies while offering appropriate investor protection

## Equity market in Italy

**S&P MIB:**

It includes 40 different stocks selected on the base of the float, liquidity, representation of the referred sector

**MIDEX:**

Include tutti i titoli Blue Chips

LARGE CAP: > 1 mld €

**BLUE CHIP**  
BORSA ITALIANA

**HIGH REQUIREMENTS**

- Liquidity
- Transparency
- Corporate governance

MTA

**ALL STAR:**

It includes all the STAR shares

MIDDLE CAP: < 1 mld €  
> 40 mln €

**STAR**  
BORSA ITALIANA

**STANDARD**  
BORSA ITALIANA

Since 01/12/08

SMALL CAP

**AjM Italia**  
Borsa Italiana

## Peculiarity and comparison with other markets

### *Requisiti IPO*

	MTA	STAR	AIM
Float	25%	35%	10%
Audited financial statements	3	3	1 (if exist)
Offering	Institutional /retail	Institutional/retail	Institutional
Other	Prospectus	Prospectus	Admmission document
Market CAP (€)	Minimum 40 milioni di €	Minimum 40 M€ Max 1 B€	No formal requirement
Board (independenti)	Recommended	Mandatory	No formal requirement
Internal Control	Recommended	Mandatory	No formal requirement
Bonuses to top Management	Recommended	Mandatory	No formal requirement
Investor Relator	Recommended	Mandatory	Not mandatory
Website	Recommended	Mandatory	Mandatory
Main Adviser	Sponsor/Global Coordinator	Sponsor/Global Coordinator	Nomad

## Peculiarity and comparison with other markets

### *Requisiti Post-quotazione*

	MTA	STAR	AIM
Corporate Governance	Comply or explain	Partially mandatory	Elective
OPA	TUF – 30% per obbligatoria, 60% per preventiva, 90%-95% per residuale	Similar to MTA	Statutory takeover bid
Related party	Mandatory application and information	Similar to MTA	Mandatory information and simplified application
Quarterly report	Within 45 days from the closing of the quarter	Similar to MTA	NO
Semiannual report	Within 60 giorni from the closing of the semester	Similar to MTA	Within 3 months from the closing of the semester
Annual financial statements publication	Within 120 days from closing of the financial year	Within 90 days from closing of the financial year (no IV Quarter)	Within 6 months from closing of the financial year

## ❖ Benefits in joining AIM Italia



To diversify sources of funding  
reducing financial expenses

To provide access to capital for  
growth, enabling companies to  
raise finance for further  
development

***To join AIM Italia:***

To place an objective market  
value on the company's business

To reduce shareholders  
investment without losing  
control

**Why joining AIM Italia**

## Why joining AIM Italia

### Easy access

- no prior year story
- no minimal capitalization – minimum float 10%
- no corporate governance required

### Minimal burocratic impact

- Aim Italia is a market managed and controlled by Borsa Italiana and not CONSOB
- an admission document is not a prospectus
- due-diligence is done by the Nomad
- no pre-vetting of prospectus by CONSOB
- no quarterly reports

## Other benefits

- Normally, the investors in AIM hold minority shares and are not interested in managing the company
- To create a market for the company's shares, broadening the shareholder base
- To encourage employees' commitment and incentivise their long-term motivation and performance, by making share schemes more attractive
- To increase the company's ability to make acquisitions, using quoted shares as currency
- To create a heightened public profile, stemming from increased press coverage and analysts' reports, helping to maintain liquidity in the company's shares
- To enhance the company's status with customers and suppliers
- Costs of IPO are subordinated just for the admission and future increases in capital could be effected without further costs for due-diligence

## ❖ Main players

## Main players

### Nomad

- undertake due diligence to ensure the company is suitable for AIM
- ensure the directors are appropriate and capable of acting as a board for a company trading on a the public market
- provide guidance to the company throughout the flotation process
- co-ordinate and oversee the preparation of the AIM admission document
- confirm to the Exchange that the company is appropriate for AIM
- prepare the company for life on a public market act as the primary regulator throughout a company's time on AIM
- ensure the company continues to understand its obligations under the AIM Rules

## Main players

### Law firm

- conduct legal due diligence on the business, including verifying ownership of assets
- advise on the drafting of the admission Document, negotiating the terms of the placing agreement between the company, the directors and the Nomad and broker
- prepare employment agreements for directors and other key staff advising your company's directors on their responsibilities and corporate governance in conjunction with the Nomad who has these responsibilities in accordance with the AIM Rules
- advise generally on the legal aspects of the flotation process and the continuing obligations on AIM

## Main players

### Financial advisor

- select and coordinate all the players involved in the flotation process
- assist in the company's evaluation
- assist in all process and timing
- assist in drafting of equity story
- assist in preparation and drafting of company profile, communication, website

## Main players

### Corporate Broker

- support the financing needs of the company by assessing the level of investor interest in the company's shares at the time of admission to AIM, and in any further fundraisings
- provide ongoing advice on market and trading related matters
- advise on the pricing of shares and investment opportunities



## Main players

### Audit firm

- assist Nomad in business and financial due diligence and issue the related comfort letter
- assist Nomad in the drafting of working capital report and issue the related comfort letter
- prepare the documents necessary in the process concerning financial data and issue the related comfort letter
- assist the company in the drafting of a document which discloses reporting system and issue the related comfort letter

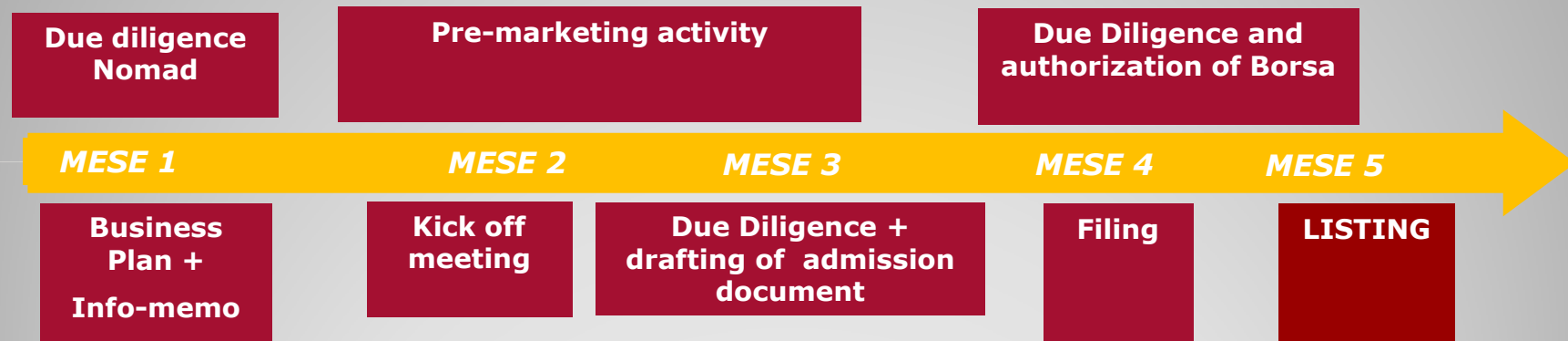
## ❖ Requirements and timing

## Requirements

Requirements for listing	<b>AIM Italia</b> (23 companies in Italy, 1.235 in UK)	<b>STAR</b> (74 companies)
Type of company and capitalization	S.p.A.	S.p.A. - minimum capitalization minimum 1 mn - maximum 1 mlrd
Financial statements	1 balance sheet Ita GAAP or IAS audited	3 audited balnce sheets economic - financials ratios
Minimum float	10 % shared by 5 professional investors or 12 investitori and among these 2 professional	35% for company at IPO 20% for companies listed since more than 1 year
Prospectus	no - only admission document	yes
QMAT	no (due diligence by Nomad)	yes
Business plan (3 years)	no	yes
Requirements of governance	membri di cda e collegio sindacale con requisiti di onorabilità un consigliere indipendente	international standard of governance appointment of directors and statutory auditors as by list independent director committees and Investor Relations
Nomad	si	no
Market of IPO 2010	5 IPO in Italy, 34 IPO in UK Methorios, Poligrafici Printing, Fintel Energia, PMS, TBS Group	1 IPO Tesmec
Market of IPO 2011	Unione Alberghi Italiani, Imvest (MAC), Made in Italy, Ternigreen (incorporata e già delistata), Ambromobiliare	

## Timing

*The scheme of timing is the following:*



*The audit is normally conducted during the drafting of the admission document*

## Companies listed at AIM Italia

AIM Italia/MAC	Settore	Inizio negoziazioni	Prezzo Collocamento	Capitalizzazione €/000
Ambromobiliare	Consulenza finanziaria	23/12/11	6,60	16.662
Compagnia della Ruota	Investing Company	30/07/12	1,00	5.525
Enertronica	Energie rinnovabili - fotovoltaico	15/03/13	2,60	7.605
Fintel Energia Group	Energia	23/03/10	2,30	59.884
First Capital	Investing Company	22/12/10	1,03	13.192
Frendy Energy	Produzione energia - mini hydro	22/06/12	1,05	51.568
Hi Real	Hotel	19/01/11	1,00	1.707
Ikf	Investing Company	08/05/09	1,00	8.495
Italia Independent	Luxury	28/06/13	26,00	66.406
Mc - Link	IT	22/02/13	7,65	22.751
Methorios Capital	Intermediari Finanziari	14/07/10	1,40	68.068
Mondo TV France	Media & Communication	25/03/13	0,11	5.961
Neurosoft	IT	08/05/09	7,60	7.138
Pms	Media & Communication	16/03/10	6,40	2.495
Poligrafici printing	Printing	16/03/10	1,03	9.711
Primi sui Motori	Posizionamento internet	26/07/12	22,00	24.245
Rossetti Marino	EPC contractor per Oil & Gas	10/03/10	30,00	139.280
Sacom	Fertilizzanti biologici	24/04/13	9,70	34.203
Sesa	IT	27/06/11	10,00	129.987
Soft Strategy	Consulenza direzionale	09/08/11	7,00	7.361
Softec	IT	26/11/12	16,00	7.138
Tbs Group	Engineering apparecchiature mediche	23/12/09	2,50	30.205
Vita Sociale Editoriale	Editoria	22/10/10	0,94	1.731
VrWay Communication	Media & Communication	23/07/09	8,80	43.306

Al 11.07.2013

***Thank you for  
the attention***