

# Bit Market Services

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| Informazione<br>Regolamentata n.<br>0206-60-2015 | Data/Ora Ricezione<br>08 Settembre 2015<br>08:18:24 | MTA |
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Societa' : PIRELLI & C.  
Identificativo : 62931  
Informazione  
Regolamentata  
Nome utilizzatore : PIRN01 - Svelto  
Tipologia : IROP 05; IROP 09  
Data/Ora Ricezione : 08 Settembre 2015 08:18:24  
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Diffusione presunta  
Oggetto : 08-09-2015 - Notice Marco Polo Industrial  
Holding S.p.A. - Publication Offer  
Document

*Testo del comunicato*

This notice is disseminated by Pirelli & C. S.p.A. (the Issuer) upon request of Marco Polo Industrial Holding S.p.A. (the Offeror).

**Mandatory Tender Offer  
on ordinary shares of Pirelli & C. S.p.A.  
and  
Voluntary Tender Offer  
on savings shares of Pirelli & C. S.p.A.**

**launched by Marco Polo Industrial Holding S.p.A.**

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**Notice**

**pursuant to Art. 38, Paragraph 2, of Consob Regulation approved with resolution No. 11971 of 14 May 1999, as subsequently amended**

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*Milan, 8 September 2015* – Following the press release issued on 4 September 2015 and pursuant to Art. 38, Paragraph 2, of the Regulation implementing the Italian Legislative Decree No. 58/1998, concerning the issuers, approved by Consob with resolution No. 11971 of 14 May 1999, as subsequently amended, Marco Polo Industrial Holding S.p.A. (the “**Offeror**”), a company indirectly controlled by China National Chemical Corporation, through China National Tire & Rubber Co., Ltd., communicates that the offer document, approved by Consob with resolution No. 19341 on 4 September 2015, related to:

- the mandatory tender offer launched by the Offeror, pursuant to Arts. 106 and 109 of the Italian Legislative Decree No. 58/1998, on the ordinary shares of Pirelli & C. S.p.A., listed on the Electronic Stock Market organized and managed by Borsa Italiana S.p.A.; and
- the voluntary tender offer launched by the Offeror, pursuant to Art. 102 of the Italian Legislative Decree No. 58/1998, on the savings shares of Pirelli & C. S.p.A., listed on the Electronic Stock Exchange organized and managed by Borsa Italiana S.p.A..

is available to the public for consultation: *(i)* at the registered office of Marco Polo Industrial Holding S.p.A. (Offeror) in Milan, via San Primo No. 4; *(ii)* at the registered office of Pirelli & C. S.p.A. (Issuer) in Milan, viale Piero e Alberto Pirelli No. 25; *(iii)* at the registered office of Banca IMI S.p.A. (Intermediary Responsible for Coordinating the Collection of Tenders) in Milan, largo Mattioli No. 3; *(iv)* at the registered office of UniCredit Bank AG (Milan Branch) (Intermediary Responsible for Coordinating the Collection of Tenders) in Milan, piazza Gae Aulenti No. 4; *(v)* on the website of the Issuer [www.pirelli.com](http://www.pirelli.com); and *(vi)* on the website of Sodali S.p.A. (the Global Information Agent) [www.sodali-transactions.com](http://www.sodali-transactions.com).

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**Contacts:**

ChemChina Finance Co., Ltd.  
Chen, Junwei  
Tel. +86 10 82677522  
Email: [chenjunwei@finance.chemchina.com](mailto:chenjunwei@finance.chemchina.com)

Brunswick Group  
Lidia Fornasiero/Michele Osta  
Tel. +39 02 92886200  
Email: [lfornasiero@brunswickgroup.com](mailto:lfornasiero@brunswickgroup.com); [mosta@brunswickgroup.com](mailto:mosta@brunswickgroup.com)

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## **WARNING FOR THE HOLDERS OF SHARES RESIDING IN THE UNITED STATES OF AMERICA**

The mandatory tender offer and voluntary tender offer referred to in this notice (the "**Offers**") will be made for the shares of Pirelli & C. S.p.A. ("**Pirelli**"), an Italian company with shares listed on the Electronic Stock Market organized and managed by Borsa Italiana S.p.A., and are subject to Italian disclosure and procedural requirements, which are different from those of the United States of America. This notice does not constitute an offer to buy or a solicitation to sell the shares of Pirelli. Before the start of the offer period, as required by applicable law, the Offeror will disclose the offer document, which the shareholders of Pirelli should examine carefully.

The Offers are being made in the United States of America pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act, and otherwise in accordance with the requirements of Italian law. Accordingly, the Offers are subject to disclosure and other procedural requirements, including with respect to potential withdrawal rights, the Offers' timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws.

To the extent permissible under applicable law and regulation, in accordance with normal Italian practice and pursuant to Rule 14e-5 of the U.S. Securities Exchange Act, the Offeror and its affiliates or brokers and financial advisors (acting as agents for the Offeror or its affiliates, as applicable) have purchased since 22 March 2015 (as set forth below) and may from time to time purchase after the date hereof, and other than pursuant to the Offers, directly or indirectly purchase, or arrange to purchase, shares of Pirelli or any securities that are convertible into, exchangeable for or exercisable for shares of Pirelli. Since 22 March 2015 and prior to the date hereof no such purchases have been made by the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) other than the purchase of the "Initial Stake" by the Offeror and no arrangements to purchase have been executed by the abovementioned persons other than the "Sale and Purchase and Co-Investment Agreement" and the "Edizione Agreement" (all as defined and described, inter alia, in the notice published by the Offeror on 11 August 2015 pursuant to Art. 102, Paragraph 1, of the TUF, to which you should refer, which is also accessible on the Pirelli website at [http://www.pirelli.com/corporate/en/investors/tender\\_offer/documentation/default.html](http://www.pirelli.com/corporate/en/investors/tender_offer/documentation/default.html)). In addition, since 22 March 2015, Banca IMI S.p.A, a subsidiary of Intesa Sanpaolo S.p.A., has made a non-material purchase of ordinary shares of Pirelli in accordance with normal Italian practice and pursuant to Rule 14e-5(b)(5). Any purchases of ordinary shares or saving shares of Pirelli by the Offeror, its affiliates, financial advisors, brokers or persons acting in concert with it will not be made at prices higher than EUR 15, equal to the consideration of the Offers, unless such respective consideration, as applicable, is increased accordingly or such purchase qualifies under an applicable exemption to Rule 14e-5.

To the extent information about such purchases or arrangements to purchase is made public in Italy, such information will be disclosed as required in Italy by means of a press release, pursuant to Art. 41, paragraph 2, letter (c), of Consob Issuers Regulation, or other means reasonably calculated to inform U.S. shareholders of Pirelli.

Neither the United States Securities & Exchange Commission nor any securities commission of any state of the United States of America has (a) approved or disapproved of the Offers; (b) passed upon the merits or fairness of the Offers; or (c) passed upon the adequacy or accuracy of the disclosure in the offer document. Any representation to the contrary is a criminal offence in the United States of America.

Fine Comunicato n.0206-60

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