

Bit Market Services

Informazione Regolamentata n. 0206-62-2015	Data/Ora Ricezione 10 Settembre 2015 16:01:21	MTA
--	---	-----

Societa' : PIRELLI & C.
Identificativo : 63019
Informazione
Regolamentata
Nome utilizzatore : PIRN01 - Svelto
Tipologia : IRED 04
Data/Ora Ricezione : 10 Settembre 2015 16:01:21
Data/Ora Inizio : 10 Settembre 2015 16:16:22
Diffusione presunta
Oggetto : PIRELLI: MEETING OF NOTEHOLDERS
FOR THE NOTE DUE 2019 HELD, TERMS
AND CONDITIONS REMAIN
UNCHANGED

Testo del comunicato

Vedi allegato.



PRESS RELEASE

PIRELLI: MEETING OF NOTEHOLDERS FOR THE NOTE DUE 2019 HELD, TERMS AND CONDITIONS REMAIN UNCHANGED

Milan, September 10, 2015 – The noteholders' meeting for the €600 million guaranteed Notes due 2019 issued by Pirelli International plc and guaranteed by Pirelli Tyre S.p.A. (ISIN: XS1139287350) (the “**2019 Notes**”) was held today in London.

The meeting failed to meet the voting quorum of at least three quarters of the votes cast; as a result, the Extraordinary Resolution was not passed. This Extraordinary Resolution was proposed by Pirelli International plc mainly to modify and clarify the change of material shareholding clause in the terms and conditions of the 2019 Notes as a way for the Issuer to actively manage its interaction with the market. As a result of the meeting, the terms and conditions of the 2019 Notes remain unchanged.

As previously disclosed to the market, we note that based on the unchanged terms and conditions of the 2019 Notes:

- the following events do not constitute a change of material shareholding, and thus do not give rise to any particular rights to the 2019 Noteholders: neither (i) the transfer, on August 11, 2015, of approximately 20.34% of Pirelli & C. S.p.A.'s ordinary share capital from Camfin to Marco Polo Industrial Holding Spa (a company controlled by Chem China), given that Camfin (which was a material shareholder at the time of the issuance of the notes) is one of the entities acting in concert with the Offeror, nor (ii) the circumstance that as a result of the mandatory public tender offer (*MTO*) launched by Marco Polo Industrial Holding Spa (the “**Offeror**”), the Offeror would hold a stake greater than 50% in Pirelli & C. S.p.A.'s voting share capital;
- in the event that, following the mandatory public tender offer, Pirelli & C. S.p.A. is merged with and into the Offeror, Marco Polo Industrial Holding S.p.A., this on the other hand would constitute a change of material shareholding event, which would activate the relevant clause and result in the 2019 Noteholders having the right to request the early repayment of their notes;
- the entity resulting from the merger referred to above, should it occur, may avail itself of new credit lines as set out in the *Mergeco facility agreement*, in order to address its financial requirements, including, if necessary, the early repayment of the 2019 Notes.

Ufficio Stampa Pirelli – Tel. +39 02 64424270 – pressoffice@pirelli.com

Investor Relations Pirelli – Tel. +39 02 64422949 – ir@pirelli.com

www.pirelli.com

Fine Comunicato n.0206-62

Numero di Pagine: 3