

# Bit Market Services

Informazione Regolamentata n. 0206-73-2015	Data/Ora Ricezione 12 Ottobre 2015 20:16:31	MTA
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Informazione  
Regolamentata  
Nome utilizzatore : PIRN01 - Svelto  
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Data/Ora Ricezione : 12 Ottobre 2015 20:16:31  
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Diffusione presunta  
Oggetto : 12-10-2015 - Marco Polo Industrial Holding  
S.p.A. - Notice pursuant to Art. 41

## *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. 41, Paragraph 2, letter c), of Consob Regulation approved with resolution No. 11971 of 14 May 1999, as subsequently amended (Issuers' Regulation)**

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*Milan, 12 October 2015* – With reference to: (i) the Mandatory Tender Offer 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 (ii) the Voluntary Tender Offer 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., both launched by 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., the Offeror hereby communicates that, on the date hereof, it has acquired from CAM 2012 S.p.A. (a company wholly owned by Camfin S.p.A. and to be considered a person acting in concert with the Offeror in relation to the offers) no. 14,641,061 ordinary shares of Pirelli & C. S.p.A. for a price equal to EUR 15.00 each, in fulfillment of the undertakings under the sale and purchase and co-investment agreement entered into on 22 March 2015 by and between China National Chemical Corporation, China National Tire & Rubber Co., Ltd., Camfin S.p.A., Coinv S.p.A. and Long-Term Investments Luxembourg S.A. (as amended and supplemented on 5 August 2015), which have been communicated to the market in accordance with applicable laws and referred to in the offer document published on 8 September 2015.

The above transaction (i) is subject to notification obligations pursuant to article 41, paragraph 2, letter c), 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 amended, and (ii) has been made in accordance with Rule 14e-5 of the U.S. Securities Exchange Act of 1934, as amended.

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

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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**") are being 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 has disclosed 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 purchases referred to in this notice, made in accordance with Rule 14e-5(b)(7), the purchases referred to in the notice published by the Offeror on 29 September 2015 (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)), made in accordance with Rule 14e-5(b)(12), as well as 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.0206-73

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