

# Bit Market Services

Informazione Regolamentata n. 0206-93-2015	Data/Ora Ricezione 06 Novembre 2015 10:02:12	MTA
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Societa' : PIRELLI & C.  
Identificativo : 65189  
Informazione  
Regolamentata  
Nome utilizzatore : PIRN01 - Svelto  
Tipologia : IROP 05  
Data/Ora Ricezione : 06 Novembre 2015 10:02:12  
Data/Ora Inizio : 06 Novembre 2015 10:17:13  
Diffusione presunta  
Oggetto : Marco Polo Industrial Holding S.p.A. –  
Execution of the Squeeze-Out Right and  
Delisting of Ordinary Shares

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

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**MARCO POLO INDUSTRIAL HOLDING HAS EXECUTED THE JOINT PROCEDURE FOR THE FULFILLMENT OF THE SELL-OUT OBLIGATION PURSUANT TO ART. 108 OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998 AND FOR THE EXERCISE OF THE SQUEEZE-OUT RIGHT PURSUANT TO ART. 111 OF THE ITALIAN LEGISLATIVE DECREE NO. 58/1998 IN RELATION TO THE ORDINARY SHARES OF PIRELLI & C.**

**DELISTING OF THE ORDINARY SHARES OF PIRELLI & C.**

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*Milan, 6 November 2015* – 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., following the notice issued on 30 October 2015 with reference to the mandatory tender offer (the “**Mandatory Tender Offer**”), launched by the Offeror, pursuant to Arts. 106 and 109 of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**TUF**”), on the ordinary shares of Pirelli & C. S.p.A. (“**Pirelli**” or the “**Issuer**”) and to the joint procedure for the exercise of the squeeze-out right pursuant to Art. 111 of the TUF and the simultaneous fulfillment of the sell-out obligation pursuant to Art. 108, Paragraph 1, of the TUF (the “**Joint Procedure**”) in relation to the No. 18,825,450 ordinary shares of Pirelli, representing 3.957% of the ordinary share capital of the Issuer, subject to the Joint Procedure (the “**Residual Ordinary Shares**”), hereby announces that, on the date hereof, the Offeror has notified to the Issuer, pursuant Art. 111, Paragraph 3, of the TUF, that an amount equal to Euro 282,381,750, corresponding to the aggregate counter value of the Joint Procedure, is deposited on the bank account held by the Offeror with Intesa Sanpaolo S.p.A. (IBAN: IT10 C030 6909 4001 0000 0007 210), destined to the payment of the price due to the holders of the Residual Ordinary Shares.

In the light of the above, the ownership of the Residual Ordinary Shares will be transferred to the Offeror effective from the date hereof, in accordance with Art. 111, Paragraph 3, of the TUF, and the shareholders’ register of the Issuer will be updated accordingly.

Finally, please note that Borsa Italiana S.p.A., with decree No. 8127 of 30 October 2015, has ordered the suspension from trading on the Electronic Stock Market (*Mercato Telematico Azionario*) and on the TAH Market of the Issuer’s ordinary shares on 4 and 5 November 2015 and their delisting from the Electronic Stock Market (*Mercato Telematico Azionario*) and from trading on the TAH Market as of today.

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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 referred to in this notice (the "**Offer**") has been made for the ordinary 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 is 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 Offer has been 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 Offer is subject to disclosure and other procedural requirements, including with respect to potential withdrawal rights, the Offer's timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws.

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 Offer; (b) passed upon the merits or fairness of the Offer; 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.0206-93

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