

# Bit Market Services

Informazione Regolamentata n. 0263-161-2016	Data/Ora Ricezione 12 Luglio 2016 23:02:08	MTA
---	--	-----

Societa' : UNICREDIT

Identificativo : 76953

Informazione  
Regolamentata

Nome utilizzatore : UNICREDITN03 - Berneri

Tipologia : AVVI 16

Data/Ora Ricezione : 12 Luglio 2016 23:02:08

Data/Ora Inizio : 12 Luglio 2016 23:17:09

Diffusione presunta

Oggetto : CONCLUSA CON SUCCESSO  
L'OPERAZIONE DI ACCELERATED  
BOOKBUILDING PROMOSSA DA  
UNICREDIT IN BANK PEKAO S.A.

*Testo del comunicato*

Vedi allegato.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION, INCLUDING THE UNITED STATES, CANADA, SOUTH AFRICA, AUSTRALIA OR JAPAN. NEITHER THIS ANNOUNCEMENT NOR ANYTHING CONTAINED HEREIN SHALL FORM THE BASIS OF, OR BE RELIED UPON IN CONNECTION WITH, ANY OFFER OR COMMITMENT WHATSOEVER IN ANY JURISDICTION.



## COMUNICATO STAMPA

### CONCLUSA CON SUCCESSO L'OPERAZIONE DI ACCELERATED BOOKBUILDING PROMOSSA DA UNICREDIT IN BANK PEKAO S.A.

*Il corrispettivo dell'operazione ammonta a circa PLN 3,3 miliardi (€ 749 milioni \*) risultanti dalla vendita di circa no. 26,2 milioni di azioni ordinarie di Bank Pekao S.A. ad un prezzo di 126 PLN per azione.*

Facendo seguito al comunicato stampa emesso in data odierna, UniCredit S.p.A. ("**UniCredit**") annuncia di aver perfezionato la cessione a investitori istituzionali di 26,2 milioni di azioni ordinarie detenute in Bank Pekao S.A. ("**Pekao**", o la "**Società**"), corrispondenti a circa il 10,0% del capitale azionario esistente della Società, ad un prezzo di PLN 126 per azione, attraverso un'*accelerated bookbuilding offering* (l'"**Offerta**").

Il corrispettivo complessivo è stato pari a circa PLN 3,3 miliardi (equivalenti a circa € 749 milioni\*). Il prezzo incorpora uno sconto del 6% circa rispetto all'ultimo prezzo di chiusura di Pekao pre-annuncio e ha consentito un aumento pari a circa 12 punti base del CET1 ratio del Gruppo UniCredit.

In seguito all'Offerta, UniCredit continuerà a detenere una partecipazione di controllo in Pekao, corrispondente al 40,1% del capitale azionario della Società. Nel contesto dell'Offerta, UniCredit ha sottoscritto un impegno di lock-up della durata di 90 giorni con riferimento alla rimanente partecipazione di controllo in Pekao, soggetto ad eccezioni usuali per questo tipo di operazione.

L'Offerta, che fa seguito al collocamento del 10% delle azioni ordinarie di FinecoBank conclusasi con successo questa mattina, è un'ulteriore precisa indicazione che UniCredit agirà in maniera decisa e rapida per cogliere ogni opportunità incrementale per la creazione di valore in linea con il rinnovato impulso ad una gestione attiva del portafoglio in cui tutti gli attivi saranno soggetti alla stessa disciplinata gestione del capitale. UniCredit conferma il suo obiettivo chiave di offrire alla propria ampia base di clientela l'accesso ad un *network* senza eguali in Europa occidentale, centrale ed orientale.

UniCredit si è avvalsa di Morgan Stanley & Co. International plc., Citigroup, UBS Limited e UniCredit Corporate & Investment Banking in qualità di *Joint Bookrunners* per l'Offerta.

\* Assumendo un tasso di cambio EUR/PLN equivalente a 4,4171 (ECB foreign exchange reference rate del 12 luglio 2016).

UniCredit S.p.A.

Milano, 12 luglio 2016

## Contatti:

Media Relations

tel +39 02 88623569

e mail: [mediarelations@unicredit.eu](mailto:mediarelations@unicredit.eu)

Investor Relations

tel +39 02 88621872

e mail: [investorrelations@unicredit.eu](mailto:investorrelations@unicredit.eu)

\* \* \* \* \*

## Important Regulatory Notice

*This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

*The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the company and management, as well as financial statements.*

*In member states of the European Economic Area (“EEA”) which have implemented the Prospectus Directive (each, a “Relevant Member State”), this announcement and any offer if made subsequently is directed exclusively at persons who are “qualified investors” within the meaning of the Prospectus Directive (“Qualified Investors”). For these purposes, the expression “Prospectus Directive” means Directive 2003/71/EC, as further amended and implemented. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.*

*This announcement has been issued by and is the sole responsibility of UniCredit S.p.A. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Morgan Stanley, Citigroup, UBS Limited and UniCredit Bank AG (the “Managers”) or by any of their affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.*

*In connection with the offering of the shares of Bank Pekao S.A. (the “Shares”), the Managers and any of their affiliates acting as an investor for their own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for their own account such Shares. In addition the Managers or their affiliates may enter into financing*

*arrangements and swaps with investors in connection with which the Managers (or their affiliates) may from time to time acquire, hold or dispose of Shares. The managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.*

*The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Shares. Any investment decision in connection with the Shares must be made solely on the basis of all publicly available information relating to the Shares (which has not been independently verified by the Managers).*

*The managers are acting on behalf of UniCredit S.p.A. and no one else in connection with any offering of the Shares and will not be responsible to any other person for providing the protections afforded to clients of the Managers nor for providing advice in relation to any offering of the Shares.*

*This announcement does not constitute promotion of the purchase or the acquisition of securities or an inducement of their purchase or their acquisition within the meaning of Article 53 section 1 of Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, as amended (the "Act on Public Offering"), and does not constitute a promotional campaign within the meaning of Article 53 of the Act on Public Offering.*

*This communication and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this communication or any subsequent offer should inform themselves about and observe any such restriction and must not under any circumstances forward this communication to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.*

Fine Comunicato n.0263-161

Numero di Pagine: 5