



# SPAFID CONNECT

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## PRESS RELEASE

### **Intesa Sanpaolo SpA and UniCredit SpA launch the sale of up to 11.176% of Eramet's ordinary share capital**

Milan, 12 September 2017 – **Intesa Sanpaolo SpA (“ISP”)** and **UniCredit SpA (“UCI”)** announce that they have started, through an accelerated book-building procedure, the sale of up to 2,971,186 shares equal to 11.176% of the ordinary share capital of Eramet S.A. (“**Eramet**”) (the “**Offering**”), equivalent to the two banks' entire shareholdings, specifically ISP 7.114% and UCI 4.062%.

The shares will be offered to certain Italian qualified and international institutional investors.

ISP and UCI will announce the final terms of the Offering upon completion of the book-building.

Banca IMI S.p.A. (Intesa Sanpaolo Group), BNP Paribas S.A., and UniCredit Corporate & Investment Banking (Unicredit Group) are acting as *Joint Bookrunners*.

#### **Important information**

*No communication and no information in respect of the Offering may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The Offering and the purchase of Eramet S.A. shares under the Offering may be subject to specific legal or regulatory restrictions in certain jurisdictions. ISP UCI accept no responsibility for any violation of any such restrictions by any person.*

*This press release is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended, in particular by Directive 2010/73/EU as such Directive has been transposed in each relevant Member State of the European Economic Area (together, the “**Prospectus Directive**”).*

*The securities of Eramet S.A. described herein have not been offered, directly or indirectly, to the public in France. Any offer of such securities or distribution of any Offering material relating to such securities will be made only to (i) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers) and/or (ii) qualified investors acting for their own account as defined under articles L. 411-2 et D. 411-1 of the French Monetary and Financial Code and in accordance with articles L. 411-1 et L. 411-2 of the French Monetary and Financial Code. The Offering and sale of the securities of Eramet S.A. pursuant to the offering shall be made exclusively as a private placement in accordance with article L.411-2-II of the French Monetary and Financial Code.*

*The securities of Eramet S.A. described herein have not been offered, directly or indirectly, to the public in Italy. Any offer of such securities or distribution of any Offering material relating to such securities will be made only to: (a) to qualified investors (investitori qualificati), as defined pursuant to Article 100 of*

Legislative Decree No. 58 of February 24, 1998, as amended (the Italian Financial Services Act) and Article 34-ter, first paragraph, letter b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended from time to time (**Regulation No. 11971**); or (b) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Italian Financial Services Act and Article 34-ter of Regulation No. 11971. Any offer, sale or delivery of the securities of Eramet S.A. described herein or distribution of any Offering material relating to such securities in Italy under (a) or (b) above must be: (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Italian Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007 (as amended from time to time) and Legislative Decree No. 385 of September 1, 1993, as amended (the Banking Act); and (b) in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in Italy; and (c) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or any other Italian authority.

This press release is not an invitation nor an inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000, as amended ("**FSMA**"); the distribution of this press release is not made, and has not been approved, by an "authorised person" within the meaning of section 21(1) of the FSMA. This press release is directed only at (i) persons outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), (iii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iv) other persons to whom this document may be lawfully communicated (all persons listed in (i), (ii), (iii) and (iv) above being referred to as "**Relevant Persons**"). The securities of Eramet S.A. described herein are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person must not act or rely on this press release or any of its contents. This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority within the meaning of Section 85 of the FSMA.

In member states of the European Economic Area which have implemented the Prospectus Directive other than France, Italy and the United Kingdom, no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring publication of a prospectus in any relevant Member State. As a result, this press release and any offer if made subsequently are directed exclusively at persons who are "qualified investors" and acting for their own account within the meaning of the Prospectus Directive and any relevant implementing measures in the relevant member state.

This press release must not be published, forwarded, released or distributed, directly or indirectly, in the United States of America, Canada, Japan or Australia.

This press release does not constitute or form part of an offer to sell securities, or a solicitation of an offer to buy or subscribe securities, in the United States of America. Securities may not be offered, subscribed or sold in the United States of America absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). The securities of Eramet S.A. described herein have not been and will not be registered under the Securities Act, or the laws of any State, and may not be offered or sold within the United States or to a U.S. Person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable State laws. ISP and UCI do not intend to register any portion of the offering in the United States or conduct a public offering of securities in the United States.

The release, publication or distribution of this press release in certain jurisdictions may be restricted by laws or regulations. Persons in such jurisdictions into which this press release is released, published or distributed must inform themselves about and comply with such laws or regulations.

Any decision to participate in the Offering and acquire securities of Eramet S.A. shall only be made by reference to and on the basis of publicly available information in relation to Eramet S.A. None of ISP and UCI is responsible for such information.

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