

Informazione Regolamentata n. 0206-5-2018

Data/Ora Ricezione 11 Gennaio 2018 00:21:54

**MTA** 

Societa' : PIRELLI & C.

Identificativo : 97894

Informazione

Regolamentata

Nome utilizzatore : PIRELLISPAN04 - Bastanzio

Tipologia : REGEM

Data/Ora Ricezione : 11 Gennaio 2018 00:21:54

Data/Ora Inizio : 11 Gennaio 2018 00:21:55

Diffusione presunta

Oggetto : PIRELLI ANNOUNCES THE

SUCCESSFUL COMPLETION OF THE OFFERING OF ORDINARY SHARES IN

**MEDIOBANCA** 

Testo del comunicato

Vedi allegato.



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN. SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION.

## PRESS RELEASE

## PIRELLI ANNOUNCES THE SUCCESSFUL COMPLETION OF THE OFFERING OF ORDINARY SHARES IN MEDIOBANCA

The sales net proceeds for Pirelli amount to approximately EUR 152.8 million

Milan, 11 January 2018 – Pirelli & C. S.p.A. ("Pirelli") announces that it has successfully sold today no. 15,753,367 existing ordinary shares in Mediobanca - Banca di Credito Finanziario S.p.A. ("Mediobanca"), corresponding to approximately 1.78% of Mediobanca's voting share capital and representing the entire shareholding directly held by Pirelli in Mediobanca, through an accelerated book-building process to "qualified investors" in Italy and foreign institutional investors, pursuant to Regulation S under the United States Securities Act of 1933 as amended, and within the United States of America only to Qualified Institutional Buyers pursuant to Rule 144A of the United States Securities Act of 1933. The sale will be settled on January 15, 2018.

The transaction generated net proceeds for Pirelli equal to approximately EUR 152.8 million.

The transaction has been organized in agreement with BNP Paribas, as *Bookrunner* of the placement.

Pirelli Press Office – Tel. +39 02 64424270 – pressoffice@pirelli.com Pirelli Investor Relations – Tel. +39 02 64422949 – ir@pirelli.com www.pirelli.com

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any State of the United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 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.

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). 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.

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 (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU. 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 Pirelli & C. S.p.A. ("Pirelli"). 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 BNP Paribas (the "Bookrunner") or by any of its 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 any offering of the shares of Mediobanca - Banca di Credito Finanziario S.p.A. (the "Shares"), the Bookrunner and any of its affiliates acting as an investor for its own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for its own account such Shares. In addition the Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Bookrunner does 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 Mediobanca - Banca di Credito Finanziario S.p.A. or the Shares. Any investment decision in connection with the Shares must be made solely on the basis of all publicly available information relating to Mediobanca - Banca di Credito Finanziario S.p.A. and the Shares (which has not been independently verified by the Bookrunner).

The Bookrunner is acting on behalf of Pirelli 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 Bookrunner nor for providing advice in relation to any offering of the Shares.

Fine Comunicato n.0206-5	Numero di Pagine: 4