



# SPAFID CONNECT

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Oggetto : NICE GROUP S.P.A. ACQUIRES A  
STAKE EQUAL TO 2,47% OF THE  
SHARE CAPITAL OF NICE S.P.A.,  
HOLDING MORE THAN 90% OF THE  
SHARE CAPITAL OF NICE S.P.A.

*Testo del comunicato*

Vedi allegato.

## **NICE GROUP S.P.A. ACQUIRES A STAKE EQUAL TO 2,47% OF THE SHARE CAPITAL OF NICE S.P.A., HOLDING MORE THAN 90% OF THE SHARE CAPITAL OF NICE S.P.A.**

*Press release issued by Nice Group S.p.A. and disseminated by Nice S.p.A. upon request of Nice Group S.p.A.*

Oderzo, 24 December 2018 - Notice is hereby given that on 21 December 2018 Nice Group S.p.A. ("**Nice Group**") purchased no. 2,863,760 ordinary shares of Nice S.p.A. (the "**Issuer**"), representing 2.47% of the Issuer's share capital, at a price equal to Euro 3.25 per share (the "**Acquisition**").

The settlement of the Acquisition shall occur on 28 December 2018 (the "**Completion Date**").

Considering the overall stake already owned by Nice Group in the Issuer (also including in this stake the treasury shares owned by the Issuer, *i.e.* no. 5,336,000 ordinary shares corresponding to 4.60% of the share capital), the completion of the Acquisition entails the achievement of an overall stake of no. 104,475,330 ordinary shares corresponding to 90.065% of the Issuer's share capital and therefore the exceeding of the 90% threshold provided for under art. 108, par. 2, of the Legislative Decree no. 58/1998, as subsequently amended and supplemented (the "**Single Financial Act**").

Pursuant to and for the effects of art. 108, par. 2, of the Single Financial Act and to art. 50 of the regulation adopted by Consob regulation no. 11971/1999 (the "**Issuers' Regulation**"), Nice Group informs that it does not intend to restore a sufficient float to ensure the regular trend of trading of the Issuer's ordinary shares.

As a result of the above it has arisen for Nice Group, together with the persons acting in concert with Nice Group, the obligation to purchase from the remaining shareholders of the Issuer who will so request (the "**Obligation to Purchase**") all the remaining outstanding ordinary shares (the "**Remaining Shares**"), excluding no. 5.336.000 treasury shares owned by the Issuer, in the context of the specific procedure for the fulfilment of the Obligation to Purchase (the "**Procedure for the Fulfilment of the Obligation to Purchase**"). As at the date hereof, the Remaining Shares are no. 11,524,670, representing about 9.935% of the Issuer's share capital.

Nice Group reserves the right to fulfill the Obligation to Purchase and to implement the relevant Procedure for the Fulfilment of the Obligation to Purchase through a newly incorporated company entirely controlled by Nice Group.

The fulfilment of the Obligation to Purchase will entail the delisting of the Issuer's ordinary shares from the Italian Stock Exchange organised and managed by Borsa Italiana S.p.A., according to the applicable terms and procedures of law.

Furthermore, Nice Group intends to exercise (potentially through a newly incorporated company entirely controlled by Nice Group) its squeeze out right pursuant to art. 111 of the Single Financial Act, occurring the relevant conditions, following the fulfilment of the Obligation to Purchase.

Pursuant to art. 50, par. 10, of the Issuers' Regulation, Nice Group will file with Consob an application for the determination of the price for the fulfilment of the Obligation to Purchase, at the applicable terms provided for by the laws and regulations. Pursuant to art. 108, par. 4, of the Single Financial Act and to art. 50, Par. 7, of the Issuers' Regulation, the price to be recognised to the owners of the Remaining Shares which will submit the requests to sell in the context of the Procedure for the Fulfilment of the Obligation to Purchase will be determined by Consob on the basis of the higher of: (i) the highest price paid by Nice Group and/or by the persons acting in concert with Nice Group for the purchase of the Issuer's ordinary shares during the last 12 months before the Completion Date; and (ii) the average weighted market price of the last 6 months prior to the Completion Date.

In this respect, Nice Group hereby informs that the higher price paid by Nice Group and by the persons acting in concert with Nice Group for the purchase of the Issuer's ordinary shares in the last 12 months is equal to Euro 3.50 per share.

Nice Group will prepare an information document pursuant to art. 50-*quinquies* of the Issuers' Regulation which will be published, at the terms provided for by law, before the beginning of the period for the submission of the requests to sell within the Procedure for the Fulfilment of the Obligation to Purchase.

Fine Comunicato n.0809-79

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