



SPAFID CONNECT

Informazione Regolamentata n. 0673-103-2019	Data/Ora Ricezione 19 Luglio 2019 09:56:54	MTA
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Informazione
Regolamentata
Nome utilizzatore : ITALIAONLINEN04 - MARZULLI
Tipologia : 2.2
Data/Ora Ricezione : 19 Luglio 2019 09:56:54
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Diffusione presunta
Oggetto : ITALIAONLINE: Approval of the offer
document by CONSOB

Testo del comunicato

Vedi allegato.

NOT FOR PUBLICATION IN THE UNITED STATES, CANADA, JAPAN OR AUSTRALIA, OR IN ANY OTHER COUNTRY IN WHICH SUCH COMMUNICATION IS NOT PERMITTED IN ABSENCE OF AUTHORIZATION BY COMPETENT AUTHORITIES

Press release

VOLUNTARY TENDER OFFERS ON THE ENTIRETY OF THE OUTSTANDING ORDINARY AND SAVING SHARES OF ITALIAONLINE S.P.A.

APPROVAL OF THE OFFER DOCUMENT BY COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA (CONSOB)

Milan, 18 July 2019 – Sunrise Investments S.p.A. (the “**Offeror**”) hereby announces that CONSOB – by way of resolution no. 21006 of 18 July 2019 – has approved, in accordance with Article 102, paragraph 4, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**Italian Financial Code**”), the offer document (the “**Offer Document**”) relating to the voluntary tender offers promoted by the Offeror pursuant to Article 102 of the Italian Financial Code (the “**Offers**”) on the entirety of the ordinary shares and the saving shares of Italiaonline S.p.A. (the “**Issuer**” or “**Italiaonline**”).

In particular, the Offers apply to (a) maximum no. 12,656,520 ordinary shares of the Issuer, in addition to maximum no. 255,556 ordinary shares to be possibly issued by Italiaonline during the Offer pursuant to its stock option plan, and (b) maximum n. 6,803 saving shares of the Issuer.

The acceptance period related to the Offers, agreed with Borsa Italiana S.p.A., will start at 8:30 a.m. (Italian time) of 29 July 2019 and will end at 5:30 p.m. (Italian time) of 12 September 2019 (both inclusive), subject to possible extensions (the “**Acceptance Period**”).

The unit price offered amounts to Euro 2.82 for each Italiaonline ordinary share and to Euro 880.00 for each Italiaonline saving share.

Such unit price will be paid in cash in its entirety - against the simultaneous transfer of ownership of the shares subject of the Offers that have been tendered to the Offers – on the fourth open market day following closing of the Acceptance Period and, therefore, on 18 September 2019, subject to possible extensions in accordance with applicable law.

The Issuer's press release, which is expected to be approved by the Board of Directors of Italiaonline on 25 July 2019, will also be attached to the Offer Document pursuant to Article 103, paragraph 3, of the TUF and Article 39 of CONSOB regulation no. 11971 of 14 May 1999.

The Offer Document will be published by 26 July 2019 and made available to the public for consultation: (i) at the registered office of the intermediary in charge of the collection of acceptances, which is Banca IMI S.p.A. (Milan, Largo Mattioli, 3); (ii) at the registered office of the Offeror (Milan, via Cesare Cantù, 1) and at the registered office of the Issuer (Assago (MI), via del Bosco Rinnovato, 8); (iii) on the Issuer's website (www.italiaonline.it).

Morrow Sodali S.p.A. acts as global information agent (“**Global Information Agent**”), whose purpose is giving information on the Offer to the shareholders of Italiaonline. To this end, the Global Information Agent has prepared a specific e-mail account opa.italiaonline@morrowsodali.com and toll free number **800 767 882**. This phone number will be active on weekdays from 10:00 a.m. to 7:00 p.m. (Central European Time). For those calling from abroad, the number **+39 06 4521 2884** is available. The reference website of the Global Information Agent is: www.morrowsodali-transactions.com.

White & Case LLP is the legal advisor of the Offeror. Houlihan Lokey is the financial advisor of the Offeror. Banca IMI acts as intermediary in charge of the collection of acceptances.

Fine Comunicato n.0673-103

Numero di Pagine: 4