



SPAFID CONNECT

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Societa' : INTESA SANPAOLO

Identificativo : 129210

Informazione
Regolamentata

Nome utilizzatore : BINTESAN08 - Tamagnini

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Diffusione presunta

Oggetto : Intesa Sanpaolo: Notice pursuant to Article
41 Issuer's Regulation – Voluntary Public
Exchange Offer for UBI Banca shares

Testo del comunicato

Vedi allegato.



**Voluntary public exchange offer
launched by Intesa Sanpaolo S.p.A.
on all the ordinary shares of Unione di Banche Italiane S.p.A.**

Notice pursuant to Article 41, paragraph 2, letter c) of Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (“Issuers’ Regulation”)

Turin, Milan, 20 March 2020 – With reference to the voluntary public exchange offer launched by Intesa Sanpaolo S.p.A. (the “**Offeror**”) on maximum of all the 1,144,285,146 ordinary shares of Unione di Banche Italiane S.p.A. (“**UBI Banca**”), in relation to Articles 102 and 106, paragraph 4, of Legislative Decree 24 February 1998, no. 58, as subsequently amended, which was communicated on 17 February 2020, pursuant to Article 102, paragraph 1, of the Consolidated Law on Finance (TUF) and Article 37 of the Issuers’ Regulation, and updated by a press release concerning the filing of the offer document with Consob on 6 March 2020, notice is hereby given as regards the following ordinary business of Banca IMI S.p.A., an Offeror subsidiary, in respect of UBI Banca ordinary shares.

As part of its ordinary business as a brokerage company, Banca IMI, as a result of the exercise of American put options, expiring on 20 March 2020 and purchased and sold before 17 February 2020, has today executed the following transactions, respectively of delivery and receipts, in respect of UBI Banca ordinary shares (ISIN IT0003487029) that are subject to reporting obligations pursuant to Article 41, paragraph 2, letter c), number 1) of the Issuers’ Regulation:

Date	Transaction mode	Kind of transaction	Number of shares	Currency	Unit price per share
20/03/2020	Premium settlement expiry date March 2020 IDEM market	Our physical delivery after option exercise	15,000	EUR	3.20
20/03/2020	Premium settlement expiry date March 2020 IDEM market	Our physical delivery after option exercise	1,000	EUR	2.90
20/03/2020	Premium settlement expiry date March 2020 IDEM market	Our physical delivery after option exercise	2,000	EUR	2.80
20/03/2020	Premium settlement expiry date March 2020 IDEM market	Our physical delivery after option exercise	25,000	EUR	2.70
20/03/2020	Premium settlement expiry date March 2020 IDEM market	Our physical delivery after option exercise	4,000	EUR	2.50
20/03/2020	Premium settlement expiry date March 2020 IDEM market	Our physical receipts after option exercise	25,500	EUR	3.00

Furthermore, notice is hereby given - merely to provide completeness of information - that Banca IMI S.p.A., as part of its ordinary business as a brokerage company, has executed the following transactions on financial derivatives linked also to UBI Banca ordinary shares:

Date	Transaction mode	Kind of transaction	Currency	Financial instrument	Underlying index	Quantity
20/03/2020	IDEM	Purchase	EUR	IT0015770644	FTSEMIB Index	14
20/03/2020	IDEM	Purchase	EUR	IT0016317544	FTSEMIB Index	2
20/03/2020	IDEM	Sale	EUR	IT0016317544	FTSEMIB Index	2
20/03/2020	EUREX	Sale	EUR	DE000C4FMQ31	EURO STOXX BANK	1,000
20/03/2020	SEDEX	Sale	EUR	XS1963557589	FTSEMIB Index	73,000
20/03/2020	SEDEX	Sale	EUR	XS2083192992	FTSEMIB Index	180,000
20/03/2020	EUREX	Purchase	EUR	DE000C4FMQ31	EURO STOXX BANK	437
20/03/2020	SEDEX	Sale	EUR	IT0005374308	FTSEMIB Index	2,836,000
20/03/2020	SEDEX	Sale	EUR	IT0005400178	FTSEMIB Index	1,500
20/03/2020	SEDEX	Purchase	EUR	IT0005392219	FTSEMIB Index	15,000
20/03/2020	SEDEX	Sale	EUR	IT0005392078	FTSEMIB Index	200,000
20/03/2020	EUREX	Purchase	EUR	DE000C425B73	EURO STOXX BANK	170
20/03/2020	SEDEX	Purchase	EUR	IT0005383739	FTSEMIB Index	70,000
20/03/2020	SEDEX	Sale	EUR	IT0005400137	FTSEMIB Index	10,000
20/03/2020	SEDEX	Sale	EUR	IT0005383721	FTSEMIB Index	175,000
20/03/2020	EUREX	Sale	EUR	DE000C360Q24	EURO STOXX BANK	3,414
20/03/2020	EUREX	Purchase	EUR	DE000C31Z4U1	EURO STOXX BANK	3,712
20/03/2020	EUREX	Sale	EUR	DE000C31Z4Y3	EURO STOXX BANK	4,000
20/03/2020	EUREX	Purchase	EUR	DE000C31Z4V9	EURO STOXX BANK	4,640
20/03/2020	EUREX	Sale	EUR	DE000C31Z4X5	EURO STOXX BANK	4,000
20/03/2020	EUREX	Sale	EUR	DE000C31Z4Z0	EURO STOXX BANK	2
20/03/2020	IDEM	Sale	EUR	IT0015770644	FTSEMIB Index	10
20/03/2020	SEDEX	Sale	EUR	IT0005383739	FTSEMIB Index	255,000
20/03/2020	SEDEX	Sale	EUR	IT0005392235	FTSEMIB Index	1,000
20/03/2020	SEDEX	Sale	EUR	IT0005392193	FTSEMIB Index	100,000
20/03/2020	EUREX	Sale	EUR	DE000C4X1777	EURO STOXX BANK	550
20/03/2020	SEDEX	Sale	EUR	IT0005392151	FTSEMIB Index	60,000
20/03/2020	SEDEX	Sale	EUR	IT0005392177	FTSEMIB Index	75,000
20/03/2020	EUREX	Sale	EUR	DE000C3204Q4	STOXX Europe 600 Banks Price EUR	66
20/03/2020	EUREX	Purchase	EUR	DE000C3204R2	STOXX Europe 600 Banks Price EUR	50
20/03/2020	EUREX	Sale	EUR	DE000C360R49	STOXX Europe 600 Banks Price EUR	66
20/03/2020	SEDEX	Sale	EUR	IT0005383770	FTSEMIB Index	500
20/03/2020	EUREX	Purchase	EUR	DE000C360Q24	EURO STOXX BANK	557
20/03/2020	EUREX	Purchase	EUR	DE000C31Z4J4	EURO STOXX BANK	500
20/03/2020	EUREX	Purchase	EUR	DE000C4P8210	EURO STOXX BANK	50
20/03/2020	EUREX	Purchase	EUR	DE000C31Z4G0	EURO STOXX BANK	50
20/03/2020	SEDEX	Sale	EUR	XS1923628736	FTSEMIB Index	10,000
20/03/2020	SEDEX	Sale	EUR	IT0005400228	FTSEMIB Index	500
20/03/2020	SEDEX	Sale	EUR	IT0005392219	FTSEMIB Index	15,000
20/03/2020	SEDEX	Purchase	EUR	IT0005374308	FTSEMIB Index	621,000
20/03/2020	IDEM	Sale	EUR	IT0016187012	FTSEMIB Index	13
20/03/2020	IDEM	Sale	EUR	IT0015395327	FTSEMIB Index	218
20/03/2020	IDEM	Sale	EUR	IT0015394957	FTSEMIB Index	356

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20/03/2020	IDEM	Purchase	EUR	IT0015395434	FTSEMIB Index	10
20/03/2020	IDEM	Sale	EUR	IT0015395343	FTSEMIB Index	45
20/03/2020	IDEM	Sale	EUR	IT0015395442	FTSEMIB Index	39
20/03/2020	IDEM	Sale	EUR	IT0015523191	FTSEMIB Index	50
20/03/2020	IDEM	Sale	EUR	IT0016109743	FTSEMIB Index	29
20/03/2020	IDEM	Sale	EUR	IT0015395483	FTSEMIB Index	200
20/03/2020	IDEM	Sale	EUR	IT0015395467	FTSEMIB Index	7
20/03/2020	IDEM	Purchase	EUR	IT0015395319	FTSEMIB Index	102
20/03/2020	IDEM	Sale	EUR	IT0015719195	FTSEMIB Index	200
20/03/2020	IDEM	Sale	EUR	IT0016189679	FTSEMIB Index	13
20/03/2020	SEDEX	Purchase	EUR	IT0005392078	FTSEMIB Index	100,000
20/03/2020	IDEM	Sale	EUR	IT0016088665	FTSEMIB Index	14
20/03/2020	IDEM	Sale	EUR	IT0015395319	FTSEMIB Index	6
20/03/2020	IDEM	Purchase	EUR	IT0015395483	FTSEMIB Index	1
20/03/2020	IDEM	Purchase	EUR	IT0015395343	FTSEMIB Index	39
20/03/2020	IDEM	Sale	EUR	IT0016562511	FTSEMIB Index	28
20/03/2020	IDEM	Purchase	EUR	IT0015540138	FTSEMIB Index	221
20/03/2020	IDEM	Purchase	EUR	IT0015395384	FTSEMIB Index	233
20/03/2020	IDEM	Purchase	EUR	IT0015395400	FTSEMIB Index	25
20/03/2020	SEDEX	Purchase	EUR	IT0005368094	FTSEMIB Index	16,000
20/03/2020	SEDEX	Purchase	EUR	IT0005374290	FTSEMIB Index	1,130,000
20/03/2020	SEDEX	Purchase	EUR	IT0005360422	FTSEMIB Index	25,000
20/03/2020	SEDEX	Purchase	EUR	IT0005368102	FTSEMIB Index	420,000
20/03/2020	SEDEX	Purchase	EUR	IT0005360380	FTSEMIB Index	135,000
20/03/2020	SEDEX	Purchase	EUR	IT0005392201	FTSEMIB Index	20,110
20/03/2020	SEDEX	Purchase	EUR	IT0005383762	FTSEMIB Index	15,000
20/03/2020	SEDEX	Purchase	EUR	IT0005360372	FTSEMIB Index	133,600
20/03/2020	SEDEX	Purchase	EUR	IT0005392060	FTSEMIB Index	3,000
20/03/2020	IDEM	Purchase	EUR	IT0016187012	FTSEMIB Index	60
20/03/2020	IDEM	Purchase	EUR	IT0015395335	FTSEMIB Index	20
20/03/2020	IDEM	Purchase	EUR	IT0015395368	FTSEMIB Index	14
20/03/2020	IDEM	Purchase	EUR	IT0015523191	FTSEMIB Index	24
20/03/2020	IDEM	Sale	EUR	IT0015395301	FTSEMIB Index	1
20/03/2020	IDEM	Purchase	EUR	IT0015395426	FTSEMIB Index	41
20/03/2020	IDEM	Purchase	EUR	IT0015394957	FTSEMIB Index	340
20/03/2020	IDEM	Purchase	EUR	IT0016109743	FTSEMIB Index	142
20/03/2020	IDEM	Sale	EUR	IT0015395376	FTSEMIB Index	729
20/03/2020	IDEM	Purchase	EUR	IT0015395327	FTSEMIB Index	27
20/03/2020	IDEM	Purchase	EUR	IT0015395392	FTSEMIB Index	3
20/03/2020	IDEM	Purchase	EUR	IT0015395350	FTSEMIB Index	41
20/03/2020	IDEM	Purchase	EUR	IT0016189679	FTSEMIB Index	80
20/03/2020	IDEM	Sale	EUR	IT0015395418	FTSEMIB Index	26
20/03/2020	EUROTLX	Purchase	EUR	IT0005240293	EURO STOXX BANK	15,000
20/03/2020	EUREX	Sale	EUR	DE000C4HBSE5	EURO STOXX BANK	3
20/03/2020	EUREX	Purchase	EUR	DE000C4HBSD7	EURO STOXX BANK	3
20/03/2020	EUREX	Purchase	EUR	DE000C2LP9G5	EURO STOXX BANK	2,000
20/03/2020	EUROTLX	Purchase	EUR	IT0005333783	EURO STOXX BANK	25,000
20/03/2020	SEDEX	Sale	EUR	IT0005339558	FTSEMIB Index	48,000
20/03/2020	EUROTLX	Purchase	EUR	IT0005344426	EURO STOXX BANK	53,000

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20/03/2020	SEDEX	Sale	EUR	IT0005364176	EURO STOXX BANK	53,550
20/03/2020	SEDEX	Sale	EUR	IT0005380545	FTSEMIB Index	13,000
20/03/2020	SEDEX	Sale	EUR	IT0005383515	EURO STOXX BANK	44,000
20/03/2020	SEDEX	Purchase	EUR	IT0005383515	EURO STOXX BANK	62,000
20/03/2020	SEDEX	Purchase	EUR	IT0005386062	FTSEMIB Index	54,000
20/03/2020	SEDEX	Sale	EUR	IT0005386062	FTSEMIB Index	354,000
20/03/2020	SEDEX	Purchase	EUR	IT0005388290	EURO STOXX BANK	18,000
20/03/2020	EUROTLX	Purchase	EUR	XS1390424171	EURO STOXX BANK	4,000
20/03/2020	EUROTLX	Sale	EUR	XS1390424171	EURO STOXX BANK	9,000
20/03/2020	EUROTLX	Sale	EUR	XS1399368338	FTSEMIB Index	16,000
20/03/2020	EUROTLX	Purchase	EUR	XS1399368338	FTSEMIB Index	10,000
20/03/2020	EUROTLX	Purchase	EUR	XS1521055928	EURO STOXX BANK	9,000
20/03/2020	EUROTLX	Sale	EUR	XS1521055928	EURO STOXX BANK	5,000
20/03/2020	EUROTLX	Purchase	EUR	XS1603347383	EURO STOXX BANK	2,000
20/03/2020	EUROTLX	Sale	EUR	XS1603347383	EURO STOXX BANK	2,000
20/03/2020	EUROTLX	Sale	EUR	XS1742893958	EURO STOXX BANK	29,000
20/03/2020	EUROTLX	Sale	EUR	XS1777975027	EURO STOXX BANK	28,800
20/03/2020	SEDEX	Sale	EUR	XS1896848949	FTSEMIB Index	10,000
20/03/2020	SEDEX	Sale	EUR	XS2006305721	EURO STOXX BANK	85,000
20/03/2020	SEDEX	Purchase	EUR	XS2006305721	EURO STOXX BANK	11,000
20/03/2020	SEDEX	Purchase	EUR	XS2106058600	FTSEMIB Index	5,000
20/03/2020	SEDEX	Sale	EUR	XS2122413185	EURO STOXX BANK	101,000
20/03/2020	SEDEX	Purchase	EUR	XS2122413185	EURO STOXX BANK	15,000
19/03/2020	IDEM	Sale	EUR	IT0015770644	FTSEMIB Index	7
19/03/2020	IDEM	Purchase	EUR	IT0015394957	FTSEMIB Index	7
19/03/2020	EUREX	Purchase	EUR	DE000C4FMQ31	EURO STOXX BANK	232

This notice is also available on the Offeror's website group.intesasanpaolo.com.

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Intesa Sanpaolo S.p.A.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN (OR IN EXCLUDED COUNTRIES, AS DEFINED HEREAFTER).

The voluntary public exchange Offer described in this Notice is promoted by Intesa Sanpaolo S.p.A. over the totality of the ordinary shares of Unione di Banche Italiane S.p.A.

This Notice does not constitute an offer to buy or sell Unione di Banche Italiane S.p.A.'s shares.

Before the beginning of the Tender Period, as required by the applicable regulations, the Offeror will publish the Offer Document which Unione di Banche Italiane S.p.A.'s shareholders shall carefully examine.

The Offer is launched exclusively in Italy and is made on a non-discriminatory basis and on equal terms to all shareholders of Unione di Banche Italiane S.p.A. The Offer is promoted in Italy as Unione di Banche Italiane S.p.A.'s shares are listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer has not been and will not be made in the United States, Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority. Such jurisdictions, including the United States, Canada, Japan and Australia are referred to as the "**Excluded Countries**". The Offer has not been and will not be made by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries. The Offeror reserves the right to make offers separately to holder of Unione di Banche Italiane S.p.A. shares who are U.S. Persons as defined in the *United States Securities Act* of 1933, as subsequently amended.

A copy of any document that the Offeror will issue in relation to the Offer, or portions thereof, is not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries unless such document explicitly authorizes such transmission or distribution. Anyone receiving such documents shall not distribute, forward or send them (neither by postal service nor by using national or international instruments of communication or commerce) in the Excluded Countries.

Any tender in the Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This Notice and any other document issued by the Offeror in relation to the Offer do not constitute and are not part of an offer to buy or exchange, nor of a solicitation to offer to sell or exchange, any security in the United States or in the Excluded Countries. Securities cannot be offered or sold in the United States unless they have been registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, or are exempt from registration. Securities offered in the context of the transaction described in this Notice will not be registered pursuant to the U.S. Securities Act of 1933, as subsequently amended, and Intesa Sanpaolo S.p.A. does not intend to carry out a public offer of such securities in the United States. No financial instrument can be offered or transferred in the Excluded Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

This Notice may only be accessed in or from the United Kingdom (i) by investment professionals with experience in matters relating to investments falling within the scope of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the "**Order**"), or (ii) by high net worth companies and by such other persons falling within the scope of Article 49(2) paragraphs from (a) to (d) of the Order, or (iii) persons to whom the Notice may otherwise be lawfully communicated (all these persons are jointly defined "**relevant persons**"). Securities described in this Notice are made available only to relevant persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such securities will be directed exclusively at such persons). Any person who is not a relevant person should not act or rely on this document or any of its contents.

Tendering in the Offer by persons residing in jurisdictions other than Italy may be subject to specific obligations or restrictions imposed by applicable legal or regulatory provisions of such jurisdictions. Recipients of the Offer are solely responsible for complying with such laws and, therefore, before tendering in the Offer, they are responsible for determining whether such laws exist and are applicable by relying on their own advisors. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

Fine Comunicato n.0033-76

Numero di Pagine: 7