



# SPAFID CONNECT

Informazione Regolamentata n. 1920-16-2020	Data/Ora Ricezione 29 Aprile 2020 16:00:28	MTA
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Societa' : Exor N.V.  
Identificativo : 131530  
Informazione  
Regolamentata  
Nome utilizzatore : EXORNVN01 - Caramellino  
Tipologia : 2.2  
Data/Ora Ricezione : 29 Aprile 2020 16:00:28  
Data/Ora Inizio : 29 Aprile 2020 16:00:29  
Diffusione presunta  
Oggetto : Press release issued on behalf of Giano  
Holding S.p.A

*Testo del comunicato*

Vedi allegato.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY COUNTRY WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH COUNTRY.**

Mandatory tender offer over the ordinary shares of GEDI Gruppo Editoriale S.p.A. launched by Giano Holding S.p.A. - Communication pursuant to article 41, paragraph 2, letter c) of the Consob Regulation adopted with resolution n. 11971 of 14 May 1999, as subsequently amended ("Issuers Regulation")

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**GIANO HOLDING CLOSES THE PURCHASE OF 6.07% OF GEDI  
FROM SIA BLU AND GIACARANDA CARACCIOLO**

*Turin, 29 April 2020* – With reference to the mandatory tender offer (the "**Offer**") launched by Giano Holding S.p.A. (the "**Offeror**"), pursuant to articles 102 and 106, paragraph 1, of the Legislative Decree of 24 February 1998, No. 58, as subsequently amended (the "**TUF**"), on the maximum no. 211,453,798 ordinary shares of GEDI Gruppo Editoriale S.p.A. (the "**Issuer**" or "**GEDI**"), announced on 23 April 2020 by the Offeror pursuant to article 102, paragraph 1, of the TUF and article 37 of the Issuers Regulation, we hereby communicate that on the date hereof, in execution of the sale and purchase agreement between the Offeror, on one side, and SIA BLU S.p.A. ("**SIA BLU**") and Giacaranda Maria Caracciolo di Melito Falck ("**Giacaranda Caracciolo**"), on the other side, the Offeror has completed the purchase of aggregate no. 30,871,874 ordinary shares of GEDI representing in the aggregate 6.07% of the issued share capital of GEDI in exchange of an amount equal to Euro 0.46 for each ordinary share of the Issuer; more precisely, the Offeror has purchased no. 27,821,874 ordinary shares owned by SIA BLU, in exchange for an overall amount equal to Euro 12,798,062.04, and no. 3,050,000 ordinary shares owned by Giacaranda Caracciolo (through the fiduciary company Luchi Fiduciaria S.r.l.), in exchange for an overall amount equal to Euro 1,403,000.00.

Following completion of the abovementioned purchases, on the date hereof the Offeror owns no. 279,297,553 ordinary shares of GEDI representing in the aggregate 54.91% of the issued share capital of GEDI and 56.99% of the voting rights exercisable at GEDI shareholders' meeting and, therefore, the Offer will be for no. maximum 211,453,798 ordinary shares of the Issuer (including the no. 30,481,490 ordinary shares representing 5.99% of GEDI issued share capital that EXOR N.V. irrevocably committed to tender in the Offer).

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**Giano Holding S.p.A.**

**Morrow Sodali S.p.A. – Global Information Agent**

Toll free number: **800 595 470** (for calls from Italy, active on business days from 9:00 am to 6:00 pm, Italian time) and the telephone number **+39 06 97857653** (for calls from abroad, active on business days from 9:00 am to 6:00 pm, Italian time).

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The mandatory public tender offer (the "**Offer**") described in this Notice will be launched by Giano Holding S.p.A. (the "**Offeror**") on ordinary shares (the "**Shares**") of GEDI Gruppo Editoriale S.p.A. ("**GEDI**"). This Notice does not constitute any offer or solicitation to purchase or subscribe for the Shares of GEDI.

Before the beginning of the Acceptance Period, as required by applicable law, the Offeror will publish the related Offer Document which the shareholders of GEDI shall carefully examine.

The Offer will be launched exclusively in Italy and shall be addressed, on equal terms and on non-discriminatory basis, to all holders of the Shares. The Offer is launched in Italy, as the Shares are listed on the *Mercato Telematico Azionario*

organized and managed by Borsa Italiana S.p.A. and, except for what below stated, 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 of America, in Canada, in Japan, in Australia, as well as in any country where making the Offer and 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 countries, including the United States of America, 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.

A copy of this Notice, or portions thereof, as well as a copy of any other document that the Offeror will issue in relation to the Offer, are not and shall not be sent, nor in any way transmitted, or however disseminated, 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 neither of an offer to buy, nor of a solicitation to offer to sell or exchange financial instruments in the United States of America or in the Excluded Countries. No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

This Press Release 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 this Press Release may otherwise be lawfully communicated (all these persons are jointly defined “**relevant persons**”). Any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such securities will be directed exclusively at such relevant 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 countries other than Italy may be subject to specific obligations or restrictions imposed by legal or regulatory provisions. 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 consultants. The Offeror does not accept any liability for any violation by any person of any of the above restrictions.

Fine Comunicato n.1920-16

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