



# SPAFID CONNECT

Informazione Regolamentata n. 1920-18-2020	Data/Ora Ricezione 29 Aprile 2020 19:38:44	MTA
--	---	-----

Societa' : Exor N.V.

Identificativo : 131585

Informazione  
Regolamentata

Nome utilizzatore : EXORNVN01 - Caramellino

Tipologia : 2.2

Data/Ora Ricezione : 29 Aprile 2020 19:38:44

Data/Ora Inizio : 29 Aprile 2020 19:38:45

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  
on all of the ordinary shares of GEDI Gruppo Editoriale S.p.A.**

**launched by Giano Holding S.p.A.**

\* \* \*

**Press Release  
Pursuant to Article 37-ter, paragraph 3, of the Regulation adopted by CONSOB with  
resolution no. 11971 of 14 May 1999, as subsequently amended**

\* \* \*

**Offer Document filed with CONSOB**

\* \* \*

*Turin, 29 April 2020* — Further to the press releases dated 23 and 29 April 2020, Giano Holding S.p.A. (the “**Offeror**”) announces that the Offeror has filed today with CONSOB, pursuant to and for the purposes of article 102, paragraph 3, of Legislative Decree no. 58 dated 24 February 1998, as subsequently amended and supplemented (the “**Italian Consolidated Financial Act**”), and article 37-ter of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”), the draft offer document (the “**Offer Document**”) related to the mandatory tender offer (the “**Offer**”) launched by the Offeror, pursuant to articles 102 and 106, paragraph 1, of the Italian Consolidated Financial Act, on: (i) maximum no. 210,757,623 ordinary shares of GEDI Gruppo Editoriale S.p.A. (the “**Issuer**” or “**GEDI**”), as well as (ii) maximum no. 696,175 Treasury Shares which might be assigned by the Issuer to the beneficiaries of the existing stock grant plans (collectively, the “**Shares**”), listed on the STAR segment of the *Mercato Telematico Azionario* (the “**MTA**”) organized and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”).

As already announced, the Offeror will pay to the shareholders of GEDI tendering in the Offer a consideration in cash equal to Euro 0.46 (the “**Consideration**”) for each Share tendered in the Offer.

In case of total acceptance of the Offer, the maximum aggregate consideration of the Offer, calculated on the basis of a Consideration equal to Euro 0.46 and of the aggregate maximum number of Shares being subject of the Offer (including maximum no. 696,175 Treasury Shares which might assigned to the beneficiaries of the existing stock grant plans) is equal to Euro 97,268,747.08 (the “**Maximum Amount**”).

The Offer Document will be published upon completion of CONSOB’s review pursuant to article 102, paragraph 4, of the Italian Consolidated Financial Act.

The Offer is being launched exclusively in Italy only, since the ordinary shares of the Issuer are listed on the MTA and is addressed, under equal conditions and on a non-discriminatory basis, to all holders of Shares. The Offer has not been, and will not be made in the United States of America, Canada, Japan, Australia any other countries where making the Offer and tendering therein would not be in compliance with the securities or other

laws or regulations of such countries or would require any prior registration, approval or filing with any regulatory authority. Such countries, including the United States of America, Canada, Japan and Australia are hereby defined as “**Excluded Countries**”). The Offer has not been, and will not be made by using national or international communication or trade instruments of the Excluded Countries (including, by way of example, postal network, fax, telex, electronic mail, telephone and internet), or through any structure of any financial intermediary of the Excluded Countries, or in any other way. No actions have been taken or will be taken to make the Offer possible in any Excluded Countries.

Pending the publication of the Offer Document, for any further information not hereby expressly stated reference must be made to the notice pursuant to article 102, paragraph 1, of the Italian Consolidated Financial Act and article 37, paragraph 1, of the Issuers’ Regulation, published on the Issuer’s website ([www.gedispa.it](http://www.gedispa.it)), on EXOR N.V.’s website ([www.exor.com](http://www.exor.com)) and on the Global Information Agent’s website ([www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com)).

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

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

Freephone number **800 595 470** (for calls from Italy); telephone number **+39 06 97857653** (for calls from abroad, both active on business days from 9:00 am to 6:00 pm (Italian time))

E-mail address: [opa.gedi@investor.morrowsodali.com](mailto:opa.gedi@investor.morrowsodali.com)

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH COUNTRY (INCLUDING THE EXCLUDED COUNTRIES AS DEFINED BELOW).**

The mandatory public tender offer (the “**Offer**”) described in this Press Release is launched by Giano Holding S.p.A. (the “**Offeror**”) on ordinary shares (the “**Shares**”) of GEDI Gruppo Editoriale S.p.A. (“**GEDI**”). This Press Release 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 is 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 Press Release, 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 Press Release 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.1920-18

Numero di Pagine: 5