



SPAFID CONNECT

Informazione Regolamentata n. 1920-20-2020	Data/Ora Ricezione 07 Maggio 2020 09:48:02	MTA
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Regolamentata

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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.

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Press Release

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Turin, 7 May 2020 — Further to the communication dated 29 April 2020 regarding the filing of the offer document (the “**Offer Document**”) related to the mandatory tender offer launched by Giano Holding S.p.A. (the “**Offeror**”) on the ordinary shares of GEDI Gruppo Editoriale S.p.A., the Offeror communicates that, as a consequence of the provisions of article 103, first paragraph, of Decree Law dated 17 March 2020, No. 18 and, subsequently, of article 37 of Decree Law dated 8 April 2020, No. 23 concerning the suspension of the terms of the administrative proceedings, the terms of the authorization procedure for the publication of the Offer Document set out in article 102, fourth paragraph, of Legislative Decree dated 24 February 1998, No. 58, as subsequently amended, will start running from 16 May 2020.

Giano Holding S.p.A.

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

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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.1920-20

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