



SPAFID CONNECT

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Testo del comunicato

Vedi allegato.

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Press Release

EXECUTION OF THE REINVESTMENT OF CIR AND MERCURIO IN GIANO HOLDING S.P.A.

Turin, 13 July 2020 - In connection with the mandatory tender offer (the "**Offer**") launched by Giano Holding S.p.A. (the "**Offeror**") pursuant to articles 102 and 106, paragraph 1, and 109 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended, on the ordinary shares of GEDI Gruppo Editoriale S.p.A. ("**GEDI**"), listed on the Mercato Telematico Azionario, Giano announces that today the two investment agreements signed on 23 April 2020 between EXOR N.V. ("**EXOR**"), the Offeror and CIR S.p.A. - Compagnie Industriali Riunite S.p.A. ("**CIR**") and on 22 April 2020 between EXOR, the Offeror and Mercurio S.p.A. ("**Mercurio**") have been executed, and, therefore, CIR and Mercurio have acquired from EXOR, for the same consideration of the Offer, participations in the Offeror each representing, in transparency, 5% of the issued share capital of GEDI. The total consideration for the purchase of the two shareholdings was equal to Euro 23,399,762.08.

For a description of the aforementioned investment agreements and the other agreements in place between EXOR and CIR, on the one hand, and between EXOR and Mercurio, on the other, please refer to Section H, Paragraph H.2 of the offer document approved by Consob with Resolution no. 21394 of 29 May 2020 and published on the same date (the "**Offer Document**").

The Offer Document is published on the Issuer's website (www.gedispa.it), as well as on EXOR N.V.'s website (www.exor.com) and the Global Information Agent (www.morrowsodali-transactions.com).

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Giano Holding S.p.A.

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

Freephone number: **800.595.470** (for calls from Italy, active on business days from 9:00 am to 6:00 pm, CET) and the telephone number +39 06 97857653 (for calls from abroad, active on business days from 9:00 am to 6:00 pm, CET).

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The mandatory public tender offer (the "**Offer**") described in this Press Release was 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.

The Offer was launched exclusively in Italy and addressed, on equal terms and on non-discriminatory basis, to all holders of the Shares. The Offer was 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 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 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 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 has issued and 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

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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.

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.

Recipients of the Offer are solely responsible for complying with such laws and 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.

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