



SPAFID CONNECT

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Oggetto : INTESA SANPAOLO: PUBLIC
PURCHASE AND EXCHANGE OFFER
UBI BANCA. APPROVAL AND
PUBLICATION OF THE SUPPLEMENT TO
THE INFORMATION DOCUMENT

Testo del comunicato

Vedi allegato.



PRESS RELEASE

INTESA SANPAOLO: VOLUNTARY PUBLIC PURCHASE AND EXCHANGE OFFER FOR ALL THE ORDINARY SHARES OF UNIONE DI BANCHE ITALIANE S.P.A. LAUNCHED BY INTESA SANPAOLO S.P.A.

APPROVAL AND PUBLICATION OF THE SUPPLEMENT TO THE INFORMATION DOCUMENT

Turin - Milano, 21 July 2020 – With reference to the voluntary public purchase and exchange offer for maximum 1,144,285,146 ordinary shares of Unione di Banche Italiane S.p.A. (respectively, the “Offer” and “UBI Banca”), Intesa Sanpaolo S.p.A. (“ISP” or the “Issuer”) announces that today, with notice 21 July 2020 protocol no. 0706293/20, Consob approved the supplement to the information document (the “Supplement”) consisting of the registration document, the securities note and the summary note, which were filed with Consob and published on 26 June 2020 (together, the “Information Document”).

The Supplement is published in order to modify the Information Document following the increase in the Offer’s consideration, the decision whereby the Italian Competition Authority (AGCM) approved the acquisition of the exclusive control of UBI Banca, and the related press release whereby the Issuer, *inter alia*, communicated that it considered the ‘Antitrust Condition’ (referred to among the conditions precedent of the Offer) fulfilled and, in any case, that it intended, for all intents and purposes, to waive it.

Investors who have already subscribed to the Offer prior to the date of publication of the Supplement will have the right to revoke their subscription pursuant to Article 23, paragraph 2, of the Regulation (EU) 2017/1129. The revocation right can be exercised within and not later than the second working day subsequent to the date of publication of the Supplement and, therefore, within and not later than 23 July 2020, by written instructions to be delivered to their bank or intermediary.

It should be noted that ISP has already published the new acceptance form, modified due to the increase in the consideration. For clarity purposes, it is specified that **any subscription of the acceptance form in the version in use before the new acceptance form published on 17 July 2020 will be considered as a valid acceptance of the Offer’s new improved conditions.** No action or activity is required of shareholders who have accepted the Offer by the acceptance form in the version in use before the publication of the new acceptance form.

* * *

The Supplement was filed today with Consob. The Supplement and the Information Document are available for public consultation at: (i) the registered office of ISP (also in its capacity as the intermediary in charge of coordinating collection of acceptances), in Turin, Piazza San Carlo no. 156, as well as the secondary registered office in Milan, Via Monte di Pietà no. 8; (ii) the registered office of the intermediaries in charge of collecting acceptances (Intesa Sanpaolo S.p.A., Banca Monte dei Paschi di Siena S.p.A., Banca Popolare di Sondrio Società cooperativa per azioni, Banco di Desio e della Brianza S.p.A., BNP Paribas Securities Services – Milan Branch, Cassa Centrale Banca – Credito Cooperativo Italiano, Crédit Agricole Italia S.p.A., Credito Valtellinese S.p.A., Equita SIM S.p.A. and Mediobanca – Banca di Credito Finanziario S.p.A.); (iii) the ISP website group.intesasanpaolo.com; and (iv) the website of the global information agent, Morrow Sodali S.p.A., www.morrowsodali-transactions.com.

The Supplement must be read jointly with the Information Document. The publication of the Supplement does not imply any judgement by Consob on the appropriateness of the proposed investment and on the validity of the data and information contained in the document.

It should be noted that for requests and information relating to the Offer, the holders of UBI Banca shares can use a dedicated email account (ops.ubi@investor.morrowsodali.com) or the toll-free number 800 595 471 provided by the global information agent (for persons calling from outside Italy, the telephone number +39 06 45212832 is active). This telephone number will be active throughout the acceptance period on weekdays from 10:00 (Central European Time) to 19:00 (Central European Time).

It should also be noted that, in accordance with the Offer's calendar, **28 July 2020** (17:30 Italian time) **is the last day on which it is possible to accept the Offer**. For further information, see the Offer Document.

Investor Relations
+39.02.87943180
investor.relations@intesasanpaolo.com

group.intesasanpaolo.com

Media Relations
+39.02.87962326
stampa@intesasanpaolo.com

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

The voluntary public purchase and exchange offer described in this Notice (the “**Offer**”) is promoted by Intesa Sanpaolo S.p.A. (the “**Offeror**”) 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.

As required by the applicable regulations, the Offeror published an 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.

Notwithstanding that the Offer has not been will not be made in the United States, the Offeror reserves the right to contact certain U.S. investors by way of a private placement memorandum delivered only to “qualified institutional buyers,” as defined in Rule 144A of the U.S. Securities Act of 1933, as subsequently amended (the “Securities Act”), and subject to other restrictions imposed by U.S. federal securities laws. The U.S. private placement memorandum will not be used in connection with the Offer in Italy or in any of the Excluded Countries.

This notice and any other document issued by the Offeror in relation to the Offer does not constitute an offer in Australia to any person to whom it would not be lawful to make such an offer and no action has been taken to register or qualify this notice and any other document issued by the Offeror in Australia.

The Offer has not been and will not be made to any person located or resident in any province or territory of Canada and tenders of shares of Unione di Banche Italiane S.p.A. will not be accepted from any such persons.

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 Excluded Countries. Securities cannot be offered or sold in the United States unless they have been registered pursuant to the Securities Act or are exempt from registration. Securities offered in the context of the transaction described in this notice will not be registered pursuant to the Securities Act and the Offeror does not intend to carry out a public offer of such securities in the United States. No security can be offered or transferred in any 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 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 notice 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.

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