



SPAFID
CONNECT

Informazione Regolamentata n. 0033-221-2020	Data/Ora Ricezione 09 Settembre 2020 22:46:58	MTA
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Societa' : INTESA SANPAOLO
Identificativo : 136764
Informazione
Regolamentata
Nome utilizzatore : BINTESAN08 - Tamagnini
Tipologia : REGEM
Data/Ora Ricezione : 09 Settembre 2020 22:46:58
Data/Ora Inizio : 09 Settembre 2020 22:46:59
Diffusione presunta
Oggetto : Intesa Sanpaolo: Notice pursuant to Article
41 Issuer's Regulation – Voluntary Public
Purchase and Exchange Offer for UBI
Banca shares

Testo del comunicato

Vedi allegato.

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 JURISDICTION.



Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, following finalisation of the voluntary public purchase and exchange offer launched by Intesa Sanpaolo S.p.A. on all the ordinary shares of Unione di Banche Italiane S.p.A.

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Notice pursuant to Article 41, paragraph 2, letter c) and Article 50-quinquies, paragraph 7, of Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (“Issuers’ Regulation”)

Turin - Milan, 9 September 2020 – With reference to the Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the Consolidated Law on Finance, following finalisation of the voluntary public purchase and exchange offer launched by Intesa Sanpaolo S.p.A. (“**Intesa Sanpaolo**”) on maximum of all the 1,144,285,146 ordinary shares of Unione di Banche Italiane S.p.A. (“**UBI Banca**”), in relation to Articles 102 and 106, paragraph 4, of Legislative Decree 24 February 1998, no. 58, as subsequently amended, which was communicated on 17 February 2020, pursuant to Article 102, paragraph 1, of the Consolidated Law on Finance and Article 37 of the Issuers’ Regulation, and launched on 6 March 2020, notice is hereby given as regards the following business of Intesa Sanpaolo Vita S.p.A, an Intesa Sanpaolo subsidiary, in respect of UBI Banca ordinary shares.

As part of its ordinary business concerning *Gestione Separata Previdenza* (segregated management), Intesa Sanpaolo Vita S.p.A. executed the following transaction in respect of UBI Banca ordinary shares (ISIN IT0003487029) that is subject to reporting obligations pursuant to Article 41, paragraph 2, letter c), number 1) of the Issuers’ Regulation:

Date	Transaction mode	Kind of transaction	Number of shares	Currency	Unit price per share
24/08/2020	MTA	Sale	65,010	EUR	3.698

This notice is also available on the Offeror’s website group.intesasanpaolo.com.

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Intesa Sanpaolo S.p.A.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN 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**”) was promoted by Intesa Sanpaolo S.p.A. (the “**Offeror**”) over the totality of the ordinary shares of Unione di Banche Italiane S.p.A.; pursuant to Art. 108, paragraph 2, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the “**TUF**”), the Offeror will carry out the procedure for the fulfilment of the purchase obligation from the demanding shareholders the remaining outstanding ordinary shares of Unione di Banche Italiane S.p.A. not held by the Offeror (the “**Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF**”).

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.

The Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF is launched on a non-discriminatory basis and on equal terms towards all shareholders of Unione di Banche Italiane S.p.A., other than in Excluded Countries. The Offer was 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, was subject to the obligations and procedural requirements provided for by Italian law.

The Offer was not made in the United States, Canada, Japan, Australia or any other jurisdictions where making the Offer or tendering therein would not have been in compliance with the securities or other laws or regulations of such jurisdiction or would have required any registration, approval or filing with any regulatory authority. The Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF will not be made in Canada, Japan, Australia and any other jurisdictions where the Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF 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 Canada, Japan and Australia are referred to as the “**Excluded Countries**”. The Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF 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 Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF possible in any of the Excluded Countries.

This notice and any other document issued by the Offeror in relation to the Offer or the Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF do 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 was not and the Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF 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 has issued or will issue in relation to the Offer or the Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF, or portions thereof, has not been 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 Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF 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 Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF 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. 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.

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.

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 Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF 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 Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF are solely responsible for complying with such laws and, therefore, before tendering in the Procedure for the Compulsory Squeeze-Out pursuant to Art. 108, paragraph 2, of the TUF, 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.

Not for release, publication or distribution, in whole or in part, directly or indirectly in Australia, Canada or Japan

Fine Comunicato n.0033-221

Numero di Pagine: 4