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| Informazione Regolamentata n. 1130-71-2022 | Data/Ora Ricezione 14 Luglio 2022 20:13:13 | Euronext Milan |
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Societa' : POSTE ITALIANE
Identificativo : 164892
Informazione
Regolamentata
Nome utilizzatore : POSTEN03 - Fabio Ciammaglichella
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Diffusione presunta
Oggetto : Poste Italiane: Sourcesense voluntary
tender offer - filing of offer document

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, INCLUDING UNITED STATES OF AMERICA, CANADA, AUSTRALIA AND JAPAN.

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VOLUNTARY TENDER OFFERS ON ALL OF THE SHARES AND WARRANTS OF SOURCESENSE S.P.A. LAUNCHED BY POSTE ITALIANE S.P.A.

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Communication in accordance with Article 37-ter, paragraph 3, of the Regulation adopted by Consob with resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”) concerning the voluntary and total public tender offers on all shares and warrant of Sourcesense S.p.A. (the “Issuer” or “Sourcesense”) launched by Poste Italiane S.p.A. (the “Bidder”)

Rome, 14 July 2022 – The Bidder communicates that today it has filed with Consob – pursuant to article 102, paragraph 3, of the Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented (the “CFA”) and article 37-ter of Issuers’ Regulation – the offer document (the “**Offer Document**”) concerning the cash voluntary and total public tender offers (the “**Offers**”), in accordance with articles 102 and 106, paragraph 4, of CFA, respectively, on all the shares and all the warrants, issued by Sourcesense.

It should be noted that, Sourcesense’s shares and warrants are both traded on the multilateral trading system called Euronext Growth Milan organized and managed by Borsa Italiana S.p.A..

The Offer Document will be published once approved by Consob, by the end of the review period in accordance with article 102, paragraph 4, of the CFA.

For anything not expressly indicated, pending the publication of the Offer Document, reference is made to the communication made on June 24, 2022, in accordance with article 102, paragraph 1, of the CFA, published on the Bidder’s website www.posteitaliane.it, which contains the legal basis and essential elements of the Offers.

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The public global voluntary tender Offer described in this Notice will be promoted by Poste Italiane over all ordinary shares and warrant of Sourcesense S.p.A..

This Notice does not constitute an offer to buy or sell Sourcesense's shares and warrant.

Before the beginning of the Offer Period, as required by applicable regulations, the Offeror will publish the Offer Document which sourcesense's shareholders and warrant holders shall carefully examine.

The Offers will be promoted exclusively in Italy and will be addressed on equal terms to all shareholders warrant holders of Sourcesense. The Offers will be promoted in Italy as Sourcesense's shares and warrant are listed on Euronext Growth Milan organized and managed by Borsa Italiana S.p.A., except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offers are not and will not be made in United States of America, Canada, Japan, Australia and any other jurisdictions where making the Offer would not be allowed without the approval by competent authorities without other requirements to be complied with by the Offeror (such jurisdictions, including United States of America, Canada, Japan and Australia, jointly, the "**Other Countries**"), neither by using national or international instruments of communication or commerce of the Other Countries (including, for example, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Other Countries' financial intermediaries or in any other way.

Copies of any document that the Offeror will issue in relation to the Offers, or portions thereof, are not and shall not be sent, nor in any way transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. 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 Other Countries.

Any tender in the Offers resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This Notice, as well as any other document issued by the Offeror in relation to the Offers, does not constitute and is not part of an offer to buy, nor of a solicitation of an offer to sell, financial instruments in the Other Countries.

No financial instrument can be offered or transferred in the United States of America without specific approval in compliance with the U.S. Securities Act of 1933, as amended, and or without exemption from such provisions.

Financial instrument offered in the context of the transaction referred to in this Notice will not be registered under the U.S. Securities Act of 1933, as amended, and Poste Italiane S.p.A. does not intend to make a public offer of such financial instruments in the United States. No instrument may be offered or bought or sold in Other Countries without specific authorization in accordance with applicable provisions of the local laws of those countries or an exemption from those provisions

Tendering in the Offers by persons residing in countries 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 regulations 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.

Fine Comunicato n.1130-71

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