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CONNECT

Informazione Regolamentata n. 1130-83-2022	Data/Ora Ricezione 01 Settembre 2022 17:59:05	Euronext Milan
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Societa' : POSTE ITALIANE  
Identificativo : 166508  
Informazione  
Regolamentata  
Nome utilizzatore : POSTEN03 - Fabio Ciammaglichella  
Tipologia : 3.1  
Data/Ora Ricezione : 01 Settembre 2022 17:59:05  
Data/Ora Inizio : 01 Settembre 2022 17:59:07  
Diffusione presunta  
Oggetto : Poste Italiane: Sourcesense voluntary  
tender offer - publication of the offer  
document

*Testo del comunicato*

Vedi allegato.

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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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**PRESS RELEASE – Announcement of publication of the offer document pursuant to Article 38, paragraph 2, of the Regulation adopted by Consob, with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”).**

**Rome, September 1<sup>st</sup>, 2022** – Poste Italiane S.p.A. (the “**Offeror**” or “**Poste**”) announces – pursuant to Article 38, paragraph 2, of the Issuers’ Regulation – to have published, as of today, the offer document (the “**Offer Document**”), as approved by Consob with resolution no. 22432 of August 25, 2022, concerning the cash voluntary and total public tender offers (the “**Offers**”), in accordance with Articles 102 and 106, paragraph 4, of Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented (the “**CFA**”), launched by Poste, respectively, on all the shares and all the warrants issued by Sourcesense S.p.A. (the “**Issuer**” or “**Sourcesense**”) and listed on the multilateral trading system Euronext Growth Milan (“**EGM**”), organized and managed by Borsa Italiana S.p.A.

\* \* \*

The Offer Document has been filed with Consob and has been made available to the public for consultation at:

- (i) the registered office of the Offeror in Rome, Viale Europa, n. 190;
- (ii) the registered office of the Issuer in Rome, Via del Poggio Laurentino, n. 9;
- (iii) the registered office of the intermediary appointed to coordinate the collection of acceptances, Equita SIM S.p.A., in Milan, Via Turati, n. 9;
- (iv) the registered offices of the appointed intermediaries EQUITA SIM S.p.A., BANCA MONTE DEI PASCHI DI SIENA S.p.A. e BNP Paribas Securities Services - Succursale di Milano.
- (v) the website of the Offeror [www.posteitaliane.it](http://www.posteitaliane.it);
- (vi) the website of the Issuer [www.sourcesense.com](http://www.sourcesense.com);
- (vii) the website of the global information agent of the Offers, Morrow Sodali S.p.A., [www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com).

The announcement of the issuer, drafted pursuant to the combined provisions of Article 103, paragraphs 3 and 3-*bis*, of the CFA and Articles 39 and 39-*bis* of the Issuers’ Regulation, approved by the Board of Directors of the Issuer during the meeting of August, 23<sup>rd</sup>, 2022, and related annexes, are attached to the Offer Document.

The acceptance period, agreed with Consob, pursuant to Article 40, paragraph 2, of the Issuers’ Regulation, will start at 8:30 AM (Italian time) of September 12, 2022, and close at 5:30 PM (Italian time) of October 14,

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2022, (first and last days included), unless otherwise extended.

It should be noted that the terms of the Offer on the Shares may be reopened for 5 stock market trading days (and precisely, unless otherwise extended, for the sessions of October 24, 25, 26, 27 and 28, 2022), if, in occasion of the publication of the notice on the final results of the Offers that will be published pursuant to Article 41, paragraph 6, of the Issuers' Regulation, the Offeror announces to waive the Shares Threshold Condition (as defined in the Offer Document) following the missed occurrence of the same and only if the adherences to the Offer on the Shares are less than 90% (the **"Reopening of the Terms"**). The regulation on the Reopening of the Terms does not extend to the Offer on the Warrants, except in the case of its voluntary application.

The Offeror will pay a consideration equal to Euro 4.20 for each share tendered to the Offer on the Shares and a consideration equal to Euro 0.78 for each Warrant tendered to the Offer on the Warrants.

For any detailed information on the Offers, the markets on which the Offers are promoted, as well as on the conditions to adhere to the Offers, please refer to the Offer Document.

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For further information:

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NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN ANY COUNTRY WHERE THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE MAY CONSTITUTE A VIOLATION TO THE LAWS OR REGULATIONS APPLICABLE IN SUCH JURISDICTION (INCLUDING UNITED STATES OF AMERICA, CANADA, AUSTRALIA AND JAPAN).

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

This press release 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

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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.1130-83

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