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CONNECT

Informazione Regolamentata n. 1130-99-2022	Data/Ora Ricezione 07 Ottobre 2022 20:29:16	Euronext Milan
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Societa' : POSTE ITALIANE

Identificativo : 168022

Informazione
Regolamentata

Nome utilizzatore : POSTEN03 - Fabio Ciammaglichella

Tipologia : 3.1

Data/Ora Ricezione : 07 Ottobre 2022 20:29:16

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Diffusione presunta

Oggetto : Poste Italiane: Sourcesense voluntary
tender offer - weekly tendered instruments
3-7 October 2022

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.

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

Press Release pursuant to Article 41, paragraph 2, let. d) of the Regulation adopted by Consob, with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”)

Rome, October 7th, 2022 – With reference to 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 Italiane S.p.A. (the “Offeror” or “Poste”), on, respectively, all the Shares (the “Offer on Shares”) and all the Warrants (the “Offer on Shares”) issued by Sourcesense S.p.A. (“Sourcesense”) and listed on the multilateral trading system Euronext Growth Milan, organized and managed by Borsa Italiana S.p.A., Poste announces – pursuant to Article 41, paragraph 2, let. d) of the Issuers’ Regulation – that from October 3th, 2022 to October 7th, 2022 (included) (i) no. 445,191 Shares and (ii) 78,394 Warrants have been tendered, respectively, to the Offer on Shares and to the Offer on Warrants.

All terms not defined in this press release shall have the same meaning given to them in the offer document, approved by Consob resolution no. 22432 of August 25th, 2022 and published on September 1st, 2022 (the “Offer Document”).

No. of financial instruments subject to the Offer on Shares	maximum no. 6,157,558 Shares of the Issuer, corresponding to 5,939,611 Shares issued and outstanding as of the date of the Offering Document, as well as 18,106 Conversion Shares arising from the early exercise of 36,212 Warrants in the Warrant Exercise Period and 199,841 Stock Shares arising from the early exercise of 199,841 Stock Plan options in the Stock Option Exercise Period.
No. of financial instruments subject to the Offer on Warrants	no. 5,522,140 Warrants. The number of Warrants subject to the Warrant Offering decreased from the number of Warrants issued and outstanding as of the date of the Offering Document (i.e., no. 5,558,352 Warrants) as a result of the exercise of no. 36,212 Warrants during the Warrant Exercise Period.
No. of financial instruments tendered to the Offer on Shares from October 3 th , 2022 to October 7 th , 2022	no. 445,191 Shares
No. of financial instruments tendered to the Offer on Warrants from October 3 th , 2022 to October 7 th , 2022	no. 78,394 Warrants
No. of financial instruments tendered to the Offer on Shares from September 12 nd , 2022 to the date of this press release	No. 3,806,953 Shares
No. of financial instruments tendered to the Offer	no. 3,489,544 Warrants

on Warrants from September 12 nd , 2022 to the date of this press release	
Percentage of the outstanding financial instruments subject to the Offer on Shares as of the date of this press release	61.83%
Percentage of the outstanding financial instruments subject to the Offer on Warrants as of the date of this press release	63.19%
Percentage of the Shares on the basis of the entire outstanding share capital as of the date of this press release ¹	72.99%
Percentage of the outstanding Warrants as of the date of this press release ²	74.28%

It should be noted that the acceptance period of the Offers started at 8:30 AM (Italian time) of September 12nd, 2022, and will close at 5:30 PM (Italian time) of October 14th, 2022, first and last days included, (unless otherwise extended in accordance with the laws).

The payment of the considerations of the Offers will be on October 21st, 2022 (unless otherwise extended in accordance with the laws).

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 in accordance with the provisions of the Offer Document.

For any detailed information on the Offers, please refer to the Offer Document, 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;
- (vi) the website of the Issuer www.sourcesense.com;
- (vii) the website of the global information agent of the Offers, Morrow Sodali S.p.A., www.morrowsodali-transactions.com.

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For further information:

¹ This percentage includes the Shares held by the Current Shareholders and subject to the Non-Tender Commitments.

² This percentage includes the Warrants held by the Current Shareholders and subject to the Non-Tender Commitments.

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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 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.1130-99

Numero di Pagine: 6