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Oggetto : Poste Italiane: Sourcesense voluntary  
tender offer - new tender period

*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.

**Press Release pursuant to Article 43 of the Issuer's Regulation adopted by Consob with resolution No.11971 of May 14, 1999 as subsequently amended and supplemented - Extension of the Tender Period**

**Rome, 13 October 2022** – With reference to the cash voluntary and total public tender offers (the “Offers”), pursuant to 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. on, respectively, all the Shares (the “Offer on Shares”) and all the Warrants (the “Offer on Warrants”) 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 Italiane S.p.a. ( the “Offeror” or “Poste”) announces, pursuant to Articles 36 and 43 of the Issuer's Regulations, the following.

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

The Tender Period for the Offers agreed to with Consob (the conclusion of which, it should be recalled, was originally scheduled at 5:30 p.m. on October 14, 2022, included) is extended by an additional five Stock Market Trading Days and, as a result, it will close, for both Offers, at 5:30 p.m. on October 21, 2022 (the “New Tender Period”).

Consequently, unless further extensions are granted:

- the Payment Date of the Considerations of the Offers, concurrently with the transfer in favour of the Offeror of ownership to the Shares and Warrants tendered into the Offers, corresponding to the fifth Stock Market Trading Day following the close of the New Tender Period will, therefore, be October 28, 2022 (subject to any further extensions of the Tender Period in accordance with applicable regulations);
- the Reopening of the Terms, where applicable, originally envisaged for the sessions of October 24, 25, 26, 27 and 28, 2022 will last from October 31, 2022, to November 4, 2022;
- the Date of Payment, at the Conclusion of Reopening of the Terms, where applicable, originally scheduled for November 4, 2022, is set for November 11, 2022.

The following is the schedule of major events related to the Offers, as amended due to the extension of the Tender Period.

Date	Occurrence	Market disclosure
October 21, 2022 (unless further extensions)	Deadline of the New Tender Period (unless further extended)	-
By the evening of the last day of the New Tender Period, or by 7:59 a.m. on the first Stock Market Trading Day following the conclusion of the New Tender Period.	Announcement on the Provisional Results of the Offers and notice (i) of the fulfillment/ non-fulfillment or waiver of the Thresholds Condition; (ii) of the existence, if any, of the prerequisites for	Press release pursuant to Article 36 of the Issuers' Regulations.

	the Reopening of the Terms for the Offer on Shares and, on a voluntary basis, for the Offer on Warrants; <b>(iii)</b> the existence, if any, of the prerequisites for the Purchase Obligation pursuant to Article 108, paragraph 1 or 2, of the CFA for the Offer on Shares and the Squeeze-Out Right for both Offers; and <b>(iv)</b> conditions and timing for the possible delisting of the Shares and Warrants from trading	
By the first Stock Market Trading Day following the first announcement of the failure to complete the Offers	Possible return of the availability of the Shares and Warrants tendered into the Offers to the shareholders and warrant holders.	
By 7:59 a.m. on the Stock Market Trading Day prior to the Payment Date of the Consideration of the Offers, unless further extended	Announcement: <b>(i)</b> of the final results of the Offers, <b>(ii)</b> of the fulfillment/ non-fulfillment or waiver of the MAC Condition, the Material Acts Condition and the Defensive Measures Condition, and confirmation: (a) the existence, if any, of the prerequisites for the Reopening of the Terms of the Offer on the Shares and, on a voluntary basis, of the Offer on the Warrants, (b) of the fulfillment/ non-fulfillment or waiver of the Thresholds Condition, <b>(iii)</b> of the existence, if any, of the prerequisites for the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA or the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA and the Squeeze-out Right (also with reference to the Warrants)	Press release pursuant to Article 41, paragraph 6, of the Issuers' Regulations.
October 28, 2022 unless further extended)	Payment of the consideration for the Offerings on the Shares and Warrants	-
October 31, 2022 (unless further extended)	Start of the Reopening of the Terms of the Share Offer, if any, and of the Warrant Offer, if applicable and on a voluntary basis	-
November 4, 2022 (unless further extended)	Term of the Reopening of the Terms of the Share Offer, if any, and of the Warrant Offer, if applicable and on a voluntary basis	Press release to the market pursuant to Article 36 of the Issuers' Regulations..
By the evening of the last day of the Reopening of the Terms period, or by 7:59 a.m. on the first Stock Market Trading Day following the conclusion of the Reopening of the Terms period	Announcement: (i) of the provisional results of the Reopening of the Terms of the Share Offer and, if the prerequisites are met and on a voluntary basis, of the Warrant Offer, and (ii) of whether the prerequisites for the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA have been satisfied or whether the prerequisites for the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA have been satisfied (for the Share Offer only) and the Squeeze-out Right (for both Offers).	Press release to the market pursuant to Article 36 of the Issuers' Regulations.
By 7:59 a.m. on the Stock Market Trading Day prior to the Payment Date upon Conclusion of Reopening of the Terms	Announcement: (i) of the final overall results of the Share Offer (and, if applicable, of the Warrant Offer) upon the outcome of the Reopening of the Terms, if any, and (ii) of the confirmation of whether the prerequisites for the Sell Out Procedure pursuant to Article 108, paragraph 2, of the CFA have been	Press release pursuant to Article 41, paragraph 6, of the Issuers' Regulations.

	satisfied or whether the prerequisites for the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA have been met (for the Share Offer only) and the Squeeze-out Right (for both Offers).	
As of the fulfillment of the legal prerequisites	If the conditions for the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA are satisfied (for the Offer on the Shares only), publication of a notice containing the information necessary for the fulfillment of the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, as well as the related indication on the timing of the withdrawal of the Shares and Warrants from trading on Euronext Growth Milan.	Press release pursuant to Article 50-quinquies of the Issuers' Regulations (if applicable).
As of the fulfillment of the legal prerequisites	If the conditions for the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA (for the Offer on the Shares only) and for the Squeeze-out Right (for both Offers) are satisfied, publication of a press release containing the information necessary for the fulfillment of the obligations related to the Squeeze-out Right (also with reference to the Warrants) and, at the same time, of the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA, as well as the conditions and timing for the delisting of the Shares and Warrants from trading	Press release pursuant to Article 50-quinquies of the Issuer Regulations (if applicable).

Except as stated in this press release, all other terms and procedures of the Offers set forth in the Offer Document remain unchanged.

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It should be recalled that, as already stated in the Offer Document, if, at conclusion of the Offer on Shares, the Offeror comes to hold Shares, as a result of the acceptances to the Offer on Shares during the Tender Period - including the extension - and/or purchases of Shares made by the Offeror and/or the Persons Acting in Concert outside the Offer on Shares - also taking into account the stakes held by the Persons Acting in Concert - a total participation of more than 90% but less than 95% of the Issuer's share capital on that date, the Offeror will not restore the free float and will fulfil its obligation to purchase the remaining Shares from the Issuer's shareholders who so request, resulting in the Delisting, pursuant to Article 108, paragraph 2 of the CFA.

It should be noted that Borsa Italiana will order the delisting of the Issuer's Shares from trading on Euronext Growth Milan (i.e., will operate the Delisting) as of the stock market trading day following the day of payment of the consideration for the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA (i.e., upon the occurrence of the conditions of the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA, taking into account the timeframe for the execution of the Squeeze-out Right pursuant to Article 111 of the CFA).

As a result, in the event that the Offeror waives the Warrant Threshold Condition, where the Shares are Delisted, Borsa Italiana will arrange for the delisting of the Issuer's Warrants from trading on Euronext Growth Milan as a consequence of the ceasing of trading in the underlying securities, pursuant to the Euronext Growth Milan Regulation. In the event of Delisting, Warrants holders who decide not to accept the Warrant Offers will retain the right to exercise the Warrants and receive Conversion Shares not admitted to trading on Euronext Growth Milan under the terms and conditions set forth in the Warrants Regulation, resulting in the difficulty

of liquidating their investment, it being understood that there will be no reference price of the Shares to compare with the price of exercise of the Warrants.

For all detailed information on the Offers, the markets on which they are promoted, and the procedures for tendering them, please refer to the Offer Document, which is available to the public for consultation at:

- (i) Offeror's registered office in Rome, Viale Europa, no. 190;
- (ii) Issuer's registered office in Rome, Via del Poggio Laurentino, no. 9;
- (iii) the office of the intermediary in charge of coordinating the collection of acceptances, Equita SIM S.p.A., in Milano, Via Turati, no. 9;
- (iv) the registered office of the appointed intermediaries EQUITA SIM S.p.A., BANCA MONTE DEI PASCHI DI SIENA S.p.A. and BNP Paribas Securities Services - branch office of Milan;
- (v) on the Offeror's website [www.posteitaliane.it](http://www.posteitaliane.it);
- (vi) on the Issuer's website [www.sourcesense.com](http://www.sourcesense.com);
- (vii) on the website of the global information agent of Offers, Morrow Sodali S.p.A., [www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com).

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For further information:

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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 promoted or disseminated in the United States of America (i.e., directed to U.S. Persons, as defined under the U.S. Securities Act of 1933, as amended), Canada, Japan and Australia, as well as in any other country in which such Offerings are not permitted in the absence of authorization by the competent authorities or other compliance by the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively, the "**Other Countries**"), nor by using domestic or international means of communication or commerce of the Other Countries (including, without limitation, the postal network, facsimile, telex, electronic mail, telephone and internet), nor through any facility of any of the

financial intermediaries of the Other Countries, nor in any other manner.

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 press release, as well as any other documents issued by the Offeror in connection with the Offers, do not constitute or form part of any offer to buy or exchange, or any solicitation of offers to sell or exchange, securities in the United States or any of the Other Countries. Financial instruments may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended, or are exempt from registration requirements. The securities offered in the context of the transaction referred to in this press release 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 offering of such securities 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.1130-101

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