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Societa' : POSTE ITALIANE

Identificativo : 168257

Informazione
Regolamentata

Nome utilizzatore : POSTEN03 - Fabio Ciammaglichella

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Diffusione presunta

Oggetto : Poste Italiane: Sourcesense voluntary
tender offer - weekly tendered instruments
10-14 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) and Article 36 of the Regulation adopted by Consob, with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”)

Achievement of the threshold of 95% of the share capital of Sourcesense S.p.A.

Rome, October 14th 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 10th, 2022 to October 14th, 2022 (included) (i) no. 2,008,998 Shares and (ii) no. 1,031,352 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 10 th , 2022 to October 14 th , 2022	no. 2,008,998 Shares
No. of financial instruments tendered to the Offer on Warrants from October 10 th , 2022 to October 14 th , 2022	no. 1,031,352 Warrants
No. of financial instruments tendered to the Offer	no. 5,815,951 Shares

on Shares from September 12 nd , 2022 to the date of this press release	
No. of financial instruments tendered to the Offer on Warrants from September 12 nd , 2022 to the date of this press release	no. 4,520,896 Warrants
Percentage of the outstanding financial instruments subject to the Offer on Shares as of the date of this press release	94.45%
Percentage of the outstanding financial instruments subject to the Offer on Warrants as of the date of this press release	81.87%
Percentage of the Shares on the basis of the entire outstanding share capital as of the date of this press release ¹	96.07%
Percentage of the outstanding Warrants as of the date of this press release ²	87.33%

It should be noted that the acceptance period of the Offers started at 8:30 AM (Italian time) of September 12nd, 2022. By means of a press release published on October 13th, 2022, the Offeror disclosed to the market that the Tender Period agreed with Consob (the conclusion of which, it should be recalled, was originally scheduled at 5:30 p.m. on October 14, 2022, included) has been extended by an additional five Stock Market Trading Days and, as a result, it will close, for both Offers, at 5:30 PM (Italian time) on October 21st, 2022 (the “**New Tender Period**”).

As illustrated in the data above, as a result of the acceptances to the Offer on the Shares received until today, during the Tender Period, the Offeror hereby announces that the threshold of 95% of the Issuer’s share capital has been reached and, in particular, the Offeror (together with the Persons Acting in Concert) has come to hold, as of today, a total of no. 8,361,498 Shares, equal to 96.07% of the Issuer’s share capital. In light of the foregoing, the Offeror hereby announces that the Share Threshold Condition has been fulfilled.

As already indicated in the Offer Document, in light of the achievement of the threshold of 95% of the share capital, and, in any case, after the Payment Date, the Offeror will exercise the Right to Purchase pursuant to Article 111 of the CFA on the Shares still outstanding and will also fulfill the Obligation to Purchase pursuant to Article 108, paragraph 1, of the CFA, by means of a single procedure (the “**Joint Procedure**”). Also as stated in the Offer Document, the consideration to be paid by Poste in the context of the Joint Procedure will be equal to the Shares’ Consideration, *i.e.*, Euro 4.20 per each Sourcesense’s Share. As indicated in the Offer Document, information on the modalities of the Joint Procedure, as well as the modalities and timing relating to the delisting of the Issuer’s shares, will be set forth in the Announcement on the Provisional Results of the Offers, which will be announced by 7:59 AM (Italian time) of the first Trading Day following the end of the Tender Period and confirmed in the Announcement on the Final Results of the Offers.

As a consequence of the achievement of a stake at least equal to 95% of the Issuer’s share capital, it is hereby announced that pursuant to and in accordance with Article 40-*bis*, paragraph 3, let. b) of the Issuers’ Regulation, the Reopening of the Tender Period will not take place.

It should be noted that due to the effect of the extension of the Tender Period, Warrant’s holders will still have additional time to adhere to the Offer on Warrants, taking into account that, in the event that, at the end of the New Acceptance Period, the Warrant Threshold Condition is not fulfilled (and the Offeror renounces it), due to the Delisting of the Shares, Borsa Italiana will in any case delist the Issuer’s Warrants from the listing on Euronext Growth Milan, ceasing the trading of the underlying securities, pursuant to the Euronext Growth

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.

Milan Regulation. It should also be noted that in the event of Delisting of the Shares, Warrant's holders who decide not to adhere to the Offer on Warrants will have the right to exercise the Warrants and receive compendium shares not admitted to trading on Euronext Growth Milan under the terms and conditions set forth in the Warrant 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;
- (vi) on the Issuer's website www.sourcesense.com;
- (vii) on the website of the global information agent of Offers, Morrow Sodali S.p.A., 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.1130-103

Numero di Pagine: 6