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*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. (“SOURCESENSE” OR THE “ISSUER”)**

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**FINAL RESULTS OF THE VOLUNTARY AND TOTAL PUBLIC TENDER OFFERS ON SHARES AND WARRANT**

**TERMS AND CONDITIONS OF THE PROCEDURE FOR THE EXERCISE OF THE SQUEEZE-OUT RIGHT PURSUANT TO ARTICLE 111 OF THE CFA AND OF THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE CFA (THE “JOINT PROCEDURE”) ON THE SHARES**

**TERMS AND CONDITIONS OF THE PROCEDURE FOR THE EXERCISE OF THE SQUEEZE-OUT RIGHT PURSUANT TO ARTICLE 111 OF THE CFA ON THE WARRANTS**

**REVOCATION FROM TRADING OF THE SHARES AND WARRANTS OF SOURCESENSE S.P.A**

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**PRESS RELEASE PURSUANT TO ARTICLE 50-QUINQUIES, PARAGRAPHS 2 AND 5 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO.11971 OF MAY 14, 1999, AS SUBSEQUENTLY AMENDED (THE “ISSUERS’ REGULATION)**

**Rome, 26 October 2022** – Following up on the press release issued on October 21, 2022, regarding the provisional results of 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. (the “**Offeror**” or “**Poste**”) 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., final results on the Offers are announced.

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<sup>st</sup>, 2022 (the “**Offer Document**”).

**FINAL RESULTS**

It is confirmed that, based on the final results communicated by Equita SIM S.p.A, in its capacity as the Intermediary Appointed to Coordinating the Collection of Acceptances, (i) a total of no. 6,015,951 Shares, representing approximately 69.12 % of the Issuer's share capital; and (ii) a total of no. 5,208,040 Warrants, representing approximately 65.89 % of the Issuer's Warrants issued and outstanding as of the date of this press release, have been tendered, respectively, to the Offer on Shares and the Offer on Warrants during the Acceptance Period ended on October 21, 2022, as last extended.

Therefore, (i) taking into account the Shares tendered to the Offer on Shares and no. 2,545,547 Shares held by the Persons Acting in Concert, equal to 29.25% of the Issuer's share capital, the Offeror and the Persons Acting in Concert would hold, as of the settlement date of the Offer on Shares, no. 8,561,498 Shares, equal to 98.37% of the Issuer's share capital; and (ii) taking into account the Warrants tendered to the Offer on Warrants and

no. 2,382,150 Warrants held by the Persons Acting in Concert, equal to 30.14% of the Issuer's Warrants issued and outstanding, the Offeror and the Persons Acting in Concert would hold, as of the settlement date of the Offer on Warrants, no. 7,590,190 Warrants, equal to 96.03% of the Issuer's Warrants issued and outstanding.

#### **FULFILLMENT OF THE THRESHOLD CONDITION AND WAIVER OF THE OTHER CONDITIONS ON THE OFFERS**

In light of the above-indicated final results of the Offers, the Offeror confirms what has already been disclosed in the press release on the provisional results of the Offers issued on October 21, 2022, namely, that the Thresholds Condition (*i.e.*, the Shares' Threshold Condition as well as the Warrants' Threshold Condition) is fulfilled since, as a result of the acceptances of the Offers and taking into account the Issuer's Shares and Warrants held by the Persons Acting in Concert and subject to the Non-Tender Commitment, the Offeror and the Persons Acting in Concert will come to hold a participation of approximately 98.37% of the Issuer's share capital and approximately 96.03% of the Issuer's Warrants issued and outstanding as of today's date.

In addition, as per the press release on the provisional results of the Offers issued on October 21, 2022 and as stated in Paragraph A.2 of the Offer Document, the effectiveness of the Offers is subject to the non-occurrence of the following additional conditions precedent: (i) the Material Acts Condition; (ii) the Defensive Measure Condition; and (iii) the MAC condition.

That being said, the Offeror declares to waive the Material Acts Condition, the Defensive Measures Condition, and the MAC Condition. The Offers, therefore, are effective and can be finalized.

Considering the foregoing, the Offeror: (i) announces that, pursuant to and for the purposes of Article 40-bis, paragraph 3, letter b) of the Issuers' Regulations, the reopening of the terms of the Tender Period will not take place; (ii) will purchase all Shares and all Warrants tendered to the Offers during the Tender Period on the Payment Date, (iii) the prerequisites of the law and the bylaws having been met, it will exercise the Squeeze-out Right pursuant to Article 111 of the CFA and, therefore, it will also fulfill the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA with respect to the remaining no. 141,607 Shares still outstanding, *i.e.*, the Shares that were not tendered during the Tender Period, amounting to approximately 1.63% of the Issuer's share capital, and (iv) the prerequisites of the bylaws having been met, it will exercise the Squeeze-out Right pursuant to Art. 111 of the CFA in relation to the remaining No. 314,100 Warrants still outstanding, *i.e.*, the Warrants that were not tendered during the Tender Period, equal to approximately 3.97% of the issued and outstanding Warrants.

#### **CONSIDERATION AND PAYMENT DATE**

The Consideration due to the holders of the Shares and Warrants tendered to the Offers, amounting to Euro 4.20 per Share and Euro 0.78 per Warrant, respectively, will be paid to the tendering parties on the Payment Date (*i.e.*, October 28, 2022), against the simultaneous transfer of ownership rights to such Shares and Warrants in favor of the Offeror, for a total consideration, calculated on the basis of the Consideration, of Euro 29,329,265.40.

Payment of the Consideration will be made in cash. The Consideration will be paid by the Offeror to the account designated by the Intermediary Appointed to Coordinating the Collection of Acceptances and transferred by them to the Depository Intermediaries for crediting to the accounts of their respective clients. The Offeror's obligation to pay the Consideration under the Offers shall be deemed fulfilled when the relevant amounts have been transferred to the Depository Intermediaries. It remains the sole responsibility of the parties to the Offers to bear the risk that the Depository Intermediaries fail to transfer such sums to those entitled or delay their transfer.

#### **TERMS AND CONDITIONS OF EXERCISE OF THE SQUEEZE-OUT RIGHT ON SHARES AND WARRANTS PURSUANT TO ARTICLE 111 OF CFA AND FULFILLMENT OF THE PURCHASE OBLIGATION ON SHARES**

## PURSUANT TO ARTICLE 108, COMMA 1, OF CFA

In light of the above, the Offeror confirms that the prerequisites have been verified:

- (i) to exercise the Squeeze-out Right pursuant to Article 111 of the CFA with respect to the remaining 141,607 Shares still outstanding, representing approximately 1.63% of the Issuer's share capital (le "**Remaining Shares**"). As stated in the Offer Document, by exercising the Squeeze-out Right pursuant to Article 111 of the CFA, the Offeror will also fulfill the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA concerning the Residual Shares, thereby triggering the Joint Procedure;
- (ii) for the exercise of the Warrant Squeeze-out Right pursuant to Article 111 of the CFA in relation to the remaining 314,100 Warrants still outstanding, representing approximately 3.97% of the issued and outstanding Warrants of the Issuer (the "**Remaining Warrants**").

The consideration that will be paid by Poste in the context of the Joint Procedure and the Warrant Squeeze-out Right will be, respectively, equal to the Shares Consideration, i.e., Euro 4.20 per Issuer Share, and the Warrants Consideration, i.e., Euro 0.78 per Issuer Warrant.

Taking into account the number of Remaining Shares and the Residual Warrants, the total consideration for the Joint Procedure and the Warrant Squeeze-out Right will be Euro 839,747.40.

As stated in the Offer Document, an amount equal to the entire Overall Maximum Disbursement has already been credited to a bank account (the "**Relevant Account**") opened in Poste's name with the Exact Fulfillment also to service the Joint Procedure and the Warrant Squeeze-out Right. Therefore, in order to give effect to the Joint Procedure and the Warrant Squeeze-out Right, on November 4, 2022, Poste will confirm to Sourcesense the existence of an amount equal to the total countervalue for the Joint Procedure and the Warrant Squeeze-out Right in the Relevant Account and, therefore, the availability of the amounts in the Relevant Account for the payment of the consideration for the Joint Procedure and the Warrant Squeeze-out Right.

The Joint Procedure and the Warrant Squeeze-out Right, therefore, will become effective on November 4, 2022, the day on which the transfer of ownership of the Remaining Shares and Remaining Warrants to Poste will become effective with the consequent entry in the shareholders' register by the Issuer pursuant to Article 111, paragraph 3, of the CFA.

It is noted that the Squeeze-out Right under Article 111 of the CFA and the Warrant Squeeze-out Right is exercised with respect to all Remaining Shares and all Remaining Warrants regardless of the request for payment of the consideration of the Joint Procedure and/or the Warrant Squeeze-out Right above, effective November 4, 2022. Holders of Remaining Shares and Remaining Warrants will be able to obtain payment of the consideration for the Joint Procedure and/or the Warrant Squeeze-out Right directly from their respective intermediaries.

After the expiration of the five-year statute of limitations set forth in Article 2949 of the Civil Code, and subject to the provisions of Articles 2941 et seq. of the Civil Code, holders of Remaining Shares and Remaining Warrants who have not requested payment will lose their right to obtain payment of the consideration for the Joint Procedure and the Warrant Squeeze-out Right.

## REVOCATION FROM TRADING OF SHARES AND WARRANTS

Please note that, in accordance with the Articles 41 of the Euronext Growth Milan Issuers' Rules and 41 of the Guidelines of Borsa Italiana, Borsa Italiana will arrange for Sourcesense's Shares and Warrants to be suspended from trading on Euronext Growth Milan on the sessions of November 2 and 3, 2022, and revoked from trading as of the session of November 4, 2022.

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For any detailed information on the Offers, please refer to the Offer Document, which is available for public inspection 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.

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