



SPAFID
CONNECT

Informazione Regolamentata n. 1130-111-2022	Data/Ora Ricezione 04 Novembre 2022 12:11:08	Euronext Milan
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Diffusione presunta
Oggetto : Poste Italiane: Sourcesense voluntary
tender offer - delisting

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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REVOCATION FROM TRADING OF THE SHARES AND WARRANTS OF SOURCESENSE AS OF THE CURRENT DATE

REGULATION OF THE JOINT PROCEDURE FOR EXERCISING THE SQUEEZE-OUT RIGHT ON THE SHARES PURSUANT TO ARTICLE 111 OF THE CONSOLIDATED LAW ON FINANCE AND FOR FULFILLING THE OBLIGATION TO PURCHASE PURSUANT TO ARTICLE 108, PARAGRAPH 1 OF THE CONSOLIDATED LAW ON FINANCE (THE “JOINT PROCEDURE”)

SQUEEZE-OUT RIGHT ON THE WARRANTS PURSUANT TO ARTICLE 111 OF THE CONSOLIDATED LAW ON FINANCE

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Rome, 4 November 2022 – Following up on the press releases issued on October 21, 2022, and on October 26, 2022 regarding, respectively, the provisional results and the final 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., and following the connected occurrence of the prerequisites of the law and By-Laws for the fulfillment (i) of the procedure for the exercise of the right to purchase pursuant to Article 111 of the CFA and for the fulfillment of the obligation to purchase pursuant to Article 108, paragraph 1, of the CFA (the “**Joint Procedure**”) concerning the remaining 141,607 ordinary shares of Sourcesense still outstanding as of the date of the conclusion of the Acceptance Period, as extended, equal to approximately 1.63% (the “**Residual Shares**”) and (ii) for the exercise of the right to purchase pursuant to Article 111 of the CFA in relation to the remaining 314,100 Warrants still outstanding as of the date of conclusion of the Acceptance Period, as extended, amounting to approximately 3.97% of the Issuer’s issued and outstanding Warrants (the “**Residual Warrants**”), Poste announces that it has today made the notification to Sourcesense pursuant to and in accordance with Article 111, paragraph 3, of the CFA.

As a result, the transfer of ownership of the Residual Shares and Residual Warrants to Poste will become effective today, with the consequent entry in the shareholders’ ledger by Sourcesense pursuant to Article 111, paragraph 3, of the CFA. It is noted that the Right to Purchase under Article 111 of the CFA and the Warrant Right to Purchase are exercised with respect to all Residual Shares and all Residual Warrants regardless of the demand for payment of the consideration of the Joint Procedure and/or the Warrant Right to Purchase above, as of November 4, 2022. Holders of Residual Shares and Residual Warrants will be able to obtain payment of the consideration for the Joint Procedure and/or the Warrant Purchase Right directly from their respective intermediaries. After the expiration of the five-year limitation period 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 Residual Shares and Residual Warrants who have not requested payment will lose the right to obtain payment of the consideration for the Joint Procedure and the Warrant Purchase Right.

On October 27, 2022, Borsa Italiana disposed that Sourcesense’s Shares and Warrants be delisted as of today’s

trading session.

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 1st, 2022 (the “Offer Document”).

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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;
- (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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NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN UNITED STATES OF AMERICA, CANADA, AUSTRALIA AND JAPAN (OR IN ANY OTHER COUNTRY, AS DEFINED BELOW).

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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