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**Anima Holding S.p.A. announces the results of its Tender Offer in respect of its €300,000,000 1.750 per cent. Notes due 2026 (ISIN: XS2069040389)**

Milan, 8 June 2020. Further to the press releases dated 22 May 2020 and 1 June 2020, Anima Holding S.p.A. (the “**Company**”) hereby announces the results relating to the invitation – as re-opened, extended and amended with respect to certain terms, as communicated to the market on 1 June 2020 – to eligible holders (the “**Noteholders**”) of its outstanding €300,000,000 1.750 per cent. Notes due 2026 (ISIN: XS2069040389) (the “**Notes**”) to tender their Notes for purchase by the Company for cash (the “**Offer**”), subject to satisfaction of the conditions contained in the tender offer memorandum dated 22 May 2020, as amended by virtue of an announcement issued by the Company on 1 June 2020 (the “**Tender Offer Memorandum**”) and subject to the offer restrictions set out in the Tender Offer Memorandum.

Capitalised terms used in this press release but not defined have the meanings given to them in the Tender Offer Memorandum.

Further to the re-opening and extension of the Offer, the expiration deadline for the Offer was 5.00 pm CEST on Friday, 5 June 2020.

**Results of the Offer**

The Company will accept to purchase Notes validly tendered pursuant to the Offer for an aggregate nominal amount of €16,022,000.

As anticipated on 1 June 2020, the purchase price the Company will pay for the Notes validly tendered and accepted for purchase by the Company pursuant to the Offer is equal to 90.00 per cent. of the nominal amount of the relevant Notes (the “**Re-opening Purchase Price**”).

The Settlement Date for the Offer is expected to be 10 June 2020. Please note that the Company will pay, in addition to the Re-opening Purchase Price, accrued interests in respect of all Notes accepted for purchase.

The information relating to the pricing and results of the Offer are set out below.

Description of the Notes	ISIN / Common Code	Acceptance Amount	Scaling Factor	Re-opening Purchase Price	Aggregate Principal Amount outstanding after the Settlement Date
€300,000,000 1.750 per cent. Notes due 2026	XS2069040389 / 206904038	€16,022,000	N/A	90.00 per cent.	€283,978,000



All the Notes accepted for purchase in respect of which Tender Instructions specified Offer Prices equal to the Re-opening Purchase Price have been accepted in full without pro-rata. As anticipated on 1 June 2020, all Tender Instructions which specified Offer Prices above the Re-opening Purchase Price are rejected by the Company.

All Notes purchased by the Company will be cancelled and will not be reissued or resold. Notes which have not been successfully submitted and accepted for purchase pursuant to the Offer will remain outstanding. After the Settlement Date, Notes for an aggregate nominal amount of €283,978,000 will remain listed on the "Global Exchange Market", the multilateral trading facility, as defined under Directive (EU) 2014/65 (MTF), managed by Euronext Dublin.

## Contact Information

### DEALER MANAGERS

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### TENDER AGENT

#### Lucid Issuer Services Limited

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**DISCLAIMER** This press release must be read in conjunction with the announcement issued by the Company on 1 June 2020 (the "Announcement") and the Tender Offer Memorandum. This press release, the Announcement and Tender Offer Memorandum contain important



information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of this press release, the Announcement or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer. None of the Company, the Dealer Managers or the Tender Agent or any of their respective directors, employees or affiliates has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of Noteholders either as a class or individuals, and none of them makes any recommendation whether Noteholders should tender Notes pursuant to the Offer. None of the Company, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) is providing Noteholders with any legal, business, tax, financial, investment, accounting or other advice in this press release and/or the Announcement and/or the Tender Offer Memorandum and/or in connection with the Offer. Noteholders should consult with their own advisers as they consider appropriate to assist them in taking decisions with respect to the Offer, including to determine whether they are legally permitted to tender Notes pursuant to the Offer.

#### **OFFER AND DISTRIBUTION RESTRICTIONS**

*This press release, the Announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this press release, the Announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this press release, the Announcement and the Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.*

**United States:** The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a **U.S. Person**)). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the **Securities Act**) or by, or by any person acting for the account or benefit of, a U.S. Person. Accordingly, copies of this press release, of the Announcement and the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States or to any U.S. Person. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a U.S. Person or by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.



Neither this press release nor the Tender Offer Memorandum or the Announcement is an offer to buy or sell, or a solicitation of an offer to sell or buy, any Notes or other securities in the United States.

Each holder of Notes participating in the Offer will represent that it is not located in the United States and it is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States and is not a U.S. person. For the purposes of this and the above two paragraphs, **United States** means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

**Italy:** None of the Offer, this press release, the Announcement and the Tender Offer Memorandum or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations. The Offer is being carried out in the Republic of Italy (**Italy**) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Noteholders or beneficial owners of the Notes that are resident and/or located in Italy may tender their Notes for purchase in the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with any other applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes and/or the Offer.

**United Kingdom:** The communication of this press release, the Announcement and the Tender Offer Memorandum and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to, and may only be acted upon by, those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Financial Promotion Order**)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (together, **relevant persons**). Any investment or investment activity to which this press release, the Announcement and the Tender Offer Memorandum relates is available only to relevant persons and will be engaged in only with relevant persons (and is subject to other restrictions referred to in the Financial Promotion Order).

**France:** The Offer is not being made, directly or indirectly, to the public in the Republic of France (**France**). Neither this press release nor the Announcement nor the Tender Offer Memorandum nor any other document or material relating to the Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), other than



individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Offer. Neither this press release nor the Tender Offer Memorandum has been nor will they be submitted for clearance to nor approved by the *Autorité des Marchés Financiers*.

**Belgium:** The Offer may not be advertised and the Offer will not be extended, and neither this press release nor the Announcement nor the Tender Offer Memorandum nor any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any individual in Belgium qualifying as a consumer within the meaning of Article I.1 of the Belgian Code of Economic Law, as amended from time to time.

**General:** Neither this press release nor the Announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and a Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdiction.

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