



## PRESS RELEASE

### **PRELIOS: BOARD NAMES MEDIOBANCA FINANCIAL ADVISOR IN VIEW OF THE LAUNCH OF THE BURLINGTON/DAVIDSON KEMPNER PUBLIC TENDER OFFER THE INDEPENDENT DIRECTORS WILL AVAIL THEMSELVES OF THE ASSISTANCE OF INDEPENDENT EXPERT GIORGIO PELLATI**

*Milan, 21 December 2017* – In reference to the press releases published on 26 July, 28 July, 31 July and 3 August 2017 announcing, inter alia:

- (i) the deal between Burlington Loan Management DAC (“**Burlington**”, an Irish investment vehicle managed by **Davidson Kempner Capital Management LP**), on the one hand, and **Pirelli & C. S.p.A., Intesa Sanpaolo S.p.A., UniCredit S.p.A. and Fenice S.r.l.** (the “**Sellers**”), on the other, concerning the purchase (contingent on the satisfaction of several conditions precedent, including authorisation from the Bank of Italy), by a newly formed Italian company fully owned, directly or indirectly, by Burlington (the “**Purchaser**”), of the total 611,910,548 Prelios shares held by the Sellers; and
- (ii) the resulting obligation, pursuant to Art. 106 of Legislative Decree No. 58 of 24 February 1998, as amended (the “**Consolidated Law on Finance**” or “**TUF**”) – to launch a public tender offer, following the consummation of the above purchase of the equity interests held by the Sellers, for all of the remaining Prelios ordinary shares (the “**Offer**”), since at the date of the closing of the proposed transaction, the Purchaser would acquire a 44.86% stake in the voting capital of Prelios S.p.A. (“**Prelios**” or the “**Company**”);

Prelios announces that, following the evaluations carried out by the **Company's Board of Directors**, and the assessment and finalisation activities performed by the Company, it has been decided to appoint **Mediobanca-Banca di Credito Finanziario S.p.A.** – assuming and in view of the actual launch of the Offer – **financial advisor** and **independent expert** to assist with the activities and assessments that the Board of Directors will be required to carry out in respect of the Offer and the fairness of the consideration, pursuant to Art. 103, paragraphs 3 and 3-bis, of the TUF and Art. 39 of the regulation on issuers adopted by Consob by resolution no. 11971 of 14 May 1999, as amended (the “**Issuers' Regulation**”).

Prelios' **Independent Directors** have also announced to the Board of Directors that they will avail themselves of the assistance of **Professor Giorgio Pellati** as **independent expert** with the drafting of the opinion required of them pursuant to Art. 39-*bis*, paragraph 2, of the Issuers' Regulation.

The advisors were appointed by the Board of Directors and Independent Directors at the end of a process of selection and verification of the satisfaction of independence and professionalism requirements.

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**For further information:**

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