



PRESS RELEASE

PRELIOS FINALISES THE SPIN OFF OF THE REAL ESTATE INVESTMENTS: FOCUS INVESTMENTS IS ESTABLISHED

Milan, 29 December 2015 – With reference to the communication previously made to the market, Prelios S.p.A. (“**Prelios**” or the “**Company**”) announces that today **the extraordinary spin off transaction was closed**, that is **the separation of the business activities relating to Prelios real estate investments and co-investments** (the “**Investments**”) from those relating to services (asset and fund management, integrated property services, appraisal and brokerage services, credit servicing, the “**Services**”).

The Company finalised this transaction following the satisfaction of all the conditions precedent, specified in the Master Agreement with the Partners (Intesa Sanpaolo S.p.A., Pirelli & C. S.p.A. and UniCredit S.p.A.) and in the New Debt Restructuring Agreement with the Lending Banks¹ (the “**Agreements**”).

The extraordinary spin off transaction was performed through **the contribution of the Investments Business to a separate special purpose vehicle**, which had already been set up, known as **Focus Investments S.p.A.** (“**Focus Investments**” or the “**Transferee**”).

The contribution will be effective starting from **31 December 2015**.

Pursuant to the Agreements, under the spin off transaction and the related strengthening of the overall financial position, **a resolution was also passed by the Extraordinary Shareholders' Meeting of Focus Investments regarding:**

- a reserved capital increase of approximately Euro 12 million, which will be subscribed and paid in by the Partners;
- the issue of participating financial instruments to be offered for subscription to the Company against a contribution by Prelios of about Euro 20 million;
- the adoption of new Articles of Association for Focus Investments, which provide for, among other things, the distribution of the share capital of the Transferee in different categories of shares so that the governance of the company is apportioned equally between all four shareholders, with effect from the time of subscription and release of the reserved capital increase to the Partners.

It should be recalled that, within the context of the overall transaction and according to the terms and conditions set forth in the Master Agreement and in the New Restructuring Agreement, a **Prelios capital increase** is planned up to the maximum amount of **Euro 66.5 million** (including any share premium) through the issue of new Prelios ordinary shares, with no par value, to be

¹ Intesa Sanpaolo S.p.A., UniCredit S.p.A., Banca Monte dei Paschi di Siena S.p.A., Banca Popolare di Milano Soc.Coop.a r.l., Banca Popolare di Sondrio Soc.Coop.p.A., Banca Popolare dell’Emilia Romagna Soc.Coop. and Banca Carige S.p.A. - Cassa di Risparmio di Genova e Imperia, with Banca IMI S.p.A. as Agent Bank.

offered as options to the shareholders. Any unexercised options will be fully backed by the Lending Banks.

In this regard, in order to perform this capital increase, the Company's Board of Directors will exercise the powers delegated to it, pursuant to Art. 2443 of the Italian Civil Code, by the Extraordinary Shareholders' Meeting of 16 October 2015. The final terms of the share capital increase shall be set forth by the Board of Directors of Prelios as the Rights Offering approaches.

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For more details on the structure, terms and conditions of the Transaction, reference is also made to the Directors' Report already made available to the public by the deadlines set out by law prior to the Extraordinary Shareholders' Meeting of 16 October 2015, to the related minutes of the Shareholders' Meeting subsequently published as well as to the data made known to the market with the publication, as required by law, of the Disclosure Document concerning Significant Transactions with Related Parties, in accordance with Art. 5 of the CONSOB Regulation adopted with resolution no. 17221 of 12 March 2010 and subsequent amendments and integrations.

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