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**Voluntary tender offer launched by Crédit Agricole Italia S.p.A.  
on all the shares of Credito Valtellinese S.p.A.**

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**NOTICE PURSUANT TO ARTICLES 102, PARAGRAPH 1, OF THE LEGISLATIVE DECREE OF 24 FEBRUARY 1998, NO. 58, AND 37 OF THE CONSOB REGULATION OF 14 MAY 1999, NO. 11971 (“NOTICE”)**

**Milano/Parma, 23 November 2020** – In accordance with Article 102, paragraph 1, of the Legislative Decree 24 February 1998, no. 58 (the “**Consolidated Law on Finance**”), and with Article 37 of the Regulation adopted by Consob by resolution no. 11971 of 14 May 1999 (the “**Issuers’ Regulation**”), Crédit Agricole Italia S.p.A. (“**CAI**” or the “**Offeror**”) informs to have resolved to launch a voluntary tender offer (the “**Offer**”) on all the ordinary shares of Credito Valtellinese S.p.A. (“**Creval**” or the “**Issuer**”) <sup>(1)</sup> except for those held by the Offeror as of the date of publication of the Offer Document (as defined below) (see Paragraph 3.2.3) (the “**Shares**” and each a “**Share**”).

For each Share tendered to the Offer, the Offeror will pay

**a cash consideration equal to EUR 10.500 per Share** (the “**Consideration**”).

Such Consideration includes a **premium**:

- **of 21.4% <sup>(2)</sup> over the official price of the Issuer’s Shares as recorded at market closing of 20 November 2020; and**
- **of 53.9% <sup>(3)</sup> over the average, weighted on the basis of the trading volume, of the Issuer’s official prices per Share during the last 6 months prior to the market closing of 20 November 2020.**

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The legal framework, terms and essential elements of the Offer are indicated here below.

By the means and within the terms provided for under the applicable law, the Offeror will promote the Offer by providing Consob with the offer document (the “**Offer Document**”),

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<sup>(1)</sup> Reference is made to the shares issued as of today, in accordance with the by-laws of the Issuer.

<sup>(2)</sup> FactSet, official prices.

<sup>(3)</sup> FactSet, official prices.

which will be published at the end of an authorization proceedings by Consob, pursuant to Article 102, paragraph 4, of the Consolidated Law on Finance, following the obtainment of the Prior Authorizations set out in Paragraph 3.4.

Therefore, reference must be made to the Offer Document for a full description and evaluation of the Offer.

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## **1. LEGAL FRAMEWORK AND PARTIES INVOLVED IN THE OFFER**

### **1.1 Legal Framework of the Offer**

The Offer is a voluntary tender offer, promoted pursuant to Articles 102, paragraph 1, and 106, paragraph 4, of the Consolidated Law on Finance and of its implementing provisions set forth in the Issuers' Regulation.

The Offer is subject to the obtainment of the Prior Authorizations set out in Paragraph 3.4 and to the fulfillment of the Conditions Precedent set out in Paragraph 3.5.

### **1.2 The Offeror**

The Offeror is "**Crédit Agricole Italia S.p.A.**", a joint stock company incorporated under Italian law, with registered office in Parma, Via Università no. 1 and VAT, fiscal code and registration number with the Companies' Register of Parma 02113530345.

The Offeror is registered with the Banking Register kept by the Bank of Italy with no. 5435 and, as the parent company of the Crédit Agricole Italia Banking Group, in the National Register of Banking Groups with no. 6230.7. The Offeror is a member of the Interbank Deposit Guarantee Fund and the National Guarantee Fund.

The Offeror is also registered with Register of insurance and reinsurance intermediaries kept by IVASS, in the Section D, with no. D000027023.

As of the date of this Notice, the Offeror's share capital amounts to EUR 979,234,664.00, represented by no. 979,234,664 ordinary shares with nominal value equal to EUR 1.

As of the date of this Notice, Crédit Agricole S.A., a company incorporated under the laws of France, with registered office in Montrouge, Place des États-Unis no. 12 ("**Crédit Agricole**"), holds 75.601% of the Offeror's share capital and exercises management and coordination activity on the same. The Offeror's shareholders are also Sacam International S.A.S. (9.334% of the share capital), Fondazione Cassa di Risparmio di Parma e Monte di Credito su Pegno di Busseto (11.857% of the share capital), Fondazione Cassa di Risparmio della Spezia (1.965% of the share capital) and Fondazione di Piacenza e Vigevano (1.123% of the share capital). The remaining no. 1,177,970 shares of the Offeror, equal to 0.120% of the share capital, are held by approximately 6,000 <sup>(4)</sup> retail shareholders that became shareholders of the Offeror in 2018, following the merger by way of incorporation into the

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<sup>(4)</sup> As of the date of the shareholders meeting of the Offeror of 24 April 2020, the retail shareholders were 6,234.

Offeror of Cassa di Risparmio di Rimini S.p.A., Cassa di Risparmio di Cesena S.p.A. and Cassa di Risparmio di San Miniato S.p.A.

The shares of the Offeror are not traded either on a regulated market nor on multilateral trading facilities, nor through any other means.

As of the date of this Notice, Crédit Agricole Assurances S.A. (“**Crédit Agricole Assurances**”), a company incorporated under the laws of France, with registered office in Paris, Boulevard de Vaugirard no. 16/18, subsidiary of Crédit Agricole and, therefore, subject to common control with the Offeror, holds no. 6,907,484 Shares of the Issuer, equal to 9.847% of the Issuer’s share capital (the “**Crédit Agricole Assurances Shares**”). Crédit Agricole Assurances undertook to sell to the Offeror the Crédit Agricole Assurances Shares within the context of the Offer and at a price per Share equal to the Consideration of the Offer (see Paragraph 1.5).

### **1.3 Persons acting in concert with the Offeror with respect to the Offer**

By virtue of the relationships described above, (i) Crédit Agricole shall be considered a person acting in concert with the Offeror pursuant to Article 101-*bis*, paragraph 4-*bis*, letter b), of the Consolidated Law on Finance, as it is the company that directly controls the Offeror; and (ii) Crédit Agricole Assurances shall be considered a person acting in concert with the Offeror pursuant to Article 101-*bis*, paragraph 4-*bis*, letter c), of the Consolidated Law on Finance, as it is a company subject to common control with the Offeror.

### **1.4 The Issuer**

The Issuer is “**Credito Valtellinese S.p.A.**”, a joint stock company incorporated under Italian law, with registered office in Sondrio, Piazza Quadrivio no. 8 and VAT, fiscal code and registration number with the Companies Register of Sondrio 00043260140.

The Issuer is registered with the Banking Register kept by the Bank of Italy with no. 489 and, as the parent company of the Credito Valtellinese Banking Group, in the National Register of Banking Groups with no. 5216.7. The Issuer is a member of the Interbank Deposit Guarantee Fund and the National Guarantee Fund.

The Issuer is also registered with Register of Insurance and Reinsurance Intermediaries kept by IVASS, in the Section D, with no. D000074883.

As of the date of this Notice, the Issuer’s subscribed and fully paid-in share capital amounts to EUR 1,643,508,053.06, represented by no. 70,149,694 Shares without nominal value. According to publicly available information of the Issuer, the Issuer holds no. 6 treasury Shares.

The Shares of the Issuer are listed on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”) with ISIN Code IT0005412025.

The following chart shows the shareholders that, as of the date of this Notice – according to the notifications made pursuant to Article 120 of the Consolidated Law on Finance, as published on Consob’s website, as well as, with reference only to Crédit Agricole, information possessed by the Offeror – hold a stake in the share capital of the Issuer

exceeding 5% of the Issuer's share capital:

<b>Disclosing party or person placed at the top of the control chain</b>	<b>Direct Shareholder</b>	<b>% of Issuer's share capital</b>
<b>Altera Absolute Investments</b>	Altera Absolute Investments	7.070
<b>Algebris UK Limited</b>	Algebris UK Limited	5.286
<b>Hosking Partners LLP</b>	Hosking Partners LLP	5.128
<b>Dumont Denis</b>	DGFD S.A.	5.784
<b>Crédit Agricole SA</b>	Crédit Agricole Assurances S.A.	9.847

As of the date of this Notice, no shareholders' agreements concerning the Issuer result as having been executed, nor any natural or legal person exercises control over the Issuer pursuant to Article 93 of the Consolidated Law on Finance.

### **1.5 Commitment to sell Shares to the Offeror**

On 21 November 2020, the Offeror received, and accepted on 22 November 2020, from Algebris UK Limited (“**Algebris**”) a commitment letter to sell to the Offeror – subject to the obtainment of the required regulatory authorization – the Shares held by funds managed by Algebris UK Limited and that currently represent approximately 5.380% of the Issuer's share capital (the “**Algebris Shares**”) for a price per Share initially set at EUR 10.300 and which, if the Offer is successful, will be aligned to the Consideration.

The closing of the purchase of the Algebris Shares is expected to take place within the third business day following the obtainment of the regulatory authorization.

As the Offeror intends to close the purchase of the Algebris Shares prior to the publication of the Offer Document, it is expected that the Offer will be promoted on all the Shares of the Issuer <sup>(5)</sup> except for the Algebris Shares.

Finally, it should be noted that, Crédit Agricole Assurances undertook to transfer to the Offeror, upon the obtainment of the required approvals, the Crédit Agricole Assurances Shares within the context of the Offer and at a price equal to the Consideration.

## **2. REASONS FOR THE OFFER AND FUTURE PLANS OF THE OFFEROR**

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<sup>(5)</sup> Reference is made to the Shares issued as of today, in accordance with the by-laws of the Issuer.

## 2.1 Reasons for the Offer

The group headed by Crédit Agricole (the “**Crédit Agricole Group**”) has a longstanding presence in Italy, counting on – as of today – 4.5 million customers and more than 1,000 branches (mainly CAI, Crédit Agricole FriulAdria S.p.A. and Agos Ducato S.p.A. branches), as well as employing on the national territory about 14,000 employees. In particular, Italy represents the second domestic market for Crédit Agricole Group.

The activities of the group of the Offeror in Italy are based on:

- an attractive and fully-fledged customer-focused universal banking model, successfully developed over the years and that involves the following sectors: Retail Banking (carried out through the Offeror), Specialized Financial Services (carried out through Agos Ducato S.p.A., FCA Bank S.p.A. and Crédit Agricole Leasing Italia S.r.l.), Asset Gathering (carried out through, among others, Amundi SGR S.p.A., Crédit Agricole Assurances and CA Indosuez Wealth (Italy) S.p.A.) and Large Customers (carried out through Crédit Agricole Corporate & Investment Bank S.A. and CACEIS Bank S.p.A.). With reference to such activities, the group of the Offeror is consistently one of the most successful and profitable banking groups;
- strong partnerships with Italian financial institutions, such as UniCredit S.p.A. in the Asset Management sector or Banco BPM S.p.A. in Consumer Finance and the Issuer itself in Life Insurance;
- a consistent support to local employment and economic dynamism with EUR 78 billion of loans as of 30 September 2020 and having hired more than 1,250 employees in Italy since the beginning of 2018;
- a solid track-record of sustainable growth across all the business lines of the group headed by the Offeror. In this respect, it is worth mentioning, in particular, the successful acquisitions of Cassa di Risparmio della Spezia S.p.A. in 2010 and, more recently, of Cassa di Risparmio di Rimini S.p.A., Cassa di Risparmio di Cesena S.p.A. and Cassa di Risparmio di San Miniato S.p.A. These transactions demonstrate the Offeror’s ability to perform complex transactions and the strength of its business model based on the proximity to the territory.

The Offeror pursues a growth path in Italy, with particular focus on profitability and sustainability, through the increase of its scale and the further strengthening of its competitive positioning, also by seizing external growth opportunities such as the integration of banks – like the Issuer – characterized by a strong proximity to the territory, a solid risk profile and a distribution capability complementary to that one of the Offeror.

The Issuer has improved its asset quality profile over the past years, by reducing the non-performing exposures, while maintaining, at the same time, an adequate capitalization. However, in a context characterized by an increasing competitive pressure, by low interest rates, by the need to constantly improve efficiency, by ever increasing digital investments and by the challenges presented by a complex and constantly evolving regulatory framework, the dimension of the company represents a key factor to ensure sustainable growth and returns

in the banking industry; from this point of view, the Issuer would benefit from the consolidation with the Offeror.

The integration of the Issuer with the Offeror represents for both banks an ideal growth opportunity:

- the Issuer and the Offeror have a complementary market positioning and geographic coverage;
- the Issuer and the Offeror share the same attention to domestic territories and local communities in which they operate;
- the Issuer and the Offeror are already partners in bancassurance, as Crédit Agricole Vita S.p.A. – a company owned by Credit Agricole Assurances – is the exclusive partner of the Issuer for life insurance business.

The combination of the Issuer and the Offeror will lead to the creation of a solid Italian banking group characterised by a strong local footprint, with significant positive impacts on the economy of the relevant territories and in the interests of all the stakeholders.

The Offer will allow the shareholders of the Issuer to sell their Shares at a price which includes a significant premium (53.9% premium over the average, weighted on the basis of the trading volume, of official prices per Issuer's Share during the last 6 months prior to 20 November 2020 and 21.4% premium to Issuer's Share official price calculated as of 20 November 2020) also if compared to Issuer's Shares prices preceding the break-out of the Covid-19 pandemic (50.2% premium over the average, weighted on the basis of the trading volume, of official prices per Issuer's Share during the 6 months prior to 21 February, 2020, that is the pre Covid-19 outbreak).

## **2.2 Industrial and Strategic considerations**

Following the Offer, the Offeror intends to proceed with a merger by incorporation of the Issuer into the Offeror to realize the full and effective integration of its activities with the Issuer's ones.

With the acquisition of the Issuer, the Offeror aims at pursuing its growth strategy, which is implemented also through the integration of other banks, and consolidating its competitive positioning in the Italian market, achieving about 5% combined market share <sup>(6)</sup> at national level.

The Offeror will strengthen its local footprint through more than 1,200 branches in the most productive areas of Italy, especially in Lombardy (where more than 40% of the Issuer's branches are located), with market share doubling from 3% to more than 6%. The Offeror will serve 2.8 million clients with a direct access to the European-leading offering of the Crédit Agricole Group, benefitting from an enhanced operational efficiency, a strong asset quality, and financial strength, further increased by the support of the Crédit Agricole Group.

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<sup>(6)</sup> Market share by number of branches.

The acquisition of the Issuer by the Offeror will create significant benefits for all the stakeholders of the Issuer, notably:

- the Issuer will join a leading financial group, characterized by high solvency levels, strong credit ratings and a robust asset quality;
- the customers of the Issuer will progressively gain access to the same financial products and services as the Offeror, benefitting from the scale, innovative and client-centric culture of the group to which the Offeror belongs;
- the employees of the Issuer will benefit from the initiatives of the Offeror concerning individual empowerment, welfare and training (in 2020, for the eleventh consecutive year, the Offeror has received the Top Employers Italia certification);
- the combined group will continue its strong commitment to supporting the Italian economy and the local communities, through proximity to local areas, in line with the Offeror's *raison d'être* and tradition, and will maintain a responsible strategy with respect to the environmental protection.

Drawing on its past successful experience in implementing integrations, the Offeror is confident in its ability to integrate the Issuer with minimum risks. The successful track-record represented by the integrations of Cassa di Risparmio di Rimini S.p.A., Cassa di Risparmio di Cesena S.p.A. and Cassa di Risparmio di San Miniato S.p.A. has been based on the close cooperation with trade unions, leading to new opportunities for the employees.

Consistently with the objectives and industrial rationale of the Offer:

- in the event that, as a result of the Offer, the Offeror acquires more than 90% of the share capital of the Issuer, the Offeror does not intend to carry out actions aiming at restoring the minimum required conditions of free-float to ensure the ordinary trading of the Shares and this will entail the delisting of the Issuer's Shares pursuant to the applicable regulation;
- in any event, following the Offer, if requirements are met, the Offeror will take all necessary activities to proceed with the merger by way incorporation of the Issuer through which it will complete the full integration and, then, maximizing value creation consistently with the Offeror's strategy implemented in the last relevant transactions (which encompassed the mergers by incorporation into the Offeror of Cassa di Risparmio di Rimini S.p.A., Cassa di Risparmio di Cesena S.p.A. and Cassa di Risparmio di San Miniato S.p.A. in 2018 and of Cassa di Risparmio della Spezia in 2019).

### **3. ESSENTIAL ELEMENTS OF THE OFFER**

#### **3.1 Classes and amount of Shares included in the Offer**

The Offer will be made on all the Shares <sup>(7)</sup> except for those held by the Offeror as of the date of the publication of the Offer Document, including any treasury Shares of the Issuer, that – according to publicly available information of the Issuer – amount to 6.

Since the Offeror intends to perform the purchase of the Algebris Shares prior to the publication of the Offer Document, the Offer is expected to be promoted on no. 66,375,397 Shares of the Issuer listed on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana and equal to 94.620% of the Issuer’s share capital.

The Offeror may purchase also other Shares of the Issuer outside the Offer, to the extent permitted by the applicable law. The purchases made outside the Offer will be notified to the market pursuant to Article 41, paragraph 2, letter c), of the Issuers’ Regulation.

The Shares of the Issuer tendered in the Offer must be freely transferable to the Offeror, and free from restrictions and encumbrances of any kind and nature, whether in rem, contractual or personal.

### 3.2 Consideration of the Offer

#### 3.2.1 *Consideration per Share of the Offer*

The Consideration is equal to EUR 10.500 per Share tendered in the Offer.

The Consideration includes a premium of 21.4% over the official price of the Shares as recorded as of 20 November 2020 (that is the day of market trading prior to the launch of the Offer), that was equal to EUR 8.652. The following chart shows the data concerning the volume weighted average price per Issuer’s Share in the relevant periods, starting from 20 November 2020:

Reference Date	Volume Weighted Average Price <sup>(8)</sup> per Share	Implied Offer Premium
<b>20 November 2020</b>	8.652	+21.4%
<b>1 month prior to 20 November 2020 (included)</b>	7.140	+47.0%
<b>3 months prior to 20 November 2020 (included)</b>	7.392	+42.0%
<b>6 months prior to 20 November 2020 (included)</b>	6.825	+53.9%

For reference, the Consideration includes a premium of 50.2% above the volume weighted average price per Issuer’s Share calculated on the 6-month period pre Covid-19 outbreak <sup>(9)</sup>.

The Consideration has been calculated assuming that the Issuer does not resolve upon and

<sup>(7)</sup> Reference is made to the Shares issued as of today, in accordance with the by-laws of the Issuer.

<sup>(8)</sup> Volume weighted average price per Share sourced from FactSet, official prices.

<sup>(9)</sup> 21 February 2020.



carry out any ordinary or extraordinary distribution of dividends taken from the profit and the reserves prior the date of payment of the Consideration. If the Issuer, prior to that date, pays a dividend to its shareholders or, in any case, the coupon relating to resolved upon but unpaid dividends by the Issuer is detached from the Shares, the Consideration will be automatically decreased of an amount equal to the amount of such dividend.

The Consideration is understood to be net of Italian income tax over financial transactions, stamp duty and registration tax, where due, and of expenses, fees, and commissions, which will be borne by the Offeror. Any income tax, deduction and substitute tax, where due in relation to any potential realized capital gain, will be borne by the shareholders that will have tendered their Shares in the Offer.

### 3.2.2 Maximum Consideration

The maximum aggregate disbursement for the Offer, calculated on the basis of the Shares indicated in Paragraph 3.1, will be equal to EUR 696,941,668.50 (the “**Maximum Consideration**”).

### 3.2.3 Payment of the Consideration

The payment of the Consideration will take place, contextually to the transfer of the ownership of the tendered Shares to the Offeror, within the fifth trading day following the closing of the tender period as agreed upon with Borsa Italiana and indicated in the Offer Document (the “**Tender Period**”), excluding any possible extension or amendment to the Offer that could take place in compliance with the applicable law (see Paragraph 3.6).

### 3.2.4 Guarantee

The Offeror intends to cover the financing costs necessary to pay the Consideration, up to the Maximum Consideration, through already available own funds, without relying on external financing.

The Offeror declares, pursuant to Article 37-*bis* of the Issuers’ Regulation, to be in a position to fully meet its commitment to pay the Consideration of the Shares and, in this regard, the Offeror declares that it will deposit the required cash amount to pay the Consideration in a specific escrow account.

## **3.3 The Tender Period**

The Offeror will provide Consob with the Offer Document within 20 calendar days from the date of this Notice, pursuant to Article 102, paragraph 3, of the Consolidated Law on Finance. Within the same time frame, the Offeror will file with the competent authorities all the communications and applications required to obtain the Prior Authorizations (as defined in Paragraph 3.4). The Offer Document will be published once approved by Consob, following the obtainment of the Prior Authorizations pursuant to Article 102, paragraph 4, of the Consolidated Law of Finance.

The Tender Period – which, pursuant to Article 40, paragraph 2, letter *b*), of the Issuers’ Regulation, will be agreed upon with Borsa Italiana and will last for a time period between a minimum of 15 and a maximum of 40 trading days, unless extended – will begin following

the publication of the Offer Document, in compliance with applicable law. It is currently expected that the Tender Period can begin at the end of the first quarter or at the beginning of the second quarter of 2021.

Upon the satisfaction (or waiver) of the Conditions Precedent (as defined in Paragraph 3.5) and the successful completion of the Offer, the Offeror will pay the Consideration.

It should be noted that since the Offer has been promoted by a subject other than those set forth by Article 39-*bis*, paragraph 1, letter a), of the Issuers' Regulation, the Offer will not be subject to the reopening of the Tender Period pursuant to Article 40-*bis* of the Issuers' Regulation.

Except for the case of competing offers pursuant to the relevant provisions of the Consolidated Law on Finance and of the Issuers' Regulation, the Shares tendered in the Offer will remain bound to the Offer until the date of payment of the Consideration and the shareholders who will have tendered their Shares may exercise all the economical and administrative rights provided under the Shares, but they may not sell, in whole or in part, or in any case carry out acts of disposal (including pledges or other encumbrances or restrictions) relating to the Shares tendered in the Offer. During the same period, no interest on the Consideration will be due by the Offeror.

### **3.4 Prior Authorizations**

The Offeror, by the date of submission of the Offer Document to Consob, will file the following applications with the competent authorities in order to obtain the authorizations required by applicable law in relation to the Offer (collectively, the “**Prior Authorizations**”):

- (i) application to be filed with the European Central Bank and the Bank of Italy for the prior authorization, by the European Central Bank, for the direct acquisition of a controlling stake in the Issuer, pursuant to Articles 22 *et seq.* of Directive (EU) no. 36/2016 of the European Parliament and of the Council of 26 June 2013 and 19 and 22 of Legislative Decree 1<sup>st</sup> September 1993, no. 385 (“**Consolidated Law on Banking**”);
- (ii) application to be filed with the Bank of Italy for the prior authorization for the indirect acquisition of a controlling stake in Creval Più Factor S.p.A. and a qualified stake in Generalfinance S.p.A., pursuant to Articles 19, 22 and 110 of the Consolidated Law on Banking; and
- (iii) all other applications for prior authorizations that, pursuant to applicable law, are required in order to implement the Offer.

It should be noted that, pursuant to Article 102, paragraph 4, of the Consolidated Law on Finance, the approval by Consob of the Offer Document may occur only after each of the Prior Authorizations have been obtained (see Paragraph 3.3).

### **3.5 Conditions Precedent to the Offer**

Without prejudice to (and in addition to) the required approval of the Offer Document by Consob at the end of the related authorization proceedings and by the terms set forth in

Article 102, paragraph 4, of the Consolidated Law on Finance, the Offer is subject to the occurrence of each of the following conditions precedent, which will be further detailed in the Offer Document (the “**Conditions Precedent**”):

- (i) the Offeror will hold in the Issuer’s share capital, upon completion of the Offer and taking into account the Shares already held by the Offeror, a stake equal to at least 66.67% of the Issuer’s voting share capital (the “**Minimum Threshold Condition Precedent**”). The Offeror reserves the right to partially waive the Minimum Threshold Condition Precedent, provided that the stake held by the Offeror in the Issuer’s voting share capital, upon completion of the Offer and taking into account the Shares already held by the Offeror, is in any case at least equal to 50% of the Issuer’s voting share capital plus 1 (one) Issuer’s Share (the latter threshold cannot be waived);
- (ii) the release without provisions, limitations or conditions, by the European Commission, of the authorization pursuant to the Council Regulation (EC) no. 139 of the 20 January 2004 on control of concentrations between undertakings, related to the acquisition by the Offeror of the Shares subject to the Offer (the “**Antitrust Condition Precedent**”);
- (iii) within the second trading day before the date of payment of the Consideration, (x) the authorization by the Italian Presidency of the Council of Ministers pursuant to Articles 15 of the Law Decree 8 April 2020, no. 23 and 2 of the Law Decree 12 March 2012, no. 21 is obtained without provisions, limitations or conditions; or (y) terms set forth in Article 2, paragraph 6, of the Law Decree 15 March 2012, no. 21 have expired and no communications are received by the Italian Presidency of the Council of Ministers related to the exercise of veto powers and/or remarks and/or the imposition of conditions regarding the acquisition by the Offeror of the Shares subject to the Offer pursuant to Articles 15 of the Law Decree 8 April 2020, no. 23 and 2 of the Law Decree 12 March 2012, no. 21 (the “**Golden Power Condition Precedent**”);
- (iv) failure to occur or failure to emerge, within the date of payment of the Consideration, of (x) extraordinary events or situations involving serious changes in the political, financial, economic, currency or market situation, whether national or international, which have substantially prejudicial and adverse effects on the Offer and/or the Issuer and/or on the Offeror (or, respectively, on their subsidiaries and/or affiliated entities); or (y) events or situations concerning the Issuer which have not been disclosed to the public by the Issuer, or in any case are not known by the Offeror and/or by the market at the date of this Notice, and which involve, or could reasonably be expected to involve, substantially prejudicial changes in the assets, economic or financial position of the Issuer compared to the situation reported in the consolidated interim financial report at 30 June 2020, to the Issuer’s economic performance and to its outlook as of that date (the “**MAC Condition Precedent**”). It is understood that the MAC Condition Precedent shall not be deemed satisfied if, by the date of payment of the Consideration, events listed under (x) and (y) above which will arise as a consequence of, or in connection with, the spread of the Covid-19 pandemic (which, although being a phenomenon of public domain as at the date of this Notice, entails consequences

which are not in any way foreseeable in any business areas), including, without limitation, any crisis, temporary or definitive blockage or closure of the financial and productive markets and/or branches and/or distribution network used by the Issuer in carrying out its activity, involving, or that may reasonably involve, substantially prejudicial effects on the Offer and/or the Issuer and/or on the Offeror (or, respectively, on their subsidiaries and/or affiliated entities);

- (v) between the date of this Notice and the date of payment of the Consideration, the Issuer and/or its directly or indirectly controlled subsidiaries and/or affiliated entities do not resolve and, in any case, do not carry out, nor undertake to carry out, acts or transactions that may hinder the achievement of the purposes of the Offer pursuant to Article 104 of the Consolidated Law on Finance, even if such acts or transactions have been authorized by the Issuer's ordinary or extraordinary shareholders' meeting;
- (vi) between the date of this Notice and the date of payment of the Consideration, the corporate bodies of the Issuer (and/or of its directly or indirectly controlled subsidiaries or affiliated entities) do not carry out, nor undertake to carry out (including through conditional agreements and/or partnerships with third parties) any acts or transactions: (x) which may result in a significant deterioration or change, including prospective ones, in the share capital, assets, economic and financial situation and/or business and/or strategic plans of the Issuer (and/or of its directly or indirectly controlled subsidiaries or affiliated entities); (y) which restrict the free operation of branches and distribution networks in the placement of products to customers or which, in any way, restrain the Issuer from placing third parties' products to customers (including through renewal, extension – also as a result of failure in the early termination – or renegotiation of commercial agreements); or (z) which are in any case inconsistent with the Offer and the underlying industrial and commercial reasons, without prejudice in any case to the MAC Condition Precedent; the foregoing shall be deemed to refer, merely by way of example, to capital increases or capital reductions, distributions of reserves, extraordinary dividend payments (namely, those in excess of the profit reported in the last approved financial statements at the time of distribution), use of own funds, purchases or acts involving treasury shares, mergers, demergers, transformations, amendments to the by-laws in general, disposals, acquisitions or transfers, even on a temporary basis, of assets, equity investments (or related economic or administrative rights), companies or going concerns, conclusion, renewal or non-renewal of industrial cooperation, distribution and joint venture agreements, bond issues or debt assumption;
- (vii) the obtainment of the Prior Authorizations without orders, conditions or limitations; and
- (viii) the fact that, between the date of this Notice and the date of payment of the Consideration, no facts, events or circumstances occur which prevent the Offeror from implementing the Offer in accordance with authorizations obtained in relation to the Offer and with provisions contained therein.

The Offeror may waive, in whole or in part, one or more of the Conditions Precedent (except for, with respect to the Minimum Threshold Condition Precedent, the minimum threshold of 50% of the Issuer's voting share capital plus 1 (one) Issuer's Share), or amend them, in whole or in part, in compliance with the provisions under Article 43 of the Issuers' Regulations and giving notice in accordance with Article 36 of the Issuers' Regulation.

In accordance with Article 36 of the Issuers' Regulations, the Offeror will give notice of the occurrence or of the non-occurrence of the Conditions Precedent or, in the event that one or more Conditions Precedent have not occurred, of any waiver of any or all of those Conditions Precedent, within the following terms:

- (i) as to the Minimum Threshold Condition Precedent, with the announcement of the provisional results of the Offer that will be published by the evening of the last day of the Tender Period – and, in any case, by 7:59 am of the first trading day following the end of the Tender Period – and that shall be confirmed by the announcement of the final results of the Offer, that will be published by 7:59 am of the trading day before the date of payment of the Consideration;
- (ii) as to Antitrust Condition Precedent, Golden Power Condition Precedent and MAC Condition Precedent, by 7:59 am of the trading day before the date of payment of the Consideration; and
- (iii) as to all others Condition Precedent, by 7:59 am of the trading day before the date of payment of the Consideration.

In the event that any (even one) of the Conditions Precedent are not satisfied and the Offeror does not exercise its right to waive them and, consequently, the Offer is ineffective, the Shares tendered to the Offer will be returned to their respective owners, without any charges or expenses being imposed upon those owners, by the end of the trading day following the first announcement declaring the Offer being ineffective.

### **3.6 Amendments to the Offer**

In compliance with the limits provided under the applicable law (and, in particular, within the limits and according to the procedure under Article 43 of the Issuers' Regulations), the Offeror may amend the Offer by the day preceding the date set for the end of the Tender Period.

### **3.7 Delisting of the Shares**

#### *3.7.1 Obligation to purchase pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance*

In the case where, upon completion of the Offer – by virtue of the acceptances to the Offer and/or of purchases possibly performed outside of the same in compliance with the applicable laws – the Offeror holds an aggregate stake higher than 90%, but lower than 95% of the Issuer's share capital, the Offeror hereby declares its intention not to restore a free float sufficient to ensure the regular trading of the Issuer's Shares.

The Offeror will fulfil the subsequent obligation to purchase the remaining Issuer's Shares

from the shareholders so requesting pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance (the “**Sell-Out**”). The consideration to be paid to the Issuer’s shareholders will be determined pursuant to Article 108, paragraphs 3 and 4, of the Consolidated Law on Finance.

The Offeror will indicate in the notice relating to the results of the Offer, which will be published by the Offeror, pursuant to Article 41, paragraph 6, of the Issuers’ Regulations, whether the conditions for the Sell-Out have been met. In such case, the notice on the results of the Offer will contain, among others, information regarding: (i) the amount of remaining Shares subject to the Offer (both in terms of number of Shares and in percentage value in relation to the Issuer’s entire share capital); and (ii) the terms and procedures under which the Offeror will fulfil the Sell-Out and the timing of the delisting of the Issuer’s Shares (see below), or, alternatively, how such information can be found.

Following the occurrence of the conditions for the Sell-Out, pursuant to the applicable rules on the markets organized and managed by Borsa Italiana, the latter will delist the Issuer’s Shares (the “**Delisting**”) with effects from the trading day subsequent to the date of payment of the consideration for the Sell-Out. Therefore, in case of Delisting of the Issuer’s Shares, the shareholders of the latter which did not accept the Offer and did not exercise their right to request the Offeror to purchase their Shares in compliance with the Sell-Out will hold financial instruments that are not traded on any regulated market, with resulting difficulty in liquidating their investment.

*3.7.2 Obligation to purchase pursuant to Article 108, paragraph 1, TUF and exercise of right to purchase pursuant to article 111 of the Consolidated Law on Finance*

In the case where, upon completion of the Offer – by virtue of the acceptances to the Offer and/or of purchases possibly performed outside of the same in compliance with the applicable laws during the Tender Period and/or in compliance with the Sell-Out – the Offeror, alone or jointly with persons acting in concert (if any), holds an aggregate stake at least equal to 95% of the Issuer’s share capital, the Offeror hereby declares its intention to exercise its right to purchase the remaining outstanding Issuer’s Shares (that is the right to purchase each of the remaining outstanding Shares), pursuant to Article 111 of the Consolidated Law on Finance (the “**Squeeze-Out**”).

The Offeror, if the conditions are met, by exercising the Squeeze-Out, will also fulfill the obligation to purchase pursuant to Article 108, paragraph 1, of the Consolidated Law on Finance with respect to the shareholders so requesting and in accordance with a procedure agreed with the Consob and Borsa Italiana pursuant to the Issuers’ Regulations. Consequently, the Offeror will carry out a single procedure in order to fulfil the obligation to purchase pursuant to article 108, paragraph 1, of the Consolidated Law on Finance and to exercise the Squeeze-Out.

The Squeeze-Out will be exercised according to terms and procedures to be agreed with Consob and Borsa Italiana as soon as possible and, in any case, no later than three months from the date of payment of the Consideration, by depositing the total consideration of the purchase price for the remaining Shares subject to the Offer. Such purchase price shall be

determined in accordance with Articles 108, paragraph 3, and 111 of the Consolidated Law on Finance.

The Offeror will inform, in a specific section of the notice on the results of the Offer to be published pursuant to Article 41, paragraph 6, of the Issuers' Regulation, whether the conditions for the exercise of the Squeeze-Out have been met. In such case, the notice on the results of the Offer will contain, among others, information regarding: (i) the amount of the remaining Shares subject to the Offer (in terms of both the number of Shares and the percentage value in relation to the entire Issuer's share capital), and (ii) the procedures and terms by which the Offeror will exercise the Squeeze-Out and fulfil, within the same procedure, the obligation to acquire the remaining Shares subject to the Offer pursuant to Article 108, paragraph 1, of the Consolidated Law on Finance.

The transfer of the Shares in the context of the above procedures will be effective from the time of notification to the Issuer of the deposit of the consideration to be paid for the exercise of the Squeeze-Out. The Issuer will make the consequent entries in its shareholders' register. Pursuant to Article 2949 of the Italian Civil Code, once the five-year limitation period has elapsed from the date of deposit of the consideration for the exercise of the Squeeze-Out, the Offeror will have the right to obtain the return of the amounts deposited which have not been collected by the entitled parties.

Please note that, further to the occurrence of the conditions of the Squeeze-Out and of the obligation to purchase pursuant to article 108, paragraph 1, of the Consolidated Law on Finance, in accordance with the regulation on markets organized and managed by Borsa Italiana currently in force, the latter will order the suspension of Issuer's Shares from listing and/or the Delisting, taking into account the time required to exercise the Squeeze-Out.

### *3.7.3 Potential shortage in the free float and Delisting*

Please note that, where upon completion of the Offer the conditions for the Delisting are not met:

- (i) in any case, there may be a shortage of free float not ensuring the regular trading of the Shares. In this case, the Offeror does not intend to restore the minimum free float conditions to ensure a regular trading of the Shares and Borsa Italiana could order the suspension of the listing and/or the Delisting pursuant to article 2.5.1 of the regulation on markets organized and managed by Borsa Italiana currently in force;
- (ii) due to the merger by way of incorporation of the Issuer in the Offeror, that the latter intends to implement once the Offer is completed as a part of its future plans (as described in Paragraph 2), the shareholders of the Issuer would get in exchange the Offeror's shares that are not traded on a regulated market nor on a multilateral trading facility not in other ways.

\* \* \*

It should be noted that, because of the Delisting of the Shares, the shareholders of the Issuer which did not tender their Shares in the Offer and did not exercise their right to sell their Shares pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance, will hold

financial instruments that are not traded on any market, thereby making the liquidation of their investment in the future difficult.

### **3.8 Markets on which the Offer is promoted**

The Offer will be addressed, indiscriminately and at the same conditions, to all the Issuer's shareholders. Without prejudice to the foregoing, the Offer will be launched in Italy, as the Issuer's Shares are listed only on the Italian Stock Exchange (*Mercato Telematico Azionario*) organized and managed by Borsa Italiana.

The acceptance to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions imposed by legal or regulatory provisions. Recipients of the Offer are solely responsible for complying with such provisions and, therefore, prior to accepting the Offer, they are responsible for determining whether such provisions exist and are applicable, by relying on their own consultants' advice. The Offeror shall not be held responsible for other persons breaching the aforementioned provisions.

The Offeror will extend the Offer in the United States of America. The Offeror will rely on the Tier I exemption set forth in Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934, as amended, and will not be required to comply with Regulation 14E promulgated thereunder. The Offeror and the persons acting in concert can, in any case, purchase Shares outside of the Offer, in compliance with applicable law.

### **4. STAKES HELD BY THE OFFEROR AND THE PERSONS ACTING IN CONCERT**

As of today, Crédit Agricole Assurances, person that act in concert with the Offeror (see Paragraph 1.3), holds no. 6,907,484 Shares, equal to the 9.847% of the Issuer' share capital.

### **5. WEBSITE ON WHICH DOCUMENTS AND ANNOUNCEMENTS RELATED TO THE OFFER WILL BE MADE AVAILABLE**

Any announcements, the Offer Document and all documents related to the Offer will be available, among others, on the Offeror's website at <https://gruppo.credit-agricole.it/opa-creval>.

### **6. ADVISORS**

In relation to the Offer, the Offeror is advised by J.P. Morgan Securities plc and Crédit Agricole Corporate & Investment Bank S.A., as financial advisors, and by BonelliErede, as legal advisor.

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**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN ANY COUNTRY WHERE THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE MAY CONSTITUTE A VIOLATION TO THE LAWS OR REGULATIONS APPLICABLE IN SUCH JURISDICTION (INCLUDING CANADA, AUSTRALIA AND JAPAN)**



The public global voluntary tender Offer described in this Notice will be promoted by Crédit Agricole Italia over the totality of the ordinary shares of Credito Valtellinese.

This Notice does not constitute an offer to buy or sell Credito Valtellinese's shares.

Before the beginning of the Offer Period, as required by applicable regulations, the Offeror will publish the Offer Document which Credito Valtellinese's shareholders shall carefully examine.

The Offer will be promoted exclusively in Italy and the United States of America and will be addressed on equal terms to all shareholders of Credito Valtellinese. The Offer will be promoted in Italy as Credito Valtellinese's shares are listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana and, except for what is indicated below, is subject to the obligations and procedural requirements provided for by Italian law.

The Offer is not and will not be made in Canada, Japan, Australia and any other jurisdictions where making the Offer would not be allowed without the approval by competent authorities without other requirements to be complied with by the Offeror (such jurisdictions, including Canada, Japan and Australia, jointly, the "**Other Countries**"), neither by using national or international instruments of communication or commerce of the Other Countries (including, for example, postal network, fax, telex, e-mail, telephone and internet), nor through any structure of any of the Other Countries' financial intermediaries or in any other way.

Copies of any document that the Offeror will issue in relation to the Offer, 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 Offer resulting from solicitation carried out in violation of the above restrictions will not be accepted.

This Notice, as well as any other document issued by the Offeror in relation to the Offer, does not constitute and is not part of an offer to buy, nor of a solicitation of an offer to sell, financial instruments in the United States of America or in the Other Countries. The Offeror will extend the Offer in the United States of America in reliance on the Tier I exemption set forth in Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934, as amended, and is not required to comply with Regulation 14E promulgated thereunder. The Offeror and its affiliates reserve the right to purchase Shares outside of the Offer, to the extent permitted by applicable law. No financial instrument can be offered or transferred in the Other Countries without specific approval in compliance with the relevant provisions applicable in such countries or without exemption from such provisions.

This Notice may be accessed in or from the United Kingdom exclusively: (i) by persons having professional experience in matters relating to investments falling within the scope of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the "**Order**"), or (ii) by companies having significant net equity and by persons to whom the Notice can be legitimately transmitted as they fall within the scope of Article 49(2), paragraphs from (a) to (d), of the Order (all these persons are jointly defined "**Relevant Persons**"). Financial instruments described in this Notice are made available only to Relevant Persons (and any solicitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments will be addressed exclusively to such persons). Any person who is not a Relevant Person should not act or rely on this document nor on any of its contents.

Tendering in the Offer 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.

***Investor Relations:***

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***Website:***

*<https://gruppo.credit-agricole.it/opa-creval>*