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COMUNICATO STAMPA

ai sensi dell'art. 114 D. Lgs. n. 58/1998 e dell'art 17 del Regolamento EU 596/2014

7 febbraio 2018 - ITALO - Nuovo Trasporto Viaggiatori S.p.A. ("**Italo**" o la "**Società**") rende noto che i soci di seguito indicati hanno deciso di accettare l'offerta presentata da Global Infrastructure Partners III funds ("**GIP**") - investitore internazionale specializzato in infrastrutture che gestisce circa USD 40 miliardi per i propri investitori - per l'acquisto dell'intero capitale sociale di Italo (l'"**Offerta**"). Ha quindi convocato per domani mattina un Consiglio di Amministrazione per prendere atto di quanto sopra e, quindi, procedere al ritiro della domanda di autorizzazione alla pubblicazione del prospetto depositata presso Consob e di ammissione a quotazione delle azioni della Società depositata presso Borsa Italiana.

L'Offerta:

- (i) è stata indirizzata ai seguenti soci: Intesa Sanpaolo S.p.A., MDP Holding Due S.r.l., FA.DEL. S.r.l., Allegro S.à r.l. per conto di Generali Financial Holding FCP-FIS - Sub-fund 2, PII1 S.à r.l., MDP Holding Uno S.r.l., MDP Holding Quattro S.r.l., MDP Holding Tre S.r.l., MAIS S.p.A., Nuova Fourb S.r.l., Essecieffe S.r.l. (quale socio Partind S.r.l. e Partind Due S.r.l.), dott. Flavio Cattaneo e avv. Luca Cordero di Montezemolo (congiuntamente gli "**Azionisti**");
- (ii) riguarda il 100% del capitale sociale ad una valorizzazione (*equity value*) di Euro 1,940 miliardi. Inoltre è previsto che gli attuali azionisti di ITALO incassino il dividendo di Euro 30 milioni deliberato dall'assemblea della Società in data 19 gennaio 2018 e che la Società sostenga spese relative all'interrotto processo di quotazione fino ad un massimo di Euro 10 milioni, portando quindi il controvalore complessivo dell'operazione a **Euro 1,980 miliardi**;
- (iii) prevede che la sottoscrizione del contratto di compravendita allegato alla medesima, la cui esecuzione (*closing*) è condizionata all'ottenimento dell'autorizzazione *antitrust* prevista per legge, avvenga entro l'11 febbraio p.v.;
- (iv) conferma l'opzione dei destinatari dell'Offerta di reinvestire fino ad un massimo del 25% dei proventi derivanti dalla vendita alle stesse condizioni di acquisto da parte di GIP. A tale opzione possono aderire uno o più destinatari dell'Offerta, fermo restando il limite massimo del 25%.

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Important Regulatory Notice

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This announcement and this offering are only addressed to and directed at persons in Member States of the European Economic Area (the “EEA”) who are “Qualified Investors” within the meaning of Article 2(1)(e) of the Prospectus Directive. The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire Shares will be engaged in only with, Qualified Investors. This announcement should not be acted upon or relied upon in any Member State of the EEA by persons who are not Qualified Investors. For the purposes of this provision, the expression “Prospectus Directive” means

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Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Member State concerned.

This announcement contains inside information within the meaning of Article 7(1) of Regulation (EU) No 596/2014. The person responsible for the release of this information on behalf of Italo - Nuovo Trasporto Viaggiatori S.p.A. is Elisabetta Colacchia, Chief Operating Staff. Upon publication of this announcement, this inside information is now considered to be in the public domain, and any persons previously in possession of such inside information will no longer be considered to be in possession of inside information following publication of this announcement.