



SISAL GROUP S.P.A. ANNOUNCES THE OFFERING OF €530 MILLION SENIOR SECURED FLOATING RATE NOTES DUE 2026 OF SISAL PAY S.P.A.

MILAN — 2 December 2019 Sisal Group S.p.A. announces that Sisal Pay S.p.A. has launched an offering of €530,000,000 aggregate principal amount of senior secured floating rate notes due 2026 (the “Notes”) in connection with the corporate partnership (the “Investment”) by Sisal Group (indirectly owned by CVC) and Banca 5 S.p.A. (directly owned by Intesa Sanpaolo). Upon the completion of the Investment, Sisal Pay will be a new leading player in Italian proximity payments products and services and a trusted business partner for Italian merchants, created through the combination of the payments and services business of Sisal Group and the payments and services business of Banca 5. The Notes, if issued, will be governed by New York law and are expected to be listed on the Official List of The Luxembourg Stock Exchange and admitted to trading on the Euro MTF Market and the ExtraMOT Pro Segment of the Italian Stock Exchange (Borsa Italiana). Upon completion of the Investment, the proceeds from the offering of the Notes will be used to pay for a portion of the Investment consideration. The completion of the Investment is subject to, among other customary conditions, competition and regulatory clearance.

Financial information concerning Sisal Pay has been posted to the Sisal Group investor relations page.

About CVC

CVC is a leading private equity and investment advisory firm. Founded in 1981, CVC today has a network of 24 offices: 15 across Europe and the Americas and nine in the Asia-Pacific region. To date, CVC has secured commitments of over \$129 billion from over 300 investors from across the world. In total, CVC’s private equity platform currently manages approximately \$59 billion of assets.

About Sisal Group

Sisal Group, which is indirectly owned by CVC Fund VI, has over 70 years’ experience in the Italian gaming and convenience payments market. Today, Sisal Group, led by CEO Emilio Petrone, is one of the leading operators in the Italian gaming and betting market and in the Italian payments and services market, with approximately 44,000 points of sale distributed on a capillary basis throughout Italy.

About Intesa Sanpaolo

Intesa Sanpaolo, formed in 2007, is one of the leading banking groups in Europe. Intesa Sanpaolo offers its services to 11.8 million customers through a network of approximately 3,800 branches distributed throughout Italy. Intesa Sanpaolo has a strategic international presence, with approximately 1,100 branches and 7.3 million customers, comprising subsidiaries operating in commercial banking in 12 countries in Central Eastern Europe and Middle Eastern and North African areas and an international network of specialists in support of corporate customers across 25 countries, particularly in the Middle East, North Africa, the United States, Brazil, Russia, India and China. Intesa Sanpaolo has a market capitalization of approximately €40 billion.

Cautionary Statement

This press release is for information purposes only and does not constitute a prospectus or any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any other jurisdiction. The offering of the Notes will be made only in the United States to qualified institutional buyers in reliance on Rule 144A under the Securities Act and outside the United States to non-US persons in reliance on Regulation S under the Securities Act and to persons other than retail investors in the European Economic Area (the “EEA”), whereby a retail investor is defined as a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” as defined in Regulation (EU) 2017/1129 (the “Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. No approved prospectus within the meaning of the Prospectus Regulation is required in connection with the offering of the Notes.

MiFID II professionals/ECPs-only / No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

In the United Kingdom, this communication is directed only persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, (the “Financial Promotion Order”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order,

(iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment activity to which this communication relates will only be available to, and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. Persons distributing this announcement must satisfy themselves that it is lawful to do so.

Forward Looking Statements

This press release may include “forward looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. These forward looking statements can be identified by the use of forward looking terminology, including the terms “believe”, “anticipate”, “estimate”, “expect”, “suggest”, “target”, “intend”, “predict”, “project”, “should”, “would”, “could”, “may”, “will”, “forecast”, “plan” and similar expressions or, in each case, their negative, or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts and include statements regarding Sisal Group’s, Banca 5’s or the Issuer’s intentions, beliefs or current expectations. By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward looking statements are not guarantees of future performance and that actual facts may differ materially from the forward looking statements contained in this press release. Given these risks and uncertainties, you should not rely on forward looking statements as a prediction of actual results.