



SISAL GROUP S.P.A. COMPLETES INVESTMENT WITH BANCA 5 S.P.A

MILAN — 19 December 2019 Sisal Group S.p.A. announces the completion of the corporate partnership (the “**Investment**”) by Sisal Group (indirectly owned by CVC) and Banca 5 S.p.A. (directly owned by Intesa Sanpaolo). The Investment completes the activities described in the offering memorandum relating to the issuance by SisalPay Group S.p.A. (formerly, Sisal Pay S.p.A.) of €530,000,000 senior secured floating rate notes due 2026 (the “**Notes**”). Following the Investment, SisalPay Group S.p.A. undertakes all the obligations and rights relating to the Notes.

This release constitutes a public disclosure of inside information by Sisal Group S.p.A. under the Market Abuse Regulation (EU 596/2014 (16 April 2014)).

About CVC

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 Sisal Group

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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.

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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.