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NOTICE PURSUANT TO ARTICLES 36, OF THE REGULATION ADOPTED BY CONSOB WITH ITS RESOLUTION NO. 11971 OF 14 MAY 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE “**ISSUERS’ REGULATION**”).

**FULFILLMENT OF THE CONDITIONS OF THE  
VOLUNTARY PARTIAL PUBLIC TENDER OFFER BY ITALMOBILIARE S.P.A.  
ON UP TO NO. 4,000,000 ITALMOBILIARE S.P.A. ORDINARY SHARES**

**Milan, June 12, 2017** – With reference to the voluntary partial public tender offer promoted by Italmobiliare S.p.A. (“**Italmobiliare**” or the “**Offeror**” or the “**Issuer**”) pursuant to articles 102 and followings of the Italian legislative decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**TUF**”) on up to a maximum of no. 4,000,000 Italmobiliare’s no par value ordinary shares (the “**Offer**”), the Offeror hereby notifies the following.

Unless otherwise defined herein, the terms that are capitalized in this press release have the same meaning assigned to them in the offer document approved by Consob with resolution no. 20005 on May 17, 2017 and published on the same day (the “**Offer Document**”).

The Offer has been promoted on April 19, 2017 on up to a maximum of no. 4,000,000 Issuer’s ordinary shares (as a result of the stock split approved by the extraordinary shareholders’ meeting of the Company held on April 19, 2017) listed on the Mercato Telematico Azionario, ISIN code IT0005253205, representing 8.397% of Issuer’s share capital.

According to Paragraph A.1 of the Offer Document, the effectiveness of the Offer was conditional upon (A) the non-occurrence, by the first stock market trading day subsequent to the Acceptance Period, of: (i) extraordinary events domestically and/or internationally which result in serious changes to the political, financial, economic, currency or market situations which have not already occurred on the publication date of the Offer Document and which could have essential detrimental effects on the Offer, the status of the assets and/or equity, income and/or finances of Italmobiliare and/or the companies belonging to Italmobiliare Group; or (ii) acts, facts, circumstances, events or situations which have not already arisen on the publication date of the Offer Document and are of such an entity as to have a significantly detrimental effect on the Offer, the status of the assets and/or the equity, income and/or finances of Italmobiliare and/or the Italmobiliare Group pursuant to the most recent

accounting document approved by the Issuer, and/or (B) the competent institutions, entities or authorities do not adopt and/ or publish, by the first trading day subsequent to the end of the Acceptance Period, legislative, administrative (including the takeover bid obligations pursuant to articles 106 and followings of the TUF) or legal provisions such that would preclude, limit or render more onerous, in whole or in part, even if on a temporary basis, the ability of Italmobiliare and/or the Italmobiliare Group to complete the Offer (under (A) and (B), together, the “**Conditions of the Offer**”). The Offeror is entitled to waive or amend the terms and conditions of the Conditions of the Offer, at any time and at its complete discretion, pursuant to the limits and the terms and conditions set forth under article 43 of the Issuers’ Regulation.

The Offeror announces that the Conditions of the Offer have been satisfied, since none of the adverse events set out in the Conditions of the Offer occurred.

In accordance with the Offer Document it is finally recalled that the Offer is not conditional upon a minimum number of shares being tendered.

The final results of the Offer will be communicated in the press release to be released by the Issuer by 7:59 a.m. on the trading day before the Payment Day, pursuant to article 41, sixth paragraph, of the Issuers’ Regulation, on Italmobiliare’s website ([www.italmobiliare.it](http://www.italmobiliare.it) in the section “*Pubblica Offer*”) as well as provided by article 38, second paragraph, of the Issuers’ Regulation.

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| ITALMOBILIARE ON THE INTERNET: <a href="http://www.italmobiliare.it">www.italmobiliare.it</a> |
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**Italmobiliare**

**Media Relations**      **Tel. (0039) 02.29024.212**

**Investor Relations**    **Tel. (0039) 02.29024.322**