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London, United Kingdom, April 30, 2018. Mercury UK Holdco Limited (together with its subsidiaries, the “Group”), the majority shareholder of Nexi S.p.A., announced today that Nexi Capital S.p.A. (the “Issuer”), a joint stock company (*società per azioni*) incorporated under the laws of the Republic of Italy and direct wholly-owned subsidiary of Latino Italy S.p.A., intends to offer €2,200.0 million in aggregate principal amount of senior secured notes (the “Notes”) in a combination of fixed and/or floating rate notes.

The proceeds of the Notes, together with the proceeds of the contemplated issuance of €400.0 million in aggregate principal amount of privately placed senior secured notes (the “Private Notes”) and cash on hand, will be used to refinance Mercury Bondco Plc’s (“Mercury Bondco”) existing outstanding indebtedness, including (i) the redemption in full of the €900.0 million 8¼% / 9% senior secured fixed rate PIK toggle notes due 2021 and €200.0 million senior secured floating rate PIK toggle notes due 2021, the €600.0 million privately-placed senior secured floating rate PIK toggle notes due 2021 and the €600.0 million 7¹/₈% / 7⁷/₈% senior secured fixed rate PIK toggle notes due 2021, in each case, issued by Mercury Bondco, (ii) the repayment of any amounts outstanding under its existing €100.0 million revolving credit facility and (iii) costs, fees and expenses incurred in connection with the foregoing transactions. The issuance of the Notes and the Private Notes relates to the pending reorganization of the Group, pursuant to which the Group’s regulated banking activities will be spun-off to the Group’s shareholders (the “Reorganization”). On April 27, 2018, the Group received regulatory approval for the Reorganization which is expected to be completed on or about July 1, 2018. The proceeds of the Notes will be placed into escrow, pending completion of the Reorganization. The release of the escrow proceeds to the Issuer will be subject to the satisfaction of certain conditions, including the completion of the Reorganization prior to December 31, 2018.

The Notes are being offered only to qualified institutional buyers in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and in offshore transactions outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act.

Important Regulatory Notice

This Announcement contains information that prior to its disclosure may have constituted inside information under European Union Regulation 596/2014 on market abuse.

This document is not an offer of securities for sale in the United States. The Notes may not be sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or are exempt from registration. The offering of Notes described in this press release has not been and will not be registered under the Securities Act and, accordingly, any offer or sale of Notes may be made only in a transaction exempt from the registration requirements of the Securities Act.

This document has been prepared on the basis that any offer of the Notes in the European Economic Area (each, a “Member State”) will be made pursuant to an exemption under the Prospectus Directive (2003/71/EC), as amended by Directive 2010/73/EU, as implemented in that Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make any offer in that Member State of the Notes which are the subject of the placement contemplated in this document may only do so in circumstances in which no obligation arises for the Issuer or any of the initial purchasers of such Notes to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the issuer nor the initial purchasers of such Notes have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the issuer or any initial purchasers of such Notes to publish or supplement a prospectus for such offer.

This document is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are “investment professionals” falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order, or (iii) 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”). This document is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

This document does not constitute an offer of the Notes to the public in Italy. The Notes will be offered in Italy only to qualified investors (investitori qualificati) as referred to in Article 100 of the legislative decree no. 58 of 24 February 1998, as amended (the “Italian Financial Act”) and Article 34-ter paragraph 1(b) of CONSOB Regulation No. 11971, May 14, 1999, as amended (the “Issuers Regulation”) or in circumstances which are exempt from the rules on public offers pursuant to the Italian Financial Act and the implementing CONSOB regulations, including the Issuers Regulation and will not be listed on an Italian regulated market, therefore no documents or materials relating to the Notes have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“CONSOB”). The offer of the Notes will

be carried out in the Republic of Italy as an exempted offer pursuant to article 100 of the Italian Financial Act and article 34-ter, paragraph 1 of the Issuers Regulation.

Neither the content of Mercury Bondco's website or the websites of certain of the Group's subsidiaries, nor any website accessible by hyperlinks on Mercury Bondco's website or the websites of certain of the Group's subsidiaries is incorporated in, or forms part of, this announcement. The distribution of this announcement into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

This press release may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the results of the Group or its industries' actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and none of the Group or the Issuer undertakes publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.

Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels).