

Bit Market Services

Informazione Regolamentata n. 0474-18-2016	Data/Ora Ricezione 30 Settembre 2016 14:33:35	MTA - Star
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Societa' : CENTRALE DEL LATTE DI TORINO & C.
Identificativo : 79634
Informazione
Regolamentata
Nome utilizzatore : CENTRALENS01 - Vaudagnotti
Tipologia : IROS 02
Data/Ora Ricezione : 30 Settembre 2016 14:33:35
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Diffusione presunta
Oggetto : Green light to the merger by way of
incorporation of Centrale del Latte di
Firenze in Centrale del Latte di Torino

Testo del comunicato

Vedi allegato.



Centrale del Latte di Torino & C. S.p.A.

PRESS RELEASE

Green light to the merger by way of incorporation of Centrale del Latte di Firenze in Centrale del Latte di Torino.

Consob expressed the judgement of equivalence on the Information Document.

Centrale del Latte d'Italia, the third milk and dairy hub in Italy, is born.

Centrale del Latte di Torino & C. S.p.A. ("CLT") and Centrale del Latte di Firenze, Pistoia e Livorno S.p.A. ("CLF") announce that:

- as of the date of September 21st, 2016, the deed of merger by way incorporation of CLF in CLT has been duly registered with the Companies' Register of Turin (the "**Merger**"); and
- as of the date of September 29th, 2016, Consob expressed its judgement of equivalence (pursuant to Article 57, Paragraph 1, letter d) of the Consob Regulation no. 11971/1999) on the information document related to the Merger (the "**Information Document**"), authorizing the publication of the Information Document.

Since the conditions precedents to the execution of the Merger have occurred, the proceedings that brought to such Merger have terminated positively and the relevant civil, accounting and fiscal effects will run as from 23:59 of September 30th, 2016 ("**Merger's Effective Date**")

CLT will execute the merger by means of a capital increase from Euro 20.600.000 to Euro 28.840.041,20, by issuing no. 4.000.020 new ordinary shares of CLT (the "**New Shares**") that will have the same characteristics as the shares outstanding and will be listed on the STAR segment of the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. ("**MTA**"). The Merger's exchange ratio between the ordinary shares of CLF and the New Shares is of no. 1 share of CLT in exchange of no. 6,1965 ordinary shares of CLF, rounded off to the closest unit; no cash adjustments are provided for.

Without prejudice to the above, the New Shares will be attributed to the shareholders of CLF as from October 3rd, 2016, day in which the New Shares will be admitted to the listing on the MTA, STAR segment.

As of the Merger's Effective Date, in accordance with the resolution adopted by the Shareholders' Extraordinary Meeting of CLT's on June 13th, 2016, CLT changes its company name, becoming "**Centrale del Latte d'Italia**" (CLI) which remains listed on the STAR segment of the MTA.

Subject to the Merger's execution, CLI will transfer the business unit of CLF ("**Mukki Company**") to a newly incorporated company named "**Centrale del Latte della Toscana S.p.A.**", whose share capital is entirely held by CLI and whose registered and operative office is in Florence. Such transfer has the purpose of maintaining the legal, corporate and managing autonomy of the companies of the new group, granting in particular: (i) the protection of the production sites as important economic local businesses, (ii) the continuity of the existing managerial teams and (iii) the protection of the current employment levels.



Centrale del Latte di Torino & C. S.p.A.

Please note that the Merger is included within the wider growth strategy for external lines of the two companies and is aimed at creating an inter-regional hub facility specialised in the production and sale of milk and dairy products, bringing together local realities and brands sharing the same fundamental values, such as quality, safety, a local dimension, continuing relations with the food production chain of the regions involved, giving rise to Italy's third milk and dairy hub, with a leadership position in the Piemonte, Toscana, Liguria and Veneto regions.

The Information Document is made available to the public at the registered office of CLT (Turin, Via Filadelfia, no. 220), on the website of the Company (<http://centralelatte.torino.it>), under the "Investor Relations" section and on the authorized storage system "eMarket storage".

Turin, September 30th, 2016

Fine Comunicato n.0474-18

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