



SPAFID CONNECT

Informazione Regolamentata n. 0242-47-2018	Data/Ora Ricezione 20 Giugno 2018 22:11:22	MTA
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Societa' : SNAITECH S.p.A.
Identificativo : 105398
Informazione
Regolamentata
Nome utilizzatore : SNAIN05 - Rinaudo
Tipologia : REGEM
Data/Ora Ricezione : 20 Giugno 2018 22:11:22
Data/Ora Inizio : 20 Giugno 2018 22:11:23
Diffusione presunta
Oggetto : Snaitech's BoD approves the Issuer's
Notice

Testo del comunicato

Vedi allegato.

PRESS RELEASE

(pursuant to Art. 114 of Legislative Decree n. 58/98)

The Board approved the Issuer's Notice

Milan, 20 June 2018 – Notice is hereby given that the Board of Directors of SNAITECH S.p.A. ("**SNAITECH**" or "**Company**" o "**Issuer**"), met today under the chairmanship of Dott.ssa Mara Caverni, approved the notice drafted pursuant to Articles 103, par. 3, of Legislative Decree 58/98 ("**TUF**") and 39 of Consob Regulation 11971/99 (the "**Issuer's Notice**") with respect to the Mandatory Tender Offer launched by Pluto (Italia) S.p.A. ("**Pluto**" or the "**Offeror**") pursuant to Articles 102 and 106 TUF over all the shares of Snaitech not already held, directly or indirectly, by the same Offeror (the "**Offer**") against a consideration of each Snaitech share equal to Euro 2,19 (the "**Offer Price**").

In particular, the Board of Directors - having reviewed the draft Offer document drafted by the Offeror (in the last version made available to the Company), the opinion of the Independent Directors pursuant to Article 39-*bis* of the Consob Regulation 11971/99 (the "**Independent Directors Opinion**") and having considered the fairness opinions rendered by Goldman Sachs International – Filiale Italiana ("**Goldman Sachs**"), in its capacity as advisor appointed by the Board of Directors¹, and by KPMG Advisory S.p.A. ("**KPMG**"), in its capacity as independent expert appointed by the Independent Directors - considered fair, from a financial perspective, the Offer Price.

The Issuer's Notice, containing the reasoned assessment of the Board of Directors over the Offer and over the Offer Price, will be attached to the Offer Document that will be published by the Offeror pursuant to the applicable law provisions.

The full text of the fairness opinion issued by Goldman Sachs, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with such opinion, the Independent Directors Opinion as well as the fairness opinion issued by KPMG will be attached to the Issuer's Notice.

Studio Legale Associato Simmons & Simmons acted as legal advisor of the Company and Studio Legale Chiomenti acted as legal advisor of the Independent Directors.

¹ On 20 June 2018, Goldman Sachs issued a fairness opinion to the Board of Directors as to the fairness from a financial point of view to the holders of the shares of SNAITECH of the Offer Price, as of such date and based upon and subject to the factors and assumptions set forth therein. The fairness opinion of Goldman Sachs is given to the Board of Directors and not to the holders of Shares. As such, the opinion does not contain a recommendation to the holders of Shares as to whether they should tender their Shares under the Offer or how they should vote or act with respect to any other matter.



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All press releases issued by Snaitech S.p.A. pursuant to article 114 of D. Lgs. no. 58 of 24 February 1998 and the related implementation regulations are also available on the company's website www.snaitech.it and on storage system through website www.emarketstorage.com.

Fine Comunicato n.0242-47

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