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Informazione Regolamentata n. 1719-51-2020	Data/Ora Ricezione 24 Ottobre 2020 10:54:19	MTA - Star
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Societa' : MASSIMO ZANETTI BEVERAGE GROUP
Identificativo : 138386
Informazione
Regolamentata
Nome utilizzatore : MZBGROUPN01 - Cargnello
Tipologia : REGEM
Data/Ora Ricezione : 24 Ottobre 2020 10:54:19
Data/Ora Inizio : 24 Ottobre 2020 10:54:20
Diffusione presunta
Oggetto : Publication of the Offer Document

<i>Testo del comunicato</i>

Vedi allegato.

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS PRESS RELEASE IS PROHIBITED IN ANY JURISDICTION IN WHICH IT CONSTITUTES A VIOLATION OF THE RELEVANT APPLICABLE LEGISLATION

VOLUNTARY OFFER FOR ALL OF THE ORDINARY SHARES OF MASSIMO ZANETTI BEVERAGE GROUP S.P.A. LAUNCHED BY MZB HOLDING S.P.A.

PRESS RELEASE

pursuant to Article 38, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”).

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PUBLICATION OF THE OFFER DOCUMENT

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Milan, 24 October 2020 – Pursuant to Article 38, paragraph 2, of the Issuers’ Regulation, MZB Holding S.p.A. (the “**Offeror**” or “**MZB Holding**”) announces that on the date hereof it has published the offer document (the “**Offer Document**”) approved by CONSOB with resolution No. 21554 of 21 October 2020, related to the voluntary offer pursuant to Articles 102 *et seq.* of the Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (“**TUF**”), launched by MZB Holding (the “**Offer**”) for all of the ordinary shares (the “**Shares**”) of Massimo Zanetti Beverage Group S.p.A. (the “**Issuer**” or “**MZBG**”), a company having its shares listed on *Mercato Telematico Azionario* (“**MTA**”), organised and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”).

The “*Issuer’s Notice*” drafted pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Issuers’ Regulation, approved by the Issuer’s board of directors during the meeting of 23 October 2020, also including the opinion of the Issuer’s independent directors, drawn up on 23 October 2020, pursuant to Article 39-bis of the Issuers’ Regulation, and annexes, will also be enclosed to the Offer Document.

Please find below a brief summary of the essential elements of the Offer. For further information, please refer to the Offer Document.

REASONS FOR THE OFFER

The Offeror has made the decision to launch the Offer, pursuant to Articles 102 *et seq.* of the TUF as a result of a resolution of the management body of 29 September 2020. On the same date (*i.e.* 29 September 2020), the Offer has been announced by the Offeror to both CONSOB and the market through the press release issued pursuant to Article 102, paragraph 1, of the TUF and Article 37 of the Issuers’ Regulation.

As described in the Offer Document, the Offer is aimed at obtaining the delisting of the Shares from the MTA, STAR segment. Therefore – if the conditions set forth in Article 108, paragraph 2, of the TUF are met – the Offeror does not intend restoring a sufficient amount of floating shares to ensure that the Shares have a regular trading performance.

ACCEPTANCE PERIOD, CONSIDERATION AND PAYMENT DATE

Pursuant to Article 40, paragraph 2, of the Issuers' Regulation, the acceptance period to the Offer (the "**Acceptance Period**"), agreed with Borsa Italiana, will start at 8:30 (Italian time) on 26 October 2020 and will end at 17:30 (Italian time) on 20 November 2020, first and last day included, and will therefore consist of 20 trading days (unless extended). Thus, 20 November 2020 will be the last day to adhere to the Offer, unless the Acceptance Period is extended, and without prejudice to the possible Reopening of the Terms (as defined below).

On the fifth trading day following the end of the Acceptance Period, *i.e.* on 27 November 2020 (the "**Payment Date**"), or, if applicable, on the Payment Date following the Reopening of the Terms (as defined below), the Offeror will pay to each adhering shareholder a consideration amounting to EUR 5.00, fully paid in cash, for each Share tendered to the Offer (the "**Consideration**").

POSSIBLE REOPENING OF THE TERMS OF THE OFFER

If conditions are met, pursuant to Article 40-*bis*, paragraph 1, letter b), number 2, of the Issuers' Regulation, the Acceptance Period will be reopened for five consecutive trading days starting from the trading day following the Payment Date and, therefore, unless the Acceptance Period is extended, for the trading sessions of 30 November, 1, 2, 3 and 4 December 2020 from 8:30 to 17:30 (the "**Reopening of the Terms**"). Thus, in this scenario, 4 December 2020 will be the last day to adhere to the Offer.

In case of Reopening of the Terms, the payment of the Consideration for the Shares tendered to the Offer during the period of Reopening of the Terms, upon the simultaneous transfer of the ownership of such Shares to the Offeror, shall take place (unless the Acceptance Period is extended), on the fifth trading day following the end of the period of Reopening of the Terms, *i.e.* on 11 December 2020 (the "**Payment Date following the Reopening of the Terms**").

WAYS TO ADHERE TO AND TERMS OF THE OFFER

BNP Paribas Securities Service – Milan Branch, is the intermediary in charge of coordinating the collection of acceptances.

The adhesion to the Offer shall take place through the subscription and submission of the specific acceptance form (the "**Acceptance Form**"), duly completed in all its parts, with simultaneous deposit of the Shares with the following appointed intermediaries: *(i)* BNP Paribas Securities Service – Milan Branch and *(ii)* Equita SIM S.p.A.

The Issuer's shareholders who intend to adhere to the Offer may also submit the Acceptance Form and deposit the Shares indicated therein with all the authorized intermediaries participating in the centralized management system at Monte Titoli S.p.A., provided that the submission and deposit are made in time to allow them to deposit the Shares with BNP Paribas Securities Service – Milan Branch by and no later than the last day of the Acceptance Period or, if applicable, by and no later than the last day of the possible Reopening of the Terms.

Morrow Sodali S.p.A. acts as global information agent, *i.e.* the subject in charge of providing

information relating to the Offer. For the purposes of carrying out its activity in relation to the Offer, the aforementioned global information agent has activated the toll-free number **800.595.470** (active for the entire duration of the Acceptance Period, on working days, from 9:00 to 18:00 (CET)).

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The Offer Document on the date hereof has been published and made available to the public for consultation at: *(i)* the offices of the intermediary in charge of coordinating the collection of acceptances, BNP Paribas Securities Service – Milan Branch, in Milan, Piazza Lina Bo Bardi, n. 3; *(ii)* the Issuer's registered office in Villorba (Treviso), viale Gian Giacomo Felissent, n. 53; *(iii)* the Issuer's website at the address www.mzbg-group.com; and *(iv)* the *global information agent's* website at the address morrow sodali-transactions.com.

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This press release does not represent nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Massimo Zanetti Beverage Group S.p.A. will be made in any country in breach of the regulations applicable therein. The Offer is launched through the publication of the Offer Document approved by CONSOB. The Offer Document contains the full description of the terms and conditions of the Offer, including the manner in which it can be accepted.

No copy of this press release or of any other documents relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed, directly or indirectly, in any, or from, any country in which the provisions of local laws and regulations might give rise to civil, criminal or regulatory risks to the extent that information concerning the Offer is transmitted or made available to shareholders of Massimo Zanetti Beverage Group S.p.A. in such country or other country where such conduct would constitute a violation of the laws of such country. Any person receiving such documents is required not to distribute, forward or send them to, or from, any such country.

Fine Comunicato n.1719-51

Numero di Pagine: 5