



SPAFID
CONNECT

Informazione Regolamentata n. 0151-101-2020	Data/Ora Ricezione 11 Dicembre 2020 18:16:48	MTA - Star
---	--	------------

Societa' : IMA
Identificativo : 140272
Informazione
Regolamentata
Nome utilizzatore : IMAN02 - Mantovani
Tipologia : 3.1
Data/Ora Ricezione : 11 Dicembre 2020 18:16:48
Data/Ora Inizio : 11 Dicembre 2020 18:25:05
Diffusione presunta
Oggetto : Mandatory tender offer on ordinary shares
of IMA promoted by IMA BidCo - Approval
of the Offer Document by CONSOB

Testo del comunicato

Mandatory tender offer on the entirety of the outstanding ordinary shares of I.M.A. Industria Macchine Automatiche S.p.A. promoted by IMA BidCo S.p.A. - APPROVAL OF THE OFFER DOCUMENT BY CONSOB

IMA BIDCO S.P.A.

Società unipersonale

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN ANY JURISDICTION WHERE
TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH
JURISDICTION

**Mandatory tender offer on the entirety of the outstanding ordinary shares
of
I.M.A. Industria Macchine Automatiche S.p.A.
promoted by
IMA BidCo S.p.A.**

* * * * *

APPROVAL OF THE OFFER DOCUMENT BY CONSOB

* * * * *

Bologna, 11 December 2020 – IMA BidCo S.p.A. (“**IMA BidCo**”) announces that, with decision n. 21622 of 10 December 2020, the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) approved, pursuant to Article 102, paragraph 4, of Legislative Decree N. 58 of 24 February 1998 (the “**Italian Financial Act**”), the offer document (the “**Offer Document**”) relating to the mandatory tender offer pursuant to Articles 102, 106, paragraphs 1 and 3, lett. a), and 109 of the Italian Financial Act (the “**Offer**”) promoted by IMA BidCo on the ordinary shares of I.M.A. Industria Macchine Automatiche S.p.A. (the “**Issuer**”), a company with shares listed on the STAR segment of the Mercato Telematico Azionario, organized and managed by Borsa Italiana S.p.A.

The publication and availability of the Offer Document, including the detailed description of the Offer terms and, amongst others, the Offer acceptance terms, will be disclosed in a separate notice to be issued pursuant to article 38, para. 2, of Consob Regulation No. 11971/1999, as subsequently amended and integrated (the “**Issuers’ Regulation**”).

The Issuer’s notice pursuant to articles 103, para. 3, of the Italian Financial Act and article 39 of the Issuers’ Regulation, which was approved today by the board of directors of the Issuer, will be attached to the Offer Document and will also include the opinion of the independent directors of the Issuer pursuant to article 39-bis of the Issuers’ Regulation (with its related annexes).

The tender period of the Offer (the “**Tender Period**”), as agreed with Borsa Italiana, will start at 8:30 (Italy time) on December 14, 2020 and will end at 17:30 (Italy time) on January 14, 2021.

The consideration, i.e. Euro 68.00 for each share tendered in the Offer (the “**Consideration**”) will be paid to the tendering shareholders on January 22, 2021 (the “**Payment Date**”).

IMA BIDCO S.P.A.

Società unipersonale

Should the relevant conditions apply, the Tender Period might be re-opened for five consecutive trading days starting from the trading day immediately following the Payment Date, namely on January 25, 2021, January 26, 2021, January 27, 2021, January 28, 2021 and January 29, 2021 (the “**Re-opening of the Tender Period**”).

In case of Re-opening of the Tender Period, the Consideration related to the shares tendered in the Offer during the Re-opening of the Tender Period will be paid on February 8, 2021.

The Offer is aimed at the acquisition of the entire share capital of the Issuer and, in any event, at the delisting of the Issuer.

The Offer Document, which contains a detailed description of the terms and conditions of the Offer as well as of the mechanics for the acceptance thereof, will be published on the Issuer’s website (www.ima.it) as well as on the Global Information Agent’s website (www.morrowsodali-transactions.com) within the terms set by the laws.

* * * * *

WARNING

*The Offer described in this press release is promoted by IMA BidCo S.p.A. (the “**Offeror**”) on a maximum number of 13,920,441 ordinary shares (the “**Shares**”) of I.M.A. Industria Macchine Automatiche S.p.A. (“**IMA**”). This press release does not constitute either a purchase offer or a solicitation to sell the Shares of IMA.*

Before the beginning of the acceptance period of the Offer, the Offeror, as required by applicable law, will publish the Offer Document, which IMA’s shareholders should carefully examine.

The Offer is directed, under the same conditions, to all the holders of the Shares and will be promoted in Italy as the Shares are listed on the MTA (Mercato Telematico Azionario) organized and managed by Borsa Italiana S.p.A. and, except as indicated below, are subject to disclosure obligations and procedural requirements under Italian law.

The Offer is also promoted in the United States of America in compliance with Section 14(e) and Regulation 14E of the U.S. Securities Exchange Act, subject to any exemptions or relief therefrom, as applicable, including as set forth in Rule 14d-1(d) of the U.S. Securities Exchange Act.

If market conditions occur, and to the extent permissible under applicable laws and regulations, including Rule 14e-5 under the U.S. Securities Exchange Act and in accordance with customary Italian practice, the Offeror and its affiliates intend to purchase, after the date of the Press Release, IMA shares outside the Offer, on the open market at prevailing prices or in private transactions at negotiated prices, at a price no higher than the Consideration (as defined above), with the intent of further increasing its shareholding in the Issuer’s share capital. To the extent information about such purchases is made public in Italy, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. IMA shareholders of such information. No purchases will be made outside of the Offer in the United States of America by or on behalf of the Offeror or its affiliates.

In order to comply with the rules and exemptions provided by US law, an Offer Document translated into English is being made available to the holders of the Shares resident of the United States of America. The English version of the Offer Document is merely a courtesy translation and the Italian version of the Offer Document will be the only document submitted to CONSOB for its approval.

*The Offer has not been and shall not be promoted or disseminated by the Offeror in Canada, Japan and Australia or in any other country other than Italy in which such Offer is not permitted in absence of the authorization of the competent authorities or other obligations from the Offeror (such countries, including Canada, Japan and Australia, jointly, the “**Other Countries**”), nor by using instruments of communication or national or international commerce of the Other Countries (including but not limited to the postal network, fax, telex, email, telephone and internet), nor by way of any structure of any of the financial intermediaries of the Other Countries nor in any other way.*

Sede legale: Via Farini n. 11 • 40124 Bologna • Telefono +39 051 231800 • Fax +39 051 232684

Capitale sociale euro 1.000.000,00 i.v.

Registro delle Imprese di Bologna • Codice fiscale • P.IVA 03891601209

R.E.A. BO • 553833

IMA BIDCO S.P.A.

Società unipersonale

Copy of this press release, or portions of the same, as also copy of any subsequent document which the Offeror shall issue in relation to the Offer, are not and shall not be sent, nor in any way transmitted or distributed, directly or indirectly in the Other Countries. Any party who receives the abovementioned documents must not distribute, send or transmit them (either by post nor by any other method or instrument of communication or commerce) to the Other Countries.

This press release, as well as any other document that the Offeror has or will issue in connection with the Offer does not constitute and cannot be interpreted as an offer to purchase or solicitation of an offer to sell financial instruments to parties resident in Other Countries. No instrument may be offered or sold in the Other Countries in the absence of specific authorization in compliance with the applicable provisions of the local law of said countries or in derogation of said provisions. Acceptance of the Offer by parties resident in countries other than Italy may be subject to specific obligations or restrictions provided by law or regulatory provisions. Parties who wish to take part in the Offer bear the exclusive responsibility to comply with those laws and therefore prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.

Sede legale: Via Farini n. 11 • 40124 Bologna • Telefono +39 051 231800 • Fax +39 051 232684

Capitale sociale euro 1.000.000,00 i.v.

Registro delle Imprese di Bologna • Codice fiscale • P.IVA 03891601209

R.E.A. BO • 553833

Fine Comunicato n.0151-101

Numero di Pagine: 5