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Societa' : IMA

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Regolamentata

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Data/Ora Ricezione : 13 Gennaio 2021 21:12:27

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Diffusione presunta

Oggetto : Mandatory tender offer on ordinary shares  
of IMA promoted by IMA BidCo - The  
threshold of 90% of the share capital has  
been exceeded

*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.

THE THRESHOLD OF 90% OF THE SHARE CAPITAL HAS BEEN EXCEEDED

THE OBJECTIVE OF EXCEEDING THE THRESHOLD WHICH WILL ENTAIL THE DELISTING OF THE COMPANY, WITHIN THE REQUIRED TIMEFRAME, HAS THEREFORE BEEN REACHED.

TOMORROW, JANUARY 14, 2021 IS THE LAST DAY OF THE TENDER OFFER PERIOD

# IMA BIDCO S.P.A.

Società unipersonale

## **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.**

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**THE THRESHOLD OF 90% OF THE SHARE CAPITAL HAS BEEN EXCEEDED**

**THE OBJECTIVE OF EXCEEDING THE THRESHOLD WHICH WILL ENTAIL THE  
DELISTING OF THE COMPANY, WITHIN THE REQUIRED TIMEFRAME, HAS  
THEREFORE BEEN REACHED**

**TOMORROW, JANUARY 14, 2021 IS THE LAST DAY OF THE TENDER OFFER  
PERIOD**

\* \* \* \* \*

Bologna, 13 January 2021 – With reference to the mandatory tender offer pursuant to Articles 102, 106, paragraphs 1 and 3, lett. a), and 109 of Legislative Decree N. 58 of 24 February 1998, as subsequently amended and supplemented (the “**Italian Financial Act**” and the “**Offer**”) promoted by IMA BidCo S.p.A. (the “**Offeror**”) on the ordinary shares of I.M.A. Industria Macchine Automatiche S.p.A. (the “**Issuer**” or “**IMA**”), the Offeror informs that, on the basis of the communication received from UniCredit Bank AG, Milan Branch (as intermediary responsible for coordinating the collection of subscriptions (*intermediario incaricato per la raccolta delle adesioni*)), as a result of the acceptances to the Offer received until the date hereof and taking into account the shares already held by the Offeror, the Offeror will have an equity ownership equal to 91,485% of the Issuer's share capital (summing the treasury shares of the Issuer to the equity ownership held by the Offeror), and therefore higher than the 90% threshold set out pursuant to Article 108, paragraph 2, of the Italian Financial Act.

As stated by the Offeror in the offer document published on December 12, 2020, pursuant to and for the purposes of Article 108, paragraph 2, of the Italian Financial Act and of Article 50 of CONSOB Regulation no. 11971/1999, as subsequently amended and supplemented, the Offeror does not intend to recover the free float sufficient to ensure the regular trading of the Issuer's ordinary shares. Therefore, the exceeding of the threshold of 90% of the share capital of IMA will result in the delisting of the Issuer's shares from the MTA, in accordance with the procedures provided for by applicable law.

Tomorrow, January 14, 2021, is the last day of the tender period of the Offer, during which the Issuer's shareholders who have not yet accepted the Offer may, from 8.30 a.m. to 5.30 p.m. (Italy time), tender their shares in the Offer.

The Offeror will indicate, in a specific section of the press release on the final results of the Offer, the procedures and terms according to which it will exercise the Sell Out Procedure pursuant to Article 108, paragraph 2, of the Italian Financial Act, as well as the procedures and terms for the suspension and/or revocation of the listing of IMA's shares (and, in the event the threshold of 95% of the share capital is exceeded during the course of tomorrow, the procedure and terms for the exercise of the Squeeze Out Right pursuant to Article 111 of the Italian Financial Act).

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## WARNING

*The Offer described in this press release will be 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.*

*Copy of this press release, or portions of the same, as also copy of any subsequent document which shall be issued 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 has or will be issued 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.*

Fine Comunicato n.0151-4

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