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CONNECT

Informazione Regolamentata n. 0151-9-2021	Data/Ora Ricezione 28 Gennaio 2021 11:10:33	MTA - Star
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Societa' : IMA

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Informazione  
Regolamentata

Nome utilizzatore : IMAN02 - Mantovani

Tipologia : 3.1

Data/Ora Ricezione : 28 Gennaio 2021 11:10:33

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Diffusione presunta

Oggetto : MTO on ordinary shares of IMA: IMA BidCo completed joint procedure concerning the purchase obligation (sell-out) and the purchase right (squeeze- out)

*Testo del comunicato*

IMA BIDCO S.P.A. COMPLETED THE JOINT PROCEDURE  
CONCERNING THE PURCHASE OBLIGATION (SELL-OUT) AND THE  
PURCHASE RIGHT (SQUEEZE- OUT)

DELISTING OF IMA S.P.A. SHARES STARTING TODAY

# 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.**

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**IMA BIDCO S.P.A. COMPLETED THE JOINT PROCEDURE CONCERNING THE  
PURCHASE OBLIGATION (SELL-OUT) AND THE PURCHASE RIGHT (SQUEEZE- OUT)**

**DELISTING OF IMA S.P.A. SHARES STARTING TODAY**

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*Bologna*, 28 January 2021 – IMA BidCo S.p.A., (the “**Offeror**”), further to the press release of January 19, 2021 relating to: (i) the final results of the mandatory tender offer launched by the Offeror pursuant to Articles 102, 106, paragraphs 1 and 3, lett. a), and 109 of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the “**Italian Financial Act**”) on the ordinary shares of I.M.A. Industria Macchine Automatiche S.p.A. (the “**Issuer**” or “**IMA**”) and (ii) the completion of the joint procedure for the exercise of the purchase right (squeeze-out) pursuant to Article 111 of the Italian Financial Act and the concurrent fulfillment of the purchase obligation (sell-out) pursuant to Article 108, paragraph 1, of the Italian Financial Act (the “**Joint Procedure**”), regarding the remaining no. 783,152 outstanding ordinary shares of IMA, representing 1.812% of the Issuer’s share capital (the “**Remaining Shares**”), announces to have confirmed earlier today to the Issuer to have deposited the overall consideration of the Joint Procedure (corresponding to Euro 53,254,336.00) (the “**Deposited Amount**”) on the bank account opened with UniCredit Group. The Deposited Amount is dedicated to the payment of the consideration of the Joint Procedure to the holders of the Remaining Shares (pursuant to Article 111, paragraph 3, of the Italian Financial Act).

The transfer to the Offeror of the ownership of the Remaining Shares will be effective starting today, and the Issuer will make the related entries in the shareholders’ register (pursuant to Article 111, paragraph 3, of the Italian Financial Act).

As already announced on January 19, 2021, holders of the Remaining Shares may obtain payment of the consideration of the Joint Procedure directly from their respective intermediaries. The obligation to pay the consideration of the Joint Procedure will be fulfilled when the relevant amounts are transferred to the intermediaries from which the Remaining Shares subject to the Joint Procedure originate.

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Pursuant to Article 2949 of the Italian Civil Code, following the five-year limitation period, the right of the holders of the Remaining Shares to obtain payment of the overall consideration of the Joint Procedure will be time barred and the Offeror shall be entitled to claw back the amounts deposited and not collected, without prejudice to the provisions of Articles 2941 *et seq.* of the Italian Civil Code.

With note no. 8725 of January 20, 2021, Borsa Italiana S.p.A. arranged for the Issuer's shares to be suspended from trading on the Mercato Telematico Azionario, STAR segment, during the January 26, 2021 and January 27, 2021 sessions, and delisted starting today.

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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.0151-9

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