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CONNECT

Informazione Regolamentata n. 20104-24-2021	Data/Ora Ricezione 04 Febbraio 2021 19:05:56	AIM -Italia/Mercato Alternativo del Capitale
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Societa' : CFT S.p.A.
Identificativo : 142203
Informazione
Regolamentata
Nome utilizzatore : CFTSPANSS01 - Eslava
Tipologia : REGEM
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<i>Testo del comunicato</i>

Vedi allegato.

PRESS RELEASE

RESOLUTIONS OF THE BOARD OF DIRECTORS' MEETING OF CFT S.P.A.

- ✓ **Approval of the update of the Issuer's Notice pursuant to article 103, paragraph 3, of the CLFI concerning the Voluntary Tender Offer ("VTO") launched by ATS Automation Holdings Italy s.r.l.;**
- ✓ **Confirmed the liquidation value of the shares pursuant to article 2437-ter, paragraph 2, of the Italian Civil Code and approval of the update of the Board of Directors' Report.**

Parma, 4 February 2021 – The Board of Directors of CFT S.p.A. ("CFT" or the "Company"), convened on 2 February 2021, met today and acknowledged the communication by ATS Automation Holding Italy s.r.l. (the "Offeror") in relation to the filing of a notice to the Italian Presidency of the Council of Ministers, pursuant to the applicable "golden power" legislation, and in relation to the amendments made by the Offeror to the conditions of effectiveness of the totalitarian voluntary tender offer launched on all the shares of the Company, pursuant to articles 102 *et seq.* of Legislative Decree 58/98 (the "CLFI") and articles 35 *et seq.* of the related implementing regulation adopted with CONSOB resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "Issuers' Regulations", and, such offer, the "Offer" or "VTO").

The Board of Directors – taking into account the offer document drafted by the Offeror pursuant to article 102 *et seq.* of the CLFI and the implementing provisions contained in the Issuers' Regulations, in the latest version filed with CONSOB as part of the related investigation phase – unanimously resolved: (i) to confirm the favourable assessment, as already expressed in the Board of Directors' meeting held on 19 January 2021, on the Offer and on the fairness of the consideration for the Offer; and (ii) to approve the updated version of the notice that will be issued pursuant to article 103, paragraph 3, of the CLFI, containing all useful information for the evaluation of the Offer.

Furthermore, the Board of Directors – in consideration of the latest indications provided by the Offeror regarding the envisaged start and foreseeable duration of the tender period and taking into account the need to convene the Shareholders' meeting of the Company, which will be called to resolve on the amendments to the Company's by-laws related to the VTO, for a later date than previously assumed – acknowledged the *addendum* dated 3 February 2021 to the report provided by Professor Gino Gandolfi on 11 January 2021 on the liquidation value of the shares of CFT (the addition consisting merely on an update of the calculation of the market value of the Company's shares), and, taking into account the opinions required by the applicable legislation, unanimously resolved: (i) to confirm at EUR 3,6 the liquidation value per ordinary and special shares of CFT in case of exercise of the withdrawal right by those shareholders of the Company who will not vote favourably in connection with the adoption of the meeting's resolution concerning the removal of

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the restrictions to the transferability of the multiple-vote shares, as already determined by the Board of Directors on 19 January 2021; and (ii) to approve an updated version of the Board of Directors' Report concerning the amendments to the Company's by-laws that will be subject to the approval of the Shareholders' meeting.

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All documents and press releases relating to the Offer will be available on the website of CFT (www.cft-group.com) in the Investor relations/Communication SDIR section and on the website of ATS (www.atsautomation.com).

** *** **

CFT is the operational holding company of the CFT Group, active in Italy and abroad in the design, development and production of 'turnkey' machines and installations intended mainly for the Food & Beverage sector.

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This press release is available on the website of CFT www.cft-group.com in the Investor relations/Communication SDIR section.

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LEADERS
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