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Regolamentata
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Tipologia : REGEM; 3.1
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Diffusione presunta
Oggetto : Notice pursuant to articles 36 and 43 of the
Issuers Regulation

Testo del comunicato

Vedi allegato.



ATS Automation Holdings Italy S.r.l.

Notice pursuant to articles 36 and 43 of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "Issuers Regulation")

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Voluntary totalitarian public tender offer launched by ATS Automation Holdings Italy S.r.l. on maximum no. 16,026,357 Ordinary Shares, maximum no. 3.000.000 Multiple-Vote Shares and maximum no. 133.334 Special Shares

Milan, March 8th, 2021 – ATS Automation Holdings Italy S.r.l. (the "**Offeror**") announced today that, in relation to voluntary totalitarian public tender offer (the "**Offer**") launched on all Ordinary Shares, Multiple-Vote Shares and Special Shares of CFT S.p.A. (the "**Issuer**" or "**CFT**"), pursuant to articles 102 et seq. as well as article 106, paragraph 4, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, as referred to in article 9.1 of the by-laws of the Issuer, the Offeror intends to (i) eliminate the By-Laws Condition and, as a result, the Offer will remain conditional exclusively upon the Threshold Condition (as defined in the Offer Document); and (ii) postpone the payment date only for the Multiple-Vote Shares tendered to the Offer. The aforementioned amendments are aimed at simplifying the Offer process and providing greater certainty as to the positive outcome of the Offer to the benefit, in particular, to the holders of the Ordinary Shares and Special Shares.

The Payment Date for the Ordinary Shares and Special Shares tendered to the Offer will remain unchanged (subject to the fulfilment or waiver of the Threshold Condition) on March 19th, 2021 (unless extended, in accordance with applicable law), whereas the payment date of the Multiple-Vote Shares (subject to the fulfilment or waiver of the Threshold Condition) will be March 31st, 2021 (unless extended, in accordance with applicable law).

Unless otherwise defined in this notice, capitalized terms have the same meaning ascribed to them in the offer document approved by CONSOB with resolution no. 21707 of 4 February 2021 (the "**Offer Document**") available, inter alia, on the website of the Issuer (<https://www.cft-group.com/investor-relations/>) and of the Global Information Agent (www.georgeson.com/it).

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The Offeror hereby announces its decision, pursuant to Article 43, paragraph 1, of the Issuers Regulation, to make the following amendments to the Offer.

1. Conditions of the Offer

Pursuant to the Offer Document, the Offer is conditional, inter alia, upon the By-Laws Condition, i.e. *"the approval by the extraordinary shareholders' meeting of the Issuer – to be held after the publication of the Offer Results Press Release and before the Payment Date – of an amendment to*



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the By-Laws allowing the transfer of the Multiple-Vote Shares to the Offeror as a result of acceptance of the Offer, thus removing the non-transferability constraints of the Multiple-Vote Shares referred to in art. 6.4 of the By-Laws and related consequent provisions".

The Offeror hereby intends to eliminate the above-mentioned By-Laws Condition and, therefore, the completion of the Offer will be no longer conditional upon its occurrence.

As a result of the abovementioned elimination of the By-Laws Condition, the Offer remains therefore conditional only upon the Threshold Condition, since the Golden Power Condition has already been fulfilled, as communicated by the Offeror on February 10th, 2021.

2. Payment date

With respect to the Ordinary Shares and Special Shares, the Payment Date will remain unchanged and, therefore, the payment of the Consideration will occur, subject to the fulfilment or waiver of the Threshold Condition, on **March 19th, 2021** (unless extended, in accordance with applicable law).

With respect instead to the Multiple-Vote Shares only, the payment of the Consideration will occur, subject to the fulfilment or waiver of the Threshold Condition, on **March 31st, 2021** (unless extended, in accordance with applicable law).

3. Extraordinary shareholders' meeting of CFT concerning the amendments to paragraphs 6.4, 15.3 and 15.4 of the By-Laws relating to (i) the removal of the non-transferability constraints of Multiple-Vote Shares, and (ii) the elimination of the list voting mechanism regarding the appointment of Directors

With reference to the extraordinary shareholders' meeting called by the Issuer for March 17th, 2021 at 10:00 a.m. (CET) on first call and, if necessary, for April 14th, 2021 at 10:00 a.m. (CET) on second call, in order to resolve upon the "*Amendments to paragraphs 6.4, 15.3 and 15.4 of the by-laws relating to (i) the removal of the non-transferability constraints of multiple-vote shares and (ii) the elimination of the list voting mechanism in relation to the appointment of directors; related and consequent resolutions*", it should be noted that, as per the press release issued on the date hereof by the Issuer, it has been postponed to **March 30th, 2021** at 10:00 a.m. (CET) on first call and, if necessary, on **April 14th, 2021** at 10:00 a.m. (CET) on second call.

Therefore, in the event of a positive outcome of the Offer (i.e., in case of fulfilment or waiver of the Threshold Condition), the Offeror will participate in the aforementioned extraordinary shareholders' meeting of CFT as a shareholder of the Issuer as a result of the acquisition, on the related Payment Date, of the Ordinary Shares tendered to the Offer.



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Furthermore, the voting commitments undertaken by RPC S.r.l., A.E.A. S.r.l., Ma. Li S.r.l. and F&B Capital Investment S.r.l., as indicated in Recital 5 of the Offer Document, to which reference should be made for further information, remain firm.

Based on the interim results of the acceptances to the Offer last announced on March 5th, 2021, the Offeror, for the purposes of the above meeting, taking into account the voting commitments described above relating to the Multiple-Vote Shares, already has voting rights amounting to approximately 68% of the existing voting rights.

Except as specified in this notice, all other terms and conditions of the Offer indicated in the Offer Document and, in particular, the duration of the Acceptance Period remain unchanged. Therefore, March 12th, 2021 will be the last day of the Acceptance Period of the Offer (unless extended, in accordance with applicable law).

Please note that the Consideration of the Offer for each Ordinary Share, Multiple-Vote Share and Special Share of the Issuer tendered to the Offer is equal to EUR 4.600.

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In view of the amendments made to the Offer with this notice, for a better understanding, below is a table containing, in summary form and in chronological order, the main events relating to the Offer from the date of this notice.

Event	Date	Method of communication to the market
End of the Acceptance Period for the Ordinary Shares, Special Shares and Multiple-Vote Shares.	March 12 th , 2021, unless extended in accordance with applicable law.	–
Press release on the provisional results of the Offer (i.e., Ordinary Shares, Special Shares and Multiple-Vote Shares). Press release on the fulfilment, non-fulfillment or waiver of the Threshold Condition.	By the evening of the last day of the Acceptance Period or in any case before 7.59 a.m. (CET) on the first Trading Day following the end of the Acceptance Period (i.e., by 7:59 a.m. (CET) on March 15 th , 2021), unless extended in accordance with applicable law.	Press release of the Offeror pursuant to article 36 of the Issuers Regulation.
Offer Results Press Release (i.e., Ordinary Shares, Special Shares and Multiple-Vote Shares).	By 7.59 a.m. (CET) of the Trading Day preceding the Payment Date, (i.e., by 7:59 a.m. (CET) on March 18 th , 2021), unless extended in accordance with applicable law.	Publication of the press release pursuant to article 41, sixth paragraph, of the Issuer Regulations.
Payment of the Consideration for the Ordinary Shares and for the Special	March 19 th , 2021, unless extended in accordance with applicable law.	–



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Shares tendered to the Offer during the Acceptance Period.

Extraordinary shareholders' meeting of the Issuer on first call with the following item on the agenda " <i>Amendments to paragraphs 6.4, 15.3 and 15.4 of the by-laws relating to (i) the removal of the non-transferability constraints of multi-vote shares and (ii) the elimination of the list voting mechanism in relation to the appointment of directors; related and consequent resolutions</i> ".	March 30 th , 2021.	–
Payment of the Consideration relating to the Multiple-Vote Shares tendered to the Offer during the Acceptance Period.	March 31 st , 2021, unless extended in accordance with applicable law.	–

For any request or information related to the Offer, the holders of Shares can contact a dedicated e-mail address (opacft@georgeson.com) and the following toll-free telephone number: 800 123 792, made available by the Global Information Agent. This toll-free telephone number will be active for the entire duration of the Acceptance Period (including any extension pursuant to applicable law), from 9:00 a.m. (CET) to 6:00 p.m. (CET) on weekdays.

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ATS Automation Holdings Italy S.r.l.

The **ATS** group is a leader in automation solutions and operates in the planning, design, construction, commissioning and maintenance of automated production and assembly systems, including automation products. Founded in 1978, ATS employs approximately 4,200 people at 20 manufacturing facilities and over 50 offices in North America, Europe, Southeast Asia and China. The shares of the holding company of the ATS group are traded on the Toronto Stock Exchange

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