



SPAFID
CONNECT

Informazione Regolamentata n. 0021-75-2021	Data/Ora Ricezione 04 Giugno 2021 09:04:58	MTA
--	--	-----

Societa' : ASTM S.p.A.
Identificativo : 148292
Informazione
Regolamentata
Nome utilizzatore : AUTTOMIN03 - Vaccarone
Tipologia : 2.2
Data/Ora Ricezione : 04 Giugno 2021 09:04:58
Data/Ora Inizio : 04 Giugno 2021 09:05:00
Diffusione presunta
Oggetto : NAF 2 COMPLETED THE JOINT
PROCEDURE CONCERNING THE
PURCHASE OBLIGATION AND THE
PURCHASE RIGHT - DELISTING OF
ASTM S.P.A.

Testo del comunicato

NAF 2 S.P.A. COMPLETED THE JOINT PROCEDURE CONCERNING
THE PURCHASE OBLIGATION (SELLOUT) AND THE PURCHASE
RIGHT (SQUEEZE- OUT) -

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

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH COMMUNICATION WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

VOLUNTARY TENDER OFFER FOR ALL OF THE ORDINARY SHARES OF ASTM S.P.A. LAUNCHED BY NAF 2 S.P.A.

PRESS RELEASE

* * * * *

NAF 2 S.P.A. COMPLETED THE JOINT PROCEDURE CONCERNING THE PURCHASE OBLIGATION (SELL-OUT) AND THE PURCHASE RIGHT (SQUEEZE- OUT)

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

* * * * *

Tortona, 4 June 2021 – NAF 2 S.p.A. (the “**Offeror**”), further to the press release of May 27, 2021 relating to:

- (i) the final results of the voluntary tender offer launched pursuant to Articles 102 and ff. of the CFL (the “**Offer**”) on all of the ordinary shares of ASTM S.p.A. (“**ASTM**” or the “**Issuer**”), and
- (ii) the completion of the joint procedure for the exercise of the purchase right (squeeze-out) pursuant to Article 111 of the CFL and the concurrent fulfillment of the purchase obligation (sell-out) pursuant to Article 108, paragraph 1, of the CFL (the “**Joint Procedure**”), regarding the remaining No. 6,264,790 outstanding ordinary shares of ASTM, representing 4.458% of the Issuer’s share capital (the “**Remaining Shares**”),

announces to have confirmed earlier today to the Issuer, pursuant to Article 111, paragraph 3, of the CFL, to have deposited the amount of Euro 175,414,120.00, corresponding to the overall consideration of the Joint Procedure, on the bank account opened with UniCredit Group (IBAN IT 06D0200809440000106058335).

On the date hereof, the transfer to the Offeror of the ownership of the Remaining Shares will be effective, pursuant to Article 111, paragraph 3, of the CFL and the Issuer will make the related entries in the shareholders’ register.

The 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.

The holders of non-dematerialized Remaining Shares, if any, will have to demand the payment of the Consideration of the Joint Procedure after having delivered the original of the relevant share certificates assigned to them at the office of the Issuer in Turin, Corso Regina Margherita No. 165.

As already announced on May 27, 2021, the consideration of the Joint Procedure is equal to the consideration of the Offer, *i.e.* Euro 28.00 per each Remaining Share.

Pursuant to Article 2949 of the Italian Civil Code, once the five-year statutory limitation period has elapsed from the date of abovementioned deposit, the Offeror shall have the right to obtain the

reimbursement of the sums deposited by way of consideration for the Joint Procedure and not collected by the entitled parties.

It should be noted that, by means of the resolution No. 8772 of May 28, 2021, Borsa Italiana S.p.A. provided for the Issuer's shares (ISIN IT0000084027) to be suspended from listing on the *Mercato Telematico Azionario*, during Wednesday June 2, 2021 and Thursday June 3, 2021 sessions, and delisted starting from today.

COMMUNITY – Strategic Communications Advisers

Auro Palomba +39 335 7178637 auro.palomba@communitygroup.it

Marco Rubino di Musebbi, +39 335 6509552 marco.rubino@communitygroup.it

* * * * *

This notice does not represent, nor does intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of ASTM S.p.A. will be made in any country in breach of the regulations applicable therein.

The Offer will be launched through the publication of the relevant Offer document subject to the approval of CONSOB. The Offer document will contain the full description of the terms and conditions of the said Offer, including the manner in which it can be accepted.

The Offer is being launched in Italy, since the shares are listed on Mercato Telematico Azionario of the Stock Exchange Market organised and managed by Borsa Italiana S.p.A. and, except as indicated below, is subject to the disclosure and procedural requirements provided by Italian law.

To the extent applicable, the Offer is also conducted in the United States in accordance with the applicable provisions of Section 14(e) of the U.S. Securities Exchange Act of 1934 (the “Exchange Act”) and Regulation 14E adopted under the Exchange Act, and subject to the exemptions provided by Rule 14d-1 under the Exchange Act (“Cross-Border Exemptions”).

US shareholders should note that the disclosure and procedural requirements applicable to the Offer differ significantly from those that would be applicable to a tender offer pursuant to the US tender offer rules, including the requirements that would be applicable absent the Cross-Border Exemptions.

Depending on market conditions, and to the extent permissible under applicable laws and regulations, including Rule 14e-5 under the Exchange Act, and in accordance with applicable Italian practice, the Offeror and/or the Persons Acting in Concert reserve the right to purchase on the market, at any time after the date of this Notice, Issuer's Shares outside the Offer, for the purpose of further increasing such persons' shareholding in the Issuer's share capital. To the extent information relating to such purchases it is made public in Italy, such information will be disclosed by means of a press release or other means of communication of equivalent scope in order to inform the Issuer's U.S. shareholders. No purchases will be made outside of the Offer in the United States of America by or on behalf of the Offeror and/or Persons Acting in Concert.

An Offer Document translated into English will be made available to the holders of the Shares resident in the United States of America. The English version of the Offer Document will be merely a courtesy translation and the Italian version of the Offer Document will be the only document submitted to CONSOB for its approval.

Neither the US Securities Exchange Commission (SEC) nor any state securities commission in the United States have approved or disapproved this Offer nor will they pass upon the adequacy or completeness of the Offer Document or any other documentation relating to the Offer.

*The Offer has not been and will not be conducted or disseminated in Canada, Japan and Australia, as well as in any other country in which such Offer is not permitted in the absence of authorization from the competent authorities or other obligations by the Offeror (collectively the “**Other Countries**”).*

This Press Release 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 and/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 and U.S. 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.0021-75

Numero di Pagine: 5