



SPAFID
CONNECT

Informazione Regolamentata n. 0217-204-2021	Data/Ora Ricezione 20 Dicembre 2021 23:03:47	Euronext Star Milan
---	--	---------------------

Societa' : RENO DE MEDICI
Identificativo : 155572
Informazione
Regolamentata
Nome utilizzatore : RENON01 - Buonanno
Tipologia : REGEM
Data/Ora Ricezione : 20 Dicembre 2021 23:03:47
Data/Ora Inizio : 20 Dicembre 2021 23:03:49
Diffusione presunta
Oggetto : Communication on behalf of Rimini BidCo
S.p.A. - Mandatory takeover final results

Testo del comunicato

Vedi allegato.

PRESS RELEASE**20 DECEMBER 2021****Rimini BidCo S.p.A. announces the definitive results of the full mandatory takeover bid on the ordinary shares of Reno De Medici S.p.A.**

With respect to the full mandatory takeover bid promoted by Rimini BidCo S.p.A. (the **Bidder**), pursuant to articles 102 and 106 of Legislative Decree of 24 February 1998, No. 58, as subsequently amended (the **Italian Consolidated Finance Law**) concerning the maximum number of 99,886,043 ordinary shares of Reno De Medici S.p.A. (**Reno** or the **Issuer**), representing, as at the Bid Document Date, approximately 26.439% of the Issuer's share capital and 26.455% of the voting rights (the **Bid**), the Bidder, following the press release of 17 December 2021 (the **Provisional Results Notice**), announces the definitive results at the end of the Acceptance Period of the Bid.

All terms with initial capitals used herein without definition have the meanings given to them in the bid document approved by CONSOB with resolution No. 22085 of 16 November 2021 published on 18 November 2021 (the **Bid Document**).

The Acceptance Period ended on 17 December 2021 at 5:30PM (Italian time).

On the basis of the definitive results of the Bid communicated by BNP Paribas Secuirites Services, Milan Branch, and Intesa Sanpaolo S.p.A., in their capacity of Intermediaries in Charge of Coordinating the Collection of Subscriptions, at the end of the Acceptance Period 56,383,064 Ordinary Shares have been tendered to the Bid, equal to approximately 14.924% of the share capital of the Issuer as of today and to approximately 56.447% of the Shares Subject to the Bid, for a total value of 81,755,442.80 Euros (calculated with reference to the Consideration for the Mandatory Takeover Bid). Therefore, 2,571,789 additional Ordinary Shares have been tendered compared to what was communicated in the Provisional Results Notice.

The payment of the Consideration for the Mandatory Takeover Bid in relation with the Ordinary Shares tendered to the Bid during the Acceptance Period (equal to 1.45 Euros for each Ordinary Share), together with a simultaneous transfer of ownership right on such Ordinary Shares for the benefit of the Bidder, shall occur on 22 December 2021.

Taking into account the n. 27,570,034 Ordinary Shares purchased by the Bidder on the market starting from the Bid Document Date, the n. 275,612,781 Ordinary Shares (representing, as at the Bid Document Date, approximately 72.952% of the Reno share capital and 72.997% of the voting rights) already held by the Bidder as at the Bid Document Date and the n. 2,070,000 Issuer's Treasury Shares, as of today, the Bidder owns n. 361,635,879 overall Ordinary Shares, equal to 95.721% of the share capital of Reno and 95.780% of the voting rights.

In light of the definitive results of the Bid, in consideration of the achievement by the Bidder of a participation at least equal to 95% of the share capital of the Issuer represented by Ordinary Shares, the legal requirements for the exercise of the Right to Squeeze-Out in accordance with article 111 of Italian Consolidated Finance Law (the **Right to Squeeze-Out**) have occurred for the residual Ordinary Shares of Reno still outstanding, since the Bidder has declared in the Bid Document its willingness to exercise them in accordance with and pursuant to article 111 of the Italian Consolidated Finance Law.

The Bidder, by exercising its Right to Squeeze-Out over the Ordinary Shares of Reno, will also fulfil the purchase obligation pursuant to article 108, paragraph 1, of Italian Consolidated Finance Law, therefore carrying out a single procedure in agreement with CONSOB and Italian Stock Exchange (the **Joint Procedure**).

The Joint Procedure will concern n. 15,932,945 Ordinary Shares of Reno that are still outstanding (the **Residual Shares**), equal to 4.217% of the share capital of the Issuer and 4.220% of the voting rights.

As already stated in the Bid Document, the Right to Squeeze-Out will be fulfilled by the Bidder by granting consideration for each Residual Share equal to the Consideration for the Mandatory Takeover Bid, namely 1.45 Euros.

Taking into account the number of Residual Shares, the overall consideration of the Joint Procedure will be 23,102,770.25 Euros.

By 29 December 2021, such amount will be deposited by the Bidder to BNP Paribas, Italian Branch, on a bank account held by the Bidder and bound to the payment of the consideration of the Joint Procedure.

The Joint Procedure will become effective on 29 December 2021, in the moment in which the Bidder will confirm to the Issuer the deposit and the availability of the sums for the payment of the consideration of the Joint Procedure to the abovementioned bank.

The owners of the Residual Shares shall obtain the payment of the consideration of the Joint Procedure directly by the relevant Depository Intermediaries or the Appointed Intermediaries. The payment obligation of the consideration of the Joint Procedure shall be considered as fulfilled when the relevant sums will be transferred to the Depository Intermediaries or the Appointed Intermediaries from which the Residual Shares subject to the Joint Procedure come from.

The subjects adhering to the Bid bear all the risks relating to the Depository Intermediaries or the Appointed Intermediaries not transferring those sums to the entitled subjects or delaying such transfers.

It should be noted that Italian Stock Exchange, in accordance with article 2.5.1, paragraph 6, of the Stock Exchange Regulations, will provide for the Issuer's ordinary shares to be suspended from listing on Euronext Milan, in the sessions of 27 and 28 December 2021 and to be revoked from listing from the 29 December 2021 session.

Please also note that the delisting of the Issuer's Ordinary Shares ordered by Italian Stock Exchange, as a result of the Bid, will cause, following a specific procedure, the delisting of the Issuer's Ordinary Shares also by the Spanish Stock Exchanges.

The Bid Document containing the exact description of the terms and conditions of the Bid is available on the Issuer's website (www.rdmgroup.com/it), and on the Global Information Agent's website (www.morrowsodali-transactions.com).

Morrow Sodali S.p.A. – Global Information Agent

Toll-free number 800 141 319 (for calls from Italy) and +39 06 9762 0599 (for calls from abroad) from Monday to Friday from 9:00 a.m. to 6:00 p.m. (Central European Time).

Rimini BidCo S.p.A.

Fine Comunicato n.0217-204

Numero di Pagine: 4