



SPAFID
CONNECT

Informazione Regolamentata n. 0217-206-2021	Data/Ora Ricezione 29 Dicembre 2021 11:40:59	Euronext Star Milan
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Societa' : RENO DE MEDICI
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Informazione
Regolamentata
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Tipologia : REGEM
Data/Ora Ricezione : 29 Dicembre 2021 11:40:59
Data/Ora Inizio : 29 Dicembre 2021 11:41:00
Diffusione presunta
Oggetto : Communication on behalf of Rimini BidCo
S.p.A. - Start Joint Procedure

Testo del comunicato

Vedi allegato.

PRESS RELEASE**29 DECEMBER 2021**

Rimini BidCo S.p.A. implemented the joint procedure to fulfil the commitment to squeeze-out under Article 108, paragraph 1, of Legislative Decree of 24 February 1998, No. 58, as subsequently amended and supplemented (the Italian Consolidated Finance Law) and to exercise the right to squeeze-out under Article 111 of the Italian Consolidated Finance Law

Delisting of the ordinary shares of Reno De Medici S.p.A. from Euronext Milan and from the Stock Exchanges of Madrid, Barcelona, Bilbao y Valencia (*Bolsas de Valores Españolas*) as of today's date

Rimini Bidco S.p.A. (the **Bidder**), following what was announced on 17 December 2021 and 20 December 2021 with reference to the execution of the joint procedure for the fulfilment of the commitment to squeeze-out under Article 108, paragraph 1, of the Italian Consolidated Finance Law and the simultaneous exercise of the right to squeeze-out under Article 111 of the Italian Consolidated Finance Law (the **Joint Procedure**) concerning 15,932,945 ordinary shares of Reno De Medici S.p.A. (**Reno** or the **Issuer**) still outstanding, equal to 4.217% of the share capital of the Issuer and 4.220% of the voting rights (the **Residual Shares**), announces that today it has notified the Issuer, pursuant to and for the purposes of Article 111, paragraph 3, of the Italian Consolidated Finance Law, that it has deposited the sum of Euro 23,102,770.25, corresponding to the total countervalue of the Joint Procedure, to the bank account in the name of the Bidder with BNP Paribas Securities Services – Milan (IBAN No. IT 35 B 03479 01600000802519800), dedicated to the payment of the consideration due to the shareholders holding the Residual Shares.

Therefore, as of today, pursuant to article 111, paragraph 3, of the Italian Consolidated Finance Law, the transfer of ownership of the Residual Shares in favour of the Bidder will also become effective and the Issuer will record this in the shareholders' ledger.

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 holders of Residual Shares may obtain payment of the consideration for the Joint Procedure directly from their respective Appointed Intermediaries or Depository Intermediaries. The obligation to pay the consideration for the Joint Procedure shall be deemed to be fulfilled when the relevant amounts are transferred to the Appointed Intermediaries or Depository Intermediaries from which the Residual Shares subject to the Joint Procedure come from. The risk that the Appointed Intermediaries or Depository Intermediaries do not transfer such amounts to the entitled parties or delay their transfer shall be borne exclusively by the parties subscribing to the Bid.

The holders of any non-dematerialised Residual Shares shall request payment of the consideration for the Joint Procedure upon delivery of the original share certificates duly registered in their name at the registered office of the Issuer, Viale Isonzo n. 25, 20124 Milan.

It should be noted that the Right to Squeeze-out pursuant to Art. 111 of the Italian Consolidated Finance Law is exercised in respect of all the Residual Shares (both dematerialised and not yet dematerialised) and that, therefore, irrespective of the request for payment of the consideration for the Joint Procedure mentioned above, as from the date of communication to the Issuer of the deposit with BNP Paribas Securities Services - Milan of the amounts for the payment of the consideration for the Joint Procedure, the transfer of ownership of the Residual Shares, both dematerialised and possibly not yet dematerialised, to the Bidder will be effective, with the consequent registration in the shareholders' ledger by the Issuer pursuant to article 111, paragraph 3, of the Italian Consolidated Finance Law.

Once the five-year statute of limitations provided for by Article 2949 of the Italian Civil Code has expired, and without prejudice to the provisions of Articles 2941 *et seq.* of the Italian Civil Code, the holders of the Residual Shares who have not requested payment will lose the right to obtain payment of the consideration for the Joint Procedure.

It should be noted that Borsa Italiana S.p.A., by order No. 8818 of 21 December 2021, ordered the suspension from trading on Euronext Milan of the ordinary shares of the Issuer for the sessions of 27 December 2021 and 28 December 2021 and the delisting from today's date. It should be also pointed out that the *Comisión Nacional del Mercado de Valores* (CNMV) has approved the suspension from trading on the Stock Exchanges of Madrid, Barcelona, Bilbao y Valencia (*Bolsas de Valores Españolas*) of the ordinary shares of the Issuer for the sessions of 27 December 2021 and 28 December 2021 and the delisting from today's date.

As a result of the delisting of the ordinary shares of the Issuer, the savings shares shall be deemed to be nominative shares (*azioni nominative*) and no longer bearer shares (*azioni al portatore*). Such savings shares shall also be deemed to be class shares (*azioni di categoria*) governed exclusively by the current By-laws of the Issuer and by the Italian Civil Code, with the exclusion of the application of the rules provided for by the Italian Consolidated Finance Law for savings shares, and shall maintain the same rights provided for by the current By-laws of the Issuer.

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.0217-206

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