



SPAFID
CONNECT

Informazione Regolamentata n. 0533-29-2022	Data/Ora Ricezione 08 Agosto 2022 08:42:18	Euronext Star Milan
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Oggetto : Public tender offer on Cellularline shares:
offer document filed with Consob

Testo del comunicato

Vedi allegato.



Press release in accordance with Consob Regulation no. 11971/99

Voluntary public tender offer launched by 4 Side S.r.l. on all the shares of Cellularline S.p.A.

**PRESS RELEASE PURSUANT TO ART. 37-TER, PARAGRAPH 3, OF THE
REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY
1999, AS SUBSEQUENTLY AMENDED ("ISSUERS' REGULATION")**

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OFFER DOCUMENT FILED WITH CONSOB

Vimercate, August 8, 2022 – 4 SIDE S.r.l. (the "Offeror"), company whose share capital is entirely held by Esprinet S.p.A. ("Esprinet"), announces that it has today filed with CONSOB, pursuant to and for the purposes of article 102, paragraph 3, of Italian Consolidated Financial Act (the "CFA"), as well as of article 37-ter of the Issuers' Regulations, the offer document (the "Offer Document"), intended for publication, relating to the voluntary public tender offer (the "Offer") launched by the Offeror, pursuant to articles 102 and seq. of the CFA, on all the ordinary shares of Cellularline S.p.A. (the "Issuer"), including treasury shares directly or indirectly held, from time to time, by the Issuer.

The Offer Document will be published at the end of the review carried out by CONSOB pursuant to Article 102, paragraph 4 of the CFA.

Pending the publication of the Offer Document, please refer to the communication pursuant to art. 102, paragraph 1 of the CFA and art. 37, paragraph 1, of the Issuers' Regulations, published on the websites of the Issuer (www.cellularline.com) and of the Offeror (www.esprinet.com), which contains the description of the conditions and essential elements of the Offer.

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THIS DOCUMENT SHALL NOT BE DISCLOSED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN (OR OTHER COUNTRIES EXCLUDED, AS DEFINED BELOW)

The voluntary tender offer referred to in this press release is launched by 4 Side S.r.l., entirely controlled by Esprinet S.p.A., on all of the ordinary shares of Cellularline S.p.A.

Prior to the commencement of the Acceptance Period, as required under applicable law, the Offeror will publish an Offer Document which the shareholders of Cellularline S.p.A. are required to examine carefully.

4Side S.r.l

Direzione, Coordinamento e Socio Unico Esprinet S.p.A. - Vimercate - Italia

Sede legale: Via Energy Park 20, 20871 Vimercate (MB)

Sede operativa ed amministrativa: Piazza E. Morelli 9 – 20025 Legnano (MI)

Codice Fiscale e Partita Iva 13400090158



The Offer is being made in Italy, as the Shares are listed on Euronext STAR Milan, which is organized and managed by Borsa Italiana, and, except as noted below, is subject to the disclosure requirements and procedural requirements of Italian law.

The Offer is not and will not be promoted or distributed in the United States of America (i.e., addressed to U.S. Persons, as defined under the U.S. Securities Act of 1933, as amended), Canada Japan and Australia, as well as in any other country in which such Offer is not permitted in the absence of authorization by the competent authorities or other compliance by the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively the "Excluded Countries") nor by using domestic or international means of communication or commerce of the Excluded Countries (including, but not limited to, the postal network, facsimile, telefax, electronic mail, telephone and internet), nor through any facility of any of the financial intermediaries of the Excluded Countries, nor in any other manner. Partial or complete copies of any documents to be issued by the Offeror in connection with the Offer, are not and shall not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person who receives the above documents shall not distribute, send or dispatch them (either by mail or by any other means or instrument of communication or commerce in the Excluded Countries). Any acceptances of the Offer resulting from solicitation activities carried out in violation of the above limitations will not be accepted. Adherence to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the recipients of the Offer to comply with such regulations and, therefore, to verify their existence and applicability before joining the Offer by contacting their advisors. The Offeror shall not be held liable for violation by any person of any of the above limitations.

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Fine Comunicato n.0533-29

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