



SPAFID
CONNECT

Informazione Regolamentata n. 0533-37-2022	Data/Ora Ricezione 06 Settembre 2022 18:15:58	Euronext Star Milan
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Regolamentata
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Data/Ora Ricezione : 06 Settembre 2022 18:15:58
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Oggetto : Voluntary public tender offer on all the
shares of Cellularline: approval of the offer
document

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

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APPROVAL OF THE OFFER DOCUMENT

Vimercate, September 6, 2022 – 4 SIDE S.r.l. (the “**Offeror**”), company whose share capital is entirely held by Esprinet S.p.A. (“**Esprinet**”), announces that on the date hereof CONSOB, by resolution no. 22436, of September 6, 2022, has approved, pursuant to Article 102, paragraph 4, of the Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (“**CFA**”), the offer document (the “**Offer Document**”) related to the voluntary public tender offer (the “**Offer**”) pursuant to articles 102 and 106, paragraphs 4 of the CFA launched by the Offeror on the ordinary shares (the “**Shares**”) of Cellularline S.p.A. (the “**Issuer**”) a company with shares listed on the Euronext STAR Milan.

The Offer is launched on no. 21,868,188 Shares, equal to 99.999995% of the Issuer’s share capital fully subscribed and paid up and representing to all the Shares, including treasury Shares, minus 1 Share held by the Offeror as of the date hereof.

Pursuant to Article 40, paragraph 2, of the Regulation issued by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”), the acceptance period to the Offer (the “**Acceptance Period**”), agreed with Borsa Italiana, will start at 8:30 (Italian time) on September 19, 2022 (Monday) and will end at 17:30 (Italian time) on October 14, 2022 (Friday) (first and last day included), and will therefore consist of 20 (twenty) trading days (unless extended). Thus, October 14, 2022 will be the last day to adhere to the Offer, unless the Acceptance Period is extended.

On the 5th (fifth) trading day following the end of the Acceptance Period, i.e. on October 21, 2022 – unless extended – (the “**Payment Date**”) the Offeror will pay to each adhering shareholder a consideration amounting to Euro 3.75, fully paid in cash, for each share tendered to the Offer.

The publication and availability of the Offer Document will be disclosed in a separate notice to be issued pursuant to Article 38, paragraph 2, of the Issuers’ Regulation.

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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)

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 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.

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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