



SPAFID
CONNECT

Informazione Regolamentata n. 0533-39-2022	Data/Ora Ricezione 08 Settembre 2022 17:48:51	Euronext Star Milan
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Diffusione presunta
Oggetto : Voluntary public tender offer on all the
shares of Cellularline: offer document
publication

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 ARTICLE 38, PARAGRAPH 2, OF THE
REGULATION ISSUED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY
1999, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED ("ISSUERS'
REGULATION").**

PUBLICATION OF THE OFFER DOCUMENT

Vimercate, September 8, 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 it has published the offer document (the "**Offer Document**") approved by CONSOB with resolution no. 22436 of September 6, related to the voluntary public tender offer (the "**Offer**") pursuant to articles 102 and 106, paragraphs 4 of Italian Consolidated Financial Act, as subsequently amended and supplemented (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.

The Offer Document has been made available to the public for consultation at:

- (i) 4 SIDE S.r.l.'s registered office, in Vimercate, Via Energy Park n.20;
- (ii) Intermonte SIM S.p.A.'s registered office, in Milano, Galleria De Cristoforis n. 7/8 (*the intermediary appointed for coordinating the collection of subscriptions*);
- (iii) Issuer's website www.cellularlinegroup.com; e
- (iv) Esprinet's website www.esprinet.com.

The Offer Document is also made available to the public on the website of the Global Information Agent, Morrow Sodali (www.morrowsodali.com).

Pursuant to Article 40, paragraph 2, of 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.

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



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.

Pursuant to article 103, paragraph 3 of the TUF and article 39 of the Issuers’ Regulation, the Board of Directors of the Issuer shall disclose to the market, by the day before the first day of the Acceptance Period, a notice containing all useful information for the evaluation of the Offer and its own assessment of the Offer.

For additional information on the terms and conditions of the Offer please refer to the Offer Document.

* * *

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 has published 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

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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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