



SPAFID
CONNECT

Informazione Regolamentata n. 0533-46-2022	Data/Ora Ricezione 06 Ottobre 2022 08:01:00	Euronext Star Milan
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Data/Ora Ricezione : 06 Ottobre 2022 08:01:00
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Diffusione presunta
Oggetto : Voluntary public tender offer on all
Cellularline shares: Antitrust Condition
precedent

Testo del comunicato

Vedi allegato.



**VOLUNTARY PUBLIC TENDER OFFER LAUNCHED BY 4 SIDE S.R.L. ON ALL THE SHARES OF
CELLULARLINE S.P.A.**

PRESS RELEASE

ANTITRUST CONDITION PRECEDENT

Vimercate, October 6, 2022 – With regard to the voluntary tender offer (the “Offer”), pursuant to articles 102 and 106, paragraphs 4 of the CFA launched by 4 SIDE S.r.l. (the “Offeror”), company whose share capital is entirely held by Esprinet S.p.A. (“Esprinet”), on the ordinary shares (the “Shares”) of Cellularline S.p.A. (the “Issuer”) a company with shares listed on the Euronext STAR Milan, the Offeror hereby announces the following.

At its meeting of 4 October 2022, the Italian Antitrust Authority resolved not to initiate the preliminary investigation under article 16, paragraph 4, of Law No. 287 of 10 October 1990 in relation to the transaction for the acquisition of the sole control of the Issuer by Esprinet through the Offeror. Therefore, the Antitrust Condition under Paragraph A.1. (letter b) of the Offer Document shall be considered as fulfilled.

The Offeror recalls that the effectiveness of the Offer remains subject to the occurrence of the Threshold Condition and the MAC Condition. On the terms and according to the procedures described in the Offer Document, the Offeror will communicate the occurrence or non-occurrence, or the waiver of such conditions of the Offer.

The CEO of the Esprinet Group, Alessandro Cattani, commented on the news as follows: "With this step we add a further piece to the complex set of activities aimed at the desired consolidation of Cellularline within our Group. With this authorisation, all the authorities in charge of supervising the transaction have given their approval to the prosecution of the offer, testifying to the seriousness of the work carried out so far. The roadshow carried out over the past few days in order to present the details of the industrial and financial rationale of Esprinet's proposal to institutional investors, together with the results of the monitoring activity currently underway on the "retail" shareholders, give us increasing confidence in the successful outcome of the transaction".

Unless otherwise defined in this press release, capitalised terms have the same meaning ascribed to them in the offer document approved by CONSOB by resolution No. 22436 of 6 September 2022 (the “Offer Document”) and published on 8 September 2022 on the website of Esprinet (www.esprinet.com), the global information agent Morrow Sodali (www.morrowsodali.com) and the Issuer (www.cellularlinegroup.com).

For any further information on the Offer, please refer to the Offer Document.

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



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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.

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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