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CONNECT

Informazione Regolamentata n. 0533-48-2022	Data/Ora Ricezione 14 Ottobre 2022 18:29:29	Euronext Star Milan
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Societa' : ESPRINET

Identificativo : 168250

Informazione
Regolamentata

Nome utilizzatore : ESPRINETN05 - Perfetti

Tipologia : REGEM

Data/Ora Ricezione : 14 Ottobre 2022 18:29:29

Data/Ora Inizio : 14 Ottobre 2022 18:29:30

Diffusione presunta

Oggetto : Voluntary public tender offer on all
Cellularline shares: non-fulfilment of the
threshold condition and ineffectiveness of
the offer

Testo del comunicato

Vedi allegato.



THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH COMMUNICATION WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

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

PRESS RELEASE

END OF THE OFFER ACCEPTANCE PERIOD

PROVISIONAL RESULTS OF THE OFFER

NON-FULFILMENT OF THE THRESHOLD CONDITION AND INEFFECTIVENESS OF THE OFFER

Vimercate, October 14, 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, at 17:30 (Italian time) ended the acceptance period of 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.

Terms used with a capital letter in this press release, unless otherwise defined, have the meaning ascribed to them in the offer document relating to the Offer, published on 8 September 2022 (the “Offer Document”).

Provisional results of the Offer

Based on the provisional results communicated by Intermonte SIM S.p.A., as Intermediary in Charge of Coordinating the Collection of Acceptances, at the end of the Acceptance Period, corresponding to 20 trading days, which started on September 19, 2022 at 8:30 (Italian time), No. 2,510,896 Shares were tendered to the Offer, representing about 11.48% of the Issuer’s share capital.

It should be noted that, from the Date of the Offer Document to the date hereof, the Offeror has not made any purchases outside of the Offer.

Therefore, in light of the Shares tendered to the Offer as well as the Share already held, the Offeror would hold, if the above provisional results are confirmed, a total percentage of 11.48% of the Issuer's share capital.

Conditions of the Offer

As indicated under paragraph A.1 a) of the Offer Document, the effectiveness of the Offer is subject to, inter alia, the occurrence of the Threshold Condition, for the occurrence of which it is required that the Offeror comes to hold, upon completion of the Offer - as a result of acceptances to the Offer and/or any purchases made outside the Offer itself by the Offeror, directly or indirectly, including



through Persons Acting in Concert with the Offeror, pursuant to the regulations applicable during the Subscription Period - a direct and/or indirect shareholding higher than 66.67% of the Issuer's share capital, also reserving the undisputable right to waive, at any time, the Threshold Condition and to purchase a smaller amount of Shares, provided that - upon completion of the Offer - the Offeror comes to hold in the aggregate more than 50% plus one Cellularline Shares.

In light of the provisional results of the Offer and in consideration of the Offeror having reached a shareholding of less than 66.67% as well as 50% plus one Share of the Issuer's share capital, the Offeror announces that the Threshold Condition must be considered as not having been fulfilled and in light of the acceptances received, this condition cannot be waived.

Therefore, the Offeror hereby announces as of now that the Offer is to be considered ineffective.

The Shares tendered to the Offer will be returned to the availability of their respective holders, without charge or expenses to them, by the first trading day following the date of this announcement, i.e. by Monday October 17, 2022.

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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 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 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.

Fine Comunicato n.0533-48

Numero di Pagine: 5