



SPAFID
CONNECT

Informazione Regolamentata n. 0533-50-2022	Data/Ora Ricezione 19 Ottobre 2022 17:51:30	Euronext Star Milan
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Oggetto : Voluntary public tender offer on all
Cellularline shares: final results of the offer

Testo del comunicato

Vedi allegato.



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

PRESS RELEASE

FINAL RESULTS OF THE OFFER

Vimercate, October 19, 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.

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 September 8, 2022 (the “Offer Document”).

Following the press release of October 14, 2022 on the provisional results of the Offer, it is hereby announced that, based on the final 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, 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.

In light of the final 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 confirms that the Threshold Condition must be considered as not having been fulfilled and in light of the acceptances received, this condition cannot be waived.

Furthermore, it is hereby confirmed that the Shares tendered to the Offer have already been returned to the availability of their respective holders without charge or expenses to them on Monday, October 17, 2022.

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.0533-50

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