

<p>Informazione Regolamentata n. 30056-1-2024</p>	<p>Data/Ora Inizio Diffusione 4 Marzo 2024 14:22:36</p>	<p>MTF</p>
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Societa' : DIETARY BIDCO

Identificativo Informazione  
Regolamentata : 186839

Utenza - Referente : DIETARYBIDCON01 - EMANUELE  
ANGELLOTTO

Tipologia : 3.1

Data/Ora Ricezione : 4 Marzo 2024 14:22:36

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Oggetto : COMPLETION OF THE MERGER OF  
DIETARY BIDCO S.P.A. INTO BIODUE S.P.A.

*Testo del comunicato*

Vedi allegato

**PRESS RELEASE – COMPLETION OF THE MERGER OF DIETARY BIDCO S.P.A. INTO BIODUE S.P.A.**

Monday, 4 March 2024, 2.00 [p.m.] (CET)] – Reference is made to the “€72,000,000 Senior Secured Floating Rate PIK Notes due 2030” (ISIN code: IT0005531444) (the **Notes**) issued by Dietary BidCo S.p.A. (**BidCo**).

Notice is hereby given to the holders of the Notes that, as previously announced on 20 December 2023, BidCo has been merged by incorporation into its wholly owned subsidiary, BioDue S.p.A. (**BioDue**) (the **Merger**). The deed of merger was executed on 28 February 2024 and the Merger became effective on 1 March 2024, following the registration of the deed of merger with the Companies’ Register of Milano-Monza-Brianza-Lodi and with the Companies’ Register of Firenze.

Pursuant to the Merger, BioDue has universally succeeded to, and assumed by operation of law, all of the obligations, rights, interests and liabilities of BidCo, including all of the obligations, rights, interests and liabilities of BidCo pursuant to, and in connection with, the Notes, which are admitted to trading and continue to be admitted to trading on the Vienna MTF managed by the Wiener Boerse.

Following the Merger, BidCo ceased to exist and the business, activities and operations of BidCo will be carried on by BioDue.

The registered office of BioDue is as follows:

BioDue S.p.A.  
Via A. Lorenzetti, 3/A - Fraz. Sambuca Val di Pesa Stradario 00490  
50028 Barberino Tavarnelle (FI)  
Italy

**For further information on the Merger please contact:**

**BioDue S.p.A.**  
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**BioDue S.p.A.**

*Damien Gaudin*  
*Chairman of the Board of Directors*

**This announcement is published by BioDue S.p.A. and relates to the disclosure of information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014, as amended (MAR) encompassing information relating to BioDue sa issuer. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made on behalf of BioDue S.p.A. by Damien Gaudin, as Chairman of the Board of Directors.**

**This announcement is for distribution only outside the United States to persons other than "U.S. Persons" (as defined in Regulation S under the United States Securities Act of 1933, as amended (the Securities Act)). It is not for release, publication or distribution in or into, or to any person located or resident in, any other jurisdiction where it is unlawful to release, publish or distribute this document.**

**This announcement is important and requires your immediate attention. This announcement contains important information which should be read carefully before any decision is made with respect to the proposals set out herein. If you are in doubt as to the action you should take, you are recommended to seek your own legal, tax, financial, business, regulatory and accounting advice and consult your own professional investment advisor. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to vote in respect of the proposal.**

**This announcement is not intended to be, and should not be relied upon as, legal, tax, financial, business, regulatory accounting, investment or other advice. The issuer of the Notes is not providing investors with any such advice and investors should consult their own advisors for advice on risks relating to the reform of interest rate benchmarks. The information contained in this announcement is not intended to be comprehensive. Material developments may have occurred since the date of this announcement.**

**This announcement is not and is not intended to and shall not be deemed to constitute or contain or form part of an offer of financial instruments or invitation to promote and/or engage in any investment activity or an offer or invitation to buy or sell any securities or financial instruments or products in any jurisdiction and is being sent to holders of the Notes solely in their capacity as such. In particular, this announcement does not constitute an offer to the public in the Republic of Italy and none of this announcement or any other documents or materials relating thereto have been nor will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (CONSOB).**

**If you have sold or otherwise transferred your entire holding(s) of any of the Notes, please forward this announcement immediately to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

**The distribution of this announcement may be restricted by applicable laws, rules, regulations and guidelines including but not limited to any trade, economic or financial sanctions laws, regulations, embargoes or restrictive measures administered, enacted or enforced by a sanctions authority (Applicable Law) in certain jurisdictions and persons into whose possession this announcement comes are requested to inform themselves about, and to observe, any such Applicable Law.**

**Nothing in this announcement or the electronic transmission hereof constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell securities in the United States or any other jurisdiction. This announcement has not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.**

