

Informazione Regolamentata n. 20162-53-2024	Data/Ora Inizio Diffusione 20 Agosto 2024 15:11:50	Euronext Growth Milan
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Societa' : RELATECH

Identificativo Informazione
Regolamentata : 194815

Utenza - Referente : RELATECHN02 - SANTORO

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 20 Agosto 2024 15:11:50

Data/Ora Inizio Diffusione : 20 Agosto 2024 15:11:50

Oggetto : Notice issued by Relatech S.p.A. on behalf of
Gemini BidCo S.r.l. - OFFER DOCUMENT
FILED WITH CONSOB

Testo del comunicato

Vedi allegato

Notice issued by Relatech S.p.A. on behalf of Gemini BidCo S.r.l.

PRESS RELEASE

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS PROHIBITED IN ANY JURISDICTION IN WHICH IT CONSTITUTES A VIOLATION OF APPLICABLE LAW

MANDATORY TENDER OFFER ON THE ORDINARY SHARES OF RELATECH S.P.A. LAUNCHED BY GEMINI BIDCO S.P.A.

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Press release pursuant to Article 102, paragraph 3, of Legislative Decree no.58 of 24 February 1998, as subsequently amended and supplemented (the “**Consolidated Financial Act**” or “**CFA**”) and Article 37-ter of the Regulation issued by CONSOB with Resolution no.11971 of 14 May 1999, as subsequently amended and supplemented (“**Issuers’ Regulation**”).

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OFFER DOCUMENT FILED WITH CONSOB

Milan, 20 August 2024 – Pursuant to and for the purposes of Article 102, paragraph 3 of the CFA and Article 37-ter of the Issuers’ Regulations, Gemini BidCo S.r.l. (“**Gemini BidCo**” or the “**Offeror**”), a company wholly owned by Bregal Unternehmerkapital IV SCSp, Bregal Unternehmerkapital IV-A SCSp, Bregal Unternehmerkapital IV-B SCSp, Bregal Unternehmerkapital IV Funding Feeder SCSp and Gaxder S.r.l., hereby announces that on the date hereof it has filed with the Commissione Nazionale per le Società e la Borsa (“**Consob**”) the offer document (the “**Offer Document**”), intended for publication, related to the mandatory tender offer (the “**Offer**”) under Article 106 of the CFA as referred to in Article 10 of the By-Laws of Relatech S.p.A. (“**Relatech**” or the “**Issuer**”) launched by Gemini BidCo on the ordinary shares (the “**Shares**”) of Relatech, a company with shares listed on the Euronext Growth Milan, organized and managed by Borsa Italiana S.p.A.

The Offer relates to a maximum of 13,881,490 Shares, representing approximately 32.02% of the Issuer’s share capital, other than the (i) No. 29,004,569 Shares, representing approximately 66.90% of the Relatech’s share capital, already owned by Gemini BidCo as of the date of this communication as well as (ii) n. 466,914 treasury shares, representing approximately 1.08% of Relatech’s share capital.

The Offeror shall pay a consideration of Euro 2.53 for each Relatech’s Share tendered to the Offer.

The Offer is launched exclusively in Italy, as the Issuer’s shares are listed exclusively on Euronext Growth Milan and is directed, indiscriminately and on equal terms, to all shareholders of the Issuer.

The Offer Document will be published by Relatech upon conclusion of CONSOB’s review

carried out pursuant to Article 102, paragraph 4, of the CFA.

Pending publication of the Offer Document, unless otherwise specifically stated, please refer to the Offeror's notice issued pursuant to Article 102, paragraph 1, of the CFA, and Article 37 of the Issuers' Regulation and published on the Issuers' website (www.relatech.com), as well as on the global information agent Georgeson S.r.l.'s website at www.georgeson.com, which indicates the legal basis, terms and key elements of the Offer.

This notice does not represent nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Relatech will be made in any country in breach of the regulations applicable therein. The Offer will be launched through the publication of the relevant Offer document subject to the approval of Consob. The Offer document will contain the full description of the terms and conditions of the said Offer, including the manner in which it can be accepted.

The publication or dissemination of this notice in countries other than Italy may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently acquire information about any restrictions under applicable laws and regulations and ensure that he, she or it complies with them. Any failure to comply with such restrictions may constitute a violation of the relevant country's applicable laws. To the maximum extent permitted under applicable law, the persons involved in the Offer shall be deemed to be exempted from any liability or adverse effect that might arise from the breach of such restrictions by the relevant persons. This notice has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed if the notice had been prepared under the law of countries other than Italy.

No copy of this notice or of any other documents relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed in any or from any country in which the provisions of local laws and regulations might give rise to civil, criminal or regulatory risks to the extent that information concerning the Offer is transmitted or made available to shareholders of Relatech in such country or other countries where such conduct would constitute a violation of the laws of such country and any person receiving such documents (including as custodian, trustee or trustee) is required not to post or otherwise transmit or distribute them to or from any such country.

Fine Comunicato n.20162-53-2024

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