

Informazione Regolamentata n. 20162-99-2024	Data/Ora Inizio Diffusione 4 Ottobre 2024 09:36:43	Euronext Growth Milan
---	---	-----------------------

Societa' : RELATECH

Identificativo Informazione  
Regolamentata : 196433

Utenza - Referente : RELATECHN02 - SANTORO

Tipologia : REGEM; 2.2

Data/Ora Ricezione : 4 Ottobre 2024 09:36:43

Data/Ora Inizio Diffusione : 4 Ottobre 2024 09:36:43

Oggetto : RELATECH: BOARD APPROVES ISSUER  
STATEMENT ON GEMINI BIDCO S.R.L.'S  
MANDATORY TENDER OFFER

*Testo del comunicato*

Vedi allegato



PRESS RELEASE

**RELATECH: THE BOARD OF DIRECTORS OF RELATECH S.P.A. APPROVES THE ISSUER STATEMENT PREPARED PURSUANT TO ARTICLE 103, PARAGRAPH 3, OF LEGISLATIVE DECREE NO. 58/1998 AND ARTICLE 39 OF CONSOB REGULATION ADOPTED BY RESOLUTION NO. 11971/1999 IN RELATION TO THE MANDATORY TENDER OFFER PROMOTED BY GEMINI BIDCO S.R.L. ON THE ORDINARY SHARES OF RELATECH S.P.A.**

Milan, 4<sup>th</sup> of October 2024

The Board of Directors of Relatech S.p.A. ("Relatech" or the "Issuer"), Digital Enabler Solution Know-How (DESK) Company whose shares are listed on the multilateral trading facility Euronext Growth Milan, organised and managed by Borsa Italiana S.p.A, met today and approved unanimously the issuer statement (the "Issuer Statement") prepared pursuant to Article 103, paragraph 3, of Legislative Decree No. 58/1998 (the "CFA") and Article 39 of the Consob Regulation no. 11971/1999 (the "Issuers' Regulation"), relating to the mandatory tender offer (the "Offer") promoted by Gemini BidCo S.r.l. (the "Offeror"), - pursuant to Articles 102 and 106, paragraph 1, of the CFA and Article 10 of the Issuer's By-Laws - concerning a maximum of 11,471,215 ordinary shares of Relatech, representing 26.46% of the Issuer's share capital, less no. 31,414,844 Relatech shares representing approximately 72.46% of Relatech's share capital already owned by the Offeror, as well as the no. 466,914 treasury shares held by the Issuer, representing approximately 1.08% of the share capital.

The Issuer Statement contains the reasoned assessment of the Board of Directors on the Offer and on the fairness from a financial point of view of the relevant consideration, equal to Euro 2.53 for each share that will be tendered to the Offer (the "Consideration").

For the purpose of its evaluations, the Board of Directors: (i) has acknowledged the Offer and the terms and conditions thereof described in the offer document approved by the Italian National Commission for Companies and the Stock Exchange (Commissione Nazionale per le Società e la Borsa) ("Consob") on 3 October 2024 (the "Offer Document"); (ii) has taken into account the fairness opinion issued today by EnVent Italia SIM S.p.A. as financial advisor appointed by the independent director, as well as the opinion issued today by the independent director, not related



to the Offeror, pursuant to Article 39-bis of the Issuer's Regulation, who considered the Consideration to be fair from a financial point of view.

At the conclusion of the meeting, the Board of Directors, unanimously, considered the Consideration to be fair from a financial point of view.

For the details and the considerations made by the Board of Directors, please refer to the Issuer Statement which will be attached to the Offer Document, together with the independent director's opinion (to which the fairness opinion of EnVent Italia SIM S.p.A. is attached). The Offer Document will be made available to the market by the Offeror within the terms and according to the procedures provided by the law, inter alia, on Relatech's website, at [www.relatech.com](http://www.relatech.com), "Investor Relations / OPA 2024" section.

This press release is online at [www.relatech.com](http://www.relatech.com) (Investor Relations/Press Release section) [www.emarketstorage.com](http://www.emarketstorage.com),

\*\*\*

*Relatech (ticker RLT ISIN IT0005433740), Digital Enabler Solution Know-how (DESK) Company listed on the Euronext Growth Milan market since June 2019, has been active for over twenty years in Digital Enabler frontier technologies, such as Cloud, Cybersecurity, IoT, Big Data, Blockchain, Machine Learning, Relatech is the reference partner for Digital Innovation of companies and leads a group of companies highly specialized in Digital Enabler Technologies united by the common mission of supporting customers in the digital transformation process, Relatech constantly invests in Open Innovation with an intense R&D activity carried out by internal hubs in collaboration with universities and national research centres, Thanks to the RePlatform digital platform and the know-how deriving from the ecosystem of scientific and technological partners, Relatech develops digital services and solutions capable of innovating the business model of its customers, guaranteeing sustainable business growth for all those companies that see in the process of digital innovation the key to current and future success,*

## Contacts

### ISSUER

#### **Relatech S,p,A, - Investor Relations**

Michele Santoro | [investor@relatech.com](mailto:investor@relatech.com) | T: +39 02 2404909 | Via Ercole Marelli, 165 - 20099 Sesto San Giovanni (MI)

### EGA

**Illimity Bank S,p,A,** | [relatech@illimity.com](mailto:relatech@illimity.com) | T: +39 02 82849699 | Via Soperga 9 – 20124 Milano

### SPECIALIST

**MIT SIM S,p,A,** | [trading-desk@mitsim.it](mailto:trading-desk@mitsim.it) | T: +39 02 30561 276 | C,so Venezia,16 - 20121 Milano

### INVESTOR & MEDIA RELATIONS ADVISOR

**IR Top Consulting** | [ir@irtop.com](mailto:ir@irtop.com) | T: + 39 02 4547 3883/4 | Via Bigli, 19 - 20121 Milano

Fine Comunicato n.20162-99-2024

Numero di Pagine: 4