

Informazione Regolamentata n. 20176-46-2024	Data/Ora Inizio Diffusione 4 Ottobre 2024 20:16:44	Euronext Star Milan
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Societa' : SALCEF GROUP

Identificativo Informazione
Regolamentata : 196484

Utenza - Referente : SALCEFGROUPN02 - Salciccia

Tipologia : REGEM

Data/Ora Ricezione : 4 Ottobre 2024 20:16:44

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Oggetto : Approval of the issuer statement

Testo del comunicato

Vedi allegato



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Press Release

Salcef Group: The Board of Directors 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 Salbid S.p.A. on the entirety of the outstanding ordinary shares of the Salcef Group S.p.A.

Rome, 4 October 2024 - Salcef Group S.p.A. (the "**Company**" or "**Salcef**"), informs that the Board of Directors, convened today, unanimously approved the issuer statement (the "**Issuer Statement**") prepared pursuant to Article 103, paragraph 3, of Legislative Decree No. 58/1998 (the "**Consolidated Law on Finance**" or "**CLF**") and Article 39 of the Consob Regulation no. 11971/1999 (the "**Issuers' Regulation**"), relating to the mandatory tender offer (the "**Offer**") promoted by Salbid S.p.A. (the "**Offeror**") - pursuant to Articles 102 and 106, paragraph 1 and 3 letter a) and 109 of the CLF - concerning overall a maximum of no. 20,537,978 shares of Salcef, listed on the STAR segment of Euronext Milan, without nominal value, representing approximately 32.91% of the share capital of Salcef, having excluded (i) no. 40,414,444 ordinary shares of the company, representing approximately 64.77% of the share capital of Salcef (and, thanks to the increased voting rights, 77.93% of the voting rights) owned by the Offeror, as of today, and indirectly by the people acting in concert, as well as (ii) no. 1,447,484 treasury shares, representing 2.32% of the share capital of Salcef.

The Issuer Statement contains the reasoned assessment by the Board of Directors on the Offer and on the fairness, from a financial point of view, of the relevant consideration, equal to Euro 26.00 for each share that will be tendered to the Offer (the "**Consideration**").

For the purpose of its evaluations, the Board of Directors has acknowledged the Offer and the terms and conditions thereof described in the offer document approved by Consob on 3 October 2024 (the "**Offer Document**") and has taken into account the opinion issued today by the independent directors not related to the Offeror, pursuant to Article 39-bis of the Issuer's Regulation - to which the fairness opinion issued by Equita SIM S.p.A. as independent financial advisor appointed by the independent directors is attached - who considered the Consideration to be fair from a financial point of view.

At the end of the meeting, the Board of Directors, unanimously, deemed 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 opinion released by the independent directors (to which the fairness opinion of Equita SIM S.p.A. is attached). The Offer Document will be made

Salcef Group is an Italian excellence designing, developing, and producing solutions for sustainable mobility. Serving the market for over 70 years, the Group is now a global leading player providing the railway industry with a comprehensive ecosystem of products and services. Its 7 operative Business Units and 15 operating companies are a unique combination of specialization and integration, the result of continuous investments in innovation and external growth. The Group has over 2,000 employees, boasts a fleet of more than 1,100 railway machines, and, in 2023, achieved a consolidated turnover of 795 million euros. Headquartered in Rome, the Group has an industrial presence also in Germany and the United States, managing business activities across 5 continents with 6 production sites - 5 in Italy and 1 in the United States. Publicly listed since 2019, in October 2021, Salcef Group joined the Euronext STAR Milan Segment. Since 1975, it has been under the control of the Salciccia family and is currently led by the brothers Gilberto and Valeriano, serving respectively as Chairman and CEO.



Press Release

available to the market by the Offeror within the terms and according to the provisions provided by the law, inter alia, on Salcef's website, www.salcef.com, "*Investor Relations / MTO*" section.

This press release is available on the Salcef Group website <https://www.salcef.com> in the *Investor Relations/Price Sensitive Press Releases* section.

Fine Comunicato n.20176-46-2024

Numero di Pagine: 4