

Informazione Regolamentata n. 20162-129-2024	Data/Ora Inizio Diffusione 24 Ottobre 2024 18:43:47	Euronext Growth Milan
--	--	-----------------------

Societa' : RELATECH

Identificativo Informazione
Regolamentata : 197136

Utenza - Referente : RELATECHN02 - SANTORO

Tipologia : REGEM; 2.2

Data/Ora Ricezione : 24 Ottobre 2024 18:43:47

Data/Ora Inizio Diffusione : 24 Ottobre 2024 18:43:47

Oggetto : Notice issued by Relatech S.p.A. on behalf of
Gemini BidCo S.r.l. - Extension of the
acceptance period

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.

* * * * *

EXTENSION OF THE ACCEPTANCE PERIOD TO 4 November 2024

Milan, 24 October 2024 – With reference to the mandatory tender offer (the “**Offer**”) promoted by the Gemini BidCo S.r.l. (the “**Offeror**”) pursuant to Article 106 of the CFA as referred to in Article 10 of the By-Laws of Relatech S.p.A. (“**Relatech**” or the “**Issuer**” or the “**Company**”), on a maximum of No. 11,471,215 ordinary shares (the “**Shares**”) of Relatech, representing approximately 26.46% of the Company’s share capital, other than No. 31,414,844 Shares, representing approximately 72.46% of the Relatech’s share capital, already owned by the Offeror, and No. 466,914 treasury shares held by the Issuer, representing approximately 1.08% of the share capital.

On the date hereof, taking into account (i) the no. 3,192,278 Shares tendered to the Offer until today, equal to 7.36% of the Issuer’s share capital, and (ii) the no. 31,972,394 Shares directly held by the Offeror, equal to 73.75% of the Issuer’s share capital, the Offeror will come to hold no. 35,164,672 Shares, equal to 81.11% of the Issuer’s share capital.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by CONSOB with resolution no. 23265 of 3 October 2024 and published on 4 October 2024 (the “**Offer Document**”).

The Offeror announces, pursuant to Articles 36 and 43 of the Issuers’ Regulations, that it has been agreed with Consob the extension of the Acceptance Period by 6 (six) additional Trading Days, therefore:

- (i) the Acceptance Period will end at 5.30 pm (Italian time) on 4 November 2024;
- (ii) the Payment Date will take place on 8 November 2024;
- (iii) the Reopening of the Terms, originally envisaged for the days of 1 November, 4 November, 5 November, 6 November e 7 November 2024, will occur on 11 November, 12 November, 13 November, 14 November and 15 November 2024; and
- (iv) the payment date following the Reopening of the Terms, originally scheduled for 13 November 2024, is set for 21 November 2024.

Therefore, the 4 November 2024 is the last Trading Day for Relatech shareholders to tender their Shares to the Offer, provided that, in the event of the Reopening of the Terms, if applicable, the 5 November 2024 will be the last Trading Day to tender to the Offer.

The extension of the Acceptance Period is aimed at ensuring to the holders of Shares, especially among the general public, to benefit from a longer period of time to tender to the Offer.

The timetable below shows the main upcoming events related to the Offer.

Date	Event
4 November 2024	End of the Acceptance Period of the Offer
By 4 November 2024 and in any event by 7:29 a.m. on 5 November 2024	Notice of the Provisional Results of the Offer
By 7:29 a.m. on 7 November 2024	Notice of the Final Results of the Offer
8 November 2024	Payment of the Consideration for the Shares tendered to the Offer during the Acceptance Period, as extended
11 November 2024	Start of the Reopening of the Terms
15 November 2024	End of the Reopening of the Terms
By 15 November 2024 and in any event by 7:29 a.m. on 16 November 2024	Notice of the Provisional Results of Offer as a result of the Reopening of the Terms
By 7:29 a.m. on 20 November 2024	Notice of the Final Results of the Offer as a result of the Reopening of the Terms
21 November 2024	Payment of the Consideration for the Shares tendered during the Reopening of the Terms, as extended.

Except for what is stated in this press release with respect to the extension of the Acceptance Period, all other terms and conditions of the Offer set out in the Offer Document, to which reference should be made for further information, remain unchanged.

* * * * *

The Offer Document, containing a detailed description of the terms and conditions of the Offer, is available for consultation:

- (i) at the Offeror's registered office in Milan, Via Alessandro Manzoni n. 38;
- (ii) at the Issuer's registered office in Milan, via S. Anguissola n. 23;
- (iii) at the registered office of the intermediary in charge of coordinating the collection of acceptances in Milan, Viale Eginardo, n. 29;
- (iv) on the Issuer's website www.relatech.com;

(v) on the website of the Global Information Agent of the Offer www.georgeson.com/it

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.20162-129-2024

Numero di Pagine: 5