

Informazione Regolamentata n. 20162-151-2024	Data/Ora Inizio Diffusione 4 Novembre 2024 19:27:56	Euronext Growth Milan
--	--	-----------------------

Societa' : RELATECH

Identificativo Informazione  
Regolamentata : 197585

Utenza - Referente : RELATECHN02 - SANTORO

Tipologia : REGEM; 2.2

Data/Ora Ricezione : 4 Novembre 2024 19:27:56

Data/Ora Inizio Diffusione : 4 Novembre 2024 19:27:56

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

*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.

\* \* \* \* \*

### END OF THE ACCEPTANCE PERIOD

#### PROVISIONAL RESULTS

#### 90% THRESHOLD EXCEEDED

**Milan, 4 November 2024** – Gemini BidCo S.r.l. (the “**Offeror**”) announces that on the date hereof the acceptance period (the “**Acceptance Period**”) of the mandatory tender offer promoted by 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 the Shares already owned by the Offeror and the treasury shares held by the Issuer (the “**Offer**”), at a consideration equal to Euro 2.53 for each Share tendered to the Offer (the “**Consideration**”), has been ended.

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**”).

Please note that, as announced to the market on 24 October 2024 pursuant to Articles 36 and 43 of the Issuers’ Regulation, the Acceptance Period was extended by the Offeror, in agreement with Consob, until 4 November 2024, with a shifting of the payment date of the Consideration from 31 October 2024 to 8 November 2024 (the “**Payment Date**”), i.e. the fourth trading day following the end of the Acceptance Period, as extended.

#### **Provisional results of the Offer**

As indicated below, based on the provisional results of the Offer (if confirmed), upon completion of the Offer, the Offeror will hold No. 40,437,901 Shares, equal to approximately 93.28% of the Issuer’s share capital.

At the end of the Acceptance Period – as communicated by Banca Akros S.p.A. – Gruppo Banco BPM, as intermediary in charge of coordinating the collection of acceptances – No. 5,946,893 Shares, equal to approximately 13.72% of the Issuer’s share capital and to approximately 51.84% of the Shares Subject to the Offer, were tendered to the Offer, for a total countervalue (calculated on the basis of the Consideration) equal to Euro 15,045,639.29.

The payment of the Consideration with respect to the Shares tendered to the Offer during the Acceptance Period, as extended, against the simultaneous transfer of the right of ownership of such Shares to the Offeror, will take place on 8 November 2024.

From the publication date of the Offer Document to the date hereof, the Offeror has made purchases outside the Offer, as communicated by the latter in compliance with the applicable legal and regulatory provisions, for a total of No. 2,609,250 Shares, representing approximately 6.02% of the Issuer's share capital.

In light of the above, based on the provisional results referred to above (if confirmed), considering the 5,946,893 Shares tendered to the Offer during the Acceptance Period as extended (equal to 13.72% of the Issuer's share capital), the no. 466,914 treasury shares (equal to 1.08% of the Issuer's share capital) and the 34,024,094 ordinary shares already held by the Offeror on the date hereof (equal to 78.48 % of the Issuer's share capital), upon completion of the Offer, the Offeror will hold No. 40,437,901 of Shares, equal to approximately 93.28% of the Issuer's share capital.

As a result of the Offer, in consideration of the fact that the Offeror has reached, at the end of the Acceptance Period, on the basis of the provisional results referred to above (if confirmed), a stake of more than 90% of the Issuer's share capital, but less than 95% of the Issuer's share capital, it is hereby announced that (i) pursuant to and for the purposes of Article 40-bis, paragraph 3, let. b) of the Issuers' Regulation, the reopening of the terms of the Acceptance Period will not take place; (ii) the legal requirements for the exercise of the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF, have been met.

The final results of the Offer will be announced in a separate press release pursuant to Article 41, paragraph 6, of the Issuers' Regulation, which will be disseminated by the Offeror within the terms provided for by the applicable laws and regulations.

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](http://www.relatech.com);
- (v) on the website of the Global Information Agent of the Offer [www.georgeson.com/it](http://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.20162-151-2024

Numero di Pagine: 5