

Informazione Regolamentata n. 20162-159-2024	Data/Ora Inizio Diffusione 11 Novembre 2024 19:03:28	Euronext Growth Milan
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Societa' : RELATECH

Identificativo Informazione
Regolamentata : 197971

Utenza - Referente : RELATECHN02 - SANTORO

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Oggetto : Notice issued by Relatech S.p.A. on behalf of
Gemini BidCo S.r.l. - 95% Threshold exceeded

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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95% THRESHOLD EXCEEDED

Milan, 11 November 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 the Shares already owned by the Offeror, and the treasury shares held by the Issuer, the Offeror announces that, on date hereof, the 95% threshold has been exceeded.

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**”) or on the press release published on 6 November 2024 relating to the final results of the Acceptance Period as well as on the terms and conditions for the fulfilment of the Obligation to Purchase pursuant to article 108, paragraph 2, of the CFA through the Sell-Out Procedure. The Offer Document and the above-mentioned press release are available, *inter alia*, on Relatech’s website.

In particular, as of today, the Offeror holds – considering (i) the no. 41,224,687 Shares directly held by the Offeror (equal to 95.09% of the Issuer’s share capital), and (ii) the no. 466,914 treasury shares (equal to 1.08% of the Issuer’s share capital) – No. 41,691,601 Shares, equal to approximately 96.17% of the Issuer’s share capital

Finally, it should be noted that the period during which the Offeror will fulfil the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the CFA and the holders of the Remaining Shares may, by submitting a Sell Out Request, request the Offeror to acquire such shares, started today.

The Sell-Out Period started at 8:30 (Italian time) on 11 November 2024 and will end at 17:30 (Italian time) on 29 November 2024, subject to potential extension in accordance with applicable regulations.

The payment of the Sell-Out Consideration to Relatech’s shareholders will be made on the fourth trading day following the end of the Sell-out Period, i.e. on 5 December 2024, subject to potential extension in accordance with applicable regulations.

In the Sell-Out Procedure, as described in the Offer Document (Section G, Paragraph G.3 and in Notice A.10), the Offeror – in compliance with Art. 108, paragraph 3, of the CFA – will pay to the shareholders of the Issuer who request the Offeror to purchase the Remaining Shares pursuant to Art. 108, paragraph 2, of the CFA the same Consideration and, therefore, Euro 2.53 for each Relatech's share.

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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.20162-159-2024

Numero di Pagine: 5