

<p>Informazione Regolamentata n. 20162-163-2024</p>	<p>Data/Ora Inizio Diffusione 12 Novembre 2024 20:39:26</p>	<p>Euronext Growth Milan</p>
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Societa' : RELATECH

Identificativo Informazione Regolamentata : 198054

Utenza - Referente : RELATECHN02 - SANTORO

Tipologia : REGEM

Data/Ora Ricezione : 12 Novembre 2024 20:39:26

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Oggetto : Notice issued by Relatech S.p.A. on behalf of Gemini BidCo S.r.l. - The conditions for the exercise of the joint procedure have been met

*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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**THE CONDITIONS FOR THE EXERCISE OF THE JOINT PROCEDURE WITH RESPECT TO THE REMAINING SHARES OF RELATECH S.P.A. HAVE BEEN MET.**

**Milan, 12 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, also as a result of the Request for Sale relating to Remaining Shares received today within the Sell-Out Procedure, it has fulfilled the requirements for the exercise of the Right to Purchase pursuant to Article 111 of the CFA and will also fulfil the Obligation to Purchase pursuant to Article 108, paragraph 1, of the CFA, as referred to in Article 10-bis of Relatech's by-laws, by implementing the Joint Procedure.

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, on the basis of the information communicated by Banca Akros S.p.A. – Gruppo Banco BPM, as intermediary in charge of coordinating the collection of acceptances, in the context of the Sell-Out Procedure, as of the date hereof, Requests for Sale have been submitted for no. 34,125 Remaining Shares, equal to 0.08% of the share capital.

Therefore, as of the date hereof, the shareholdings that would be held by the Offeror – taking into account (i) the no. 41,276,137 Shares directly held (equal to 95.21% of the share capital), (ii) the No. 34,125 Remaining Shares for which a Request for Sale was submitted on today's date (equal to 0.08% of the Issuer's share capital), and (iii) the no. 466,914 treasury shares of Relatech (equal to 1.08% of the share capital) – would be equal to approximately 96.37% of the Issuer’s share capital.

Accordingly, following the conclusion of the current Sell-Out Procedure, which will terminate on 29 Novembre 2024, as already stated in the Offer Document and in light of the exceeding of the 95% threshold and, in any case, after the Sell-Out Payment Date (i.e. 5 December 2024), the Offeror will exercise the Right to Purchase pursuant to Article 111 of the CFA on the Shares still outstanding and will also fulfil the Obligation to Purchase pursuant to Article 108, paragraph 1, of the CFA, by implementing the Joint Procedure.

According to the Offer Document, the consideration to be paid by the Offeror for the completion of the Joint Procedure will be equal to the Consideration of the Offer and, therefore, Euro 2.53 per Share.

As mentioned in the Offer Document, it should be noted that, following the occurrence of the requirements of the Right to Purchase and of the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF, Borsa Italiana will arrange for the suspension and/or removal of the Shares from trading on Euronext Growth Milan, taking into account the timeframe provided for the exercise of the Right to Purchase. Information on the terms and conditions of the Joint Procedure, as well as on the terms and timing relating to the Delisting will be provided in the Press Release on the Provisional Results of the Sell-Out Procedure, which will be announced, at the latest, by 7:59 a.m. on 2 December 2024 (i.e. the first Trading Day following the end of the Sell-Out Period) and confirmed in the Press Release on the Final Results of the Sell-Out Procedure.

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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](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)

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*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.20162-163-2024

Numero di Pagine: 5