

Informazione Regolamentata n. 20162-185-2024	Data/Ora Inizio Diffusione 22 Novembre 2024 19:26:20	Euronext Growth Milan
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Societa' : RELATECH

Identificativo Informazione
Regolamentata : 198604

Utenza - Referente : RELATECHN02 - SANTORO

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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.R.L.

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ACCEPTANCES OF THE SECOND WEEK OF THE PERIOD RELATING TO THE EXERCISE OF THE OBLIGATION TO PURCHASE PURSUANT TO ARTICLE 108, PARAGRAPH 2 OF THE CFA (THE "SELL-OUT PROCEDURE")

Milan, 22 November 2024 – With reference to the mandatory tender offer (the "**Offer**") promoted by 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 as well as to the period relating to the exercise of the purchase obligation pursuant to Article 108 paragraph 2 of the CFA, which takes place from 11 November 2024 to 29 November 2024 (the "**Sell-Out Period**"), it is hereby announced, pursuant to Article 41, paragraph 2, let. d) of Consob Regulation n. 11971/1999, as subsequently amended (the "**Issuers' Regulation**"), that, from 18 November 2024 to 22 November 2024 (inclusive), a total of No. 92,925 Remaining Shares, representing approximately 4.28% of the Remaining Shares, have been tendered to the Sell-Out Procedure.

Terms indicated in this announcement with a capital letter and not otherwise defined shall have the same meaning as in the offer document approved by Consob with resolution dated 3 October 2024, no. 23265 (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.

As announced on 6 November 2024, the Sell-Out Procedure relates to a maximum of 2,170,097 Residual Shares, representing approximately 5.01% of the Issuer's share capital.

n. Remaining Shares	Maximum n. 2,170,097 Remaining Shares
n. Remaining Shares tendered to the Sell-Out Procedure from 18 November 2024 to 22 November 2024 (inclusive)	n. 92,925 Remaining Shares
n. Shares tendered in aggregate to the Sell-Out Procedure from the start of acceptance period (11 November 2024) to the date of this announcement (inclusive)	n. 155,657 Remaining Shares
Percentage of the Shares tendered in aggregate to the Sell-Out Procedure, out of the total Remaining Shares	7.17%
Percentage of the Remaining Shares tendered in aggregate to the Sell-Out Procedure, out of the share capital of the Issuer	0.36%

Accordingly, please note that the sum of: (i) the Shares held by the Offeror as at the date of this press release (equal to no. 41,502,937 Shares, representing 95.73% of the Issuer's share capital); (ii) the Remaining Shares tendered in aggregate to the Sell-Out Procedure from the beginning of the Sell-Out Period (i.e., from 11 November 2024) to the date of this press release (equal to no. 155,657 Remaining Shares, representing 0.36% of the Issuer's share capital) and (iii) of the treasury shares held by Relatech (equal to no. 466,914 treasury shares, representing 1.08% of the Issuer's share capital), is equal to no. 42,125,508 ordinary shares of the Issuer representing 97.17% of the Issuer's share capital.

Please note that the Sell-Out Period commenced at 8:30 a.m. (Italian time) on 11 November 2024 and will end at 5:30 p.m. (Italian time) on 29 November 2024 (extremes included) (the "**Acceptance Period**"). Therefore, 29 November 2024 will be the last day to tender to the Sell-Out Procedure.

On the fourth trading day following the end of the Sell-Out Procedure, i.e. on 5 December 2024 (the "**Sell-Out Payment Date**"), the Offeror will pay to each shareholder that has tendered their share to the Sell-Out Procedure a consideration equal to Euro 2.53 (the "**Sell-Out Consideration**") for each Share tendered to the Sell-Out Procedure.

It should also be noted that, the relevant legal requirements having been fulfilled, the Offeror will exercise the right to purchase pursuant to Article 111 of the CFA and will fulfil the obligation to purchase pursuant to Article 108, paragraph 1, of the CFA, vis-à-vis the holders of the Issuer's Remaining Shares who so request, through a joint procedure (the '**Joint Procedure**'), which will concern the additional Remaining Shares outstanding on the Sell-Out Payment Date (i.e. on 5 December 2024).

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.

For any further detailed information on the terms and conditions of the Offer, as well as the terms and conditions of acceptance, please refer to the Offer Document made available to the public 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

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Georgeson S.r.l. has been appointed by the Offeror as the global information agent, i.e., the entity in charge of providing information related to the Offer to all Issuer's shareholders (the "**Global Information Agent**").

For the purpose of carrying out its activities in connection with the Offer, the Global Information Agent has set up a dedicated e-mail account opa-relatech@georgeson.com, and tollfree number 800 189043 (from a fixed network from Italy), direct line: +39 06 45212908 (for the person calling from abroad). These telephone numbers will be active on weekdays from 9.00 (Italian time) to 17:30 (Italian time). The reference website of the Global Information Agent is 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.20162-185-2024

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