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Oggetto : Notice issued by Relatech S.p.A. on behalf of
Gemini BidCo S.r.l. - Final results of the sell-out
procedure

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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FINAL RESULTS OF THE SELL-OUT PROCEDURE

PAYMENT OF THE SELL-OUT CONSIDERATION ON 5 DECEMBER 2024

JOINT PROCEDURE TO EXERCISE THE RIGHT TO PURCHASE AND FULFIL THE OBLIGATION TO PURCHASE PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF CONSOLIDATED FINANCIAL ACT AND DELISTING OF RELATECH SHARES ON 11 DECEMBER 2024

Milan, 2 December 2024 – With reference to the procedure for the Obligation to Purchase pursuant to Article 108, paragraph 2, of the CFA as referred to in Article 10-*bis* of Relatech S.p.A.'s by-laws (“**Relatech**” or the “**Issuer**”) started on 11 November 2024 by Gemini BidCo S.r.l. (the “**Offeror**”) and concerning the maximum No. 2,170,097 outstanding shares of Relatech (the “**Remaining Shares**”), other than those already held by the Offeror and the Treasury Shares held by Relatech (the “**Sell-Out Procedure**”), the Offeror hereby announces the following.

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 releases published (i) 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 and (ii) on 29 November 2024 in relation to the provisional results of the Sell-Out Procedure. The Offer Document and the above-mentioned press releases are available, *inter alia*, on Relatech's website.

Final results of the Sell-Out Procedure

As indicated below, based on the final results of the Sell-Out Procedure (if confirmed), upon completion of the Sell-Out Procedure, the Offeror will hold a total No. 42,419,798 Shares, equal to approximately 97.85% of the Issuer's share capital.

In particular, at the end of the Sell-Out Procedure – as communicated by Banca Akros S.p.A. – Gruppo Banco BPM, as intermediary in charge of coordinating the collection of acceptances – No. 439,447 Remaining Shares, equal to approximately 1.01% of the Issuer's share capital

and to approximately 20.25% of the Remaining Shares subject to the Sell-Out Procedure, were tendered the Sell-Out Procedure.

In light of the above, based on the final results referred to above, considering the no. 439,447 Remaining Shares tendered to the Sell-Out Procedure (equal to 1.01% of the Issuer's share capital), the no. 466,914 treasury shares (equal to 1.08% of the Issuer's share capital) and the no. 41,513,437 ordinary shares already held by the Offeror on the date hereof (equal to 95.76% of the Issuer's share capital), upon completion of the Sell-Out Procedure, the Offeror will hold No. 42,419,798 Shares, equal to approximately 97.85% of the Issuer's share capital.

Sell-Out Payment Date

The payment of the Consideration with respect to the Remaining Shares tendered to the Sell-Out Procedure, against the simultaneous transfer of the right of ownership of such Remaining Shares to the Offeror, will take place on 5 December 2024.

On the Payment Date of the Sell-Out (i.e. 5 December 2024), the Offeror will: (i) purchase all of the No. 439,447 Remaining Shares for which Sales Requests have been submitted during the Sell-Out Procedure; and (ii) pay the Sell-Out Price of Euro 2.53 per Remaining Share to the Requesting Shareholders.

The overall consideration to be paid by the Offeror for the Remaining Shares for which Requests for Sale were submitted during the Sell-Out Procedure is equal to Euro 1,111,800.91.

On the Sell-Out Payment Date, the Sell-Out Consideration will be paid by the Offeror to the account indicated by the Intermediary In Charge of Coordinating the Collection of Acceptances and transferred by the latter to the Depository Intermediaries for crediting to the accounts of their respective customers, in accordance with the instructions provided by the Requesting Shareholders in the Requests for Sale.

The Offeror's obligation to pay the Sell-Out Consideration shall be deemed to have been fulfilled when the relative amounts have been transferred to the Appointed Intermediaries. The Requesting Shareholders will bear the entire risk that the Depository Intermediaries fail to transfer the relevant amounts to the parties entitled thereto or delay such transfer.

Joint Procedure to exercise the Obligation to Purchase pursuant to Article 108, paragraph 1, of the Consolidated Financial Act and the Right to Purchase

As the Offeror has come to hold a stake representing 97.85%, and thus higher than 95%, of the Issuer's share capital, as already stated, *inter alia*, in the Warnings, Paragraph A.11 of the Offer Document, the legal requirements for the exercise of the Right to Purchase and the fulfilment of the Obligation to Purchase pursuant to Article 108, paragraph 1, of the Consolidated Financial Act, as referred in article 10-*bis* of Relatech's by-laws, in connection with the remaining outstanding Shares have been met.

As already stated, *inter alia*, in the Offer Document, the Offeror will exercise the Right to Purchase, and at the same time fulfil the Obligation to Purchase pursuant to Article 108, paragraph 1, of the Consolidated Financial Act, by implementing the Joint Procedure.

The Joint Procedure will target No. 933,175 outstanding Shares, representing 2.15% of the Issuer's share capital (the "**Additional Residual Shares**"), corresponding to all the issued Shares minus the Shares held by the Offeror and the Treasury Shares.

The consideration payable for the Additional Residual Shares purchased in connection with the Right to Purchase and the Obligation to Purchase pursuant to Article 108, paragraph 1, of the Consolidated Financial Act, will be equal to the Sell-Out Consideration and, thus, Euro 2.535 per Share.

The Joint Procedure will take place on 11 December 2024 (the "**Date of the Joint Procedure**"). In order to carry out the Joint Procedure, on the Date of the Joint Procedure, the Offeror will confirm to the Issuer that a sum equal to the total amount of the consideration for all the Additional Residual Shares, amounting to Euro 2,360,932.75 (the "**Overall Consideration**"), has been deposited on a bank account opened in the name of the Offeror at bank and shall be used only for the payment of the consideration for the Joint Procedure. On the Date of the Joint Procedure, pursuant to Article 111, paragraph 3, of the Consolidated Financial Act, the transfer of the Additional Residual Shares will be effective and therefore the Issuer will proceed with the subsequent entries in the shareholders' book.

The Right to Purchase is exercised in connection with all the Additional Residual Shares and, therefore, the transfer of the Additional Residual Shares to the Offeror will be effective as from the above-mentioned communication to the Issuer of the deposit of the Overall Consideration and the consequent entry in the shareholders' ledger by the Issuer pursuant to Article 111, paragraph 3, of the Consolidated Financial Act.

The owners of the Additional Residual Shares will be entitled to obtain the payment of the consideration due to them for the Joint Procedure directly by their respective intermediaries. The obligation to pay the consideration for the Joint Procedure shall be deemed fulfilled when the relevant amounts are transferred to the Depository Intermediaries from which the Additional Residual Shares targeted by the Joint Procedure are transferred.

The holders of the Additional Residual Shares bear the entire risk that the Depository Intermediaries fail to transfer the relevant amounts to the parties entitled thereto or delay such transfer.

Once the five-year limitation period envisaged by Article 2949 of the Italian Civil Code has elapsed, without prejudice to the provisions of Articles 2941 and following of the Italian Civil Code, the right of the holders of the Additional Residual Shares to obtain the payment of the consideration for the Joint Procedure will terminate and the Offeror will be entitled to recover the portion of the Overall Consideration not collected by the such holders.

Delisting

Please note that Borsa Italiana will order the suspension of the Shares from trading on Euronext Growth Milan in the sessions of 9 December and 10 December 2024 and the Delisting with effect from the session of 11 December 2024.

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.

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