

<p>Informazione Regolamentata n. 20162-195-2024</p>	<p>Data/Ora Inizio Diffusione 11 Dicembre 2024 15:50:16</p>	<p>Euronext Growth Milan</p>
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Societa' : RELATECH

Identificativo Informazione Regolamentata : 199281

Utenza - Referente : RELATECHN02 - MICHELE

Tipologia : REGEM

Data/Ora Ricezione : 11 Dicembre 2024 15:50:16

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Oggetto : Notice issued by Relatech S.p.A. on behalf of Gemini BidCo S.r.l. - DELISTING OF THE SHARES OF RELATECH S.P.A.

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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GEMINI BIDCO S.R.L. HAS CARRIED OUT THE JOINT PROCEDURE FOR THE EXERCISE OF THE PURCHASE RIGHT TO PURSUANT TO ARTICLE 111 OF CFA AND FOR THE FULFILMENT OF THE PURCHASE OBLIGATION TO PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF CFA

DELISTING OF THE SHARES OF RELATECH S.P.A. AS OF TODAY'S DATE

Milan, 11 December 2024 – With reference to the mandatory tender 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.

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 2 December 2024 relating to the final results of the Sell-Out Procedure. The Offer Document and the above-mentioned press release are available, *inter alia*, on Relatech's website.

Settlement of the Joint Procedure

The Offeror hereby announces that, on the date hereof, it has notified the Issuer that a sum equal to the Overall Consideration of the Joint Procedure, amounting to Euro 2,360,748.06, has been deposited on a bank account opened in the name of the Offeror at Banca Akros S.p.A. – Gruppo Banco BPM and shall be used only for the payment of the consideration for the No. 933,102 ⁽¹⁾ shares of the Issuer, equal to 2.15% of the share capital of the Issuer still outstanding (the “**Residual Shares**”). Therefore, pursuant to Article 111, Paragraph 3, of the CFA, the transfer of the Residual Shares to the Offeror has become effective as from the notice of the deposit and, as a result, the Issuer will proceed with the subsequent entries in the shareholders’ ledger.

(1) It should be noted that, compared to the press release published on 2 December 2024, the number of Residual Shares has been adjusted due to a clerical error on the number of treasury shares.

The holders of the Residual Shares will be entitled to receive the payment of the consideration of the Joint Procedure – equal to Euro 2.53 per each Residual Share – from 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 intermediaries from which the Residual Shares targeted by the Joint Procedure are transferred.

The holders of the Residual Shares bear the entire risk that the Depositary 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 and without prejudice to the provisions of Articles 2941 and following of the Italian Civil Code, the right of the holders of the Residual Shares to obtain the payment of the consideration for the Joint Procedure will terminate and the Offeror will be entitled to obtain the return of the amounts deposited as consideration for the Right to Purchase and not collected by those entitled.

Delisting

Please note that Borsa Italiana has ordered the delisting of Relatech's shares from trading on Euronext Growth Milan as of today.

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.20162-195-2024

Numero di Pagine: 5