

Informazione Regolamentata n. 20162-147-2024	Data/Ora Inizio Diffusione 1 Novembre 2024 19:41:36	Euronext Growth Milan
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Oggetto : Press release issued by Relatech S.p.A. on
behalf of Gemini BidCo

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 TO THE MANDATORY TENDER OFFER LAUNCHED BY GEMINI BIDCO S.R.L. IN THE FOURTH WEEK

Milan, 1 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 No. 31,414,844 Shares, representing approximately 72.46% of the Relatech’s share capital, already owned by the Offeror, and No. 466,914 treasury shares held by the Issuer, representing approximately 1.08% of the share capital, 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 28 October 2024 to 1 November 2024 (inclusive), a total of No. 145,742 Shares, representing approximately 1.27% of the Shares subject to the Offer, have been tendered to the Offer.

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”).

n. Shares subject to the Offer	Maximum n. 11,471,215 Shares
n. Shares tendered to the Offer from 28 October 2024 to 1 November 2024 (inclusive)	n. 145,742 Shares
n. Shares tendered in aggregate to the Offer from the start of acceptance period (7 October 2024) to the date of this announcement (inclusive)	n. 5,605,858 Shares
Percentage of the Shares tendered in aggregate to the Offer, out of the total Shares subject to the Offer	48.87%
Percentage of the Shares tendered in aggregate to the Offer, out of the share capital of the Issuer	12.93%

In relation to the Offer, the Offeror announces that it will not proceed with any further extension of the Acceptance Period. The acceptance period for the Offer commenced at 8:30 a.m. (Italian time) on 7 October 2024 and will end at 5:30 p.m. (Italian time) on 4 November 2024 (extremes included) (the “**Acceptance Period**”). Therefore, 4 November 2024 will be the last day to tender to the Offer, without prejudice to a potential Reopening of Terms (as defined below).

On the fourth trading day following the end of the Acceptance Period, i.e. on 8 November 2024 (the “**Payment Date**”), the Offeror will pay to each shareholder that has tendered to the Offer during the Acceptance Period a consideration equal to Euro 2.53 (the “**Consideration**”) for each Share tendered to the Offer.

Furthermore, it should be noted that the conditions, pursuant to Article 40-*bis*, par. 1, let. b), no. 2 of the Issuers’ Regulation, have been met for the Reopening of the Terms and, therefore, the Acceptance Period will be reopened for five consecutive trading days starting from the trading day following the Payment Date and, therefore, if the conditions set forth in Article 40-*bis*, paragraph 3, letter b) of the Issuers’ Regulations are not met, for the sessions of 11 November, 12 November, 13 November, 14 November and 15 November 2024 from 8:30 (Italian time) to 17:30 (Italian time) (the “**Reopening of Terms**”). Therefore, in this scenario, 15 November 2024 would be the last day to tender to the Offer. In case of a Reopening of Terms, the payment of the Consideration for the Shares tendered to the Offer during the period of Reopening of Terms will occur on the fourth trading day following the end of the period of Reopening of Terms, i.e. on 21 November 2024.

The Offer is aimed at the purchase of the entire share capital of the Issuer and, in any event, at the delisting of the Issuer from the Euronext Growth Milan.

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.20162-147-2024

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