

Informazione Regolamentata n. 20162-191-2024	Data/Ora Inizio Diffusione 29 Novembre 2024 18:49:24	Euronext Growth Milan
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Societa' : RELATECH

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Utenza - Referente : RELATECHN02 - MICHELE

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Oggetto : Notice issued by Relatech S.p.A. on behalf of
Gemini BidCo S.r.l. - Provisional 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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PROVISIONAL RESULTS OF THE SELL-OUT PROCEDURE

Milan, 29 November 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 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.

Acceptances to the Sell-Out Procedure in the third week

The Offeror hereby announces that, between 25 November 2024 and 29 November 2024 (extremes included), corresponding to the third and last week of the Sell-Out Period, a total number of 283,790 Remaining Shares were tendered to the Sell-Out Procedure, representing approximately 13.08% of the Remaining Shares subject to the Sell-Out Procedure and amounting to approximately 0.65% of the Issuer's share capital.

Provisional results of the Sell-Out Procedure

As indicated below, based on the provisional 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.

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.

During the Sell- Out Procedure, the Offeror has made purchases outside the Sell-Out Procedure, as communicated by the latter in compliance with the applicable legal and regulatory provisions, for a total of No. 797,475 Shares, representing approximately 1.84% of the Issuer's share capital.

In light of the above, based on the provisional results referred to above (if confirmed), 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.

As already announced in a specific press release issued by the Offeror on 12 November 2024, the 95% threshold in Relatech's share capital has therefore been exceeded, which, as described, *inter alia*, in the Offer Document and in the above mentioned press release, will allow the Offeror to achieve the Delisting of the Issuer following the completion of the Joint Procedure for the exercise of the Purchase Right and the fulfilment of the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the CFA, as referred to in Article 10-*bis* of Relatech's By-Laws.

The final results of the Sell-Out Procedure will be announced in a separate press release pursuant to Article 50-quinquies, paragraph 5, of the Issuers' Regulation, which will be disseminated by the Offeror within the term provided for by applicable laws and regulations, and which will also contain the appropriate information on the conduct of the Joint Procedure and the consequent Delisting.

Sell-Out Payment Date

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 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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