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Oggetto : GVS: End of the Acceptance Period and provisional results of the Offer

Testo del comunicato

Vedi allegato



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**Voluntary partial public tender offer
for treasury shares launched by GVS S.p.A.**

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Press Release

End of the Acceptance Period and provisional results of the Offer

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Zola Predosa, 10 July 2026 – With reference to the voluntary partial public tender offer (the “**Offer**”) launched by GVS S.p.A. (the “**Offeror**” or “**GVS**”) pursuant to and for the purposes of Articles 102 et seq. of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and integrated (the “**TUF**”) and Article 37 of the implementing regulation of the TUF, concerning the regulation of issuers, approved by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated (the “**Issuers’ Regulation**”), relating to a maximum of 23,255,813 of the Offeror’s own shares, as referred to in the press release issued on 13 April 2026 (the “**Announcement Date**”), the Offeror hereby announces that, on the date hereof, the acceptance period to the Offer (the “**Acceptance Period**”) has ended.

Terms used with a capital letter in this press release, unless otherwise defined, have the meanings attributed to them in the offer document approved by CONSOB with Resolution no. 24006 of 28 May 2026, pursuant to and for the purposes of Article 102, paragraph 4, of the TUF, and published on 29 May 2026 (the “**Offer Document**”).

Provisional results of the Offer

Based on the provisional results of the Offer communicated by Banca Akros – Banco BPM Group, in its capacity as the Appointed Intermediary of Coordinating the Collection of Acceptances, at the end of the Acceptance Period, no. 4,352,863 Shares, representing 2.30% of GVS’s share capital and equal to 18.72% of the Shares Subject to the Offer, have been tendered in response to the Offer, for a total consideration (calculated on the basis of the Consideration) of Euro 18,717,310.90.

Therefore, should the provisional results of the Offer be confirmed, taking into account (i) the no. 1,717,199 Treasury Shares already held by the Offeror, representing 0.91% of GVS’s share capital; and (ii) the no. 4,352,863 Shares, representing 2.30% of GVS’s share capital, tendered in response to the Offer during the Acceptance Period, on the Payment Date the Offeror will hold a total of no. 6,070,062 Shares, equal to 3.21% of GVS’s share capital.

Allotment

Should the provisional results be confirmed in the Press Release on the Final Results of the Offer, and given that the total number of Shares tendered is less than the number of Shares Subject to the Offer, the Offeror will acquire, on the Payment Date, all the Shares tendered and no Allotment will take place.

GVS S.p.A.

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Cap. Soc. € 1.891.776,93 int. vers.
Tax Code: 03636630372 - VAT Code: 00644831208
R.E.A. 0305386/BO - Reg. Imprese 45539/BO - Mecc. BO 012048

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Conditions for the effectiveness of the Offer

Please note that the Offer is subject to the fulfilment (or waiver by the Offeror) of the following conditions precedent (the “**Offer Conditions**”):

- (a) the failure, by the first trading day following the end of the Acceptance Period (as may be extended), of any extraordinary events or circumstances at national and/or international level, including, by way of example and without limitation, events of a geopolitical, military, terrorist, health, environmental or catastrophic nature, which entail serious changes in the political, financial, economic, currency or market situation, which have not already occurred as at the date of publication of the Offer Document (the “**Offer Document Date**”), and which have substantially prejudicial effects on the Offer, or on the business conditions and/or the financial, economic and/or capital conditions of the Offeror and/or its respective subsidiaries and/or associated companies, as set out in the 2025 Annual Financial Report (as updated by the Interim Management Report as at 31 March 2026); or acts, facts, circumstances, events or situations not yet having occurred as at the Offer Document Date, such as to cause material prejudice to the Offer or to the business conditions and/or the financial, economic and/or capital conditions of the Offeror and/or its respective subsidiaries and/or associated companies, as set out in the 2025 Annual Financial Report (as updated by the Interim Management Report as at 31 March 2026), it being understood that the mere existence and continuation of the political-military crises and geopolitical tensions ongoing as at the Announcement Date – including the conflict between the Russian Federation and Ukraine and the related sanctions, the tensions between the Islamic Republic of Iran and the other countries involved, the Arab-Israeli crisis and the wider conflict in the Middle East, and disputes regarding trade tariffs and protectionist policies between the United States of America and various countries (including those of the European Union and the People’s Republic of China) – do not in themselves constitute a material event within the meaning of this sub-paragraph (a) (the “**MAC Condition**”); and
- (b) the failure to adopt and/or publish, by the first trading day following the end of the Acceptance Period (as may be extended), by competent institutions, bodies or authorities, of legislative, regulatory, administrative or judicial acts or measures such as to preclude, limit or render more onerous, in whole or in part, even on a temporary basis, the Offeror’s ability to complete the Offer.

It is understood that, for the purposes of the MAC Condition referred to in point (a) above, extraordinary events or circumstances include, by way of example and without limitation, the following: (i) any substantially adverse change in political, financial, economic, currency or market conditions at national and/or international level, or any development that entails a potential substantially adverse change in such conditions, including, by way of example and without limitation, disruptions in supply chains, in commodity markets (including oil, natural gas, metals and semiconductors), in financial markets or critical infrastructure, arising from geopolitical events, international tensions, sanctions, trade restrictions or government actions; or (ii) the outbreak, escalation or spread of hostilities, armed conflicts, military actions, wars (including hybrid and cyber wars), civil unrest, insurrections, acts of terrorism and/or any other disaster, state of emergency, crisis, pandemic or health emergency, involving or affecting, directly or indirectly, Italy, any Member State of the European Union, the United States of America, the United Kingdom or any other jurisdiction relevant to the business of the Offeror and/or its respective subsidiaries and/or associated companies, it being understood that the mere existence and continuation of events and circumstances relating to the political-military crises and geopolitical tensions

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ongoing as at the Announcement Date – including (a) the conflict between the Russian Federation and Ukraine and the related sanctions, (b) tensions between the Islamic Republic of Iran and the other countries involved, (c) the Arab-Israeli crisis and the wider conflict in the Middle East, (d) disputes regarding trade tariffs and protectionist policies between the United States of America and various countries (including those of the European Union and the People's Republic of China) – do not in themselves constitute a material event for the purposes of the MAC Condition; it being understood that any geographical extension or substantial development giving rise to further materially adverse consequences beyond those already existing as at the Offer Document Date may constitute a material event for the same purposes.

The Offeror shall announce whether or not the Offer Conditions have been met (and, where applicable, any waiver thereof) by 7.29 am on 14 July 2026, by means of a specific press release issued in accordance with Article 36, paragraph 3, of the Issuers' Regulations.

The final results of the Offer will be announced by the Offeror by 7.29 am on 16 July 2026, by means of a specific press release issued in accordance with Article 41, paragraph 6, of the Issuers' Regulations.

Date of Payment of the Consideration

The cash Consideration for each Share Subject to the Offer tendered in acceptance of the Offer, amounting to Euro 4.30, will be paid to each participant in the Offer, in exchange for the simultaneous transfer of ownership of the Shares tendered in acceptance of the Offer to the Offeror, on 17 July 2026, corresponding to the fifth Trading Day following the end of the Acceptance Period.

For further information regarding the Offer, please refer to the Offer Document, available on the Offeror's website at www.gvs.com/en/investor-relations in the "Voluntary partial public tender offer" section, as well as on the authorised storage mechanism eMarket STORAGE at www.emarketstorage.it.

Advisers to the transaction

The Offeror is assisted by Sella Investment Banking as financial advisor, by Banca Akros – Banco BPM Group as Appointed Intermediary of Coordinating the Collection of Acceptances, by Linklaters Studio Legale Associato as legal advisor and by Russo de Rosa Associati as tax advisor.

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This announcement does not constitute, nor is it intended to constitute, an offer, invitation or solicitation to buy or otherwise acquire, subscribe for, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of GVS S.p.A. will be effected in any Country in breach of the applicable regulations therein. The Offer will be made by way of the publication of the relevant offer document. The offer document will contain a full description of the terms and conditions of the Offer, including the procedures for acceptance.

The publication or distribution of this notice in Countries other than Italy may be subject to restrictions under applicable law; therefore, any person subject to the laws of any Country other than Italy is required to independently ascertain any restrictions imposed by applicable laws and regulations and to ensure compliance therewith. Any failure to comply with such restrictions may constitute a breach of the applicable laws of the relevant Country. To the fullest extent permitted by applicable law, the parties involved in the Offer shall be

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deemed exempt from any liability or adverse consequences that may arise from the breach of the aforementioned restrictions by the relevant persons. This notice has been prepared in accordance with Italian law, and the information disclosed herein may differ from that which would have been disclosed had the notice been prepared in accordance with the laws of Countries other than Italy.

No copy of this notice or any other documents relating to the Offer shall be, nor may be, sent by post or otherwise transmitted or distributed in or from any Country where the provisions of local law may give rise to civil, criminal or regulatory risks should information concerning the Offer be transmitted or made available to shareholders of GVS S.p.A. in that Country or other Countries where such conduct would constitute a breach of the laws and regulations of that Country, and any person receiving such documents (including custodians, fiduciaries or trustees) is required not to post or otherwise transmit or distribute them to or from any such Country.

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