

IMA BIDCO S.P.A.

Società unipersonale

**Mandatory tender offer on the entirety of the outstanding ordinary shares of
I.M.A. Industria Macchine Automatiche S.p.A.
promoted by
IMA BidCo S.p.A.**

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**Purchased, out of the market, 3,550,566 shares for approximately 8.2% of share capital of
IMA**

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**Notice pursuant to Article 41, paragraph 2, lett. c), of CONSOB Regulation no. 11971/1999,
as amended and integrated (“Issuers’ Regulation”)**

Bologna, 25 November 2020 – With reference to the mandatory tender offer for all the ordinary shares of I.M.A. Industria Macchine Automatiche S.p.A. (respectively, the “Offer” and “IMA”) launched by IMA BidCo S.p.A. (the “Offeror”) - as announced on November 10, 2020 pursuant to Article 102, paragraph 1, of Legislative Decree No. 58/1998, as subsequently amended and integrated, and Article 37 of the Issuers’ Regulation - it is hereby announced (pursuant to Article 41, paragraph 2, lett c) of the Issuer’s Regulation) that today the Offeror purchased an aggregate number of 3,550,566 ordinary shares of IMA (ISIN IT0001049623), equal to approximately 8.2% of the share capital with the following transactions:

Date of transaction	Place of trading	Nature of the transaction	Number of shares	% of share capital	Currency	Price per share
25/11/2020	out of market	purchase	23.600	0,05%	Eur	68,0
25/11/2020	out of market	purchase	80.484	0,19%	Eur	68,0
25/11/2020	out of market	purchase	86.402	0,20%	Eur	68,0
25/11/2020	out of market	purchase	544.200	1,26%	Eur	68,0
25/11/2020	out of market	purchase	541.150	1,25%	Eur	68,0
25/11/2020	out of market	purchase	1.241.793	2,87%	Eur	68,0
25/11/2020	out of market	purchase	7.500	0,02%	Eur	68,0
25/11/2020	out of market	purchase	191.932	0,44%	Eur	68,0
25/11/2020	out of market	purchase	747.000	1,73%	Eur	68,0
25/11/2020	out of market	purchase	86.505	0,20%	Eur	68,0
Totale			3.550.566	8,22%		68,0

As a result of the acquisitions announced today and on 18 November, the Offeror owns No. 28,803,999 shares in IMA, equal to 66.66% of IMA’s share capital and 66.82% of IMA’s share capital net of treasury shares, respectively. It is therefore represented that the Offeror has reached a threshold of IMA’s share capital which will allow (irrespective of the application of the increased voting rights set out in IMA’s by-laws) the delisting of IMA by merging IMA into the Offeror, as already described in the communication published on 10 November 2020 pursuant to Article 102 of Legislative Decree No. 58/1998.

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For information related to the Offer:

Morrow Sodali (Global Information Agent)

Tel: 800 141 774 (toll-free number for Italy)

Tel: +39 06 97 63 57 50 (from outside Italy)

From 9:00 a.m. to 6:00 p.m. CET.

WARNING

The Offer is directed, under the same conditions, to all the holders of the ordinary shares of IMA (the “Shares”) and will be promoted in Italy as the Shares are listed on the MTA (Mercato Telematico Azionario) organized and managed by Borsa Italiana S.p.A. and, except as indicated below, is subject to disclosure obligations and procedural requirements under Italian law.

The Offer is also promoted in the United States of America in compliance with Section 14(e) and Regulation 14E of the U.S. Securities Exchange Act of 1934, as amended (“U.S. Securities Exchange Act”), subject to any exemptions or relief therefrom, as applicable, including as set forth in Rule 14d-1(d) of the U.S. Securities Exchange Act.

The Offeror and its affiliates have purchased, and may, after the date of this press release, from time to time purchase, if market conditions occur, and to the extent permissible under applicable laws and regulations, including Rule 14e-5 under the U.S. Securities Exchange Act and in accordance with customary Italian practice, IMA shares outside the Offer, on the open market at prevailing prices or in private transactions at negotiated prices, at a price no higher than the consideration announced with the press release of the Offeror published on November 10, 2020, with the intent of further increasing its shareholding in the IMA’s share capital. To the extent information about such purchases is made public in Italy, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. IMA shareholders of such information. No purchases will be made outside of the Offer in the United States of America by or on behalf of the Offeror or its affiliates.

In order to comply with the rules and exemptions provided by US law, an offer document translated into English will be made available to the holders of the Shares resident of the United States of America. The English version of the offer document will be merely a courtesy translation and the Italian version of the offer document will be the only document submitted to CONSOB for its approval.

The Offer has not been and shall not be promoted or disseminated by the Offeror in Canada, Japan and Australia or in any other country other than Italy in which such Offer is not permitted in absence of the authorization of the competent authorities or other obligations from the Offeror (such countries, including Canada, Japan and Australia, jointly, the “Other Countries”), nor by using instruments of communication or national or international commerce of the Other Countries (including but not limited to the postal network, fax, telex, email, telephone and internet), nor by way of any structure of any of the financial intermediaries of the Other Countries nor in any other way.