

# IMA BIDCO S.P.A.

Società unipersonale

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN ANY JURISDICTION WHERE  
TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH  
JURISDICTION

**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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**PUBLICATION OF THE OFFER DOCUMENT**

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**Notice pursuant to Article 38, paragraph 2, of CONSOB regulation no. 11971/1999, as subsequently amended and integrated (the “Issuers’ Regulation”), relating to the 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.**

Bologna, 12 December 2020 – Following the press release published on December 11, 2020, IMA BidCo S.p.A. (“**IMA BidCo**”) announces that the offer document (the “**Offer Document**”) relating to the mandatory tender offer pursuant to Articles 102, 106, paragraphs 1 and 3, lett. a), and 109 of Legislative Decree N. 58 of 24 February 1998 (the “**Offer**”) promoted by IMA BidCo on the ordinary shares of I.M.A. Industria Macchine Automatiche S.p.A. (the “**Issuer**”) - approved by CONSOB with decision n. 21622 of 10 December 2020 - was published on the Issuer’s website ([www.ima.it](http://www.ima.it)) as well as on the Global Information Agent’s website ([www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com)).

The Offer Document is also available for public consultation at: (i) the registered office of IMA BidCo, at Via Luigi Carlo Farini 11, 40124, Bologna; (ii) the registered office of the Issuer, at Via Emilia 428-442, 40064, Ozzano dell’Emilia (BO); (iii) the registered office of UniCredit Bank AG, Milan Branch, at Piazza Gae Aulenti n. 4 - Torre C, Milan (who acts as the Intermediary Responsible for Coordinating the Collection of Subscriptions (*Intermediario Incaricato del Coordinamento della Raccolta delle Adesioni*)); and (iv) the registered offices of the intermediaries appointed for coordinating the collection of subscriptions (*intermediari incaricati del coordinamento della raccolta delle adesioni*).

In order to comply with the rules and exemptions provided by US law, a translation in English language of Offer Document has been published for the benefit of the holders of the Issuer’s shares resident in the United States of America.

The tender period of the Offer (the “**Tender Period**”), as agreed with Borsa Italiana, will start at 8:30 (Italy time) on December 14, 2020 and will end at 17:30 (Italy time) on January 14, 2021.

The consideration, *i.e.* Euro 68.00 for each share tendered in the Offer (the “**Consideration**”) will be paid to the tendering shareholders on January 22, 2021 (the “**Payment Date**”).

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Capitale sociale euro 1.000.000,00 i.v.

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Should the relevant conditions apply, the Tender Period might be re-opened for five consecutive trading days starting from the trading day immediately following the Payment Date, namely on January 25, 2021, January 26, 2021, January 27, 2021, January 28, 2021 and January 29, 2021 (the “**Re-opening of the Tender Period**”).

In case of Re-opening of the Tender Period, the Consideration related to the shares tendered in the Offer during the Re-opening of the Tender Period will be paid on February 8, 2021.

The Offer is aimed at the acquisition of the entire share capital of the Issuer and, in any event, at the delisting of the Issuer from the MTA, STAR segment.

For additional information on the Offer please refer to the Offer Document.

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## WARNING

*The Offer described in this press release will be promoted by IMA BidCo S.p.A. (the “**Offeror**”) on a maximum number of 13,920,441 ordinary shares (the “**Shares**”) of I.M.A. Industria Macchine Automatiche S.p.A. (“**IMA**”). This press release does not constitute either a purchase offer or a solicitation to sell the Shares of IMA.*

*Before the beginning of the acceptance period of the Offer, the Offeror, as required by applicable law, will publish the Offer Document, which IMA’s shareholders should carefully examine.*

*The Offer is directed, under the same conditions, to all the holders of 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, are 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, 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.*

*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, the Offeror and its affiliates intend to purchase, after the date of the Press Release, 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 (as defined above), with the intent of further increasing its shareholding in the Issuer’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 is being made available to the holders of the Shares resident of the United States of America. The English version of the Offer Document is 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.*

*Copy of this press release, or portions of the same, as also copy of any subsequent document which shall be issued in relation to the Offer, are not and shall not be sent, nor in any way transmitted or distributed, directly or indirectly in the Other Countries. Any party who receives the abovementioned documents must not distribute, send or transmit them (either by post nor by any other method or instrument of communication or commerce) to the Other Countries.*

*This press release, as well as any other document that has or will be issued in connection with the Offer does not constitute and cannot be interpreted as an offer to purchase or solicitation of an offer to sell financial instruments to parties resident in Other Countries. No instrument may be offered or sold in the Other Countries in the absence of specific authorization in compliance with the applicable provisions of the local law of said countries or in derogation of said provisions. Acceptance*

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*of the Offer by parties resident in countries other than Italy may be subject to specific obligations or restrictions provided by law or regulatory provisions. Parties who wish to take part in the Offer bear the exclusive responsibility to comply with those laws and therefore prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.*