



A multibrand company

Sede Centrale: Via J. F. Kennedy, 16 – 42124 Reggio Emilia – Telefono: 0522.7901 Fax: 0522.790266

Cap. Soc € 40.780.482,00 i.v. – REA di RE n° 277595 – P.IVA e Cod. Fis. 00183410653

Società soggetta all'attività di direzione e coordinamento da parte di Newlat Group S.A. ai sensi degli artt. 2497 ss. del codice civile.

**MANDATORY PUBLIC TENDER OFFER LAUNCHED BY NEWLAT FOOD S.P.A. ON THE OUTSTANDING
SHARES OF CENTRALE DEL LATTE D'ITALIA S.P.A.**

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PRESS RELEASE

**PURSUANT TO ART. 102, PARAGRAPH 3, OF THE D.LGS. 58/1998 AND 37-TER,
PARAGRAPH THIRD,**

OF THE REGULATION ADOPTED WITH CONSOB RESOLUTION

No. 11971 OF 14 MAY 1999

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FILING OF OFFER DOCUMENT WITH CONSOB

Reggio Emilia, 3 June 2020 - Newlat Food S.p.A. (the "**Offeror**") announces that it filed today with Consob - pursuant to and for the purposes of article 102, paragraph 3, of Legislative Decree no. 58 of 1998 (the "**TUF**") and article 37-ter of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999 (the "**Issuers Regulation**") - the offer document (the "**Offer Document**") relating to the mandatory public purchase and exchange offer (the "**Offer**") launched by the Offeror on all the ordinary shares of Centrale del Latte d'Italia S.p.A. ("**CLI**"), after deducting the shares already held by the Offeror at today's date, and, therefore, on a maximum of 7,339,778 ordinary shares issued by CLI and listed on the STAR Segment of the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. (the "**CLI Shares**").

It should be noted that the Offeror will give a consideration for each tendered CLI Share consisting of:

- (i) a component consisting of Newlat Food ordinary shares, equal to n. 0.33 newly issued Newlat ordinary shares (the "**Newlat Food Shares**"), resulting from the share capital increase that will be submitted for approval by the Offeror's Shareholders' Meeting called for June 25, 2020; and
- (ii) a cash component, equal to € 1.00.

At the same time as the Offer Document was filed, the Offeror deposited with Consob the Prospectus (in tripartite form) relating to the public offering of the Newlat Food Shares.

The Offer Document will be published upon completion of the preliminary proceedings carried out by Consob pursuant to article 102, paragraph 4, of the TUF.

Until the publication of the Offer Document, although not expressly indicated, please refer to the Offeror's communication, prepared pursuant to article 102, paragraph 1, of the TUF, and article 37, paragraph 1, of





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the Issuers Regulation and published on the Offeror's website at www.newlat.it, as well as on the CLI website www.centralelatteitalia.com, which indicates the legal conditions, terms and essential elements of the Offer.

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This press release is available on the Company's website www.newlat.it and on the authorized storage mechanism eMarketstorage at the following address www.emarketstorage.com.

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FOR MORE INFORMATION:

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The Newlat Group

The Newlat Group is a relevant multinational, multi-brand and multi-channel player in the Italian and European agri-food sector, having a large portfolio of products and brands well known in Italy and internationally. The Newlat Group holds a consolidated positioning in the Italian and German markets and sale products in more than 60 countries. The Newlat Group is mainly active in the pasta, dairy, bakery and special products sectors, and in particular in the health & wellness, gluten free and baby food sectors.

For more information, visit our website www.newlat.it.

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This press release does not constitute or intend to constitute 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 Centrale del Latte d'Italia Italia S.p.A. will be carried out in any country in violation of the applicable legislation. The Offer will be made through the publication of the relevant offer document subject to approval by CONSOB. The offer document will contain the full description of the terms and conditions of the Offer, including the methods of acceptance.

No copy of this communication or other documents relating to the Offer will be, nor can they be, sent by post or otherwise transmitted or distributed in or by any country where the provisions of local legislation may cause risks of a civil, criminal or regulatory nature where information concerning the Offer is transmitted or made available to shareholders of Centrale del Latte d'Italia S.p.A. in that country or other countries where such conduct would constitute a violation of that country's law and any person who receives such documents (including such as custodians, administrators or trustees) is required not to send by post or otherwise transmit or distribute them to or from no such country.



Questo annuncio è un comunicato stampa e non un prospetto e non un'offerta di strumenti finanziari negli Stati Uniti, Canada, Giappone o Australia.