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To:  
**CONSOB**  
Divisione Corporate Governance  
Ufficio OPA e Assetti Proprietari  
Via G.B. Martini, 3  
00198 Rome  
*By certified email (posta certificata)*

To:  
**Borsa Italiana S.p.A.**  
Piazza Affari, 6  
20123 Milan  
*By certified email (posta certificata)*

To:  
**CFT S.p.A.**  
Via Paradigna, 94/A  
43122 Parma  
*By certified email (posta certificata)*  
*To the kind attention of the Chairman and of  
the Amministratore Delegato*

To:  
**ANSA**  
[economia@ansa.it](mailto:economia@ansa.it)  
  
**Reuters**  
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Cambridge, Ontario, Canada, 7 December 2020

**Notice pursuant to article 102, first paragraph, of Legislative Decree No. 58 of 24 February 1998, as further amended (the "CLFI"), and article 37 of the regulation adopted by CONSOB under its Resolution no. 11971 of 14 May 1999, as further amended (the "Issuers' Regulations"), regarding the voluntary public offer to purchase all ordinary shares, multiple voting shares and special shares of CFT S.p.A. launched by ATS Automation Holdings Italy S.r.l.**

Pursuant to and for the purposes of article 102, first paragraph, of the CLFI and article 37 of the Issuers' Regulations, ATS Automation Holdings Italy S.r.l., a limited liability company (*società a responsabilità limitata*) incorporated under the laws of Italy, registered with the Companies' Register of Milano-Monza-Brianza-Lodi under registration number and fiscal code 11476770968 ("**ATS Italia**" or the "**Offeror**"), a company wholly and indirectly controlled by ATS Automation Tooling Systems Inc., a company incorporated under the laws of Ontario, Canada, having its registered offices in 730 Fountain Street North Building 2, Cambridge, Ontario ("**ATS**") hereby communicates its decision to launch a voluntary public offer under articles 102 *et seq.* of the CLFI (the "**Offer**"), for the purchase of no. 16,026,357 ordinary shares (the "**Ordinary Shares**"), no. 3,000,000 multiple voting shares (the "**Multiple Voting Shares**") and no. 133,334 special shares (the "**Special Shares**" and jointly with the Ordinary Shares and the Multiple Voting Shares, the "**Shares**") of CFT S.p.A. ("**CFT**" or the "**Issuer**"), a company with its ordinary shares traded on the multilateral trading facility called AIM Italia ("**AIM**"), organised and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), representing all the shares of the Issuer in circulation as of the

date of this notice, including treasury shares in the portfolio which may be purchased, from time to time, by the Issuer.

The key terms of the Offer and its legal requirements are indicated herein below.

For any further information and a complete description and evaluation of the Offer, please refer to the offer document which will be prepared on the basis of model 2A of Annex 2 of the Issuers' Regulations, and which will be made available to the market within the time, terms and conditions provided for by the applicable law (the "**Offer Document**").

## **1. PARTICIPANTS IN THE OFFER**

### **1.1 The Offeror and the controlling companies**

ATS Italia is a company which was incorporated on 9 November 2020 for the purposes of launching the Offer and which is indirectly and wholly controlled by ATS.

The ATS group is a leading automation solutions provider, engaged in planning, designing, building, commissioning and servicing automated manufacturing and assembly systems, including automation products. ATS is the parent company of the ATS group and its shares are listed on the Toronto Stock Exchange.

As of the date hereof, neither the Offeror, nor ATS nor any of the companies belonging to the ATS group holds, directly or indirectly, any share in the share capital of the Issuer and/or other financial instruments issued by the Issuer, nor derivative financial instruments or having as underlying such instruments.

### **1.2 The persons acting in concert with the Offeror with regard to the Offer**

ATS shall be considered the only person acting in concert with the Offeror pursuant to article 101-*bis*, paragraph 4-*bis*, letter b), of the CLFI, as indirect parent company of the Offeror.

### **1.3 The undertaking to adhere to the Offer**

On 7 December 2020, ATS and the Offeror, certain of CFT's shareholders, namely RPC S.r.l., A.E.A. S.r.l., Ma. Li S.r.l. and F&B Capital Investment S.r.l., as well as Mr. Roberto Catelli and Mr. Alessandro Merusi entered into an agreement aimed at regulating, *inter alia*, the commitment to adhere to the Offer, tendering to the Offer all the Shares owned by them (the "**Deed of Undertaking**").

In particular, pursuant to the Deed of Undertaking:

- (a) RPC S.r.l. has undertaken to tender to the Offer no. 1,792,578 Ordinary Shares and no. 900,000 Multiple Voting Shares, representing its entire shareholding in CFT as of the date hereof (equal to 11.2% of the share capital of CFT represented by Ordinary Shares and 18.0% of the voting rights);
- (b) A.E.A. S.r.l. has undertaken to tender to the Offer no. 1,765,558 Ordinary Shares and no. 900,000 Multiple Voting Shares, representing its entire shareholding in CFT as of the date hereof (equal to 11.0% of the share capital of CFT represented by Ordinary Shares and 17.8% of the voting rights);

- (c) Ma. Li S.r.l. has undertaken to tender to the Offer no. 1,774,508 Ordinary Shares and no. 900,000 Multiple Voting Shares, representing its entire shareholding in CFT as of the date hereof (equal to 11.1% of the share capital of CFT represented by Ordinary Shares and 17.9% of the voting rights);
- (d) F&B Capital Investment S.r.l. has undertaken to tender to the Offer no. 607,967 Ordinary Shares and no. 300,000 Multiple Voting Shares, representing its entire shareholding in CFT as of the date hereof (equal to 3.8% of the share capital of CFT represented by Ordinary Shares and 6.0% of the voting rights); and
- (e) Mr. Alessandro Merusi, *Amministratore Delegato* of CFT, has undertaken to tender to the Offer no. 233,100 Ordinary Shares (equal to 1.5% of CFT's share capital represented by Ordinary Shares and 0.9% of the voting rights) to be assigned to him under CFT's stock grant plan, and which will represent the entire shareholding directly held by Mr. Alessandro Merusi in the Issuer.

The Shares covered by the Deed of Undertaking (including the Ordinary Shares to be assigned to Mr. Alessandro Merusi pursuant to the CFT's stock grant plan) represent in total, as of the date hereof, 38.5% of CFT's share capital represented by Ordinary Shares and 60.6% of the voting rights.

#### 1.4 The Issuer

The Issuer is CFT S.p.A., a joint-stock company (*società per azioni*) incorporated under the laws of the Italian Republic with registered office at Via Paradigna, 94/A, Parma, registered with the Companies' Register of Parma under registration number and fiscal code no. 09935170960. As of the date hereof, the Issuer's share capital amounts to EUR 10,000,000, divided into no. 16,026,357 Ordinary Shares, no. 3,000,000 Multiple Voting Shares and no. 133,334 Special Shares.

The Ordinary Shares are traded on the AIM. The Multiple Voting Shares and the Special Shares are not traded on any regulated market or multilateral trading facility.

## 2. GROUNDS UNDERLYING THE OFFER AND THE OFFEROR'S PLANS FOR THE FUTURE

The Offer represents the means by which the Offeror intends to implement its plan aiming at acquiring the entire Issuer's share capital and achieving the revocation of the Ordinary Shares' listing from the AIM (the "**Delisting**").

In the event that the Delisting is not achieved as a result of the Offer pursuant to article 41 of the Guidelines on AIM Issuers' Regulations (including any possible extension), the Offeror reserves the right to achieve the Delisting by other means, including (a) the request, subject to a shareholders' resolution, in accordance with article 41 of the AIM Issuers' Regulations, and/or (b) the merger by incorporation of the Issuer into ATS Italia, an unlisted company, in compliance with the deliberative quorum set forth in article 41 of the Guidelines on AIM Issuers' Regulations.

It should be noted that CFT's by-laws do not refer to the provisions of article 108 (*obligation to purchase*) of the CLFI and article 111 (*right to purchase*) of the CLFI and therefore these will not apply as a result of the Offer.

ATS' objective is, through its know-how and global reach, to enhance CFT's growth as a fundamental part of the ATS group.

ATS will provide CFT with strategic guidance focusing on increasing the value of the business in the medium-long term, as well as with the opportunity to benefit from synergies available as a result of CFT joining the ATS group. The Offeror will leverage a well-established global footprint to support the Issuer in expanding its activity into new markets. As a result of ATS' global reach and industry-leading automation, CFT may benefit from future development and growth opportunities within the Offeror's group.

The Issuer's existing facilities and the know-how of CFT's employees are core to the value that CFT offers. Following the Offer, CFT will continue to operate through its established operational facilities that the Offeror intends to maintain in Italy. Additionally, the Offeror's intention is to keep the Issuer's headquarters in Parma, Italy. In such perspective, the extension of the term of certain current lease agreements related to the locations of the CFT group is envisaged, so as to ensure stability to the presence in the region.

Lastly, the Offeror intends to confirm the roles of Mr. Roberto Catelli and Mr. Alessandro Merusi respectively as Chairman and *Amministratore Delegato* of CFT pursuant to specific directorship agreements whose terms and conditions will be defined before the publication of the Offer Document.

ATS deems that the targets described above can be reached more effectively following the Delisting of the Ordinary Shares on account of the consequent greater operational and organizational flexibility of CFT.

Moreover, by promoting the Offer, the Offeror intends to provide the Issuer's shareholders with an opportunity to dispose of their shareholdings in the Issuer on terms that are more favourable than those resulting from the average trading performance of the Shares in recent months and years.

### **3. ESSENTIALS TERMS OF THE OFFER**

#### **3.1 Financial instruments included in the Offer**

The Offer is launched on all the Shares of the Issuer, including the treasury Shares in portfolio and those which may be eventually purchased, from time to time, by the Issuer.

Following the dissemination of this notice, as well as during the Tender Period (as defined below), as possibly extended, the Offeror reserves the right to purchase Shares of the Issuer outside the Offer, to the extent permitted by applicable law. Any purchases made outside the Offer will be disclosed to the market pursuant to article 41, second paragraph, letter c), of the Issuers' Regulations.

The Shares tendered to the Offer must be freely transferable to the Offeror without prejudice, with respect to the Multiple Voting Shares, to the occurrence of the By-laws Condition (as defined in Article 3.4(b) of this notice), as well as free from restrictions and encumbrances of any kind and nature, whether real, compulsory or personal.

It should be noted that the Offer does not relate to the warrants issued by CFT, in relation to which, in the event of Delisting, the provisions of article 9, paragraph 2, of the relevant warrant regulation shall apply.

#### **3.2 Unit price and maximum consideration of the Offer**

The Offeror will pay a consideration equal to EUR 4.600 for each Share tendered to the Offer (the "Price"). The Price will therefore be the same for each Ordinary Share, Special Share and Multiple Voting Share tendered to the Offer.

The Price is intended net of stamp duties, if due, and of the fees, commissions and expenses, which shall be borne exclusively by the Offeror. The withholding tax, if due, will be borne by those accepting the Offer.

The Price incorporates a premium equal to 86.4% over the official unit price of the Ordinary Shares as of 4 December 2020 (the trading day prior to the announcement of the Offer to the market), which was equal to EUR 2.468 (source: *Borsa Italiana*), as well as a premium equal to 139.3% compared to the official unit price of the Ordinary Shares as at 27 November 2020, which was equal to Euro 1.922 (source: *Borsa Italiana*).

The following table outlines the data referring to the arithmetic weighted average of the prices of the Ordinary Shares for volumes traded during the reference periods, from 4 December 2020.

Reference period	Weighted average price*	Implied premium of the Offer
VWAP 1 <sup>st</sup> month	EUR 2.046	124.8%
VWAP 3 <sup>rd</sup> month	EUR 2.089	120.2%
VWAP 6 <sup>th</sup> month	EUR 2.275	102.2%
VWAP 12 <sup>th</sup> month	EUR 2.727	68.7%

(\*) Source: Borsa Italiana

The Price has been determined following ATS's due diligence on the Issuer and evaluation of the Issuer's financial condition and the expectations for potential growth of the Issuer in the medium to long term.

The maximum aggregate disbursement of the Offeror calculated based on the maximum number of Shares within the scope of the Offer, including the treasury Shares in portfolio and those that may be eventually purchased by the Issuer from time to time, in the event that all those entitled tender the entirety of their Shares, shall be equal to EUR 88,134,579 (the "**Maximum Aggregate Disbursement**").

The Offeror intends to cover the Maximum Aggregate Disbursement by making recourse to already available funds of the ATS group.

According to article 37-*bis* of the Issuers' Regulations, ATS Italia declares to be in a position to fully meet its commitment to pay the Price.

### 3.3 The Tender Period

The tender period under the Offer (the "**Tender Period**") will be agreed upon with Borsa Italiana in compliance with the terms of article 40 of the Issuers' Regulations, and will have a duration comprised between a minimum of fifteen and a maximum of forty trading days, unless extended to the extent permitted by applicable law.

The date of the Price's payment will be the fifth trading day following the end of the Tender Period (the "**Payment Date**").

Save in the case of competing offers (*offerte concorrenti*) pursuant to the relevant provisions of the CLFI and Issuers' Regulations, the Shares tendered to the Offer will remain bound to the Offer until the Payment Date and the accepting parties may exercise all the economical and voting rights provided under the Shares, but shall not (i) assign, in whole or in part, or (ii) in any case carry out acts of disposal (including pledges or other encumbrances or restrictions) of, or (iii) exercise the right of withdrawal (where applicable) in relation to, the Shares tendered to the Offer. During the same period, no interest on the Price will be due by the Offeror.

### 3.4 Conditions to the Offer

The Offer's effectiveness is subject to satisfaction of each of the following conditions precedent (the "**Offer Conditions**"):

- (a) the acceptances of the Offer – taking into account any purchases made on the market, directly or indirectly, by the Offeror in accordance with applicable law – relate to a total number of Ordinary Shares that enables the Offeror to hold an aggregate shareholding at least equal to 90% (ninety per cent) of the Issuer's share capital represented by the Ordinary Shares (the "**Threshold Condition**");
- (b) the approval by the extraordinary shareholders' meeting of CFT, to be held after the publication of the final results of the Offer and before the Payment Date, of an amendment of the by-laws aimed at allowing the transfer to the Offeror, as a result of the acceptance of the Offer, of the Multiple Voting Shares, thus removing the constraints of non-transferability of the Multiple Voting Shares set forth in article 6.4 of CFT's by-laws and of the related provisions set out therein (the "**By-laws Condition**");
- (c) the obtainment, without conditions, requirements and limitations, by the second trading day prior to the Payment Date, of the clearance by the German antitrust authority (*Bundeskartellamt*) in relation to the acquisition of control of the Issuer by the Offeror (the "**Antitrust Condition**");
- (d) the obtainment without conditions, requirements and limitations, by the second trading day prior to the Payment Date, of the approval by the Spanish Foreign Investment Authority in accordance with Article 7-*bis* of the Spanish Law No. 19/2003 (i.e. *Ley 19/2003, de 4 de julio, sobre régimen jurídico de los movimientos de capitales y de las transacciones económicas con el exterior*) to the acquisition of control of the Issuer by the Offeror (the "**Golden Power Condition**"); and
- (e) the obtainment of an unconditional waiver by the Issuer and CFO SIM S.p.A. of the lock-up commitments undertaken by RPC S.r.l., A.E.A. S.r.l., Ma. Li S.r.l. and F&B Capital Investment S.r.l. on 18 July 2018 (the "**Lock-up Condition**").

The Offeror may waive or amend, in whole or in part, to the extent permitted by applicable law, one or more of the Offer Conditions at any time and at its sole discretion, in compliance with the provisions under article 43 of the Issuers' Regulations and giving notice in accordance with article 36 of the Issuers Regulation.

In accordance with article 36 of the Issuers' Regulations, the Offeror will give notice of the satisfaction or non-satisfaction of the Offer Conditions, and, in the event that one or more Offer Conditions have not been satisfied, of any waiver of the Offer Conditions, within the following terms:

- (a) as to the Threshold Condition and the Lock-Up Condition, with the announcement of the provisional results of the Offer that will be published by the evening of the last day of the Tender Period and, in any case, by 7:59 a.m. of the first trading day following the end of the Tender Period;
- (b) as to the By-laws Condition, following the announcement by CFT to the market of the results of the relevant extraordinary shareholders' meeting; and
- (c) as to the Antitrust Condition and the Golden Power Condition, by 7:59 a.m. of the trading day prior to the Payment Date.

In the event that even one of the Offer Conditions is not satisfied and the Offeror does not exercise its right to waive it and, consequently, in case of non-fulfilment of the Offer, the Shares tendered to the Offer will be returned to their respective owners, without any charges or expenses to be borne by them, by the end of the trading day following the date on which the non-fulfilment of the Offer is communicated.

### **3.5 Amendments to the Offer**

In compliance with the limits provided under the applicable law (and, in particular, within the limits and according to the procedure under article 43 of the Issuers' Regulations), the Offeror reserves the right to make amendments to the Offer up to the date prior to the end of the Tender Period. Should the Offeror exercise its right to amend the Offer on the last day available according to applicable law (i.e., the date preceding the date set for the closure of the Tender Period), the closure of the Tender Period may not take place in a term of less than three trading days from the date of publication of the amendments in compliance with article 43 of the Issuers' Regulations.

### **3.6 Delisting of the Ordinary Shares**

As described above, the Offer is aimed at acquiring the entire share capital of the Issuer and achieving the Delisting of the Ordinary Shares.

#### ***Potential shortage of the free float***

Upon completion of the Offer (including any extension under applicable law), if the conditions for the Delisting are not met, it is not excluded that there will be a shortage of free float not ensuring the regular trading of the Ordinary Shares. In such scenario, Borsa Italiana could order the suspension and/or revocation from listing of the Ordinary Shares.

In this regard, please note that, even in the presence of a shortage of free float, the Offeror will not put in place any measure aimed at restoring the minimum free float conditions for a regular trading performance of the Ordinary Shares.

In the event the Shares are delisted, it should be noted that the holders of the Ordinary Shares who have not accepted the Offer will be holders of financial instruments not traded on any market, with consequent difficulties in liquidating their investment in the future.

### **3.7 Market where the Offer is brought**

The Offer will be brought solely in Italy, since the Ordinary Shares are listed solely on the AIM. The Offer is addressed, indiscriminately and upon equal terms, to all shareholders of the Issuer.

The Offer has not been made, and will not be made, or distributed into, the United States of America, Canada, Japan or Australia, or in any other country in which the Offer would not be permitted in the absence of authorization by the relevant authorities (the "**Other Countries**"), neither through national or international means or instruments of communication or trade within the United States of America, Canada, Japan, Australia or the Other Countries (including, by way of example, post, fax, telex, e-mail, telephone and internet), nor through any structure whatsoever of any financial intermediary of the United States of America, Canada, Japan, Australia or the Other Countries, nor in any other way.

#### **4. SHAREHOLDINGS HELD BY THE OFFEROR AND THE PERSONS ACTING IN CONCERT**

As of the date hereof, neither ATS nor ATS Italia, nor any of the companies belonging to the ATS group holds, directly or indirectly, any share in the share capital of the Issuer and/or other financial instruments issued by the Issuer, nor derivative financial instruments or having as underlying such instruments.

#### **5. NOTICES AND AUTHORISATIONS FOR THE CONDUCT OF THE OFFER**

By the date of filing of the Offer Document to Consob, the Offeror shall submit: (i) to the German antitrust authority (*Bundeskartellamt*) the application relating to the acquisition of control of the Issuer by the Offeror; and (ii) to the Spanish Foreign Investment Authority the application for approval in accordance with Article 7-*bis* of the Spanish Law No. 19/2003 (i.e. *Ley 19/2003, de 4 de julio, sobre régimen jurídico de los movimientos de capitales y de las transacciones económicas con el exterior*) of the acquisition of control of the Issuer by the Offeror.

#### **6. PUBLICATION OF ANNOUNCEMENTS AND DOCUMENTS RELATED TO THE OFFER**

The Offer Document, announcements and all documents related to the Offer will be available on the website of ATS ([www.atsautomation.com](http://www.atsautomation.com)).

#### **7. ADVISORS ON THE TRANSACTION**

The ATS group is advised in relation to the Offer by:

- Clifford Chance, which is acting as legal adviser; and
- UniCredit, which is acting as sole financial adviser.

**ATS Automation Holdings Italy S.r.l.**

"Ryan McLeod"

Name: Ryan McLeod

Role: Chairman of the Board of Directors