

Informazione Regolamentata n. 20162-37-2024	Data/Ora Inizio Diffusione 1 Agosto 2024 18:13:18	Euronext Growth Milan
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Societa' : RELATECH

Identificativo Informazione
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Utenza - Referente : RELATECHN02 - SANTORO

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Oggetto : RELATECH: COMPLETION OF THE
ACQUISITION BY GEMINI BIDCO S.R.L. OF
THE 53.24% SHAREHOLDING HELD BY MR.
PASQUALE LAMBARDI AND GAXDER S.R.L.
IN RELATECH

Testo del comunicato

Vedi allegato



PRESS RELEASE

COMPLETION OF THE ACQUISITION BY GEMINI BIDCO S.R.L. OF THE 53.24% SHAREHOLDING HELD BY MR. PASQUALE LAMBARDI AND GAXDER S.R.L. IN RELATECH S.P.A.

RESIGNATION OF ONE MEMBER OF THE BOARD OF DIRECTORS OF RELATECH S.P.A. AND CO-OPTATION OF TWO NEW BOARD MEMBERS

ACCESSION BY RELATECH S.P.A. TO THE FINANCING AGREEMENT ENTERED INTO ON 20 JUNE 2024 BETWEEN GEMINI BIDCO, GEMINI MIDCO S.R.L., ON ONE SIDE AND BANCO BPM S.P.A. AND BANCA IFIS S.P.A., ON THE OTHER SIDE

Milan, 1st of August of 2024

The Board of Directors of **Relatech S.p.A.**, a company listed on the Euronext Growth Milan market (Ticker: RLT) ("**Relatech**" or the "**Company**") has been informed that, on the date hereof, Gemini BidCo S.r.l. ("**Gemini BidCo**" or the "**Offeror**"), a special purpose vehicle indirectly controlled by Bregal Unternehmerkapital IV SCSp, Bregal Unternehmerkapital IV-A SCSp, Bregal Unternehmerkapital IV-B SCSp e Bregal Unternehmerkapital IV Funding Feeder SCSp., has completed the purchase of the entire shareholding held by Mr. Pasquale Lambardi and Gaxder S.r.l. (company entirely owned by Mr. Pasquale Lambardi, "**Gaxder**") (the "**Sellers**") in Relatech equal to 53.24% of the share capital (the "**Transaction**"), in accordance with the sale and purchase agreement (the "**Sale and Purchase Agreement**") signed and disclosed to the market on 20 June 2024. In particular, pursuant to the Sale and Purchase Agreement, Gemini BidCo purchased (i) from Mr. Pasquale Lambardi No. 2,981,601 Relatech's shares, representing approximately 6.88% of the Company's share capital, and (ii) from Gaxder No. 20,098,868 Relatech's shares, representing approximately 46.36% of the Company's share capital.

Following completion of the Transaction and pursuant to the Euronext Growth Milan Rules for Companies and Article 10 of the Company's bylaws, Gemini BidCo will launch a mandatory tender offer, pursuant to Articles 102 and 106 of the Consolidated Financial Act ("**CFA**") on the Company's shares not held by the Offeror and other than the treasury shares held by the Company, aimed at delisting the Company (the "**Offer**").

The Company notes that, on date hereof, in the context of the completion of the Transaction



and taking into account the new ownership structure, Mr. Antonio Patruno resigned from the Company's Board of Directors, with immediate effect. For the sake of completeness, it should be noted that, on 30 May 2024, Mr. Gianni Franco Papa resigned from his office as Director and Vice-Chairman of the Company's Board of Directors, effective as of 31 May 2024 (*cfr.* press release issued on 30 May 2024).

As of the date of this press release, Mr. Antonio Patruno holds n. 48,300 Company's shares

As a result of the resignation of the above directors, a meeting of the Board of Directors of Relatech was held on the date hereof, at which the Board appointed the following new directors by co-optation: Mrs. Valentina Pippolo and Mr. Gianluca Longo.

The Board of Directors, on the basis of the information provided by the interested parties and the information available to the Company, assessed the existence of the requirements of honorability pursuant to Article 147-*quinquies* of the CFA for the new appointed directors.

The *curricula vitae* of the new directors will be made available on the Company website (www.relatech.com/en/investor-relations/corporate-governance).

As of the date of this press release neither Mrs. Valentina Pippolo, nor Mr. Gianluca Longo hold Company's shares.

Finally, it is hereby given notice that, as of today, the Board of Directors of Relatech approved the Company's accession to the financing agreement entered into on 20 June 2024 between Gemini BidCo, Gemini MidCo S.r.l., the company that holds the entire share capital of the Offeror, on one side, and Banco BPM S.p.A. and Banca Ifis S.p.A., on the other side (the "**Financing Agreement**"). In particular, the Financing Agreement provides for the Company to be provided with credit lines for a maximum total amount of approx. Euro 27,565,212.14 in order to repay in advance the existing financial indebtedness as well as to support the Company's general cash requirements and investments including any future acquisition transaction.

Further information on the Offer will be disclosed in the press release published today, pursuant to article 102 of the CFA and article 37 of the Regulation adopted by Consob resolution No. 11971/1999, as well as in the offer document relating to the Offer which will be published within the terms and in compliance with the applicable legal and regulatory provisions, to which reference should be made for a complete description and evaluation of the Offer.



Relatech (ticker RLT ISIN IT0005433740), Digital Enabler Solution Know-how (DESK) Company listed on the Euronext Growth Milan market since June 2019, has been active for over twenty years in Digital Enabler frontier technologies, such as Cloud, Cybersecurity, IoT, Big Data, Blockchain, Machine Learning. Relatech is the reference partner for Digital Innovation of companies and leads a group of companies highly specialized in Digital Enabler Technologies united by the common mission of supporting customers in the digital transformation process. Relatech constantly invests in Open Innovation with an intense R&D activity carried out by internal hubs in collaboration with universities and national research centres. Thanks to the RePlatform digital platform and the know-how deriving from the ecosystem of scientific and technological partners, Relatech develops digital services and solutions capable of innovating the business model of its customers, guaranteeing sustainable business growth for all those companies that see in the process of digital innovation the key to current and future success.

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