

Informazione Regolamentata n. 20310-22-2025	Data/Ora Inizio Diffusione 4 Giugno 2025 08:44:18	Euronext Growth Milan
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Societa' : SIMONE

Identificativo Informazione : 206550  
Regolamentata

Utenza - referente : SIMONEEST01 - -

Tipologia : REGEM

Data/Ora Ricezione : 4 Giugno 2025 08:44:18

Data/Ora Inizio Diffusione : 4 Giugno 2025 08:44:18

Oggetto : GROWTH BY EXTERNAL LINES OF SIMONE  
S.p.A. CONTINUES UNDERWRITING  
PRELIMINARY OF PURCHASE FOR 51% OF  
TOPIPITTORI S.r.l. FIRST STEPS TOWARD  
THE INTERNATIONALIZATION OF THE  
GROUP

*Testo del comunicato*

Vedi allegato



## GROWTH BY EXTERNAL LINES OF SIMONE S.p.A. CONTINUES

### UNDERWRITING PRELIMINARY OF PURCHASE FOR 51% OF TOPIPITTORI S.r.l.

#### FIRST STEPS TOWARD THE INTERNATIONALIZATION OF THE GROUP

**Milan, 4 May 2025 – Simone S.p.A.** ("**Simone**" or the "**Company**"), a company operating in the publishing sector, listed on Euronext Growth Milan, announces that it has signed a preliminary agreement (the "**Preliminary Agreement**") regarding the acquisition of 51% of the share capital (the "**Shareholding**") of a newly incorporated limited liability company (the "**Newco**"), into which, by means of a demerger by spin-off of Calamus S.A.S. di Canton e C. ("**Calamus**"), the business unit concerning the activities related to the "Topipittori" brand will be transferred.

Topipittori is a publishing house specializing in illustrated books for children and young adults founded in Milan in 2004. In the three-year period 2022-2024, the company recorded an average turnover of about 1.3 million euros and an average Ebitda Adj for the three-year period of about 0.25 million euros.

For Simone, this transaction is part of a larger project with a European scope dedicated to children's and youth publishing. The acquisition represents, in fact, not only an important opportunity for growth in a sector in which the Company has been present only since 2023 with the Gatto Verde Edizioni brand, but also the start of a process of internationalization of the Group. The recognizability enjoyed by the Topipittori brand in foreign markets will favor a process of growth by external lines that includes the acquisition of control of other publishing houses with great potential and already appreciated at the European level, but characterized by a small size, often insufficient to allow them to face the challenges of the market.

The closing of the transaction is currently expected to take place by the end of July 2025 (the "**Execution Date**").

The amount that the Company will be required to pay to Calamus in exchange for the purchase and sale of the Equity Investment is equal to approximately 4 times the average Adj. EBITDA for the three-year period 2022-2024 of the aforementioned target company and will be subject to adjustment, by means of standard mechanisms for verification by the Company, in relation to the value of the NFP as of the Closing Date and certain production costs related to reprints of catalog titles.

In addition, the Preliminary Agreement provides for, *inter alia*:

- a series of representations and warranties, with consequent indemnification obligations, as well as conditions precedent typical for such types of contracts (among the latter, the positive outcome of the due diligence, which is currently still in progress);

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- that, as of the Closing Date, (i) the shareholders' meeting of Newco appoints a board of directors with 3 members, two of whom are designated by the Company and one (the Chairman) designated by Calamus; and (ii) an option agreement is entered into regarding the grant (a) by Calamus in favor of the Company of an option to purchase, exercisable on a date between the second anniversary of the Closing Date and the fourth anniversary of that date, the remaining equity interest held by Calamus, equal to 49% of Newco's share capital (the "Simone Call Option"); and (b) by the Company to Calamus of an option to purchase, exercisable on a date between the day following the fourth anniversary of the Closing Date and the fifth anniversary of that date, the interest held by the Company equal to 51% of the share capital of Newco (the "Calamus Call Option" and, together with the Simone Call Option, the "Options"). The price of the Options will be calculated by adding to a fixed amount the value of Newco's NFP calculated as of the date of exercise of the related Option;
- certain non-competition obligations on the part of Calamus and the founding partners of the "Topipittori" brand with a duration of 5 years from the Closing Date.

Finally, the Company, in the wake of the aforementioned process of internationalization of the Group, announces that it is continuing its search for foreign targets to carry out the activity of publishing house in the sector dedicated to children and young people and, at the moment, certain candidates have been identified.

**Luca Misso, CEO of Simone S.p.A.**, said: *"We are proud to welcome to the Group a publishing house that in its 20 years of activity has become a beacon in the children's and young adult publishing scene both in Italy and abroad. Our development plan is to combine the potential of small publishers, creators of great content, with an industrial and commercial structure suitable to face the challenges of the market. To this end, the founding partners of Topipittori will maintain editorial direction and guarantee the consistency and very high quality of the publishing product that will remain a point of reference in the sector in perfect continuity".*

**Paolo Canton, general partner of Calamus s.a.s.**, said: *"Topipittori was established to serve the international children's and young adult book market with quality creations. We found that we share ideas and projects with a publishing group of great strength and prestige. Combining our respective strengths and expertise will allow Topipittori to continue to grow and produce books that we hope will be meaningful to children and useful to their cognitive and intellectual growth. In doing so, we are convinced that we can contribute effectively to the development of the Group we are about to enter and to the realization of its internationalization projects".*

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### **SIMONE SPA**

Simone S.p.A., established in Naples in 2011, is a publishing company. It is at the head of the Group of the same name, which includes six companies, Simone S.p.A., Editrice Ardea S.r.l., Dike Giuridica S.r.l., Il Gatto Verde Edizioni S.r.l., Font Cafè S.r.l., Libri e Professioni S.r.l., Sa.Graf. S.r.l. and a brand, Edizione Simone, with over fifty years of history. Today, the company is a point of reference for the entire Italian publishing sector, in which it stands out for the large amount of highly specialised content it develops, prints, publishes, promotes and sells. Thanks to its brands, it is able to offer study manuals not only in the legal field but also for public competitions, professional qualifications, university entrance examinations and teaching in schools, not forgetting children's books.

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