

Bit Market Services

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Diffusione presunta
Oggetto : The BoD approved the merger by
incorporation of Tesmec Service

Testo del comunicato

Vedi allegato.

08.09.2015

Tesmec S.p.A.: The Board of Directors approved the merger by incorporation of “Tesmec Service S.r.l.” in the fully parent company “Tesmec S.p.A.”

Grassobbio (Bergamo - Italy), 8 September 2015 – The Board of Directors of **Tesmec S.p.A.** (The “**Company**”), at the head of a group leader in the market of infrastructures for the transmission of electrical power, data and material transport, convened today, informs that unanimously approved the merger by incorporation of Tesmec Service S.r.l. in the fully parent company Tesmec S.p.A., pursuant to Article 19 of the Articles of Association and to Article 2505 of the Italian Civil Code.

The merger, available to the public on 10 June 2015, is part of a wider process of corporate simplification and rationalization with the aim of greater functionality of the corporate structure in the economic, management and financial aspect in order to better catch the future growth opportunities.

The merger will start having legal effects, pursuant to Article 2504-bis, second paragraph of the Civil Code, when the last of the registrations of the deed of merger in the Trade Register has been undertaken or starting from a following, different date that will be set in the deed of merger.

The accounting effects, according to Article 2501-ter, first paragraph of the Civil Code, will be retroactively charged from the first day of the financial year when the merger becomes effective, pursuant to the above mentioned Article 2504-bis, second paragraph of the Civil Code.

Further terms and conditions that complete the merger are indicated in the merger plan prepared pursuant to Article 2501-ter and 2505 of the Civil Code and available on the Company website www.tesmec.com.

The minutes of the Board of Directors’ meeting that approved the merger will be available to the public through the system NIS-Storage, at www.emarketstorage.com, through publication on the website www.tesmec.com and deposited at the registered office and the administrative office.

For further information:

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This press release is also available on www.tesmec.com in the "Investors" section:

<http://investor.tesmec.com/Investors/Notices.aspx>

The Tesmec Group

The Group is mainly active in designing, manufacturing and selling **special products and integrated solutions for the construction, maintenance and efficiency of infrastructures** related to the transportation/delivery of energy, data and material.

The Group, established in 1951 and led by Charmain & CEO Ambrogio Caccia Dominioni, relies on more than 500 employees and has six production plants: four in Italy, in Grassobbio (Bergamo), Endine Gaiano (Bergamo), Sirone (Lecco), Monopoli (Bari), one in the USA, in Alvarado (Texas) and one in France, in Durtal.

From the IPO, July 1, 2010, the Parent Company has pursued a strategy of diversification of Business announced to offer a complete range of integrated solutions.

The Group offers:

Stringing

- machines and integrated systems for aerial and underground stringing, power lines and fiber optic cables;
- integrated solutions for efficiency, management and monitoring of the electricity networks of low, medium and high voltage (solutions for smart grids).

Railway

- machines and integrated systems for the installation, maintenance and troubleshooting of overhead railroad wiring/catenaries as well as customized machines for special operations on the line.

Trencher

- high powered tracked trenchers for linear excavation of underground networks and pipelines, and delivery of data, raw materials, and liquid and gaseous materials; high powered tracked trenchers for mining and leveling works (RockHawg);
- consulting services and specialized excavation at the request of the customer;
- multi-purpose construction equipment (Gallmac).

Both business divisions are developed in accordance with the ISEQ (Innovation, Safety, Efficiency and Quality) philosophy, with environmental sustainability and energy conservation in mind.

The know-how achieved in the development of specific technologies and solutions, and the presence of engineering teams and highly skilled technicians, allow Tesmec to directly manage the entire production chain: from the design, production and sale of machinery, to all pre-sales and post-sales. The combination of a cutting-edge product and a deep knowledge on the use of innovative technologies to meet the new demands of the market, allow the Group to offer a winning combination focused on ensuring high performance on the jobsite.

Today, the Group does not only sell technologically advanced machines, but fully integrated systems for electrification and excavation that ensure extremely high performance on the job . These results come from the constant pursuit of innovation, safety, efficiency and quality also achieved through the installation of new software aboard our machines that allow safe, reliable and high performance.

The Group also has a commercial presence globally in most foreign countries and can count on a direct presence in several continents, consisting of foreign companies and sales offices in USA, South Africa, Russia, Qatar, Bulgaria, China and France.

Fine Comunicato n.1155-52

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