



# SPAFID CONNECT

Informazione Regolamentata n. 0524-30-2017	Data/Ora Ricezione 09 Giugno 2017 18:02:41	MTA - Star
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Societa' : IT WAY

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Informazione  
Regolamentata

Nome utilizzatore : ITWAYN01 - Passatempi

Tipologia : REGEM

Data/Ora Ricezione : 09 Giugno 2017 18:02:41

Data/Ora Inizio : 09 Giugno 2017 18:05:12

Diffusione presunta

Oggetto : Merger project between Itway and  
Maricmind.

*Testo del comunicato*

Vedi allegato.

## Merger project between Itway S.p.A and Maticmind S.p.A.

Ravenna, June 9, 2017 – Further to the press release issued on June 8, 2017 regarding the signing of a non-binding term sheet between **Itway S.p.A.** and Maticmind S.p.A. for a possible industrial merger project between the companies, please note that the following parties are the shareholders of Maticmind S.p.A: Essematica S.p.A., a company in turn controlled, in equal measure between them, by Carmine, Alessandra and Francesca Saladino, with a 51% stake, Carmine Saladino with a 29% and Luciano Zamuner with a 20% stake.

Considering the above shareholders structure, there are no relations between the parties potentially involved in the project.

Please note also that pursuant to the term sheet, the eventual merger between Itway S.p.A. and Maticmind S.p.A. is subordinated, among other things, to Maticmind S.p.A. shareholders being exempted from having to launch a public takeover offer on the shares of Itway S.p.A. due to the integration with the company, also through the so-called whitewash mechanism. In this respect, as the structure of the possible transaction is not yet established, the companies, once defined, will look at and identify the relevant exemption cases (for example, whitewash c.d. mechanism).

Finally, please note that should the merger project be implemented pursuant to articles 117/bis of Legislative Decree No. 58 of February 24, 1998 and 57, paragraph 2 of Issuers Regulation and article 2.10 of the Regulation of markets organized and managed by Borsa Italiana S.p.A., the issuer will nominate a sponsor, pursuant to the applicable regulations, in order to obtain the related declarations.

Finally, the data presented in the following table, already published in the release dated 8 June 2017, is the final data at 31.12.2016. The figures in the ITW column (pro-forma) are net of the revenue and Ebitda contribution relating to the operations of VAD Italia and Iberica sold to Esprinet on 30 November 2016.

in milion of euro	ITW Actual	ITW (pro-forma)	MaticMind
Total revenues	91.7	54.8	165.6
EBITDA	4.1	1.5	11.8
Net Result	(0.1)	(0.3)	6.3
Net Invested Capital	30.1		16.9
Net Financial Position	21.3		(1)
Net Equity	8.8		17.9

> Itway S.p.A.

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> Cap. Soc. Int Ver. € 3.952.659

Reg. Imprese RA n° 01346970393  
R.E.A. n° 1573724  
PIVA e C.F. n° 01346970393



*Founded in Ravenna on July 4, 1996, Itway Spa heads a Group that operates in the IT sector through the planning, production and distribution of technologies and solutions in the cyber security sector. The Group, through the Business-e subsidiary, for over 20 years has represented a reference point in the context of VAR, System Integrators and Resellers seeking cutting edge technologies consultancy, services and training in the market of Internet-standard solutions. Since 2001 Itway has been listed on Borsa Italiana, STAR segment.*

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> Itway S.p.A.

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