



SPAFID CONNECT

Informazione Regolamentata n. 0242-33-2018	Data/Ora Ricezione 05 Giugno 2018 21:05:58	MTA
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Societa' : SNAITECH S.p.A.

Identificativo : 104860

Informazione
Regolamentata

Nome utilizzatore : SNAIN05 - Rinaudo

Tipologia : REGEM

Data/Ora Ricezione : 05 Giugno 2018 21:05:58

Data/Ora Inizio : 05 Giugno 2018 21:05:59

Diffusione presunta

Oggetto : Co-optation of two new Directors -
Resignation from 12 Directors and
convening of Shareholders' meeting

Testo del comunicato

Vedi allegato.

PRESS RELEASE

(pursuant to Art. 114 of Legislative Decree n. 58/98)

Co-optation of two new Directors

Resignations from 12 Directors and convening of the Shareholders' Meeting for the appointment of a new Board of Directors

Goldman Sachs International – Italian branch and KPMG S.p.A. appointed as independent advisors respectively of the Board of Directors and of the Independent Directors for the assessment of the fairness of the price of the takeover bid to be launched by Pluto (Italia) S.p.A.

Milan, 5 June 2018 – Notice is hereby given that the Board of Directors of SNAITECH S.p.A. ("SNAITECH" or "Company" or "Issuer"), met today under the chairmanship of Dott. Mara Caverni, approved - following the resignations of the Directors Mr. Giorgio Drago and Mr. Roberto Maestroni announced to the market on 30 May 2018, effective as of today - to appoint by co-optation, pursuant to art. 2386 of the ICC, Mr. Moran Weizer and Mr. Andrew James Smith as new Directors of the Company.

Moran Weizer (Chairman of the Board of Directors of Pluto (Italia) S.p.A. and CEO of the Playtech Group) and Andrew James Smith (Director of Pluto (Italia) S.p.A. and CFO of the Playtech Group), whose *curricula vitae* are available at the Company website www.snaitech.it (Section Governance), declared to satisfy the requirements provided for by the current law and the by-laws for the office as Directors.

Neither Moran Weizer nor Andrew James Smith hold Snaitech shares.

During the meeting, the Chairman Mara Caverni as well as the Managing Director Fabio Schiavolin and the Directors Roberto Ruozi, Chiara Palmieri, Nicola Iorio, Barbara Poggiali, Salvatore Catapano, Raffaella Viscardi, Nadia Buttignol, Paolo Scarlatti, Mauro Pisapia and Maurizio Leo resigned from their respective offices. All the above resignations will be effective as from the date of the next Shareholders' Meeting.

Given that, pursuant to the current By-laws' provisions, the entire Board of Director will cease from the office as from the effective date of the above resignations, the Board of Directors approved to convene the Ordinary Shareholders' Meeting, for the appointment of a new administrative body, on the next 18 July 2018. The relevant Notice of Call (with the indication of hour and place) will be published within the legal term, together with the supporting documentation.

Lastly, in the course of today's meeting, the Board also acknowledged the notice released by Pluto (Italia) S.p.A., pursuant to art. 102 of the Legislative Decree n. 58/98, on the obligation, that arose after the purchase of n.132.956.595 Snaitech ordinary shares completed at the current date, to launch a mandatory takeover bid for n. 38,084,073 other Snaitech shares in circulation, not already in its possession, for a price equal to Euro 2,19 for each single share (the "Price"). In light of the foregoing, the Board appointed



SNAITECH SPA

C.F. 00754850154 - P.I. 01729640464
Cap. soc. € 97.982.245,40 i.v.
PEC: snaispa@onpec.it
R.E.A. MI 1584464

MILANO - Sede legale

Piazza della Repubblica, 32
20124 Milano - Italia
T.: +39 02 896301
F.: +39 02 89630299

PORCARI

Via Boccherini, 39
55016 Porcari (LU) - Italia
T.: +39 0583 2811
F.: +39 0583 281356

ROMA

Via Goito, 58/A
00185 Roma - Italia
T.: +39 06 996901
F.: +39 06 99690350

Goldman Sachs International – Italian branch as financial advisor of the Company for the drafting of the fairness opinion in relation to the Price. Simmons & Simmons will act as legal advisor of the Company.

The independent Directors, on their side, decided to appoint KMPG S.p.A. as independent advisor for the purpose of the their opinion pursuant to article 39-*bis* of the Consob Issuers' Regulation no. 11971/99. Chiomenti will act as legal advisor of the Independent Directors.

For further information

Press Office and e Investor Relations

Press Office – ufficio.stampa@snaitech.it

IR Team - investor.relations@snaitech.it

Ad Hoc Communication Advisors

Giorgio Zambeletti - Tel. 02.7606741
e-mail: giorgio.zambeletti@ahca.it

Demos Nicola - Cell. 335.1415583
e-mail: demos.nicola@ahca.it

All press releases issued by Snaitech S.p.A. pursuant to article 114 of D. Lgs. no. 58 of 24 February 1998 and the related implementation regulations are also available on the company's website www.snaitech.it and on storage system through website www.emarketstorage.com.

Fine Comunicato n.0242-33

Numero di Pagine: 4