



SPAFID  
CONNECT

Informazione Regolamentata n. 20149-22-2021	Data/Ora Ricezione 13 Ottobre 2021 19:58:14	AIM -Italia/Mercato Alternativo del Capitale
---	---	---

Societa' : NEOSPERIENCE  
Identificativo : 152992  
Informazione  
Regolamentata  
Nome utilizzatore : NEOSPERIENCEN01 - Scaravelli  
Tipologia : 2.5  
Data/Ora Ricezione : 13 Ottobre 2021 19:58:14  
Data/Ora Inizio : 13 Ottobre 2021 19:58:16  
Diffusione presunta  
Oggetto : 2021\_10\_13 Press  
Release\_NEOSPERIENCE\_BoD issues  
new shares

*Testo del comunicato*

Vedi allegato.

PRESS RELEASE

**NEOSPERIENCE ACCELERATES ITS GROWTH STRATEGY, POINTING TO  
CREATE THE EUROPEAN REFERENCE POLE IN DIGITAL**

**THE BOARD OF DIRECTORS APPROVES THREE SEPARATE CAPITAL INCREASES**

**RESERVED AND AIMED AT:**

- **ACQUISITION OF 49% OF ADCHANGE S.R.L.,**
- **ACQUISITION OF 40% OF LOOPTRIBE SRL AND**
- **PAYMENT OF THE EARN-OUT (PRICE INTEGRATION) RELATED TO THE ACQUISITION OF 51% OF MYTI S.R.L.**

*Milan, 13 October 2021* – Innovative SME Neosperience S.p.A. (ISIN IT0005351496) (the "Company" or "NSP"), one of the main players in the Digital Customer Experience sector, listed on AIM Italy since 20 February 2019, announces that today a capital increase has been approved; this capital increase is aimed at completing the acquisitions described in the headlines, all deals defined in recent weeks,

The Board of Directors, partially executing the proxy conferred pursuant to art. 2443 of the Civil Code by the Company's Shareholders' Meeting on 19 December 2019, decided to increase the Company's share capital by an amount of Euro 17,550, plus a share premium of Euro 1,055,880, for a total of Euro 1,073,430, an increase to be implemented through **the issuance of 175,500 new ordinary shares of the Company**, without the indication of the nominal value, having the same characteristics as those already in circulation at the date of issue, with the exclusion of the right of option pursuant to art. 2441, fourth paragraph, first period of the Italian Civil Code, to be released by contribution:

- 1) of shares representing 49% of the share capital of **ADChange S.r.l.**, a company of which 51% had been acquired by NSP on 4 November 2020 (see Press Release on the same date), against the subscription of 81,000 newly issued Neosperience shares by Mr. Alessandro Ponte and Mr. Lorenzo Nazario, against the contribution by each of them of a representative share of 24.5% of the share capital of ADChange S.r.l., for an amount equal to Euro 494,100 (including share premium). This sum, together with the cash balance of Euro 5,900, involves a valuation of 49% of the company ADChange S.r.l. equal to Euro 500,000.

- 2) of shares representing 40% (forty percent) of the share capital of **LOOPTRIBE S.r.l.**, a small company specialised in Artificial Intelligence and the Internet of Things, against the subscription of 18,000 newly issued Neosperience shares by Diego Ferri, Claudio Gandelli and Andrea Ghidini, against the contribution by each of them of a representative share of 13.33% of the share capital of Looptribe S.r.l., for an amount equal to Euro 112,680 (including share premium). This sum, together with the cash adjustment for Euro 7,320 and the deposit paid at closing for Euro 39,000, involves a valuation of 40% of the company Looptribe Srl equal to Euro 159,000.
- 3) of shares representing 51% (fifty-one percent) of the share capital of **Myti S.r.l.**, a company of which 51% was acquired on 29 October 2020 (see Press Release on the same date), against the subscription of 76,500 newly issued Neosperience shares by Mr. Emanuele Cerquaglia, Mr. Gianbattista Schieppati and Mr. Giacomo Favagrossa. It is specified that the amount paid in Neosperience shares to the 3 shareholders of Myti S.r.l., equal to a total of Euro 466,650, in addition to the cash adjustment of Euro 159,350, for a total of Euro 626,000 represents the price integration (Earn-Out) contractually envisaged with respect to what was paid in advance (Euro 700,000) at the time of signing the purchase contract of 51% of Myti S.r.l. signed on 29 October 2020.

The issue price of the New Shares, including the share premium, is different for the three transactions as it was determined on the basis of the weighted average price with the trading volumes of the 30 days prior to the date of definition of the agreements with the shareholders of the three companies and respectively:

Company	Contract Signing Reference Date	Issue Price of the new shares	Weighted average price 30 days pre signing (D)	Weighted average price 60 days pre signing (E)	Share premium per share
ADChange	<b>26/6/2021</b>	<b>6,10</b>	6,101	6,080	6,00
Myti	<b>1/7/2021</b>	<b>6,10</b>	6,115	6,094	6,00
Looptribe	<b>17/7/21</b>	<b>6,26</b>	6,263	6,063	6,16

The values attributed to the acquired companies ADChange S.r.l., Myti S.r.l. and Looptribe S.r.l. have been subjected to specific appraisals prepared by independent experts which can be summarised as follows:

#### **ADChange S.r.l.**

Minimum value of 100% defined by the appraisal: **1,050,000 Euro**;

Consequent minimum value of 49.00% object of the contribution: **514,500 Euro**;

Cost incurred by Neosperience for the purchase of 49.00%: **500,000 Euro**, of which 494,100 Euro through the issuance of Neosperience shares.

**Looptribe S.r.l.**

Minimum value of 100% defined by the appraisal: **430,000 Euro**;

Consequent minimum value of 40% object of the contribution: **172,000 Euro**;

Total cost incurred by Neosperience for the purchase of 40%: **€159,000**, of which €46,320 to be paid in cash and €112,680 to be paid in Neosperience shares.

**Myti S.r.l.**

Minimum value of 100% defined by the appraisal: **2.600.000 Euro**;

Consequent minimum value of 51% object of the contribution: **1,326,000 Euro**;

Total cost incurred by Neosperience for the purchase of 51%: **1,326,000 Euro**, of which 700,000 Euro already paid in October 2020; 626,000 Euro remain, of which 159,350 Euro to be paid in cash and 466,650 Euro to be paid in Neosperience shares.

**Comments on these operations**

The operations described are an integral part of the Neosperience growth strategy launched since its listing on the Stock Exchange and which includes a rapid strengthening of the Group's technological skills and an expansion of the customer base, also thanks to a series of targeted acquisitions.

In this regard, the Chairman recalls that ADChange S.r.l. is a company active in the Digital Marketing sector and, in particular, in the Lead Generation segment; it is a company with a strong technological vocation that has developed Lead Champion, the proprietary platform based on Artificial Intelligence and that has been effectively integrated with the other Neosperience Solutions.

With reference to Myti S.r.l., the Chairman highlights that it is a company active in the field of Artificial Intelligence applied to Digital Transformation with a large and loyal customer base and a complementary and synergistic activity compared to those of Neosperience. Finally, Looptribe S.r.l. is also a company with strong skills in the field of Artificial Intelligence applied, in this case, to the world of IOT (Internet of Things).

The aim of this investment strategy is to help the establishment of Neosperience as a European reference pole in IT solutions addressed to Digital Transformation.

The issue of new shares as payment of part of the purchase price is fully in line with NSP corporate interest. In addition, with the acquisition of newly issued Neosperience shares by the managers/entrepreneurs of the acquired companies, their involvement in the Group as managers and shareholders is encouraged, as has already been successfully experienced, thus aligning the objectives of the management team with those of the entire shareholder base.

**Timing of the operation**

The Capital Increase is subject to the provisions of Articles 2343-ter, 2343-quater and 2443 of the Italian Civil Code. Upon the successful outcome of the checks and procedures provided for by the applicable regulatory provisions – of which specific notice will be given to the public in accordance

with the law – the Shares will be credited to the accounts of the transferors, after having assumed the same ISIN code of the ordinary shares of the Company listed in circulation (or ISIN code no. IT0005351496).

\*\*\*

### **Neosperience S.p.A.**

***Neosperience** is an innovative SME listed on AIM Italia that operates as a "software vendor", recently indicated by Gartner as the only Italian company, among the six most innovative software companies in the world, together with Salesforce and SAS. Founded in Brescia in 2006 by Dario Melpignano and Luigi Linotto, respectively President and Executive Vice President, the company is active in the Digital Customer Experience sector with **Neosperience Cloud**: the software platform that hosts numerous solutions that, **thanks to Artificial Intelligence**, allow companies to offer their customers a **personalized and empathetic digital experience**, with which to attract new customers and increase the value of existing customers. Neosperience's client companies include leading companies in the fashion, retail, healthcare and financial services sectors.*

[www.neosperience.com](http://www.neosperience.com)

Further information:

:

#### **INVESTOR RELATIONS**

##### **Neosperience S.p.A.**

Lorenzo Scaravelli  
| [ir@neosperience.com](mailto:ir@neosperience.com) |  
+39 335 7447604

#### **NOMAD**

##### **CFO SIM S.p.A.**

| [ecm@cfosim.com](mailto:ecm@cfosim.com) |  
+39 02 303431

#### **MEDIA RELATIONS**

##### **Close to Media**

Adriana Liguori | [adriana.liguori@closetomedia.it](mailto:adriana.liguori@closetomedia.it) |  
+39 345 1778974  
Sofia Crosta | [sofia.crosta@closetomedia.it](mailto:sofia.crosta@closetomedia.it) | +39 337 1374252  
Lucia Nappa | [lucia.nappa@closetomedia.it](mailto:lucia.nappa@closetomedia.it) | +39 3371079749

#### **SPECIALIST**

##### **MiT Sim S.p.A.**

Cristian Frigerio | [cristian.frigerio@mitsim.it](mailto:cristian.frigerio@mitsim.it) | + 39 02 305 61 276

Fine Comunicato n.20149-22

Numero di Pagine: 6