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Informazione
Regolamentata

Nome utilizzatore : PLANETELN03 - MICHELE PAGANI

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Diffusione presunta

Oggetto : Closing of acquisition of 100% of share capital of Net-Admin S.r.l. and approval of share issue

Testo del comunicato

Vedi allegato.

COMUNICATO STAMPA

CLOSING OF ACQUISITION OF 100% OF SHARE CAPITAL OF NET-ADMIN S.R.L.

THE PLANETEL S.P.A. BOARD OF DIRECTORS PARTIALLY EXERCISES THE MANDATE RECEIVED FROM THE GENERAL MEETING ON 31 MARCH 2022 AND APPROVES A SHARE ISSUE FOR A MAXIMUM TOTAL AMOUNT OF EURO 675,000 INCLUDING PREMIUM, RESERVED FOR THE FOUNDERS OF NET-ADMIN S.R.L.

Treviolo (Bergamo), 28 June 2022 – Further to its previous announcement on 20 June 2022, Planetel S.p.A., (“Planetel” or the “Purchaser”), parent company of the group of the same name (the “Group”) operating nationwide in the telecommunications sector, listed on the Euronext Growth Milan multilateral trading system organised and run by Borsa Italiana S.p.A., announces that the operation for acquisition of 100% of the share capital Net-Admin S.r.l. (“Net-Admin”), a Monza-based company operating nationwide in the field of Information Technology and cloud services, was closed (the “Closing”) today (the “Closing Date”).

The Board of Directors, partially exercising the mandate conferred by the General Meeting on 31 March 2022, has also proceeded with the share issue reserved for the Ned-Admin founders for a maximum amount of Euro 675,000 including premium.

The transfer to Planetel of the holdings representing the entire share capital of Net-Admin by the founding partners Francesco Maria Capuano, Stefano Quadrio and Alessandro Taccone (the “Founding Partners”) took place at the total price - subject to a downward adjustment mechanism as envisaged by the agreement - of Euro 1.5 million (the “Price”), of which Euro 1,300,000 was paid on today’s date, the Closing Date, while the remainder, for an amount of up to Euro 200,000, will be paid within one year from today’s date (Closing Date).

The aim of the operation is the acquisition of additional competences and markets in the cloud service area, as well as the integration of Net-Admin’s proprietary virtual infrastructure with the Planetel infrastructures, thus optimising general costs. As well as consolidating and optimising the Group’s proprietary Cloud network, the operation will enable the supply of very specific services in the IaaS and PaaS (Platform as a Service, a cloud service which provides a remote management platform and specific Backup and Disaster Recovery services) world to Planetel customers.

As already mentioned, Net-Admin’s main economic figures are:

- 31 December 2020 turnover of Euro 0.825 million.
- 31 December 2021 turnover of Euro 1.0 million.
- 31 December 2020 EBITDA: Euro 0.1 million.
- 31 December 2021 EBITDA: Euro 0.2 million.
- 31 December 2021 net equity of Euro 0.2 million.
- 31 December 2021 Net Financial Position negative by: Euro 0.2 million. It should be pointed out that the NFP as of the Closing Date is neutral due to the disposal of the building belonging to Net-Admin and the relative loan, which are outside the acquisition boundary.

At the time of Closing, the Founders issued specific declarations and guarantees with consequent obligations to compensate in favour of Planetel.

Page 1 of 3

In compliance with the Euronext Growth Milan issuer regulations, please note that the incidence of the turnover deriving from the operation, calculated in relation to the latest approved financial statements, amounts to about 4.5% of the consolidated turnover of Planetel as of 31 December 2021.

The operation does not constitute a “related party transaction” under the relevant procedure adopted by Planetel and the applicable regulations.

Share issue in favour of the Founders

In order to enable the Founders to reinvest in the Purchaser’s project, the Planetel Board of Directors, meeting today with minutes taken by a Notary Public, partially exercised the mandate received from the General Meeting on 31 March 2022 in accordance with art. 2443 of the Italian Civil Code and proceeded, to increase the share capital, against payment and also in a number of tranches, with exclusion of the option right as per para 4, subsection 2 of art. 2441 of the Civil Code, for a maximum amount of Euro 675,000, including any premium, to be underwritten by 31 July 2022, through the issue of a maximum number of 81,521 new ordinary shares, without specified face value and with standard rights, to be underwritten by the Founders of Ned-Admin Francesco Maria Capuano, Stefano Quadrio and Alessandro Taccone (the “**Net-Admin Share Issue**”); it is also announced that the Net-Admin Share Issue had been completely subscribed by the Founders as of the Closing Date.

The Board of Directors has set the issue price at Euro 8.28 per share, of which Euro 7.68 is a premium, equivalent to the volume-weighted average price (VWAP) of the shares in the 90 (ninety) trading days prior to the Closing Date, increased by 15% (fifteen percent) as agreed in the framework agreement.

The Founders will also be subject to a 12-month lockup period with regard to the Planetel shares which they hold after their subscription of the Net-Admin Share Issue.

The Net-Admin Share Issue was approved further to receipt of the report of auditors BDO Italia S.p.A. on the correspondence to market value of the price of issue of the new shares, in accordance with art. 2441, para 4, second subsection of the Civil Code, as specified in the report by the Company’s Board of Directors. Both reports are available to the public in the “Investor-Relations/Extraordinary-operations” section of the company’s website www.planetel.it.

This press release is available from Borsa Italiana S.p.A., from the company’s registered office and in the *Investitori/Investor-Relations/Price-sensitive-press-releases* section of the website www.planetel.it. For its compulsory reporting, Planetel uses the eMarket SDIR circuit managed by Spafid Connect S.p.A., with registered office at Foro Buonaparte 10, Milan.

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*Holding company of the Group of the same name that offers telecommunication services at national level, **Planetel S.p.A.** has developed a proprietary fibre optic network for the ultra-broadband connectivity of about 161 municipalities and provides TLC/IT services to over 30,200 customers (apart from 9,000 Direte customers) in Lombardy, Veneto and Campania, through a multi-channel approach. Among the first Italian Internet Service Providers (ISP and WISP) to gradually develop its position in the telecommunication and system integration market, the company has been able to stand out on the territory as a single player offering integrated digital solutions, ASP / Cloud services and other IT solutions. Planetel, formerly a national phone operator, can now provide Business, Wholesale and Residential customers with fibre optic network connections, with the most advanced ultra-broadband connectivity and integrated communication solutions with FTTH-FTTP (Fibre to the Home – Fibre to the Premises) network architectures; its offer covers the entire value chain of ICT services that allows companies to accelerate their digitization process and time-to-market. Planetel's primary assets include a fibre optic network of approximately 1,880 Km. – CLOUD infrastructure in 3 Datacentres – 120 Planetel Points in 69 Municipalities – 1,033 Cabinets on the ground, etc.*

Planetel's main goal is the strategic development of a high-speed proprietary backbone – up to 1.4Tb/s – which will allow more stable, faster and more secure connections with a guarantee of greater continuity of service for its customers.

Ticker: PLT - ISIN Code of ordinary shares: IT0005430951

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