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Diffusione presunta

Oggetto : THE RELATECH GROUP SIMPLIFIES
THE COMPANY STRUCTURE: MERGER
BY INCORPORATION OF RELATECH
CONSULTING S.R.L. AND XONNE S.R.L
IN RELATECH S.P.A.

Testo del comunicato

Vedi allegato.

PRESS RELEASE

THE RELATECH GROUP SIMPLIFIES THE COMPANY STRUCTURE: MERGER BY INCORPORATION OF RELATECH CONSULTING S.R.L. AND XONNE S.R.L IN RELATECH S.P.A.

Milan, 30th June 2022

Relatech S.p.A., *Digital Enabler Solution Know-how (DESK) Company* and innovative SME listed on the Euronext Growth Milan market (Ticker: RLT), announces that the Board of Directors has today approved the filing, with the competent Company Registers, of the merger by incorporation projects of **Relatech Consulting S.r.l.** and **Xonne S.r.l.** ("Incorporated"), both 100% controlled by Relatech S.p.A. ("Relatech" or "Incorporating"). The meeting of the administrative bodies of the Merged Companies took place on 29 June 2022.

The mergers by incorporation (the "Mergers") of the Mergers into Relatech are aimed at a rationalization and simplification of the corporate structure of the Relatech Group, through a complete integration - both legal and economic - between the corporate structures of the Merging and Merging Companies, thus giving rise to a single economic entity by eliminating the duplication of structures and skills with the aim of simplifying and streamlining management and administrative organization, ensuring greater operational effectiveness and rationalizing the use of resources by optimizing economies and synergies in the context of business processes.

Since the Merged Companies are wholly and directly controlled by the Merging Company, the Mergers will not involve the determination of an exchange ratio, nor the increase in the share capital of the Merging Company.

The shares of the Merged Companies will be canceled upon registration in the assets and liabilities of the Merging Company of the assets and liabilities of the Merged Companies, resulting in a cancellation difference.

The Mergers of the Merged Companies into the Incorporating Company will be finalized using the "simplified procedure" pursuant to art. 2505, paragraph 1, of the Civil Code, as the capital company of the Merged Companies is wholly owned by Relatech. Therefore, pursuant to art. 2505 of the Civil Code, the provisions of art. 2501-ter, paragraph 1, nos. 3), 4) and 5) and of the articles 2501-quinquies and 2501-sexies of the Civil Code do not apply. By virtue of this simplification, the preparation of the expert report or the directors' report will not take place.

The Incorporating Company, pursuant to art. 2504-bis, paragraph 1, of the Italian Civil Code, starting from the date of completion of the merger operations, will take over all legal relationships of the Merged Companies, will keep its name, its legal form of joint stock company unaltered, and will include among its own assets and liabilities in the financial statements, the assets and liabilities of the Merged Companies, canceling on the other hand the share capital and the corresponding shareholding currently held in the Merged Companies, all without resorting to any increase in their share capital.

The decision regarding the Mergers will be adopted for Relatech by the Administrative Body, as required by the Articles of Association, without prejudice to the possibility for shareholders holding shares representing at least 5% of the share capital, to request (pursuant to art 2505, paragraph 3, of the Civil Code), within 8 days from the filing of the Merger Plan with the competent Register of Companies, that this decision is taken at the Shareholders 'Meeting, while for the Merged companies by the relative extraordinary shareholders' meeting.

Following the completion of the Mergers, the Relatech Board of Directors will not undergo any changes and will remain unchanged.

It should also be noted that the documents required by art. 2501-septies of the Civil Code, and that the same will also be available on the Relatech website www.relatech.com, Investor Relations/corporate documents section.

This press release is online at www.relatech.com (Investor Relations/Press Release section) www.emarketstorage.com.

***Relatech** (ticker RLT ISINIT0005433740), Digital Enabler Solution Know-how (DESK) Company, listed on Euronext Growth Milan since June 2019, is present on the market with innovative solutions dedicated to the digital transformation of companies. Relatech is an innovative SME focused on customers looking for the most innovative solutions, becoming a strategic partner for digitization and ICT services. Relatech constantly invests in Open innovation with an extensive R&D activity carried out internally and numerous partnerships with the main Italian Universities and research centers. Thanks to its digital platform and cloud based RePlatform, it provides services and develops innovative digital solutions in frontier technologies of Digital Enabler, such as Cloud, Cybersecurity, Blockchain, Big Data, Machine Learning, Artificial Intelligence, Internet of Things.*

Contacts

ISSUER

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