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DIRECTORS APPROVES THE
PROPOSAL TO AMEND THE BYLAWS
TO INTRODUCE THE INCREASED
VOTING RIGHTS

Testo del comunicato

Vedi allegato.

PRESS RELEASE

RELATECH: THE BOARD OF DIRECTORS APPROVES THE PROPOSAL TO AMEND THE BYLAWS TO INTRODUCE THE INCREASED VOTING RIGHTS

Milan, 29th November 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, which met today, resolved to convene an Extraordinary Shareholders' Meeting, to propose the amendment of articles 6 and 9 of the Articles of Association and, thus, introduce the increase of the right to vote, as well as any minimal changes of a formal nature.

In making reference, for the detailed description of the reasons and contents of the aforementioned proposals to amend the Articles of Association, to the report of the Board of Directors which will be published on the Company's *website* and on the storage system on the Borsa Italiana website according to the terms and methods of the law, it should be noted that the Board of Directors believed that the increase in voting rights could incentivize medium-long term investments by shareholders who, by virtue of the benefit granted to them by the increase in voting rights, would see their role in the *governance* of the Company strengthened. It should be noted that the aforementioned amendments to the Articles of Association will not determine the creation of special categories of shares and will reproduce, in the absence of specific rules applicable to the Company and within the limits in which this is permitted by current legislation, art. 127-*quinquies* of Legislative Decree 58/1998 as amended and the implementing rules of the same referred to in the Regulation adopted by Consob with resolution no. 11791/1999 as amended, with the exception of the *vesting period* equal to 12 months in this case.

It should be noted that the resolution to amend the bylaws aimed at allowing the introduction of the increased voting rights constitutes a change to the bylaws concerning the voting or participation rights referred to in art. 2437, paragraph 1, lett. g), of the civil code. Consequently, the shareholders of the Company who have not participated in the resolution of the shareholders' meeting to approve this amendment to the Articles of Association will have the right of withdrawal, pursuant to articles 2437 et seq. of the civil code. In this regard, the Board of Directors, taking into account the provisions of art. 2437-*ter* of the civil code, having acknowledged the opinion of the Board of Statutory Auditors and of BDO Italia S.p.A. (as the person in charge of the statutory audit of the accounts), determined the unitary liquidation value of the Company's shares at euro 2.19 for the purpose of exercising the aforementioned right of withdrawal which may be exercised by the holders of Relatech shares at this

legitimated, for all or part of the shares held, pursuant to article 2437-*bis* of the civil code, within and no later than fifteen days from the registration in the competent Register of Companies of the resolution of the Shareholders' Meeting. The Company will promptly notify the shareholders and the market of the registration of this resolution.

Lastly, it should be noted that the effectiveness of the resolution amending the bylaws aimed at introducing the increased voting right is subject to the suspension of the circumstance that the amount that the Company will have to pay to those who have exercised the right of withdrawal does not exceed the amount of Euro 1,400,000.00. This condition precedent, being placed in the exclusive interest of the Company, will be waived by the same according to the terms and methods indicated in the report of the Board of Directors which will be made available to the shareholders, together with the opinion of the Board of Statutory Auditors and the opinion of the auditing BDO Italia S.p.A. within the terms of the law on the Company's website, together with the remaining documentation relating to this forthcoming shareholders' meeting. It follows that also the declarations of withdrawal submitted pursuant to article 2437, paragraph 1, of the civil code, as well as the payment of the liquidation value of the shares withdrawn, will be effective only if the total value of the withdrawals exercised does not exceed the aforementioned amount. The terms and procedures for exercising the right of withdrawal are described in detail in the aforementioned explanatory report prepared by the Board of Directors on the liquidation value of the shares subject to withdrawal.

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.

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ISSUER

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