

Informazione Regolamentata n. 20162-1-2023	Data/Ora Ricezione 12 Gennaio 2023 18:18:29	Euronext Growth Milan
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Societa' : RELATECH

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Informazione
Regolamentata

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Diffusione presunta

Oggetto : RELATECH: REGISTERED IN
COMPANIES REGISTER RESOLUTION
OF EXTRAORDINARY SHAREHOLDERS'
MEETING OF 21 DECEMBER 2022

Testo del comunicato

Vedi allegato.

PRESS RELEASE

RELATECH: ENROLLMENT WITH THE COMPANY REGISTER OF MILAN - MONZA - BRIANZA - PRAISE OF THE RESOLUTION OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF RELATECH S.P.A. WHICH APPROVES THE INTRODUCTION OF THE INCREASED VOTE AND THE AMENDMENT OF ARTICLES 6 AND 9 OF THE COMPANY BYLAWS LEGITIMATE THE WITHDRAWAL OF THE ORDINARY SHAREHOLDERS OF RELATECH S.P.A.

TERMS AND METHODS FOR THE EXERCISE OF THE RIGHT OF WITHDRAWAL

Milan, January 12th, 2023

Relatech S.p.A. (“**Relatech**” or the “**Company**”), *Digital Enabler Solution Know-how (DESK) Company* and innovative SME listed on the Euronext Growth Milan market (Ticker: RLT), informs that on January 12, 2023 (the “**Registration Date**”) the resolution with which the Extraordinary Shareholders' Meeting of the Company held on the last December 21, 2022 (the “**Extraordinary Shareholders' Meeting**”) approved the introduction of the increased vote and the consequent amendments to articles 6 and 9 of the bylaws.

Since the effect of the introduction of the increased vote will lead to a change in the provisions of the Company's Articles of Association concerning the voting rights of the shareholders, the Relatech shareholders who did not participate in the resolution (the “**Entitled Shareholders**”) will be able to exercise the right of withdrawal, pursuant to and by effect of article 2437, paragraph 1, lett. g), of the civil code (the “**Right of Withdrawal**”).

The main terms and methods for exercising the Right of Withdrawal were illustrated in the explanatory report of the Relatech Board of Directors on the introduction of the increased vote (the “**Explanatory Report**”), made available to the public on December 3, 2022 at the registered office, on the Company's website (www.relatech.com), in the “Investor Relations - Corporate Documents” section and on the storage system on the Borsa Italiana website.

The liquidation value of any Relatech ordinary shares subject to withdrawal is equal to Euro 2.19 for each share. For further information regarding the liquidation value of the shares subject to withdrawal, please refer to the report of the Board of Directors (to be considered supplemented due to the timing indicated herein) made available to the shareholders, together with the opinions expressed by the Board of Statutory Auditors and by the auditing BDO Italia

S.p.A., in the manner and according to the terms established by the applicable regulations as well as on the Company's website www.relatech.com.

Pursuant to article 2437-*bis*, paragraph 1, of the civil code, the Right of Withdrawal may be exercised by Entitled Shareholders, for all or part of the shares held, by registered letter which must be sent within fifteen calendar days from the Date of Registration - and, therefore, no later than January 27, 2023 (the "**Exercise Deadline**") - at the address "Relatech S.p.A. – Viale Ercole Marelli n. 165 - 20099 Sesto San Giovanni, Milan (MI)" with subject: "Notice of Withdrawal" (the "**Declaration of Withdrawal**"). However, for the purposes of the prompt execution of the withdrawal procedure, where possible (and with the aim of facilitating the rights of withdrawing shareholders), those entitled are advised to send the Declaration of Withdrawal in advance by certified e-mail to the address relatech@pec.it and ordinary email to recesso@relatech.com. It remains understood that said sending cannot be considered a substitute for the methods prescribed by law and, therefore, regardless of the same, the Declaration of Withdrawal - for its validity - must be sent to the Company by registered letter.

The Declaration of Withdrawal must contain the following information:

- (i) the personal data, tax code, domicile (and, where possible, a telephone number and e-mail address) of the withdrawing shareholder, to whom any communications relating to the Right of Withdrawal should be sent;
- (ii) the number of shares for which the Right of Withdrawal is exercised;
- (iii) the details and coordinates of the withdrawing shareholder's current account to which the liquidation value of the shares must be credited;
- (iv) the indication of the intermediary with whom the account in which the shares for which the right of withdrawal is exercised is registered, with the data relating to the aforementioned account.

Please note that, in consideration of the dematerialization regime of Relatech shares, the legitimacy to exercise the right of withdrawal pursuant to article 2437 of the civil code is attested by a communication from the intermediary to the issuer, pursuant to article 43 of the Single Provision on *post trading* issued by Consob and the Bank of Italy of 13 August 2018 containing, among other things, the regulation of centralized management (the "**Single Provision**"). Therefore, Relatech shareholders who intend to exercise the Right of Withdrawal must ask their intermediary, under penalty of inadmissibility of the Withdrawal Declaration, to send said communication to Relatech at the above address within the Exercise Term.

The communication from the intermediary must certify the following:

- the uninterrupted ownership, by the Withdrawing Entitled Shareholder, of the Relatech shares in relation to which the Right of Withdrawal has been exercised, starting from the date of the Extraordinary Shareholders' Meeting whose resolutions have legitimized the exercise of the Right of Withdrawal until the date of exercise of the right of withdrawal or, if later, until the date of issue of the communication by the intermediary (included), taking into account the requirements established by article 127-*bis*, paragraph 2, of Legislative Decree 58/1998;
- the absence of a pledge or other restriction on the Relatech shares in relation to which the Right of Withdrawal has been exercised; otherwise, as a condition for the admissibility of the Declaration of Withdrawal, the Withdrawing Entitled Shareholder must send Relatech, within the Term of Exercise, a specific declaration made by the pledgee, or by the subject in favor of whom there is another restriction on the shares, with which this person gives his irrevocable consent to the liquidation of the shares subject to withdrawal in accordance with the instructions of the withdrawing shareholder.

Declarations of Withdrawal sent after the Term of Exercise or without the necessary information or not accompanied in good time by the relative declarations referred to above will be inadmissible and, in any case, ineffective. Withdrawing Legitimate Shareholders guarantee the correctness of the information contained in the Withdrawal Declarations sent by them respectively and will have the duty to send them within the Exercise Deadline for the valid exercise of the Withdrawal Right, it being understood that the Company assumes no responsibility in this regard.

As envisaged by article 2437-*bis* of the civil code and by the regulatory provisions in force, the shares subject to the communication referred to in article 43 of the Single Provision (i.e., the shares for which the Right of Withdrawal is exercised by the entitled party) they cannot be sold. Therefore, these shares will be made unavailable, by the intermediary himself, until their liquidation, it being understood that until that date the withdrawing Entitled Shareholder will be authorized to exercise the right to vote on these shares.

It is recalled that the effectiveness of the resolution relating to the introduction of the increased vote is subject to the circumstance in which the amount to be paid to those who have exercised the Right of Withdrawal does not exceed the amount of Euro 1,400,000.00 (the "**Maximum Disbursement**"). For the sake of clarity, it should be noted that the Maximum Disbursement refers to the amount that the Company would be obliged to pay to withdrawing shareholders

by way of reimbursement of their shares pursuant to article 2437-*quater*, paragraph 5 of the Civil Code, if the totality of the shares for which the right of withdrawal has been exercised is not purchased in advance by the other shareholders following the outcome of the option and pre-emption offer or placed with third parties pursuant to article 2437-*quater* of the Civil Code and, therefore, must be calculated net of any remaining amounts pursuant to the foregoing. The condition precedent of the Maximum Disbursement, being placed in the exclusive interest of Relatech, may be waived by the Company's Board of Directors within 30 days of verifying that the same has not been fulfilled.

Without prejudice to the foregoing, in the event that one or more shareholders exercise the Right of Withdrawal, the liquidation procedure for the shares subject to withdrawal will take place in accordance with the provisions of article 2437-*quater* of the civil code, pursuant to of which:

- i. the directors of the Company will offer the shares of the withdrawing shareholders as an option to the other shareholders in proportion to the stake held; this option right may be exercised within a period of at least 30 days from the date of filing of the option offer with the Companies Register; the shareholders who exercise the option right will also have the right of pre-emption for the purchase of the shares that have not been opted for, provided that they request it at the same time; in the event that some shares for which the right of withdrawal has been exercised have not been acquired by the shareholders of the Company, these shares may be offered by the directors of the Company on the market;
- ii. if there are shares for which the Right of Withdrawal has been exercised that have not been purchased in the previous phases, the directors of the Company may place them with third parties pursuant to article 2437-*quater*, paragraph 4, of the civil code;
- iii. in the event of non-placement pursuant to the foregoing within 180 days of sending the Declaration of Withdrawal, the residual shares of the withdrawing shareholders will be reimbursed to them, pursuant to article 2437-*quater*, paragraph 5, of the civil code, by means of purchase by the Company using available reserves, also in derogation of the provisions of article 2357, paragraph 3, of the civil code.

With regard to the liquidation procedure for the shares subject to withdrawal ex article 2437-*quater* of the civil code, please refer to what is indicated in the explanatory report. Further details will be provided by Relatech in good time through specific press releases published on its website www.relatech.com.

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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