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Informazione
Regolamentata

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Oggetto : RELATECH: OPTIONAL OFFER
PURSUANT TO ARTICLE 2437-QUATER,
PARAGRAPH 2, OF THE CIVIL CODE

Testo del comunicato

Vedi allegato.

PRESS RELEASE

**RELATECH: OPTIONAL OFFER PURSUANT TO ARTICLE 2437-
QUATER, PARAGRAPH 2, OF THE CIVIL CODE**

Milan, 16th of February 2023

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 today it has completed the filing with the Register of Companies of Milan Monza Brianza Lodi, pursuant to Article 2437-quater, paragraph 2, of the Italian Civil Code, the following

OPTIONAL OFFER OF NO. 415,248 RELATECH ORDINARY SHARES**Pursuant To Article 2437-Quater, Paragraph 2, Of the Civil Code****Given that**

- a) On the 21st of December 2022, the Extraordinary Shareholders' Meeting of Relatech (the "**Extraordinary Shareholders' Meeting**") approved the introduction of increased voting and the resulting amendments to Articles 6 and 9 of the company's bylaws (the "**Resolution**");
- b) on January 12, 2023, the Resolution was registered with the Register of Companies of Milan Monza Brianza Lodi (the "**Registration Date**");
- c) the holders of ordinary shares who did not participate in the approval of the Resolution of the Extraordinary Shareholders' Meeting (the "**Legitimate Shareholders**") were granted the right to withdraw from the Company pursuant to and in accordance with Article 2437, Paragraph 1(g) of the Civil Code (the "**Right of Withdrawal**"), within the terms of the law, as communicated by the Company in a press release dated January 12, 2023 published on the website www.relatech.com
- d) the Right of Withdrawal could be exercised within fifteen days from the Registration Date and, therefore, by January 27, 2023 (the "**Deadline**"), at a unit liquidation value - determined in accordance with Article 2437-ter, paragraph 3, of the Civil Code - equal to Euro 2.19 per share (the "**Liquidation Value**");
- e) the Right of Withdrawal appears to have been validly exercised with respect to a total number of 415,248 shares (the "**Withdrawal Shares**") equal to a total liquidation value of Euros 909,393.12;

- f) the total countervalue of the exercised withdrawals is less than the maximum disbursement of Euro 1,400,000, set as a condition precedent for the effectiveness of the Resolution (the "**Maximum Disbursement Condition**") and, therefore, this condition is verified, such that the Resolution is effective;
- g) Pursuant to Article 2437-quater, paragraph 1, of the Civil Code, the liquidation of the Withdrawal Shares shall be carried out firstly by offering them to all shareholders holding shares for which the Right of Withdrawal has not been exercised;
- h) the Rights Offer of the Withdrawal Shares contained in this notice is filed on February 16th, 2023 with the Companies' Register of Milan - Monza - Brianza - Lodi and published on the Company's website <http://www.relatech.com> and in other ways in accordance with the law;
- i) as provided for in Article 2437-bis, of the Civil Code, and applicable regulatory provisions, the Withdrawal Shares shall be made unavailable until they are liquidated by the intermediary authorized to maintain the accounts.

**In view of the above,
Relatech
OFFERS IN OPTION**

pursuant to Article 2437-quater, paragraph 1, of the Civil Code, the Shares Subject to Withdrawal, under the terms and conditions specified below (the "Option Offer").

Option Offer

The Shares Subject to Withdrawal, equal to no. 415,248 are offered as an option, pursuant to art. 2437-quater of the Civil Code, to all holders of Relatech shares for which the Right of Withdrawal has not been exercised, in proportion to the number of shares held by them. Each of these shares (excluding the withdrawn shares and treasury shares held by the company) is therefore assigned no. 1 (one) option right - represented by coupon no. 1 (the "**Option**" and, collectively, the "**Options**"), valid for the purchase of the withdrawn shares, exercisable in the following ratio:

no. 0.00992815 Withdrawn Shares for each (no. 1) available Option

except for variations resulting from notices of exercise of the Right of Withdrawal sent within the Deadline and not yet received by the Company (which will be promptly communicated on the website www.relatech.com).

The Options (ISIN code IT0005533317) will not be negotiable on Euronext Growth Milan (or on any other market) and can only be exercised for a whole number of Shares Subject to Withdrawal. The number of Shares Subject to Withdrawal that can be assigned for the Options exercised is determined by rounding down to the unit.

Price

The price at which the Shares Subject to Withdrawal are offered is equal to Euro 2.19 per share (hereinafter the "**Price**") and corresponds to the Liquidation Value of the Shares Subject to Withdrawal established in accordance with the provisions of art. 2437-ter, paragraph 3, of the Civil Code.

Period of the Option Offer

The acceptance period for the Offer for Subscription (the "**Acceptance Period**"), within which shareholders entitled to do so may exercise, under penalty of forfeiture, the Options, as well as, under the conditions specified below, the right of first refusal under Article 2437-quater, paragraph 3, of the Civil Code (the "**Right of First Refusal**"), runs from February 16th 2023 until March 17th 2023, inclusive.

Exercise modality

Acceptance of the Offering and any commitment to exercise the Pre-emption Right must be made, through the intermediaries participating in the Monte Titoli S.p.A. centralized management system, by signing the form prepared in accordance with the facsimile made available by the Company (the "**Acceptance Form**"), subject to verification by the same intermediaries of the legitimacy of the accepting party to purchase the ordinary shares. The facsimile of the Acceptance Form is available at the Company's registered office and on the Company's website www.relatech.com.

Preemption right

Those who will exercise the Options, provided they make a simultaneous request in the Subscription Form to the Offer in Option, will have the right of first refusal pursuant to art. 2437-quater, paragraph 3, of the Civil Code, always for a fee equal to the price, in the purchase of the Shares Subject to Withdrawal that have not been opted after the Offer in Option ("**Inopted Shares**").

To this end, the shareholders must indicate in the appropriate section of the Subscription Form to the Offer under Option the maximum number of Inopted Shares for which they intend to exercise this right.

If the number of shares requested in pre-emption is greater than the quantity of the inoperative shares, the allocation will be made among all the applicants in proportion to the number of shares subject to withdrawal purchased by each following the exercise of the options, with rounding down to the lower unit and subsequently proceeding with the assignment of the remaining shares on the basis of the criterion of greater remainder.

It should be noted that if, upon the outcome of the above procedure, including the Rights Offering and any exercise of the Right of Pre-emption, there are any unsold Residual Ordinary Withdrawal Shares remaining, they may be liquidated in the manner set forth in Article 2437-quater, paragraphs 4 and 5, of the Civil Code. In particular, pursuant to these provisions, it is provided that the Directors may arrange for the placement of such shares by means of a stock exchange offering and that, in the event of failure to place the shares, the Residual Shares shall be redeemed by means of purchase by the Company through the use of available reserves, also in derogation of the provisions of the third paragraph of Article 2357 of the Civil Code.

Results of the Rights Offering, manner and terms of payment and transfer of the shares subject to withdrawal

The Company will announce the results of the Rights Offering, considering the exercise of the Pre-emption Right through the publication of appropriate press releases on the website www.relatech.com and, in any case, in accordance with applicable legal and regulatory provisions.

Such press release will also contain the terms and procedures for the payment and transfer of the Withdrawal Shares.

The notice of assignment to the participants in the Rights Offering, also following the exercise of the Right of Pre-emption, will be made by the respective intermediaries within the terms and according to the procedure applied by them.

Methods and terms of payment and transfer of the Shares

Payment of the liquidation value of the Shares Subject to Withdrawal in favor of the shareholders who have exercised the Right of Withdrawal, as well as the transfer (and relative payment) of the shares assigned as part of the Offer under Option (including any shares to be assigned as a result of the exercise of the Preemption Right) will be made with value date at the end of the liquidation procedure on the date that will be communicated by

Relatech through the publication of a specific press release disseminated via SDIR and published on the Company's website (www.relatech.com).

Exclusions

Neither the ordinary shares that are the subject of the Offering under Italian law nor the Options have been nor can be offered or sold in those countries in which the Offering under option is not permitted in the absence of specific authorization in accordance with, or as an exception to, the applicable regulations.

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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