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Oggetto : The Board of Directors of Servizi Italia approves
the merger by incorporation project of the
wholly owned subsidiary Ekolav S.r.l.

Testo del comunicato

Vedi allegato



PRESS RELEASE

19 February 2024

The Board of Directors of Servizi Italia approves the merger by incorporation project of the wholly owned subsidiary Ekolav S.r.l.

Castellina di Soragna, 19 February 2024

The Board of Directors of Servizi Italia - a company listed on Euronext STAR Milan and a leader in the hospital services outsourcing market in Italy, Brazil, Turkey, India and Albania - today approved the merger by incorporation project (the "**Project**") of its wholly owned subsidiary Ekolav S.r.l. ("**Ekolav**" or "**incorporating**"), a company of which Servizi Italia S.p.A. ("**Servizi Italia**" or "**incorporating**") acquired full control on 19 July 2019, and which operates in the Italian wash-hire market sector for healthcare and social welfare facilities. The merger project was also approved today by the Sole Director of Ekolav.

The approval of the Project by the governing bodies of the involved companies represents the start of the merger process. This merger is part of a process of corporate simplification and reorganization initiated by the merging company with the aim of pursuing greater production synergies - in view of commercial prospects and with a view to harmonization and optimization of customer service - as well as the containment of general overhead costs.

Since the share capital of the merging company is wholly owned by Servizi Italia, the merger will be carried out without issuing new shares and therefore without giving rise to any increase in the share capital of the merging company and without any impact on the composition of Servizi Italia's shareholding structure. Consequently, no exchange ratio is determined and with the stipulation of the merger deed, the share representing 100% of the share capital of the merging company will be cancelled, without replacement.

It is envisaged that the Merger will be subject to the approval of the administrative body of Servizi Italia - pursuant to Article 2505, second paragraph, of the Italian Civil Code and by Article 17.2 (a) of its bylaws - and of the Shareholders' Meeting of Ekolav, without prejudice to the right of the Shareholders of Servizi Italia representing at least 5% of the share capital to request, pursuant to Article 2505, third paragraph, of the Italian Civil Code within 8 days from the filing of the merger plan in the competent Companies' Register of Parma that the decision to approve the Merger be adopted by the Shareholders' Meeting of the absorbing company.

Given the purpose, manner and timing of the transaction, no effects are expected on the safeguarding of the Company's assets or the completeness and correctness of information, including accounting information, relating to Servizi Italia, and an independent expert evaluation is also not required.

The merger, once resolved by the competent bodies of the companies participating to the merger, is not subject to the approval of other bodies and will take effect for third parties from the date on which the last of the registrations prescribed by Article 2504 of the Civil Code will be made, or from such later date as may be established in the deed of merger, which is reasonably expected to be executed by the end of the current fiscal year 2024.



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The aforementioned merger plan is available to the public at Company's registered office, on Company's website at <https://ir.servizitaliagroup.com>, as well as on the eMarket STORAGE mechanism at www.emarketstorage.com. Additional documentation related to the transaction will be made available at the time and in the manner specified by applicable regulations.

It should be noted that the reported merger qualifies as a "transaction between related parties," pursuant to Consob Regulation 17221/2010, as subsequently amended (the "**Consob OPC Regulation**") and the current "Regulation for Transactions with Related Parties" adopted by the Company (the "**OPC Procedure**"), since Ekolav is a (wholly) owned subsidiary of the issuer Servizi Italia. However, the transaction, which is of minor significance based on the indices established by the Consob RPT Regulations, is exempt from the application of the RPT Procedure, pursuant to Article 7.2 thereof, since it was entered into by Servizi Italia with its own subsidiary in which there are no significant interests of other related parties of the Company.

Please note that, pursuant to Article 3 of Consob Resolution No. 18079 of January 20, 2012, the Company avails itself of the waiver provided for in Articles 70, paragraph 8, and 71, paragraph 1-bis, of Consob Reg. no. 11971/99 (as amended and supplemented), with reference to the obligations to publish the disclosure documents provided for in Annex 3B of the aforementioned Consob Regulation on the occasion of significant mergers, spin-offs, capital increases by contribution in kind, acquisitions and disposals.

This press release is disclosed using emarket SDIR system and it is now available on Company's website (ir.servizitaliagroup.com) as well as on eMarket STORAGE system (www.emarketstorage.com).

Servizi Italia S.p.A., a company based in Castellina di Soragna (PR) and listed on Euronext STAR Milan., has been a leader in Italy in the field of integrated rental, washing and sterilization services for textile materials and medical devices in the healthcare sector for over 35 years. The company, which together with its Italian and foreign subsidiaries forms the Servizi Italia Group, has a highly technological production platform, articulated in over 50 production plants in 6 countries and counts about 3,700 employees and collaborators: these are the numbers with which Servizi Italia contributes daily to the health and safety of professionals, patients and workers, respecting ethics and the environment in which it operates.

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