

Informazione Regolamentata n. 20204-11-2024	Data/Ora Inizio Diffusione 9 Aprile 2024 18:30:26	Euronext Growth Milan
---	--	-----------------------

Societa' : PLANETEL

Identificativo Informazione
Regolamentata : 188795

Utenza - Referente : PLANETELN03 - MICHELE PAGANI

Tipologia : REGEM

Data/Ora Ricezione : 9 Aprile 2024 18:30:26

Data/Ora Inizio Diffusione : 9 Aprile 2024 18:30:26

Oggetto : PLANETEL S.P.A. THE BOARD OF
DIRECTORS APPROVES THE PLAN FOR
THE BUY- BACK OF ORDINARY TREASURY
SHARES FOR SUBMISSION TO THE
GENERAL MEETING

Testo del comunicato

Vedi allegato

PRESS RELEASE

THE BOARD OF DIRECTORS OF PLANETEL S.P.A. APPROVES THE PLAN FOR THE BUY-BACK AND DISPOSAL OF ORDINARY TREASURY SHARES FOR SUBMISSION TO THE GENERAL MEETING

Treviolo (Bergamo), 9 April 2024 – Planetel S.p.A., (“**the Company**” or “**Planetel**”), the parent company of the group of the same name operating nationwide in the telecommunications sector, listed on the Euronext Growth Milan multilateral trading system organised and run by Borsa Italiana S.p.A., announces that the Board of Directors, meeting today, has resolved to apply to the General Meeting to be held at first calling on 29 April 2024 and, if necessary, at second calling on 2 May 2024 for authorisation to buy back and dispose of treasury shares in accordance with article 2357 et. seq. of the Italian Civil Code, art. 132 of Italian Legislative Decree no. 58 of 24 February 1998, art. 144 (2) of Consob Regulation no. 11971 of 14 May 1999 (the “**Consob Issuers’ Regulations**”) and art 25 (2) of the Euronext Growth Milan Issuers’ Regulations.

The proposal sets out to provide the Company with a useful strategic investment opportunity for all purposes permitted by current European and domestic law, including the purposes envisaged by art. 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, hereinafter “**MAR**”) and the relative implementing measures, where application, and in the market practices permitted under art. 13 of the MAR, for purposes including, but not limited to: (i) supporting share liquidity; (ii) enabling the use of shares in the context of operations related to the core business or projects consistent with the Company’s strategic business plan for which share swaps are useful or opportune; (iii) ability to dispose of treasury shares for use at the service of any future bonus plans for employees, associates or directors of the Company and its subsidiaries and/or other parties chosen by the Board of Directors at its own discretion; (iv) enabling the use of treasury shares as consideration in extraordinary operations.

The treasury share buy-back authorisation applied for will permit the Board of Directors to undertake buy-backs in one or more instalments, with a quantity to be freely determined by the Board of Directors but up to a maximum number which, considering the number of Planetel shares currently held in the portfolio of the Company or its subsidiaries, never amounts to more than 5% of *pro-tempore* company’s share capital or exceeds a total maximum amount of Euro 1,750,000.00 (one million seven hundred and fifty thousand/00). Any such buy-back must take place in accordance with art. 25 (2) of the Euronext Growth Milan Issuer’s Regulations and within the limits of the distributable profits and available reserves as recorded in the last formally approved financial statements at the time of each operation, with the provision that, pursuant to art. 2357, para. 1 of the Italian Civil Code, only full paid-up shares can be acquired.

The treasury share buy-back authorisation proposed to the General Meeting specifies a period of 18 months from the date of any resolution by the Meeting itself approving the proposal. Within the period of validity of the authorisation, if granted, the Board of Directors will be permitted to buy back shares in one or more instalments and at any time, with amount and timing freely decided in accordance with the relative regulations and with any gradual scheduling considered appropriate in the Company’s interests. On the other hand, the authorisation for any subsequent disposal of the treasury shares purchased is applied for without time limits, in order to provide the Board of Directors with the maximum flexibility, also in terms of time, in operations involving the disposal of treasury shares.

Disposal and/or use of treasury shares bought back on the basis of this proposal or in any case held by the Company will be permitted, on the legal terms and conditions pursuant to art. 2357 (3) of the Italian Civil Code, at any time, in their entirety or in part, through their sale on the market, in blocks or otherwise off-market, or through the transfer of any real and/or personal rights to the same (including, but not limited to, securities lending) even before the buy-back

Page 1 of 3

PRESS RELEASE

limit has been reached. In accordance with the relevant laws and regulations, the Board of Directors may decide the terms, procedures and conditions of the disposal of treasury shares considered most appropriate in the Company's interests.

The Board of Directors resolved to propose to the General Meeting that treasury share buy-back operations should be carried out on the Euronext Growth Milan multilateral trading system at a price no more than 10% above or below the benchmark price recorded by the share in the last trading session before each single operation, in accordance with the trading conditions set forth in art. 3, para. 2 of Delegated Regulation (EU) 2016/1052, implementing the MAR, and in particular: (i) shares may not be purchased at a price above the higher of the price of the last independent transaction and the current independent offering price in the trading location where the purchase takes place; (ii) on each trading day, it will not be permitted to purchase a volume of shares exceeding 25% of the average daily trading volume of Planetel shares in the 20 trading days prior to the purchase dates.

The Company does not hold any treasury shares in its portfolio as of today's date.

For all other information regarding the proposal for authorisation to purchase and dispose of treasury shares, reference should be made to the directors' explanatory report, to be published within the legal terms in the Investor Relations/General Meeting section of the Company's website www.planetel.it and in the Stocks/Documents section of the www.borsaitaliana.it website, in compliance with current regulations.

CALLING OF ORDINARY GENERAL MEETING.

The Board of Directors has also resolved to submit its proposal for authorisation to purchase and then dispose of treasury shares to the general meeting scheduled for 29 April 2024 at first calling and, if necessary, for 2 May 2024 at second calling, at the times and places to be specified in the relative notice of calling, which will be published by the procedures and in accordance with the terms required by the relevant regulatory framework. The Notice of Calling of the General Meeting, to be published within the terms required by law and the articles of association, will also specify the procedures for attending the meeting.

This press release is available from Borsa Italiana S.p.A., from the company's registered office and in the *Investors/Investor Relations/Price sensitive press releases* section of the website www.planetel.it.

For its compulsory reporting, Planetel uses the eMarket SDIR circuit managed by Teleborsa S.r.l., with registered office at Piazza Priscilla 4, Rome.

For further information:

PLANETEL S.p.A.
Michele Pagani
CFO ed Investor Relations Manager
+39 035.204094
ir@planetel.it

Euronext Growth Advisor e Corporate Broker
Alantra Capital Markets
Milano, Via Borgonuovo 16
+39 334.6267243
ega@alantra.com

PRESS RELEASE

Investor Relations

POLYTEMS HIR

Bianca FERSINI MASTELLONI - Silvia MARONGIU

+39 06.69923324 - 06.6797849

s.marongiu@polytemshir.it**Media Relations**

POLYTEMS HIR

Paolo SANTAGOSTINO

+39 349.3856585

p.santagostino@polytemshir.it**Specialist**

MIT SIM S.p.A.

+39 02.30561270

info@mitsim.it

*Holding company of the Group of the same name that offers telecommunication services at national level, **Planetel S.p.A.** has developed a proprietary fibre optic network for the ultra-broadband connectivity of about 274 municipalities and provides TLC/IT services to over 51,120 customers in Lombardy, Veneto and Campania, through a multi-channel approach. Among the first Italian Internet Service Providers (ISP and WISP) to gradually develop its position in the telecommunication and system integration market, the company has been able to stand out on the territory as a single player offering integrated digital solutions, ASP / Cloud services and other IT solutions. Planetel, formerly a national phone operator, can now provide Business, Wholesale and Residential customers with fibre optic network connections, with the most advanced ultra-broadband connectivity and integrated communication solutions with FTTH-FTTP (Fibre to the Home – Fibre to the Premises) network architectures; its offer covers the entire value chain of ICT services that allows companies to accelerate their digitization process and time-to-market. Planetel's primary assets include a fibre optic network of approximately 3,113 Km. – CLOUD infrastructure in 4 Datacentres – 127 Planetel Points in 106 Municipalities – 1,220 Cabinets on the ground, etc.*

Planetel's main goal is the strategic development of a high-speed Backbone – up to 1.4Tb/s proprietary backbone – which will allow more stable, faster and more secure connections with a guarantee of greater continuity of service for its customers.

Ticker: PLN - ISIN Code of ordinary shares: IT0005430951

Fine Comunicato n.20204-11-2024

Numero di Pagine: 5