

## PRESS RELEASE

- **Merger deed for the incorporation of Sferanet into Olidata signed**
- **Effectiveness of the merger expected as of 1 August 2024**
- **Olidata 2.0 is born: a new chapter of growth and innovation**
- **'We are confident that this transaction represents a decisive step towards a new era of growth and success,' says CEO, Claudia Quadrino**

**Rome, 26 July 2024** Olidata S.p.A. (the **'Company'** or **'Olidata'**) system integrator at the head of a leading group in Italy in the IT sector and with shares listed on the regulated market Euronext Milan, organised and managed by Borsa Italiana S.p.A, further to what has been communicated on 25 January 2024, 7 May 2024 and 22 July 2024, hereby announces that, on today's date, the deed of merger pursuant to art. 2504 of the Italian Civil Code (the **'Merger Deed'**), relating to the merger of Sferanet S.r.l. (**'Sferanet'**) into Olidata pursuant to art. 2501-ter of the Italian Civil Code (the **'Merger'**) has been executed. The Merger Deed provided that the effectiveness of the transaction shall commence upon the registration of the deed in the Companies' Register of Rome or on 1 August 2024, should such registration occur prior to such date (**'Effective Date'**). The Company will promptly notify the market of the effective registration date of the Merger Deed and, consequently, the confirmation of the Effective Date.

As of the Effective Date, Olidata shall take over by right all the assets and liabilities of Sferanet and all the reasons, actions and rights, as well as all the obligations, commitments and duties of any nature pertaining thereto, in accordance with the provisions of Article 2504-bis, paragraph 1, of the Italian Civil Code. Pursuant to Article 2501-ter, paragraph 1, point 6, of the Italian Civil Code, and Article 2504-bis, paragraph 3, of the Italian Civil Code, the transactions of the company to be absorbed will be charged to the financial statements of the absorbing company as of the effective date. From the latter date, the tax effects of the Merger will also take effect, pursuant to Article 172, paragraph 9, of the Consolidated Income Tax Law pursuant to Presidential Decree No. 917 of 22 December 1986.

In this regard, it is recalled that the Shareholders' Meeting of 7 May 2024, in extraordinary session, unanimously approved, on the basis of Olidata's balance sheet as at 30 September 2023 and Sferanet's balance sheet as at 30 September 2023, the merger plan governing the integration under the terms and conditions set forth therein and, in particular, approved the exchange ratio equal to no. 169 new Olidata shares for each Euro 1.00 of share capital of Sferanet held on the effective date of the Merger by each of its shareholders other than Olidata. As at today's date, Olidata already owns 51% of the share capital of Sferanet.

In order to serve the exchange ratio, on the Effective Date Olidata will execute a capital increase - resolved by the aforesaid Shareholders' Meeting - with the exclusion of pre-emptive rights, for a total nominal amount of Euro 8,892,184, with the issue of no. 77,977,952 ordinary shares with regular dividend rights and having the same characteristics as those already outstanding on the issue date, to be assigned to Sferanet's shareholders other than Olidata.

### **OLIDATA SpA**

Via Giulio Vincenzo Bona, 120  
00156 Roma (RM) - Tel 06.94320183 [olidata@legalmail.it](mailto:olidata@legalmail.it)  
P.IVA 01785490408 - Capitale sociale 13.100.480,00 Int. Versato

Please also note that, for the purpose of admission to trading on the Euronext Milan market of the new Olidata shares resulting from the capital increase to service the exchange ratio, an exemption document prepared pursuant to Article 1(5)(f) of Regulation (EU) 2017/1129 will be prepared and made available. This document will be published on Olidata's website (at [www.olidata.com](http://www.olidata.com)) no later than the day prior to the date on which trading of the new Olidata shares commences.

\*\*\*

Thus, the Olidata Group's path of growth and innovation continues: the Merger will allow an organisational optimisation that will further strengthen the Group's position in the Information Technology market serving the country, with an eye also towards foreign countries.

**Sferanet**, a company founded in 2008 and recognised as one of the leading national *players* in the ICT sector, was **the main driving force behind Olidata's readmission to the stock market in April 2023**.

The integration of the two *teams* will foster an environment of continuous innovation, with the development of cutting-edge and competitive ICT solutions. **A number of synergies are expected, including a greater capacity for innovation through the combination of skills, a stronger market presence and greater operational efficiency through the sharing of resources and infrastructure.**

By putting in place a plan that includes careful management of organisational changes, transparent communication with all *stakeholders* and a *focus* on business continuity, the aim is to ensure that this transition will result in improved service quality to customers while preserving value for investors.

*'We are confident that this transaction represents a decisive step towards a new era of growth and success,'* said **Claudia Quadrino, CEO Olidata**.

\*\*\*\*\*

Contatti

Investor Relations Olidata S.p.A.

Cristina Rufini

Tel. 06/94320176 @: [investor.relations@olidata.com](mailto:investor.relations@olidata.com)

#### **OLIDATA SpA**

Via Giulio Vincenzo Bona, 120

00156 Roma (RM) - Tel 06.94320183 [olidata@legalmail.it](mailto:olidata@legalmail.it)

P.IVA 01785490408 - Capitale sociale 13.100.480,00 Int. Versato