



PRESS RELEASE

THE BOARD OF DIRECTORS OF UNIDATA RESOLVED THE APPROVAL OF THE MERGER PROJECT FOR INCORPORATION OF THE TWT GROUP INTO UNIDATA

Roma, 4 October 2023 – Unidata S.p.A. (UD.MI), operator of telecommunications, cloud and IoT services, listed on the Euronext Milan market - STAR segment, organized and managed by Borsa Italiana S.p.A. (the “**Company**” or “**Unidata**”), announces that, on today’s date, the Board of Directors approved the project for the merger by incorporation into the Company, as the incorporating company, of the following companies wholly controlled, directly or indirectly, by the same: UNITWT S.p.A., Berenix S.r.l. and TWT S.p.A. (collectively, the “**Merged Companies**” or the “**TWT Group**” and, together with Unidata, the “**Companies Participating in the Merger**”), pursuant to and for the purposes of articles. 2501-ter and 2505 of the Civil Code (collectively, the “**Merger**”).

The Merger will have the aim of rationalizing and reorganizing the Unidata Group through:

- (i) the operational and accounting aggregation of the Merged Companies and Unidata in order to become a single legal entity;
- (ii) the shortening of the control chain between the operating company TWT S.p.A. and the parent company Unidata and consequent containment of management costs resulting from the extinction of the Merged Companies; and
- (iii) the unification of management and accounting processes in order to make them less complex and onerous.

Since the Merged Companies are wholly owned by Unidata, it is not necessary to carry out any increase in the Company’s capital and, consequently, no exchange ratio will have to be determined nor do the conditions exist for a cash adjustment in favour of the shareholders.

Following the Merger, the Company will not change its Articles of Association.

On this assumption, the Merger operation is envisaged in a simplified form, in application of the provisions of the art. 2505 of the Civil Code and, therefore, without exchange. As a consequence of what has been illustrated, neither the report of the Administrative Bodies of the companies participating in the Merger (art. 2501-quinquies of the Civil Code), nor the report of the experts on the adequacy of the exchange ratio (art. 2501-sexies of the Civil Code).

The proposed Merger operation, as an operation to be carried out with wholly owned subsidiaries, with respect to which there are no interests classified as significant by other related parties, falls into the category of the so-called excluded operations for which - in compliance with what provided by the Regulation provisions regarding transactions with related parties, adopted by Consob with resolution no. 17221 of 12



March 2010, as subsequently amended and integrated - the provisions of this Regulation do not apply, except for any information obligations established pursuant to the applicable legal and regulatory provisions.

The decision regarding the Merger will be submitted to the approval of the Board of Directors of Unidata, to be taken through a resolution resulting from a public deed, pursuant to the provisions of art. 2505, paragraph 2, of the Civil Code and art. 20 of the Company's Articles of Association, without prejudice to the right of the Company's shareholders (as the merging company) who represent at least 5% (five percent) of the share capital to request, pursuant to art. 2505, third paragraph, of the Civil Code, with a request addressed to Unidata within 8 (eight) days from the filing of the Merger plan with the Company Registry of Rome, that the decision regarding the Merger be adopted by Unidata through a shareholders' resolution.

The signing of the Merger deed is conditional on the fulfilment of certain conditions precedent, which include the issuing of the authorization pursuant to the Golden Power legislation for intragroup transactions.

The documentation relating to the Merger will be made available to the public, within the terms of the law, at the company headquarters, on the website www.unidata.it (Governance/Corporate Documents section) and at the authorized storage mechanism "1info" (www.1info.it).

The Board of Directors on today's date also took note of the resignations received from the Standing Auditor Mr. Luca Damiani and the Board Member Mrs. Michela Colli and started the preparatory activities for the identification of a candidate to replace the latter, so as to be able to possibly proceed with the integration of the Board of Directors pursuant to art. 2386 of the Civil Code during the board meeting called to decide on the Merger.

This press release is available from Borsa Italiana, the "1info" storage mechanism (www.1info.it) and the company's website www.unidata.it under Investors/Press Releases.

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Unidata S.p.A., a Telecommunications, Cloud and IoT Operator, was founded in 1985 by three partners still in the Company. With a fiber optic network of over 5,900 km in continuous expansion, a wireless network and a proprietary data center, it supplies about 21,000 business, wholesale and residential customers with ultra-broadband connectivity services with FTTH (Fiber to the Home) network architectures, wireless connectivity, VoIP services, Cloud services and other dedicated solutions, with a high level of reliability and security. The company is also active in the Internet of Things (IoT), with the development and supply of solutions for the home automation and Smart City market.

Unidata S.p.A. ISIN CODE: IT0005338840 (Reuters UD MI - Bloomberg UD IM) is listed on Euronext Milan – STAR segment of Borsa Italiana.