

NOT TO BE DISSEMINATED, PUBLISHED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN THE UNITED STATES OF AMERICA OR TO US PERSONS, OR IN THE UNITED KINGDOM, OR IN AUSTRALIA, CANADA, OR JAPAN OR ANY OTHER COUNTRY OR JURISDICTION IN WHICH SUCH DISSEMINATION, PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY LAW OR TO US PERSONS (AS DEFINED IN THE UNITED STATES SECURITIES ACT OF 1933) OR IN THE ABSENCE OF ANY EXEMPTION THIS OFFER (AS DEFINED BELOW) IS MADE WITH RESPECT TO THE SECURITIES OF AN ITALIAN COMPANY. THE OFFER IS SUBJECT TO THE DISCLOSURE REQUIREMENTS OF ITALY WHICH ARE DIFFERENT FROM THOSE OF THE UNITED STATES. IT MAY BE DIFFICULT TO ENFORCE RIGHTS AND ANY CLAIM ARISING UNDER THE US FEDERAL SECURITIES LAWS, SINCE THE ISSUER IS LOCATED IN ITALY, AND SOME OR ALL OF ITS OFFICERS AND DIRECTORS MAY BE RESIDENTS OF A COUNTRY THAT IS NOT THE UNITED STATES OF AMERICA. YOU MAY NOT BE ABLE TO SUE AN ITALIAN COMPANY OR ITS OFFICERS OR DIRECTORS IN AN ITALIAN COURT FOR VIOLATIONS OF THE U.S. SECURITIES LAWS. IT MAY BE DIFFICULT TO COMPEL AN ITALIAN COMPANY AND ITS AFFILIATES TO SUBJECT THEMSELVES TO A U.S. COURT'S JUDGMENT.

**UNIDATA S.p.A.**

Via A. G. Eiffel 100- 00148 Roma

Capitale sociale Euro 10.000.000,00 i.v.

Codice Fiscale / P.IVA: 06187081002

**NOTICE OF OFFER IN OPTION AND PRE-EMPTION PURSUANT TO ARTICLE 2437-QUATER (1) AND (2) OF THE ITALIAN CIVIL CODE**

The Extraordinary Shareholders' Meeting of Unidata S.p.A. ("**Unidata**"), held on May 10<sup>th</sup>, 2024, approved the enhancement of the increased voting rights mechanism (the "**Resolution**").

Entitled shareholders who did not participate in the approval of the Resolution had the right to withdraw within and no later than June 14<sup>th</sup>, 2024, providing the number of shares in relation to which the withdrawal right was being exercised, pursuant to Article 2347-bis of the Italian Civil Code and in accordance with the terms and conditions provided by the notice made available by Unidata in accordance with law.

The withdrawal price of the shares in relation to which the withdrawal right was exercised, established pursuant to Article 2437-ter, paragraph 3, of the Italian Civil Code, is equal to Euro 3.87 per each Unidata share. The withdrawal right was validly exercised in relation to aggregate No. 370.547 Unidata shares (the "**Shares**") which, pursuant to Article 2437-quater of the Italian Civil Code, must be offered at the withdrawal price, on an option right and pre-emptive right basis, to the shareholders who did not exercise their withdrawal right.

The offer of the Shares in option and pre-emption, as described in the present notice (the "**Offer**"), was filed with the Companies' Register of Rome and made available on the Unidata's corporate website on June 28<sup>th</sup>, 2024, and will be published on the daily newspaper 'Milano Finanza' dated June 29<sup>th</sup>, 2024.

Terms and Conditions of the Offer

The Shares are offered, all at the same conditions, to entitled Unidata shareholders who did not validly exercise their withdrawal right, based *pro rata* on the number of shares held at the closing of business on July 2<sup>nd</sup>, 2024 (*record date*): therefore, one option right is granted to each of such shares (jointly, the "**Options**").

**The options' offer ratio is equal to No. 1 Share for every No. 80,8003 Options available.**

The Options, ISIN No. IT0005602583, cannot be traded and can be exercised only for a whole number of Shares. The number of Shares that can be purchased based on the Options exercised will be rounded down to the nearest whole number.

The offer price is equal to Euro 3.87 for each Share (the “**Offer Price**”).

The offer period during which, subject to forfeiture, entitled Unidata shareholders may exercise the Options (the “**Offer Period**”), will start running on July 1<sup>st</sup>, 2024 and will expire on July 30<sup>th</sup>, 2024, both inclusive.

In order to validly adhere to the Offer, during the Offer period entitled Unidata shareholders must transmit to the intermediaries with which they hold their shares registered, a specific subscription form (available on Unidata’s website [www.unidata.it](http://www.unidata.it) Section governance/shareholders-meetings and disseminated by the Company to the intermediaries through Monte Titoli S.p.A.) (the “**Subscription Form**”), duly filled in and signed.

#### Pre-emptive right, assignment, allotment and distribution of the Shares

Shareholders exercising the Options will also be entitled to exercise their pre-emptive right to purchase, at the Offer Price, any Shares remained unsold at the end of the Offer Period (the “**Residual Shares**”), provided that they so request in the Subscription Form simultaneously to the exercise of their Options. For this purpose, the maximum number of Residual Shares for which the pre-emptive right is to be exercised must be indicated in the specific section of the Subscription Form.

The Residual Shares will be allotted to shareholders who will have exercised their pre-emptive right up to the maximum number indicated by each shareholder. Should the number of Residual Shares be lower than total number of shares requested under pre-emption, an allotment will be made among all shareholders exercising their pre-emptive right, pro rata to the number of Options exercised.

#### Results of the Offer and settlement of the purchased shares

Unidata will publish the results of the Offer, inclusive of the exercise of the pre-emptive rights (if any), by means of a press release to be published on its website [www.unidata.it](http://www.unidata.it) Investor Section and in accordance with applicable law. Such press release will also include the terms and conditions for the settlement of the Shares.

The number of Shares allotted to each shareholder adhering to the Offer (by exercise of their Options and their pre-emptive right, if any), will be notified to the relevant shareholder by their respective intermediaries, within the terms and in accordance with the procedures applied by the latter.

#### Restrictions

The Options and the Shares offered in option and pre-emption pursuant to Italian law are not, and will not be, offered or sold in those jurisdictions where the Offer would be prohibited by the applicable law without a specific authorization or exemption. The Shares and the Options are not registered in the United States of America under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, into or within the United States absent registration under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act, and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The above is, in any case, without prejudice to the non-negotiability of the Options.

Rome, 28<sup>th</sup> June 2024

**Unidata S.p.A.**

NEITHER THIS DOCUMENT OR ANY OF THE INFORMATION SET FORTH HEREIN MAY BE PUBLISHED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN CANADA, SOUTH AFRICA, AUSTRALIA, JAPAN, OR IN ANY JURISDICTION IN WHICH SUCH PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.