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**PRESS RELEASE**

**SYS-DAT S.p.A. FIXED THE PRICE RANGE BETWEEN EUR 3.20 AND EUR 3.80 PER SHARE**

Milan, 17 June 2024 - SYS-DAT S.p.A. (“**SYS-DAT**” or the “**Company**”), a successful ICT player in Italy offering innovative IT solutions for the main industrial segments and service markets, announces it has identified the price range of the ordinary shares of the Company (the “**Shares**”) to be offered in the context of a private placement reserved to qualified investors in Italy, as defined by Article 2 (e) of Regulation (UE) 1129/2017 and to institutional investors abroad pursuant to Regulation S of the United States Securities Act of 1933, as amended from time to time (the “**Offer**”).

In the context of the Offer, the Shares will be listed on Euronext Milan, the regulated market organized and managed by Borsa Italiana S.p.A. (“**Euronext Milan**”) and, where applicable, on its STAR segment (the “**Listing**”).

The price range of the Offer is between Euro 3.20 and Euro 3.80 per share (the “**Price Range**”). The final Offer price will be defined through a book-building process.

It is expected that the Company will execute a capital increase to service the exercise of the warrants (the “**Warrant Capital Increase**”) on the day of the admission of the shares to trading on Euronext Milan by Borsa Italiana S.p.A.. This Warrant Capital Increase will result in the issuance of 1,547,880 new shares, which will increase the total number of shares to 21,847,880.

The indicative valuation range of the Company, based on the Indicative Price Range and on the n. 21,847,880 shares which will represent the share capital after the Warrant Capital Increase and before the capital increase to service the Offer, is between approximately Euro 70 million and Euro 83 million.

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**The Offer**

The Offer is comprised of up to 10,857,920 shares, of which (i) up to 8,450,000 newly-issued Shares (the “**New Offer Shares**”) deriving from a capital increase (the “**Capital Increase**”); (ii) up to 1,420,920 existing Shares (the “**Existing Shares**”) sold by the current shareholders of the Company; and (iii) up to 987,000 shares (equal to, approximately, 10% of the New Offer Shares and of the Existing Shares), deriving from a capital increase servicing the over-allotment option.

As of the date of this announcement, it is expected that the Offering, including the full exercise of the over-allotment option, will represent approximately 35% of the Company’s share capital with the objective to meet the free float requirements of Borsa Italiana S.p.A. for the STAR segment.

The Company and the selling shareholders will agree to lock-up obligations for certain periods of time following the Offer, in line with market practice.

**Offering period**

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P. IVA - Codice Fiscale: 03699600155 • REA: MI-963005

Subject to the approval and publishing of the prospectus, the private placement is expected to commence on 24 June 2024 until 27 June 2024, unless terminated earlier. The first day of trading is expected around 2 July 2024.

### **Use of proceeds**

The Company intends to use the net proceeds from the Offer to continue pursuing and focusing on the key pillars of its strategy by: (i) accelerating its M&A strategy aimed at acquiring IT companies; (ii) hiring new talent and investing in existing personnel to pursue a long-term growth strategy and enhance its business capabilities; (iii) maximizing its value creation by a comprehensive service offer, a multi-sector approach, the implementation of new technologies and by increasing customer loyalty; (iv) strengthening its capital structure; and (v) expanding its geographical reach.

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In connection with the Offer, Intermonte SIM S.p.A. is acting as Global Coordinator, Bookrunner and Specialist. Intermonte SIM S.p.A. is also acting as listing agent. Gianni & Origoni is acting as legal counsel to the Company, DLA Piper is acting as legal counsel to the Global Coordinator, BDO Italia S.p.A. is the independent audit firm, Alma LED is acting as tax and social contributions advisor, Epyon Audit & Consulting is acting as the advisor for the verification of the prospectus non-accounting, management, quantitative and market data and CDR Communication S.r.l. is the Investor Relation e Media Relation advisor.

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### **About SYS-DAT S.p.A.**

*SYS-DAT S.p.A., together with its subsidiaries, is one of the main Italian operators specialized in the ICT sector. It has always been a highly innovative company oriented towards offering highly innovative, complete and integrated IT solutions to its customers, in Italy and abroad, and for different market sectors. The offered solutions cover mission critical corporate processes, starting from the ERP management area and then extending to various application areas including CRM, SCM, PDM, BI, GDPR and Retail & Distribution deployed on-premise or in the cloud. These services are provided through various advanced technologies, including cyber security and Artificial Intelligence solutions. For further information, please refer to the Company's website [www.sys-datgroup.com](http://www.sys-datgroup.com).*

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This document is a press release and not a prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), and as such does not constitute an offer to sell or the solicitation of an offer to buy

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or acquire, any shares, rights or other securities of SYS-DAT S.p.A. (the “**Company**”). A prospectus prepared in accordance with the Prospectus Regulation, the Commission's Delegated Regulation (EU) 2019/980, the Delegated Regulation (EU) 2019/979 (the “**Delegated Regulation**”), Legislative Decree no. 58/1998 of 24 February 1998, as subsequently amended (the “**Consolidated Finance Act**”) and the Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers' Regulations**”), will be published and made available in accordance with the Prospectus Regulations, the Delegated Regulations, the Consolidated Finance Act and the Issuers' Regulations. Any offer to the public of securities which may be deemed to have been made under this notice in any EEA Member State is addressed exclusively to qualified investors (within the meaning of Article 2(1)(e) of the Prospectus Regulation) in that EEA Member State.

This press release does not constitute or form part of any offer or invitation to sell or issue, or solicitation of any offer to purchase or subscribe for shares or other financial instruments, nor does this announcement (or any part of it) or its distribution constitute the basis on which to rely, in relation to any contractual commitment. The offer and distribution of this press release and other information relating to the offer in some jurisdictions may be limited by law and persons in possession of this press release or any document or other information referred to herein or other information must inform themselves and comply with such restrictions. Failure to comply with such restrictions may constitute a violation of the regulatory provisions of any of those jurisdictions.

This announcement and the information contained herein are not for distribution in or into the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. Any securities referred to herein have not been and will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make an offering of the securities, public or otherwise, in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the company and management, as well as financial statements.

This announcement does not constitute an offer of the securities to the public in the United Kingdom. No prospectus has been or will be approved in the United Kingdom in respect of the Securities. This announcement is being distributed to and is only addressed to and directed at (i) persons who are outside the United Kingdom or (ii) persons inside the United Kingdom who are “qualified investors” within the meaning of the UK Prospectus Regulation who are: (a) “investment professionals” within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (b) persons falling within Article 49(2)(a) to (d) of the Order (“high net worth companies”, “unicorporated associations”, etc.), or (c) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “**Relevant Persons**”). Any investment activity to which this announcement relates will only be available to and will only be engaged with, Relevant Persons. This announcement is directed only at Relevant Persons and any person who is not a Relevant Person should not act or rely on this document or any of its contents.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy or subscribe for securities in Australia, Canada or Japan. No securities of the Company have been or will be registered under the applicable securities laws of Australia, Canada or Japan. Neither this communication nor any copies thereof may be made, transmitted or distributed, directly or indirectly, in Australia, Canada, Japan, or to any person in any such jurisdiction or in any other jurisdiction in which doing so would constitute a violation of the legal provisions of such jurisdiction. The securities referred to herein have not been and will not be qualified under the applicable securities laws of Australia, Canada, Japan and, with certain exceptions, may not be offered or sold in Australia, Canada, Japan or to any person who is a resident of a national of Australia, Canada, Japan.

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This announcement does not constitute a recommendation in relation to the offer or the shares of the Company (the “**Offer**”). The price and value of securities may rise or fall. Past performance is not indicative for future performance. The information contained in this announcement or in any of the documents relating to the Offer cannot be considered as indicative of future performance. Potential investors should consult a professional advisor about the suitability of the Offer for the person concerned.

Any purchase of shares (“**Shares**”) of the Company in the context of the proposed Offer must be made exclusively on the basis of the information contained in the Prospectus, as approved by CONSOB, which the Company will publish in relation to admission to trading on the MTA. The approval of the Prospectus by CONSOB does not constitute an assessment of the economic and financial soundness of the transaction and the quality or solvency of the Company. No person can or should rely, for any reason, on the information contained in this press release or on its completeness, accuracy or correctness. The information contained in this press release is subject to change.

Some of the data in this document, including financial information, have been rounded off. As a result, in some cases, the sum or percentage change in the numbers contained in this document may not correspond exactly to the total figure indicated.

The bank acting as global coordinator within the potential offering (the “**GC**”) or its directors, officers, employees, consultants or agents accepts any liability whatsoever for any representation or warranty, express or implied, as to the truth, the accuracy or completeness of the information contained in this release (or if any information has been omitted from the release) or any other information relating to the Company, its subsidiaries or affiliates, whether written, oral or in visual or electronic form, and any other information transmitted or made available or for any loss arising from the use of this release or its contents or otherwise related to it. Nothing contained in this release is, or should be relied upon as, a promise or representation by GC or any of its directors, officers, employees, consultants or agents, either in the past or in the future.

The GC or its directors, officers, employees, consultants or agents assumes any responsibility for its accuracy, completeness or verification and accordingly the GC and each of its respective directors, officers, employees, consultants or agents disclaims, to the fullest extent permitted by applicable law, any and all liability arising out of tort, contract or otherwise which may be imputed in connection with this announcement or such statement. The GC shall act solely for the Company and the selling shareholder in the transaction to which this release relates and for no other person in connection with any transaction referred to in this release and shall not treat any other person (whether or not the addressee of this release) as a customer in connection with any such transaction and shall not be liable to any other person, or shall not be required to advise such person of the content of this release or in connection with any transaction to which this release relates.

Only for the purposes of the product governance requirements laid down: (a) Directive 2014/65/EU on markets in financial instruments, as subsequently amended (“**MiFID II**”); (b) Articles 9 and 10 of Delegated Directive (EU) 593/2017 supplementing MiFID II; and (c) national transposition measures (together the “**MiFID II Product Governance Obligations**”), and declining any liability that may arise contractually, non-contractually or otherwise to any “producer” (under the MiFID II Product Governance Obligations) in relation to such obligations, the Shares have been subject to a product approval process, which has identified the Shares as such: (i) compatible with an end market of retail investors and investors meeting the requirements of “professional clients” and “eligible counterparties” as defined respectively under MiFID II; and (ii) reserved for distribution through all distribution channels as permitted by MiFID II (the “**Assessment of the Reference Market**”). Notwithstanding the Valuation of the relevant Market, distributors should take into account that: the price of the Shares may fall and investors may lose all or part of their investment; the Shares do not provide any return on or protection for the capital invested; and an investment in the Shares is only compatible with investors who do not need a guarantee of return or protection for the capital invested (whether alone or with the assistance of a financial or other advisor) are capable of assessing the merit and risks associated with such

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investment and who have sufficient resources to bear any loss that may result. The Valuation of the Reference Market does not prejudice any contractual, legal or regulatory restrictions provided for in relation to the Offer. In addition, it should be noted that, despite the Reference Market Assessment, the GC will provide investors who meet the criteria of professional clients and eligible counterparties.

It should be noted that, the Assessment of the Reference Market does not constitute: (a) an assessment of the suitability or suitability for MiFID II purposes; or (b) a recommendation to any investor or group of investors to invest or purchase, or undertake any transaction in respect of the Shares. Each distributor is responsible for making its own assessment of the relevant market in relation to the Shares and determining the appropriate channels for their destruction.

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