



PRESS RELEASE

ORDINARY SHAREHOLDERS' MEETING OF REWAY GROUP

- ***Approved the investment agreement aimed at acquiring the entire share capital of Se.Gi. S.p.A. and the reverse takeover transaction pursuant to Article 14 of the Euronext Growth Milan Issuers' Regulations***
- ***Approved the integration of the auditing company's assignment***

Licciana Nardi (MS), 10 novembre 2023 – The Ordinary Shareholders' Meeting of **Reway Group S.p.A.** (the “**Company**” or “**Reway Group**”) (EGM: RWY), the largest Italian player specialised in road and highway infrastructure rehabilitation listed on Euronext Growth Milan of Borsa Italiana S.p.A., was held today under the Chairmanship of Paolo Luccini.

Approved the investment agreement aimed at acquiring the entire share capital of Se.Gi. S.p.A. and the reverse takeover transaction pursuant to Article 14 of the Euronext Growth Milan Issuers' Regulations

The Shareholders' Meeting has approved the investment agreement signed by the Company on 8 August 2023 and aimed at acquiring, in two tranches, the entire share capital of SE.GI. S.p.A. (the “**Investment Agreement**”) and the reverse takeover transaction pursuant to Article 14 of the Euronext Growth Milan Issuers' Regulations (the “**EGM Issuers' Regulations**”).

The operation, announced to the market on 13th October 2023, aims to create an Italian group, listed on Euronext Growth Milan, capable of operating synergically in the road, highway and rail infrastructure sector.

Se.Gi. is a leading Italian company specialized in the execution of civil works on rail and road infrastructures, such as rehabilitation of bridges, viaducts and tunnels, construction and maintenance of railway stations, which also boasts a significant fleet of rail, road and other capital equipment, and holds SOA certifications for participation in public tenders for the execution of works of unlimited value.

The Transaction will enable Reway Group to further strengthen its core business as well as extend its areas of intervention to the market of civil works on rail infrastructure, allowing it to become the first operator in Italy to have in its core business the rehabilitation of both the highway and rail networks, as well as enabling the creation of significant synergies in terms of the transfer to the rail sector of technologies used in the rehabilitation of road and highway infrastructure.

With today's approval of the Investment Agreement and the Transaction by the Shareholders' Meeting, the second condition precedent under the Investment Agreement, as announced last October 13, 2023, has been fulfilled. The closing of the Transaction is set for November 21, 2023. It should be noted in this regard that the attestations provided for by Sheet Seven of the Euronext Growth Milan Issuers' Regulation and the attestations provided for by Sheet Four of the Euronext Growth Advisor Regulation were issued, respectively, on October 25, 2023, at the time of the publication of the disclosure document (the “Disclosure Document”).

For more details on the Transaction, please refer to the Information Document prepared in accordance with Article 14 of the Euronext Growth Milan Issuers' Regulations, approved on October 25, 2023 and made available on the Company's website www.rewaygroup.com, Investor Relations/Reverse Takeover Transaction section and on the website of Borsa Italiana S.p.A., www.borsaitaliana.it, Shares/Documents section.

Approved the integration of the auditing company's assignment

The Shareholders' Meeting has approved the integration of the auditing company's assignment. with reference to 2023, conferred on RSM Società di Revisione e Organizzazione Contabile S.p.A., under the terms and conditions set forth in the addendum dated October 23, 2023 proposed by a letter from the Auditing Company itself.

Documentation

The Minute of the Meeting, to which we refer for more information, and the summary report of the voting, will be made available to the public, within the terms of the law, at the Company's registered office in Milan, Piazza Velasca no. 8, on the Company's website www.rewaygroup.com (section Investor Relations> Shareholders' Meetings), as well as on the website of Borsa Italiana www.borsaitaliana.it (section Shares>Documents).

Per la diffusione delle informazioni regolamentate, Reway Group si avvale del sistema di diffusione 1info (www.1info.it), gestito da Computershare S.p.A. avente sede in Milano, via Lorenzo Mascheroni 19 e autorizzato dalla CONSOB.

For the dissemination of regulated information, Reway Group makes use of the 1info dissemination system (www.1info.it), managed by Computershare S.p.A. with registered office in Milan, via Lorenzo Mascheroni 19 and authorised by CONSOB.

Reway Group — the Parent Company of the Group of the same name — is Italy's largest operator specialised in rehabilitation and maintenance of road and highway infrastructures, as well as the only organisation in Italy capable of handling all the activities related to the chain of restoration of bridges, tunnels and viaducts, thus providing the client with "turnkey" technology solutions.

Reway Group was formed in December 2021 via the assignment of the shares held by **M.G.A. S.r.l.**, **Soteco S.r.l.** and **TLS S.r.l.** — companies operating in Italy in the road and highway infrastructure maintenance and rehabilitation sector, which are currently operational and 100% controlled by Reway Group. The Group was created to provide its subsidiaries with a unified corporate and managerial structure, in order to best address the evolution of a sector that is markedly expanding and growing, both in Italy and abroad. To this end, the Company provides services to its subsidiaries, including planning and financial strategy, procurement of goods and services and management of technical accounting.

With regard to its individual subsidiaries, **M.G.A. S.r.l.**, based in Licciana Nardi (Massa-Carrara), specialises in the renovation and rehabilitation of road and highway tunnels and viaducts, **Soteco S.r.l.**, based in Aulla (Massa-Carrara), operates in the field of tunnel coating and structural rehabilitation and sound barrier installations, and **TLS S.r.l.**, based in Latina, operates in the field of seismic adjustments of viaducts, bridges and tunnels.

With the closing of the acquisition of 70 percent of Se.Gi. S.p.A., expected by November 30, 2023, Reway Group will enter the rail maintenance sector, becoming the first operator in Italy to have in its core business the rehabilitation of both highway and rail networks

Reway Group has a workforce of 400 overall and has a modern fleet with over 200 operating vehicles. The consolidated value of production amounted to €110.5 million in 2022, up compared to a consolidated pro-forma figure of €91.8 million in 2021.

Contacts

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