

PRESS RELEASE**ORDINARY SHAREHOLDERS' MEETING OF REWAY GROUP APPROVES THE 2023 FINANCIAL STATEMENTS**

- **Approved the financial statements as of December 31st, 2023, accompanied by the Reports of the Board of Directors, the Board of Statutory Auditors, and the Audit Firm**
- **Approved the allocation of the profit for the year**
- **Examined the consolidated financial statements as of December 31st, 2023**
- **Examined the pro forma consolidated report as of December 31st, 2023**
- **Assigned the statutory audit engagement for the fiscal years 2024-2026 and determined the corresponding compensation**

Licciana Nardi (MS), April 29th 2024 – The Ordinary Shareholders' Meeting of **Reway Group S.p.A.** (the "Company" or "Reway Group") (EGM: RWY), Italy's largest operator specialized in rehabilitation and maintenance of road and highway infrastructures, as well as the only organization in Italy capable of handling all the activities related to the restoration of bridges, tunnels and viaducts, was held today under the chairmanship of Paolo Luccini.

Consolidated and Financial Statements as of December 31st, 2023

The Shareholders' Meeting approved the financial statements as of December 31st, 2023, and reviewed the consolidated financial statements as of December 31st, 2023.

Consolidated Financial Statements as of December 31st, 2023 – Key Results

The consolidated financial statements as of December 31st, 2023, fully include the equity data of Gema S.p.A. (formerly Se.Gi. S.p.A.), one of the leading Italian companies operating in railway rehabilitation and maintenance, while consolidating the profit and loss results of the target from November 21, 2023, onwards, i.e., from the date of acquiring 70% of the company's share capital.

The **Value of Production** amounts to €132.3 million (+19.7% FY2022), with a backlog of orders as of December 31st, 2023, totaling approximately €818 million, which will have effects over the next 5 fiscal years.

The Gross Operating Margin (**EBITDA**) stands at €26.4 million (€19.6 million, +35% FY2022), with an EBITDA Margin of 20%, up from 17.7% the previous year due to higher profitability of Gema S.p.A.

The Net Operating Margin (**EBIT**) amounts to €22.2 million (€17.9 million, +24.3% FY2022), with an EBIT Margin of 16.8%, up from 16.2% in 2022.

The **Net Income** amounts to €14.6 million, of which €13.9 million pertains to the Group, an increase of 25.4% compared to €11.6 million (of which €7.6 million pertains to the Group) in 2022.

The **Net Financial Debt** is positive (net debt) at €34.6 million, up from a positive value of €3.9 million in the previous year, due to the acquisition of 70% of Gema S.p.A. that was financed with €16 million of equity resources and the remainder through bank loan.

The **Consolidated Net Equity** is €89.5 million, a significant increase from €23.8 million in the previous fiscal year, mainly due to the acquisition of Gema S.p.A., the consolidation of the financial result, and the capital increase related to the IPO operation carried out in March 2023.

Financial Statements as of December 31st, 2023 – Key Results

The **Value of Production** amounts to €1.9 million, mainly corresponding to sales revenues for services provided to group-controlled companies, increasing from €0.8 million in the previous year.

The **EBITDA** is slightly negative (approximately -€61 thousand).

The **Net Income** amounts to €13.9 million, driven by the revaluation of stakes in controlled companies, increasing from €7.6 million in the previous year.

The **Net Financial Debt** is positive (debt) at €44.6 million, due to a €47 million financing provided by banks used to acquire Gema S.p.A.

The **Net Equity** amounts to €69.7 million, primarily due to the acquisition of Gema S.p.A., the consolidation of financial results, and the capital increase related to the IPO operation in March 2023.

Allocation of the Profit for the Year

The Shareholders' Meeting of Reway Group also approved the Board of Directors' proposal to allocate the profit for the year, amounting to €13,943,242, entirely to a reserve for the revaluation of stakes, not distributable under Article 2426 c. 1 n. 4) of the Italian Civil Code.

Review of the Pro Forma Consolidated Report as of December 31st, 2023

The Shareholders' Meeting reviewed the pro forma consolidated report as of December 31st, 2023, voluntarily prepared by the administrators for informational purposes, to:

- Fully consolidate Gema S.p.A.'s profit and loss result for the entire year as if the acquisition had occurred on January 1st, 2023;
- Retroactively reflect the exercise of the Call option on the remaining 30% of the share capital of Gema S.p.A., due to the early exercise agreement signed by the Company on March 19th, 2024 (refer to press release) and the corresponding €27 million financing necessary for the exercise of the option, completed on April 22nd, 2024 (refer to press release).

The **Value of Production** amounts to €185.2 million (€163.9 million as of December 31st, 2022 pro forma).

The **EBITDA** amounts to €38.7 million (€34.1 million as of December 31st, 2022 pro forma), with a margin of 20.9%.

The **EBIT** amounts to €31.9 million (€25.8 million as of December 31st, 2022 pro forma), with an EBIT Margin of 17.2%.

The **Net Income** amounts to approximately €20.3 million (€13.6 million as of December 31st, 2022 pro forma).

The **Net Financial Debt** is positive (net debt) at €86.2 million (€70.4 million as of December 31st, 2022 pro forma), including an additional €27 million financing necessary for the early exercise of the Call option for acquiring the remaining 30% of Gema S.p.A.'s share capital.

The **Net Equity** amounts to €76 million (€75.1 million as of December 31st, 2022 pro forma).

Assignment of the Statutory Audit Engagement for the Fiscal Years 2024-2026

Based on the motivated proposal of Reway Group's Board of Statutory Auditors, pursuant to Article 13 Legislative Decree no. 39/2010, the Ordinary Shareholders' Meeting also resolved to appoint RSM Società di Revisione e Organizzazione Contabile S.p.A. as the auditing firm for the statutory audit of the accounts for the fiscal years 2024, 2025, and 2026, as well as for the limited audit of the consolidated semi-annual financial report as of June 30 of each fiscal year, and determined the compensation for the entire duration of the engagement at €149,000.

Documentation Deposit

The minutes of the Meeting, for further information, and the summary of the voting results will be made available, in accordance with current regulations, on the Company's website at www.rewaygroup.com (Investor Relations > Shareholders' Meetings), and on Borsa Italiana's website at www.borsaitaliana.it (Shares>Documents).

The financial statements as of December 31st, 2023, approved by the Meeting, along with the consolidated financial statements as of December 31st, 2023, and the pro forma consolidated report as of December 31st, 2023, are available to shareholders on the Company's website, under the Investor Relations section (Investor Relations > Financial Statements and Periodic Reports), and on Borsa Italiana's website (Shares>Documents).

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.

This press release is available on the Company's website <https://www.rewaygroup.com/> under Investor Relations - Press Releases and at www.1info.it.

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, and to also have in its core business the maintenance of the railway network.

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. The Group's subsidiaries also include **Gema**, a leading



player in the maintenance of infrastructure and civil works in the railway sector. To this end, the Company provides services to its subsidiaries, including planning and financial strategy, procurement of

Reway Group has a workforce of 500 overall and has a modern fleet with over 300 operating vehicles.

Contacts

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Attachments

Here attached the consolidated proforma balance sheet whith a minor formal corrections in the representation of the third parties equity

Consolidated Proforma Balance Sheet	
€'000	
Intangible assets	73.673
Tangible assets	11.550
Financial assets	1.975
Fixed Assets	87.198
Inventories	43.118
Trade Receavables	93.031
Trade Payables	(49.550)
Commercial Working Capital	86.599
<i>% of the value of production</i>	46,8%
Other Assets	3.665
Other Liabilities	(18.811)
Tax credits and Debits	8.537
Accruals and Defferals	(1.178)
Net Working Capital	78.812
<i>% of the value of production</i>	42,6%
Provisions	(899)
Severance Pay	(2.883)
Net Invested Capital	162.229
<i>Financial Debt (ST)</i>	34.028
<i>ST portion of MLT Debt</i>	7.064
<i>Financial Debt MLT</i>	72.888
Total Debt	113.980
Other financial Activities	-
Cash	(27.763)
Net Financial Position	86.218
Share Capital	709
Reserve	55.018
Net Profit	20.284
Group Equity	76.012
Minorities Share	-
Minorities Net Profit	-
Minorities' Equity	-
Total Financing Sources	162.229