

## **PRESS RELEASE**

### **REWAY GROUP: approved and filed the plan to merge subsidiaries Soteco S.r.l. and TLS S.r.l. into subsidiary M.G.A. S.r.l.**

**The transaction will lead to an improvement in Reway Group's operational efficiency, ensuring management and administrative simplification in the modernization efforts in which it is involved**

**Licciana Nardi (MS), December 2nd, 2024 - Reway Group S.p.A. (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 viaduct (the "Company" or "Reway Group") announces that today the administrative bodies of its wholly-owned subsidiaries M.G.A S.r.l, Soteco S.r.l. and TLS S.r.l. approved and filed with the Companies Registry - respectively of Milan-Monza Brianza for M.G.A, of Frosinone (LT) for TLS and of Rome for Soteco - the plan for the merger by incorporation of Soteco S.r.l. and TLS S.r.l. (hereinafter also the "Merging Companies") into M.G.A. S.r.l..

The corporate reorganization, which is not expected to impact the Group's employment levels, will improve Reway Group's operational efficiency, ensuring management and administrative simplification in road and highway rehabilitation projects that require the contribution of the three subsidiaries, which to date have been operating mainly in synergy.

The transaction will be finalized by taking advantage of the "simplified procedure" under Article 2505, paragraph 1, of the Civil Code since all the companies involved are wholly owned subsidiaries of Reway Group and this circumstance makes the determination of the exchange ratio irrelevant. The share capital of M.G.A. S.r.l. will be increased by 170,000 euros, corresponding to the sum of the current share capitals of the Merging Companies.

Taking advantage of the "simplified procedure," it is also not necessary to prepare the reports of the administrative bodies of the companies participating in the merger transaction required by Article 2501-quinquies of the Civil Code, which were therefore not prepared, nor is the obligation to acquire the experts' report referred to in Article 2501-sexies of the Civil Code on the fairness of the exchange ratio applicable.

In accordance with Art. 2505-bis of the Civil Code-applicable extensively to the merger by incorporation of wholly-owned companies pursuant to Maximum No. 180 of 9/7/2019 of the Milan Notary Council-the balance sheet referred to in Art. 2501-quater of the Civil Code is omitted.

The financial statements for the last three fiscal years of M.G.A. S.r.l. and the Merging Companies are filed, in accordance with the law, at the registered office, pursuant to Article 2501-septies of the Civil Code.

Approval of the merger plan will take place at the meetings of M.G.A. S.r.l., Soteco S.r.l. and TLS S.r.l. convened for December 10th, 2024.

The operations of Soteco S.r.l. and TLS S.r.l. will be conventionally charged to the financial statements of M.G.A. S.r.l. as of January 1st, 2025; from the same date, pursuant to Article 172, paragraph 9, Presidential Decree 917/1986, the tax effects will take effect.

The legal effects of the merger will take effect on the first day of the month following the month of the last entry of the merger deed in the Register of Companies.

Pursuant to the "Procedure Regulating Related Party Transactions" ("RPT Procedure"), M.G.A. S.r.l., Soteco S.r.l. and TLS S.r.l. are related parties, since they are companies directly controlled by Reway Group. It should be noted, however, that pursuant to Article 3.1.9 of the RPT Procedure, the provisions therein do not apply concerning the investigation, evaluation and approval of related party transactions, as the same do not apply

to transactions that are carried out with or between subsidiaries, for which there are no interests qualified as significant by other related parties of the Company.

Therefore, Reway Group will not be required to publish the disclosure document related to the merger transaction, subject to the disclosure requirements related to its status as an issuer of securities listed on Euronext Growth Milan.

Following the completion of the transaction, expected indicatively in February 2025, M.G.A. S.r.l. will operate in the market through three business units led by the current directors of M.G.A S.r.l., Soteco S.r.l. and TLS S.r.l.: maintenance and rehabilitation of road tunnels and viaducts, installation of safety and sound barriers, and special works such as, for example, seismic upgrades of viaducts, bridges and tunnels.

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

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**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.

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