



SEMPLICEMENTE

Company identification

Full legal name of the company	SEMPLICEMENTE SPA	
Unique identification number	VAT 03497130611 REA 2000848	
	LISTED AT ACCESS EURONEXT PARIS ISIN IT0005072811	
Contact address	VIA POLA 11 MILANO	
Shareholder(s)		% interest
	GENIA S.R.L.	42%
	PARAMETRICA S.R.L.	36%
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PRESS RELEASE N. 2/2020

APRIL 29TH 2020, MILAN

BOARD OF DIRECTORS APPROVES THE RELAUNCH OF THE COMPANY

➤ **EXECUTIVE POWERS DELEGATED TO CEO GIACOMO ORTOLANO AND TO CHAIRMAN FULVIO GISMONDI**

➤ **FINANCIAL STATEMENTS DRAFT AS OF 31 DECEMBER 2019 HAS BEEN APPROVED.**

O Net Revenues € 281.115,00

O EBITDA negative amounts to - € 331.969,00

O EBIT negative amounts to - € 379.057,00

O Net assets negative amounts to - € 358.022,00

O Net financial position negative amounts to - € 1.213,00

➤ **ORDINARY SHAREHOLDERS MEETING HAVING AS SUBJECT PROPOSALS PURSUANT TO ARTICLE 2447 OF ITALIAN CIVIL CODE CONVENED.**

➤ **COMMUNICATION BY SHAREHOLDERS PARAMETRICA AND GENIA ON THE FUTURE DEVELOPEMENT OF THE COMPANY.**

The new Board of Directors of Semplicemente S.p.A., which took office on 18 March 2020 and met for the first time today, resolved to grant full powers of administration and management to the Chief Executive Officer Giacomo Ortolano and the Chairman Fulvio Gismondi.

In addition, the Board approved the draft financial statements for the year ended December 31, 2019.

The operating results for 2019 and in particular EBITDA and EBIT, equal respectively to - € 331,969.00 and - € 379,057.00 are attributable to a substantial inactivity of the Company during the year. The negative shareholders' net assets recorded as at 31 December 2019 is the result of the new Board of Directors' willingness to approve financial statements that can represent an effective starting point for the relaunch of the company: it should be noted that the negative net assets of - € 358,022.00 includes both the loss for the year 2019 of - € 383,093.00 and the losses of previous years of - € 978,045.00.

The sharp reduction in the Company's net assets as at 31 December 2019, resulting from the approval of the financial statements as at 31 December 2019, led the directors to note that the conditions set out in Article 2447 of the Italian Civil Code were met.

In view of the above, the Board of Directors therefore resolved to submit a recapitalization process to the Extraordinary Shareholders' Meeting of the Company through related and consequent resolutions pursuant to Article 2447 of the Italian Civil Code, giving the directors powers to convene the shareholders' meeting.

Today, the Company also received a notice from the shareholders Parametrica S.r.l. and Genia S.r.l., who recently entered into the Company's shareholding structure, regarding the future development of the Company.

In particular, the shareholders Parametrica S.r.l. and Genia S.r.l. announced that they intend to promote a project aimed at making Semplicemente S.p.A. a player in services and solutions in the field of sustainability, operating through an "enabling" platform, capable of aggregating different subsidiaries. The aim is to make the Company a holding company of industrial participations (Green economy, Sustainability and Artificial Intelligence sectors) with the aim of implementing entrepreneurial strategies to contribute to the increase in value in the long term of the same

participations, through the exercise of control, significant influence or rights deriving from participations. The above mentioned shareholders therefore propose to modify the company purpose of the Company in order to direct it towards the "synthesis and modeling" of the various technological and commercial solutions of each company, directing large customers and institutions towards the adoption of new standards set by the introduction of new technologies and proposed solutions.

It is Parametrica and Genia's intention to propose development of the Company in the following activities:

- a) Promoting the commercial boost through networks of national and international contacts, industrial JVs, partnerships and others;
- b) coordinating technological integration between the different companies;
- c) integrating service components from existing companies, reconfigured in a completely customer centric logic dedicated to specific projects, tailor-made for infrastructure players;
- d) developing along three growth engines: expansion of outlet markets (smart cities, agrifood, health), geographical expansion (based on the international presence of existing players), expansion of the spectrum of services (cross selling, co-development, data driven service creation, integrated services).

To this end, they propose to modify the holding company's revenue model in the sense that, in addition to increasing the long-term value of the investments in the portfolio, the objective is to generate revenue from:

- a) provision of services and activities to portfolio companies;
- b) offering direct services to customers managed by the platform;
- c) commercial commissions accrued as part of the promotion activities of the individual investee

companies.

Parametrica and Genia propose to the Company to orient the management towards the selection of innovative and technological companies in the fields of Green economy and Artificial Intelligence, with the aim of investing in them and managing them together with their founder/managers.

The Board also proposed to submit to the Extraordinary Shareholders' Meeting the proposal to delegate to the same Board of Directors, pursuant to Article 2443 of the Italian Civil Code, one or more share capital increases to be paid in cash, in kind and/or by means other than direct fulfilment, for a maximum total amount of € 30,000,000.00, including share premium, in divisible form, through the issue of new shares, with the possibility of providing for, limiting or excluding option rights pursuant to Article 2441, first, fourth and fifth paragraphs, of the Italian Civil Code, for each of the capital increases resolved in the exercise of the proxy.

The Board of Directors also resolved to bring to the attention of the Extraordinary Shareholders' Meeting the change in Article 1 of the Articles of Association with regard to the company name, Article 2 for the change in the registered office and Article 3 for the company purpose.

In connection with this project, the shareholders Parametrica S.r.l. and Genia S.r.l. declare their willingness to intervene in order to patrimonialize the Company by covering operating and past losses and restore the share capital to the extent necessary and to provide the Company with the funds necessary for the development of the business plan of Semplicemente for the future.

More precisely, the contributions of the abovementioned shareholders will amount to a total of € 458,022.00, as follows:

- a) shareholder Parametrica S.r.l.: cash contribution equal to € 350,392.00
- b) shareholder Genia S.r.l.: cash contribution of € 25,000.00, waiver of trade receivables from the

Company for an amount of € 82,630.00

These contributions will be used for € 358,022.00 to cover the remaining losses and for € 100,000.00 to be imputed to share capital. The above amounts have already been paid to the Company.

For any information: www.semplicementespa.it

I, undersigned, for and on behalf of the reporting entity confirm that all information provided in the above press release is accurate and reliable.

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