

## Press Release

### Closing of the indirect acquisition of TAS S.p.A. by Solidus BidCo S.p.A.

#### Resignation of the Chairman of TAS S.p.A. Dario Pardi, director Umberto Pardi and independent director Giancarlo Maria Albini – Appointment of new members of the Board of Directors and appointment of the managing director Valentino Bravi also as Chairman – new structure of the Board committees and appointment of the new lead independent director

**Milan, Italy – 25 January 2022** – Reference is made to the press releases published on 21 October 2021 and 10 January 2022 by Tecnologia Avanzata dei Sistemi - TAS S.p.A. (the “**Issuer**” or “**TAS**”). The Issuer, upon request of its indirect controlling shareholder GUM International S.r.l. (“**GUM International**”), as well as of Solidus BidCo S.p.A. (“**Solidus BidCo**”), a company whose corporate capital is indirectly held by Gilde Buy-Out Fund VI C.V. and Gilde Buy-Out Fund VI 2 C.V. (such funds, jointly, “**Gilde**”), announces today that the sale and purchase agreement (the “**Sale and Purchase Agreement**”) for the purchase, by Solidus BidCo, of the entire corporate capital of GUM International and 2BP S.r.l. (“**2BP**”) - and therefore, indirectly, of the entire corporate capital of OWL S.p.A. (“**OWL**”), a company directly controlling TAS, has been completed (“**Closing**”).

As a result of the Closing, Solidus BidCo, will launch, directly or indirectly, pursuant to Articles 102, 106 and 109 of the Legislative Decree No. 58 dated 24 February 1998 (the “**Italian Consolidated Financial Act**”) and Article 45 of the Regulation adopted by Consob with Resolution No. 11971 dated 14 May 1999 (the “**Issuers’ Regulation**”), a mandatory tender offer for all the ordinary shares of the Issuer other than the shares held, directly or indirectly, by Solidus BidCo at a price of EUR 2.20 per ordinary share (the “**MTO**”). Further information on the MTO will be disclosed in the press release that will be published today, pursuant to Article 102, paragraph 1, of the Italian Consolidated Financial Act and Article 37 of the Issuers’ Regulation.

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TAS also announces that, in the context of the Closing, Chairman and executive member of the Board of Directors Dario Pardi, non-executive director Umberto Pardi and the independent

director Giancarlo Maria Albini (the latter also lead independent director in accordance with the corporate governance code for listed companies, Chairman of the appointment and remuneration committee, as well as member of the risks, control and related party committee) resigned from their office.

The resignations of Dario Pardi and Umberto Pardi took place by virtue of the undertakings contained in the Sale and Purchase Agreement, while the resignation of Mr. Albini is due to the opportunity to facilitate the turnover of the Issuers' management.

The Issuer is grateful to the resigning directors for their active contributions to the development of TAS.

On the basis of the information available to TAS and disclosed to the market, Dario Pardi, before *Closing*, controlled the Issuer indirectly – through GUM International S.r.l., in which he held, indirectly through GUM Consulting S.p.A., a stake equal to 51% of the corporate capital –, and, as of today, he does not hold any participation in TAS, directly or indirectly. As far as the Issuer knows, Umberto Pardi and Giancarlo Maria Albini do not hold any shares of TAS, directly or indirectly.

No indemnities or other benefits will be paid as a result of the above resignations.

In order to replace the resigning directors, the Board of Directors of TAS appointed as non-independent directors, pursuant to the law and TAS' by-laws, Gilde's representatives Maurits Edward Boomsma, Giuseppe Franze and Gianluigi Manna, whose office will last until the next shareholders' meeting; no one of them has been granted with managing powers. On the basis of the information available to TAS, such directors do not hold any shares of TAS, directly or indirectly.

The *curriculum vitae* of the newly appointed directors will be made available on TAS's website at [www.tasgroup.it](http://www.tasgroup.it), section Investors/Governance.

The Board of Directors also appointed as Chairman the managing director Valentino Bravi, and determined the following structure of the Board committees:

Risks, control and related party committee:

Ambrosella Ilaria Landonio – Chairperson and independent director;

Annunziata Magnotti – independent director;

Roberta Viglione – independent director.

Appointment and remuneration committee:

Carlotta de Franceschi – Chairperson and independent director;

Annunziata Magnotti – independent director;

Ambrosella Ilaria Landonio – independent director.



In the end, the Board of Directors designated as lead independent director, in accordance with the corporate governance code of listed companies, the director Roberta Viglione, and granted the investor relations function to the CFO of TAS, Mr. Paolo Colavecchio.

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### About TAS Group

TAS Group is the leading ICT company in Italy providing advanced solutions for cards, payment systems, capital markets and extended enterprise. Listed on Euronext Milan (EXM), TAS has been operating for over 35 years alongside the most important Italian and European commercial and central banks, major financial services centers and some of the main global broker dealers in the Fortune Global ranking 500. For over 10 years, among the 100 largest FinTechs on a global scale in the IDC ranking, TAS has been active on an international scale in Central Europe, Eastern Europe, Latin America and the USA, where it is present through its subsidiaries. Thanks to the diversification process started in the last decade, TAS solutions are now also adopted by the Central and Local Public Administration and by non-banking companies belonging to numerous sectors. Strengthened by the experience and distinctive skills acquired during the continuous evolution of the market, TAS is able to support its customers in an innovative and effective way in the realization of complete projects for the modernization of information systems, the adoption of new technologies enabling and the transformation of compliance obligations into business opportunities. [www.tasgroup.eu](http://www.tasgroup.eu)

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