



## PRESS RELEASE

# Fulfilment of the condition precedent concerning the clearances issued pursuant to the regulations on the control of foreign investments in Italy and France

Milan, 10 January 2022 – Reference is made to the press release published on 21 October 2021 by TAS S.p.A., upon request of its indirect controlling shareholder GUM International S.r.l., through which has been disclosed to the market that 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., entered into a sale and purchase agreement (the **"Sale and Purchase Agreement"**) with GUM Consulting S.p.A., Bravi Consulting S.r.l., CLP S.r.l., Mr. Fabio Bravi and Mr. Matteo Bravi (collectively, the **"Sellers"**), to purchase the entire corporate capital of GUM International S.r.l. (**"GUM International"**) and 2BP S.r.l. (**"2BP"**) and therefore, indirectly, the entire corporate capital of OWL S.p.A. (**"OWL"**) as well as the no. 61,155,995 ordinary shares of Tecnologia Avanzata dei Sistemi - TAS S.p.A. (the **"Issuer"** or **"TAS"**) currently held by OWL representing at the date of this press release 73.208% of the share capital of the Issuer (the **"Shares"**) and listed on Euronext Milan, the Issuer, upon request of Solidus BidCo, communicates the fulfilment of the conditions precedent concerning the clearances issued pursuant to the regulations on the control of foreign investments in Italy and France.

In particular, on 27 December 2021, the Italian Prime Minister's Office announced its decision not to exercise the special powers under the golden power regulation in relation to the transaction provided for by the Sale and Purchase Agreement.

Moreover, on 3 January 2022, a notice was received from the French Ministry of Economy (*Ministère de l'économie, des finances et de la relance*), pursuant to which the acquisition of control of TAS France S.A. by Solidus BidCo was authorised.

Subject to the fulfilment of further conditions precedent relating to its structure, the transaction is expected to close by the end of January 2022.

Upon execution of the closing of the transaction, as a result of the same, Solidus BidCo will indirectly hold no. 61,155,995 Shares, representing 73.208% of the share capital of TAS as of the date of this press release. Therefore, pursuant to Articles 102 and 106 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"**), Solidus BidCo will launch, directly or indirectly, a mandatory tender offer for all the ordinary shares of the Issuer other than the Shares 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, pursuant to Article 102, paragraph 1, of the Italian Consolidated Financial Act and Article 37 of the Issuers' Regulation on the closing date of the Sale and Purchase Agreement.

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In accordance with applicable regulations, this press release is available at the Company's registered office, on the 1info storage mechanism and on the Company's website at <https://www.tasgroup.eu/investors/investor-relations/press-releases>.



## About TAS Group

*TAS Group is a leading technology company, providing advanced solutions for cards, payment systems, capital markets and extended enterprise. Our leading-edge software allows both banks and new players in the payments space to deliver and manage frictionless, real-time B2C, B2B, B2G transactions, integrating with and leveraging the latest technologies. From advanced fraud management solutions that exploit the power of Machine Learning, to scalable, modular payment platforms delivered over the Cloud, we empower our customers to unlock the infinite potential of the open and instant era and play an active role in the new the payment's ecosystem. Trusted by European Central Banks to manage millions of financial messages each day, our 35-year-old reputation in the market and unrivalled domain expertise has made us an internationally preferred partner for commercial banks and corporations. TAS has a global reach and offices in 9 countries spanning Europe, the USA and Latin America. [www.tasgroup.eu](http://www.tasgroup.eu)*

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