



PRESS RELEASE

REWAY GROUP: completed the merger of subsidiaries Soteco S.r.l. and TLS S.r.l. into subsidiary M.G.A. S.r.l.

Licciana Nardi (MS), February 28th, 2025 - 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 in Italy to also have in its core business the maintenance of the railway network (the "Company" or "Reway Group"), announces that the deed of merger of its wholly owned subsidiaries Soteco S.r.l. and TLS S.r.l. into M.G.A. S.r.l., a wholly owned subsidiary of Reway Group, announced on December 2nd, 2024 ([see press release](#)), was finalized today.

The merger and corporate reorganization project was initiated with the aim of improving the Group's operational efficiency, ensuring management and administrative simplification in modernization work on the highway network, which, until now, involved the three companies sinergically.

Following the closing of the transaction, M.G.A. S.r.l. will operate in the market through three business units: maintenance and rehabilitation of road tunnels and viaducts, installation of safety and sound barriers, and special works such as, for example, seismic retrofitting of viaducts, bridges and tunnels. Leading the three business units remain the current directors of M.G.A. S.r.l., Soteco S.r.l. and TLS S.r.l.

The completion took place by making use of the "simplified procedure" under Article 2505, paragraph 1, of the Civil Code since all the companies involved were wholly owned subsidiaries of Reway Group and this circumstance made the determination of the exchange ratio irrelevant. The share capital of M.G.A. S.r.l. was increased by 170,000 euros, corresponding to the sum of the share capitals of the incorporating companies.

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

Pursuant to the "Procedure Concerning the Regulation of Related Party Transactions", it should be noted that Reway Group is not required to publish the disclosure document related to the transaction, except for the disclosure requirements related to its status as an issuer of securities listed on Euronext Growth Milan.

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 includes **Gema**, a leading player in the maintenance of infrastructure and civil works in the railway sector, and **Vega Engineering**, a multidisciplinary engineering company whose core business includes the engineering design of road and rail infrastructure, civil and industrial works, support services to R.U.P. and works management. The company provides services for its subsidiaries, including financial planning and strategy, procurement of goods and services, and technical accounting management. Reway Group has a workforce of 500 people and has a modern fleet with over 300 operating vehicles.

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