



## **SIMONE S.p.A. STARTS THE ACQUISITION OF 51% OF SA.GRAF. S.r.l.**

- **FOR SIMONE THIS IS THE FIRST CORPORATE ACQUISITION POST-LISTING**
- **THE TRANSACTION WAS CARRIED OUT ENTIRELY THROUGH AN EXCHANGE OF SHARES**

**Milan, 20<sup>th</sup> December 2024** – Simone S.p.A. ("Simone" or the "Company"), a company operating in the publishing sector, listed on Euronext Growth Milan, announces that it has today signed an agreement to acquire 51% of Sa.Graf S.r.l. Semplificata con Socio Unico (**Sa.Graf**), a Neapolitan printing company and former supplier of printing services to the Simone group.

The purpose of the transaction is to increase the group's vertical integration and improve production margins. Sa.Graf is in fact a small Neapolitan company, specialising in printing and publishing solutions: the results reported in the financial statements as at 31.12.2023 include an Ebitda of EUR 0.1 million, against a turnover of EUR 0.5 million and a net financial debt expected to be substantially balanced at the closing date.

By 20 January 2025, the current owner of 100% of Sa.Graf's share capital will formalise the transformation of the company from a S.r.l. Simplified S.r.l. to Ordinary S.r.l. and the adoption of new by-laws, in order to allow co-participation in the respective companies.

*"We are delighted to close our first year as a listed company with an acquisition that was made possible by our entry into the EGM market - said **Luca Misso, Chairman and CEO of Simone** - With a controlling participation in Sa.Graf S.r.l. we are consolidating our relationship with a strategic supplier that from today will become part of our group. This operation once again certifies Simone's long-term vision, which continues on its growth path with a dynamic strategy that is attentive to seizing the opportunities offered by the market, bringing innovation and development both through internal lines and through extraordinary finance operations".*

The transaction is expected to close by May 2025 and the consideration will be paid in full through the sale of part of the treasury shares held by Simone. These shares, which will be delivered in exchange to the current shareholder of Sa.Graf, will be subject to a *lock-up* for a period of 4 years; within the same term, Simone will also have the right to exercise a put option ("*Put Option*") for the sale of the majority shareholding at a price calculated using the same criterion as the initial purchase price, but using Sa.Graf's EBITDA as a reference as shown in the latest approved financial statements at the time the option was exercised.

The purchase price for the majority shareholding ("*Call Option Price*") will be determined based on the formula (Average EBITDA Sa.Graf 2022-2023 x 4) x 51%. The Call Option Price will be paid by Simone through the sale of a number of its own shares, determined using as the price the weighted average of the market prices of the last 30 trading days prior to the date of exercise of the Call Option.

**Simone S.P.A.**

Via Riviera di Chiaia 256, 80121, Napoli (NA)

Web [www.edizioni.simone.it](http://www.edizioni.simone.it) | Tel. +39 081 8043920



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This press release is available in the 'Investor/Press Release' section of [www.investors.simone.it](http://www.investors.simone.it) and at [www.emarketstorage.it](http://www.emarketstorage.it).

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### **SIMONE SPA**

Simone S.p.A., established in Naples in 2011, is a publishing company. It is at the head of the Group of the same name, which includes six companies, Simone S.p.A., Editrice Ardea S.r.l., Dike Giuridica S.r.l., Il Gatto Verde Edizioni S.r.l., Font Cafè S.r.l. and Libri e Professioni S.r.l., and a brand, Edizione Simone, with over fifty years of history. Today, the company is a point of reference for the entire Italian publishing sector, in which it stands out for the large amount of highly specialised content it develops, prints, publishes, promotes and sells. Thanks to its brands, it is able to offer study manuals not only in the legal field but also for public competitions, professional qualifications, university entrance examinations and teaching in schools, not forgetting children's books.

### **Contacts:**

#### **Investor Relator**

#### **Simone S.p.A**

Via Riviera di Chiaia, 256 – 80121 Napoli

Luca Misso

[investor.relator@simone.it](mailto:investor.relator@simone.it)

#### **Euronext Growth Advisor**

#### **Integrae SIM S.p.A**

Piazza Castello, 24 – 20121 Milano

Tel +39 0280506160

[info@integraesim.it](mailto:info@integraesim.it)

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### **Media Relations**

#### **Twister communication group**

Via Valparaiso, 3 – 20144 Milano

Lucia Saluzzi + 39 347 5536979

Lorenzo Zatta + 39 334 1185724

[simone@twistergroup.it](mailto:simone@twistergroup.it)

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Via Riviera di Chiaia 256, 80121, Napoli (NA)

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