



Technical Publications Service S.p.A.

● PRESS RELEASE ●

**CORPORATE SIMPLIFICATION OF THE TPS GROUP:  
MERGER BY INCORPORATION OF THE SUBSIDIARIES NEOS S.r.l., ADRIATECH S.r.l.,  
TPS AEROSPACE ENGINEERING S.r.l. IN THE PARENT COMPANY TPS S.p.A.**

**Gallarate (VA), 2 October 2020** – Further to our communication of 25 September 2020, TPS S.p.A. (TPS: IM), the operating holding company of the TPS Group, a leader in the field of technical and engineering services in the aeronautical industry (“**TPS**” or the “**Company**”), announces that on 01 October 2020 it received notification that the joint plan for a merger by incorporation of Neos S.r.l., Adriatech S.r.l. and TPS Aerospace Engineering S.r.l. (“**NEOS**”, “**ADRIATECH**”, “**TPSAE**” or the “**Incorporated Companies**”, and together with TPS the “**Participating Companies**”) in the Company, approved by the respective administrative bodies on 25 September 2020 and drawn up in accordance with articles 2501-*ter* and 2505 of the Italian Civil Code (the “**Merger Plan**” and, in general, the “**Merger**”), was deposited with the competent Business Registry of Varese.

Being a Merger by incorporation of wholly-owned companies – given that the Company holds (as it will hold on the deed of merger date) shares accounting for all of the share capital of NEOS, ADRIATECH and TPSAE– it is prescribed that the decision with regard to the Merger be taken for TPS by its Administrative Body in a meeting attended by a notary pursuant to the combined provisions of art. 2505, paragraph 2, of the Italian Civil Code and art. 19.4 of the Company’s Articles of Association, subject to the following.

In accordance with art. 2505, paragraph 3, of the Italian Civil code, TPS shareholders representing at least 5% of the share capital are entitled to request that the decision with regard to the Merger be taken instead by an extraordinary shareholders’ meeting of TPS, convened for this particular purpose, by application addressed to the Company within eight days of the Merger Plan being filed with the competent Business Registry. However, owing to the fact that this press release giving notification that the Merger Plan has been filed with the Business Registry of Varese is issued today, the time limit for lodging the application begins to run from the same date.

Shareholders who may be interested in exercising such right are therefore informed to submit a request to that effect to the Company, to be sent in writing to TPS’s registered office, situated in Gallarate, via Lazzaretto 12, for the attention of Ing. Alessandro Rosso or by certified e-mail, to the address [tpsgroup.spa@pec.it](mailto:tpsgroup.spa@pec.it), not later than 10 October 2020 (inclusive), accompanied by a specific communication proving ownership of the shares.

In accordance with art. 2501-*septies* of the Italian Civil Code, the Merger Plan together with the financial statements of the last three years of TPS, NEOS, ADRIATECH and TPSAE are available to the public at the Company’s registered office in Gallarate, via Lazzaretto 12, and on the internet site [www.tps-group.it](http://www.tps-group.it), under “*Investor Relations/Meetings/Merger Plan 2020*”

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This press release is available online at [www.tps-group.it](http://www.tps-group.it) (in the Investor Relations/Press Releases section)

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**TPS S.p.A.** is the operating holding company of TPS Group, a leader in technical and engineering services for the aeronautical industry, with a particular focus on the helicopter segment. TPS has been a Borsa Italiana “Elite” company since 2016.

TPS Group operates in the aeronautical, automotive, defence, railway, naval and cable transport systems sectors, providing Technical Publishing & Training, Engineering, Design and Cost Engineering, Avionic Software Development and Systems Integration, Digital Content Management. TPS Group’s clients include leading businesses in the design and production of aircraft and aeronautical components, as well as leaders in the automotive, railway, defence and cable transport systems manufacturing sector.

ISIN Code ordinary shares: IT0005246142 – Ticker ordinary shares: TPS

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