

PRESS RELEASE

DEDALUS ACQUIRES MORE THAN 83% OF NOEMALIFE:

CREATING THE FIRST OPERATOR IN ITALY IN THE FIELD OF CLINICAL HEALTH SOFTWARE AND ONE OF THE FIRST PLAYERS IN EUROPE, WITH GLOBAL ACTIVITIES IN 25 COUNTRIES OF THE WORLD

IN ITALY THE NEW REALITY WILL GIVE OVER THE ENTIRE TERRITORY WIDESPREAD COVERAGE REINFORCING THE POSITION OF DEDALUS AND NOEMALIFE

THE SIGNIFICANT INVESTMENTS ON THE PRODUCTS AND THE STRENGTHENING OF THE ORGANIZATION OF ASSISTANCE THAT IS GETTING CLOSER AND CLOSER TO CLIENTS WILL CREATE NEW VALUE FOR THE ITALIAN HEALTH SYSTEM

THE TRANSACTION IN THE MEDIUM-LONG TERM IS INTENDED TO CREATE AN IMPROVEMENT OF PROFITABILITY IN THE ITALIAN MARKET THAT IS HISTORICALLY LACKING RESOURCES

DEDALUS WILL LAUNCH A MANDATORY TENDER OFFER CONCERNING THE ORDINARY SHARES OF NOEMALIFE AND A VOLUNTARY TENDER OFFER CONCERNING NOEMALIFE'S WARRANTS 2012-2017

Milan, 28 June 2016 – Dedalus S.p.A, Italian leader in the field of clinical health software, has completed today the acquisition of the 100 % of Ghenos S.r.l., a company founded by Francesco Serra owning a stake equal to 57.3 % of the share capital of NoemaLife S.p.A., company listed on the Italian Stock Exchange and the European leader in clinical hospital IT market, the 14.94% of the shares of NoemaLife held by Tamburi Investment Partners SpA, and the 11.1% of the shares of NoemaLife held by Maggioli S.p.A..

The company which will arise from the aggregation of Dedalus with NoemaLife, with a revenue target for 2016 of about 170 million euros, will be the market leader in Italy with a widespread coverage throughout the country and one of the major players in Europe. The resulting group will also actively operate through its own companies in France, Spain, UK, USA, Latin America, China, Middle East and North and South Africa.

NoemaLife has been a real landmark in the IT health industry for the past two decades and its software solutions have accompanied and anticipated the evolution and growth of diagnostic departments in Italy, in particular the software architecture developed by NoemaLife known as Laboratorio Logico Unico. NoemaLife has also introduced in Italy the Electronic Medical Record, developing a new product philosophy for the integrated management of clinical processes and creating an applicative infrastructure focused on the patient, at every organizational level: departmental, hospital and territorial. The Company is bringing a client portfolio of more than 2,000 healthcare facilities across 4 continents .

Among the different objectives of the transaction there is the enhancement of customer services and the evolution of the portfolio products. Thanks to the integration of two companies of national excellence, the new conglomerate will be able to compete with other

big international operators, in a field that is destined to undergo a global consolidation process.

Strong synergies will lead, in the medium-long term, to a substantial optimization of Research&Development activity, that will allow the development of innovative products drawing from the great expertise available in the two Groups. Over the past five years, Dedalus and NoemaLife have invested a total of around 60 million euros in R&D, and will continue to invest at a rapid pace, recognizing that it is the right approach in order to offer to its customers the best ICT solutions in the health sector, which is constantly subject to changes.

The acquisition of the majority of NoemaLife by Dedalus will trigger the obligation to launch of a Mandatory Tender Offer on all the remaining ordinary shares of NoemaLife S.p.A., listed on the MTA organized and managed by Borsa Italiana S.p.A., with a price per share of 7.40 euro.

In addition, Dedalus will launch a Voluntary Tender Offer on the Warrants of Noemalife 2012-2017, for a consideration price of 0.423 euro for each Warrant.

Both Offers, whose total maximum amount is equal to 10,135,508.68 euros, are aimed at the delisting and will allow Dedalus to effectively integrate NoemaLife activities in an incisive and effective manner.

The Offer Period will be agreed with Borsa Italiana S.p.A. in compliance with the legal and regulatory requirements. It is expected that the Offer Period, subject to the approval of the offer document by Consob, could start in August this year. In accordance with the applicable laws, the Offer Period may have a duration up to 25 trading days for the Mandatory Tender Offer and 40 trading days for the Voluntary Tender Offer.

Tamburi Investment Partners, in order to facilitate the financial viability of the operation, will reinvest - in the form of a vendor loan with a right to request the repayment through Dedalus' shares - in Dedalus Holding S.p.A. for an amount equal to the profits deriving from the sale of the shares and Warrants held in NoemaLife for an aggregate amount of 9,269,552 euros.

*“Dedalus Group during the years completed successfully numerous acquisitions of the best companies working in the Italian sanitary ICT market, both in Italy and abroad, with the aim of overcoming the existing market segmentation, enhancing their skills in a process of integration for the benefit of its customers. Through this aggregation process of NoemaLife, the new group will play an important role in the consolidation scenario that is emerging at an international level to ensure the necessary investments in R&D, as a pre-requisite to provide customers with the best software solutions in healthcare, which is an industry subject to continuous changes. Dedalus and NoemaLife have always shared this philosophy, which has led in the past five years to a total investment of around 60 million euros. The integration of the two companies is coherent with the core values of investment and innovation, the ability to satisfy the customer and respect of the rules”, was stated by **Giorgio Moretti, President and Ceo of Dedalus** “All the over 40 companies merged in the Group Dedalus until today created an international group that today counts more than 1,000 employees and operates in over 15 Countries. The high quality of the products and of the people of NoemaLife represent an important asset that we intend to exploit properly. With this integration, the new Group will operate in 25 countries with over 1,700 employees, including 1,100 in Italy”.*

*“This deal is part of a consolidation process that aims at enhancing the positioning of NoemaLife Group, an international company which is known and acknowledged in the world for its contribution to the industry and for the success gained in the field”, explained **Francesco Serra, President and Ceo of the Group NoemaLife**. “The shared aim of the two companies is to reinforce their brands both on national and international scale. The new industrial project will allow the implementation of new sanitary services and will be able to enable major technological and cultural changes in the industry. The agreement will bring significant benefits thanks to the combination of opportunities and efficiencies of the facilities, which will help create an important new margin and that will soon make the new group achieve absolute leadership in the European market”.*

The Advisors of Dedalus S.p.A. responsible for the operation are: BNP Paribas as financial advisor and Gianni, Origoni, Grippo, Cappelli & Partners as legal advisor.

The advisors of Ghenos S.r.l. responsible for the operation are: Tamburi Investment Partners S.p.A. as financial advisor, BLF Studio Legale as legal advisor and Studio Serantoni as corporate and tax advisor.

For further details please refer to the Press Release issued according to the Article 102, paragraph 1 and 106, paragraph 1, of D.Lgs. 24 February 1998, n. 58 , as subsequently amended and supplemented and to Article 37 of Consob Regulation no. 11971 of May 14, 1999, as subsequently amended and supplemented , issued on the date hereof.

DEDALUS S.p.A.

Established in Florence in 1990, Dedalus is today leader in the clinical software sector in Italy and an important player at international level, with its 1.000 employees, more than 250 of which are placed abroad. In the past five years, Dedalus has increased its internationalization process exploiting the full functional coverage of all ICT needs of any healthcare system (not limiting to hospital systems), both private and public. Dedalus operates on a global level, through its local branches or through Joint Ventures set up with the main local players. Dedalus is carrying out important projects in China, South Africa, Ecuador, Peru, Chile, Mexico, Saudi Arabia, Tunisia, Spain, Romania, Bosnia, U.K. and U.S.A. In addition to that, it also operates in Brazil, Turkey, Egypt, Dubai, Tanzania and Switzerland.

NOEMALIFE S.p.A.

NoemaLife (NOE-ISIN IT0004014533) has been listed on the Electronic Stock Market since 2006. The company specialises in clinical and hospital IT systems. NoemaLife's solutions improve the efficiency and effectiveness of the healthcare system at department, hospital and local levels, by reducing costs and raising the quality of the patient care process. NoemaLife employs a staff of over 750 professionals around the world. The company has a direct presence in Italy, Germany, France, the UK, Argentina, Chile, the United Arab Emirates, Algeria and Morocco and also operates in South America, Northern Europe and Australia via a

network of distributors. Thanks to the acquisition of an absolute majority shareholding in the French group Medasys, NoemaLife has consolidated its standing as Europe's leading supplier of IT solutions for clinical processes.

**For further information
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