

Franchetti: resolves on a capital increase with the exclusion of pre-emption rights for a maximum of Euro 4 million.

First tranche for Euro 2.8 million subscribed today by leading qualified and institutional investors

Arzignano (VI), March 24, 2025 – **Franchetti S.p.A.** ("Franchetti" or the "Company" or the "Group", Ticker BIT: FCH), a company listed on the Euronext Growth Milan segment of the Italian Stock Exchange and parent of the multinational software development and engineering design Group focused on solutions for the safety and predictive planning of maintenance activities on infrastructure network structures, announces that **the Board of Directors**, which met today in a notarial session, **in execution of the delegation** granted to it pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 1 July 2024 (partially already carried out on 17 July 2024), **resolved to increase the share capital** for a fee, in divisible form, with the exclusion of the right of option pursuant to art. 2441, c. 5, of the Italian Civil Code, for a total value of a maximum of Euro **3,999,000.00** including share premium, by issuing a maximum of no. **645,000** new ordinary shares to be issued in one or more tranches, without indication of par value and with regular dividend rights (the "**Capital Increase**"), to be reserved for subscription to qualified and institutional investors as defined pursuant to art. 2, letter e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 ("Qualified Investors") (i) by 31 March 2025 at a price of Euro 6.20 and (ii) by 31 July 2025 at a price to be determined on the basis of a methodology similar to that applied when determining the price under (i), including the application of a discount in line with market practice, delegating the Chief Executive Officer to determine the same and define the additional ordinary shares of the Company to be issued.

The Capital Increase will allow the Company to equip itself with new liquid and immediately usable financial resources and, at the same time, will allow it to quickly seize market opportunities to support the Company's growth plan and the achievement of its strategic objectives, including the **pursuit of growth strategies**

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Certified by:



through external lines, the opportunities for which are being identified and selected.

Today's Capital Increase has been offered to leading **Qualified Investors**, as part of a private placement, without publication of a prospectus for a public offering, pursuant to the exemptions provided for in Article 1, paragraph 4, letter a) of Regulation (EU) 2017/1179 of the European Parliament and of the Council (the Prospectus Regulation), as supplemented and amended by Regulation (EU) 2024/2809.

Today, the following were subscribed at a price of Euro 6.20 per share, no. 453,500 ordinary shares resulting from the Capital Increase, which will be admitted to trading on Euronext Growth Milan, like the shares already outstanding and in compliance with applicable laws and regulations, for a raised value of Euro 2,811,700.00. **The issue price** of the new ordinary shares, equal to Euro 6.20 per share (of which Euro 0.05 to be allocated to share capital), was determined according to the criteria established by the Board of Directors, in accordance with the provisions of Article 2441, paragraph 6, of the Italian Civil Code, on the basis of the value resulting from the weighted average of the official prices of the last six (6) months prior to today's date (equal to Euro 6.95), adjusted with the application of a discount of 10.79% to this weighted average and 11.43% to the closing price of the stock on March 21, 2025.

The Board of Statutory Auditors issued its positive opinion on the criteria for determining the price pursuant to art. 2441, c. 6, Civil Code.

Taking into account the divisible nature of the Capital Increase, the Company reserves the right to open further placement periods for the additional ordinary shares not subscribed.

The documentation relating to the Capital Increase will be made available on the website of the Company <https://www.franchetti.tech/governance#Assemblee>, as well as on the website of Borsa Italiana S.p.A. *Actions section > Documents*.

Integrae SIM S.p.A. acted as *sole bookrunner* of the transaction, while the Company was assisted by **ADVANT Nctm** for the legal aspects. The firm of IR and Comunicazione **TWIN** assisted the Company as IR advisor of the transaction.

This press release is available at www.franchetti.tech, section “Investor Relations / Financial Press Releases” and at www.linio.it.

Franchetti S.p.A.

Franchetti S.p.A. heads the Franchetti Group, a pioneer in the management, diagnostics and predictive maintenance of infrastructure (bridges and viaducts in particular). Founded in 2013 in Arzignano (VI), with subsidiaries in Brazil and Canada and operations in the US and India, Franchetti is an innovative SME that has worked on over 40,000 equivalent motorway and railway bridges worldwide. The Group boasts a technical and scientific track record that places it among the industry's leading international experts. Operations are broken into two main business lines: diagnosis and planning for infrastructure maintenance, with inspections and assessments, intervention planning and construction management and ICT services for the predictive programming of infrastructure maintenance. Franchetti has in fact developed two proprietary software programs that leverage the potential of artificial intelligence and predictive data analysis: Argan® can estimate an infrastructure's life cycle and automatically assess safety levels over time for a range of maintenance scenarios and contexts, Pathwork© ensures the optimized management of road and highway works on infrastructure and to support sustainable mobility, while SIDECHECK© can intelligently compare collected data related to inspections, inspectors, schedules, and work estimates to make the evaluation process as objective and complete as possible. With a workforce of 70 professionals, more than 90% of whom are engineering graduates, the Group achieved a Value of Production of Euro 3.5 million in 1H24 (+22% on 1H23) and an EBITDA of Euro 1.1 million (+122% on 1H23).

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