FRANCHETTI
BRIDGE DIAGNOSTICS AND PREDICTIVE MAINTENANCE

Press release

Franchetti has completed the acquisition of a 55% stake in the ECR Group in Brazil.

The 2026–2028 Business Plan has been approved: a 40% CAGR for production value and an increase of more than 40% for EBITDA.

Arzignano (VI), 30th April 2026 – **Franchetti S.p.A.** (Ticker BIT: FCH), the multinational company, which specialises in advanced diagnostic solutions, digitalisation and predictive maintenance of infrastructure, announces that the transaction, announced on 4 March 2026, relating to the acquisition of **55% of the share capital of ECR Engenharia Ltda**. and **ECR Tecnologia e Engenharia Ltda**. through a subsidiary incorporated under Brazilian law**, was completed today**.

The completion of the transaction brings ECR within the Franchetti Group's scope of consolidation, with immediate effects on its operational scale, geographical footprint and client portfolio.
This transformative step enables the Group to double its operational scale (with over 400 professionals within the new scope), strengthen its presence in Latin America (one of the world's leading infrastructure markets), expand its aggregate **backlog** currently standing at **€90 million**—and its client base, and create a platform for technological and industrial **cross-selling**

At the same time, following the completion of the acquisition and in line with the growth guidelines set out on 30 March 2026, the **Board of Directors approved the 2026–2028 Consolidated Business Plan**. The Plan reflects the contribution of ECR, whose integration marks the Group's entry into a new phase of accelerated and scalable growth, with a clear international outlook. The integration will enable Franchetti's proprietary technology platform to be integrated into ECR's operations, ensuring full alignment from day one on the growth drivers and the industrial and technological synergies to be realised

The main economic and financial targets by 2028 of the three-year plan are[1]:

- **Production Value: ~40% CAGR**
- **EBITDA: Greater than 40% CAGR**
- ***Leverage* (NFP/EBITDA): ~1,5x at the end of the Plan**

Commenting, **the Chairman and Chief Executive Officer Paolo Franchetti said**:

[1] The average growth rates have been calculated taking the 2025 financial statements as an initial reference, which does not consolidate the ECR Group.

"The completion of the acquisition of ECR marks the start of a new and significant phase in Franchetti's development. This is not merely a geographical expansion, but a genuine leap in industrial scale: we are strengthening our international presence, expanding our production capacity and customer base, and consolidating a distinctive model based on the integration of proprietary technology, engineering expertise and local execution capabilities.The integration with ECR is already underway and aimed at rapidly unlocking industrial, commercial and technological synergies. Brazil represents a strategic market for us in the infrastructure sector and a natural platform for accelerating the Group's growth in Latin America.In this context, the 2026–2028 Business Plan confirms the start of a new phase of growth. The approved targets reflect a concrete path, supported by the order book, the new post-acquisition scope, organic growth, targeted M&A transactions and the development of our proprietary solutions for the digital and predictive management of infrastructure.We are building a scalable international platform, capable of generating industrial and financial value in a sustainable manner, whilst maintaining discipline in execution and full alignment with shareholders' interests."

ECR Operation Details

In accordance with the binding agreements entered into, Franchetti paid a total consideration of **R$ 46.2 million** for the 55% stake at closing, equivalent to approximately €7.5 million.

The **earn-out mechanism, up to a maximum of R$ 19.8 million** (approximately €3.2 million), has been confirmed, subject to the achievement of specific EBITDA targets.

The founding shareholders of the ECR Group retain a total stake of 45% and will continue to hold operational and managerial roles, in line with the provisions of the shareholders' agreements signed in connection with the transaction. These agreements provide, inter alia, for lock-up commitments on the part of the founders, as well as reciprocal put and call options relating to the remaining stake held by them.

The transaction was financed through a combination of equity and debt, including a significant agreement with **Simest S.p.A.**, which is providing up to 49% of the consideration as part of an **ESG-linked** initiative supporting the Group's internationalisation.

As also stated in the press release of 4 March 2026, to which reference should be made for further details, the transaction constitutes a significant transaction within the meaning of Article 12 of the Euronext Growth Milan Issuers' Regulations and does not constitute a *reverse takeover*.

In connection with the acquisition, Franchetti was advised by ADVANT Nctm and Lefosse (on matters of Brazilian law) in their capacity as legal advisers. Nexian Partners, represented by its founder Eduardo Braia, acted as buy-side financial adviser, whilst Vitale Debt & Grant acted as adviser on the structuring of the acquisition finance, with partner Claudio Calvani.

Business Plan 2026-2028

The approval of the development plan comes at a **particularly favourable time in the market**. The global predictive maintenance sector is in fact estimated to reach $18.2 billion by 2026 (*Source: The Insight Partners*) and is underpinned by long-term structural drivers such as ageing infrastructure, growing focus on asset safety and resilience, increased investment in maintenance and modernisation, and the **progressive digitalisation of infrastructure management**. At the same time, the addressable market for engineering and infrastructure digitalisation services is substantial, with an estimated potential of over $3 trillion globally by 2040 (*Source: McKinsey, The Infrastructure Moment, September 2025*)

2026 marks the start of the Plan's fully operational phase, which is underpinned by the visibility provided by the order book, the Group's organisational strength, and the extraordinary transactions that have already been finalised or are currently under review.

The Plan's growth ambitions are underpinned by a proven track record: over the three-year period 2022–2025, the Group recorded average annual growth in Production Value of over 40%, demonstrating an execution capability that is now being scaled up.

The 2026–2028 Business Plan is structured around clearly defined and mutually complementary strategic priorities. **Organic growth** will be supported by the existing order book, which ensures high revenue visibility and provides a solid foundation for the execution of the Plan. In this context, the Group will continue to invest in human capital and in strengthening its distinctive skills, including through collaborations with universities and centres of excellence, with the aim of supporting innovation and operational scalability.

At the same time, the development of the **proprietary technological and industrial platform** will continue, through the ongoing enhancement of the software suite and the integration of advanced technologies, including artificial intelligence, *digital twins and advanced data analytics*.

International expansion represents a further pillar of the Plan, with a strengthening of the Group's direct presence in high-potential markets, particularly North America and Europe, and a gradual expansion of its geographical footprint. At the same time, the Group intends to **accelerate its growth through external expansion via M&A transactions** aimed at acquiring complementary skills, expanding production capacity and gaining access to new markets.

In line with the aforementioned growth drivers and in accordance with a prudent approach, the target debt level for 2028, approximately 1.5x EBITDA, is consistent with the support required for the planned business strategy and remains at a moderate level even by industry standards, thereby preserving ample financial flexibility.

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Disclaimer – Forward-Looking Statements
This press release contains forward-looking statements *relating to the Company's future objectives, operating results and financial results, based on management's current expectations, estimates and projections as of the date hereof. These forward-looking statements are by their nature subject to risks and uncertainties, as they depend on future events and factors, many of which are beyond the Company's control, including – but not limited to – the evolution of the macroeconomic environment, the dynamics of the relevant markets, financial conditions, changes in interest rates and currency exchange rates, in particular R$/€, the legislative and regulatory changes, as well as the Company's effective ability to implement the strategic actions envisaged in the business plan. Actual results could therefore differ materially from those projected or implied by such forward-looking statements.*
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This press release is available on https://www.franchetti.tech/investor-relations#ComunicatiStampaFinanziari and www.1info.it.

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Franchetti
Franchetti, a multinational company specializing in advanced diagnostics, digitalization and predictive maintenance solutions for infrastructures, boasts a technical and scientific curriculum that places it among the leading international experts in the sector. Founded in 2013 in Arzignano (VI) with subsidiaries in Brazil (the latest acquisition is the ECR Group) and Canada, with operations in the USA and India, Franchetti is an innovative SME that has operated on over 40,000 equivalent motorway and railway bridges worldwide. The activity is divided into two main business lines: diagnosis and therapy services for infrastructure maintenance with inspections and assessments, design of interventions and, construction management and ICT services for predictive planning of infrastructure maintenance.

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