



PRESS RELEASE

CIRCLE: perfected today the purchase of 51% of the Share Capital of Magellan, Portuguese entity delivering advocacy services towards the European Institutions

The operation was illustrated to investors together with the presentation of potential targets and “Strategic Road Map 2024” on December 1st, 2020, during Circle Virtual Investor Day

Milan, May 31st, 2021

Circle S.p.A., (“**Circle**” or the “**Company**”), company heading the homonymous Group specialized in the analysis and development of automation and digitalization solutions for port and intermodal logistics sectors, listed on the AIM Italia market organized and managed by Borsa Italiana, following to previous press release dated November 30th, 2020, perfected today the purchase of 51% of the Share Capital of Magellan-Circle Lda., Portuguese newCo established on November 27th, 2020, in Porto with the provisional name “Bussulas e Meridianos, Lda” with the aim of acquiring from Magellan all advocacy activities towards the European Institutions (the “**newCo**”).

Having amended the agreement (the “**Master Agreement**”) signed on November 30th, 2020 respectively with Magellan, Maria Rosa Faria Ramalho and Tiago Gali Macedo (the “**Partners**”) which was illustrated to investors together with the presentation of potential targets and “Strategic Road Map 2024” on December 1st, 2020 during Circle Virtual Investor Day (*please see press release dated November 30th, 2020*), - Circle became today, ahead of schedule, the holder of a majority participation equal to 51% of the Share Capital the newCo.

As defined, activities, competences and people of, from a side, Circle Connecting EU newCo - established by Circle on November 30th, 2020 as a spin-off of the homonymous Business Unit offering *Project Anticipation* and *EU Branding* services – and, from the other side, Magellan Circle newCo, were fully integrated starting from the beginning of 2021.

Today’s purchase took place through (i) the full subscription and pay-in of corporate capital



increase, reserved to Circle and resolved by the current shareholders of Magellan Circle newCo for a total amount of Euro 245,000 and, in the same context, (ii) the direct purchase of a participation equal to 26% of the Share Capital of Magellan Circle held by Partners Partners Maria Rosa Faria Ramalho and Tiago Gali Macedo against a consideration of Euro 200,000 (the “*Closing*”).

The Corporate Capital Increase was subscribed and paid-in by Circle through a contribution in kind of a participation equal to 50% of the Share Capital of Circle Connecting EU newCo.

Moreover, pursuant to the amendments to the Master Agreement, Circle will pay to the Partners a further amount of Euro 200,000 by December, 31st, 2021 in addition to a further in-kind contribution equal to the remaining 50% of the Share Capital held by Circle in Circle Connecting EU newCo.

Circle and Partners also signed today a shareholders' agreement to regulate their mutual future relations as shareholders directly of Magellan Circle and indirectly of Circle Connecting EU.

Circle holds a participation equal to 51% of the Share Capital of Magellan Circle, while Partners Maria Rosa Faria Ramalho and Tiago Gali Macedo equally hold the remaining part. In turn, Magellan Circle owns a participation representing the 50% of the Share Capital of Circle Connecting EU.

It should be noted that after eventual perfection of the conferral by Circle of the remaining share held in Circle Connecting EU, the newCo will hold 100% of the Share Capital of Circle Connecting EU.

This press release is available at www.circletouch.eu in the Investor Relations section and www.linfo.it.

*Established in Genoa in June 2012, **Circle S.p.A.** is the Innovative SME heading **CIRCLE Group**, specialized in the analysis and development of **innovation and digitalization solutions for the port and intermodal logistics sectors.***

*Besides Circle, belong to the Group software houses **Info.era** and **Progetto Adele**, purchased respectively*



at the end of 2017 and in July 2019.

*Synergies between Circle, Info.era and Progetto Adele allowed the Group to expand the portfolio of solutions offered in the fields of IoT, Optimisation, Digital Twin, Big Data and Process Automation, and to strengthen its software products: **Milos®** - the suite for all players of intermodal logistics such as inland terminals, port terminals, ports, MTOs and shipping agencies -, **Sinfomar** - Port Community System -, **Master SPED®** and **Master TRADE®** solutions - respectively dedicated to shipping and logistics, and to commerce and industry.*

*Lastly, with **Circle Connecting EU**, Circle supports Public Entities and Companies by identifying their positioning at European level (**EU Branding**) and funding opportunities (**Project Anticipation**). The joint venture agreement announced on November 30th, 2020 and perfected today with its closing, with **Magellan**, Portuguese entity delivering advocacy services towards the European Institutions, will enable Circle to expand its international geography in the Iberian Peninsula, strengthen its presence in Brussels and take maximum advantages from opportunities related to **Next Generation EU Recovery Fund**.*

*From October 26th, 2018 **Circle is listed on the AIM Italia market of Borsa Italiana** (alphanumeric code: CIRC; ISIN code for ordinary shares: IT. 0005344996).*

For further information

Issuer: **Circle S.p.A.**

Registered office Via Gustavo Fara 28, 20124 Milano
Operational headquarters Via Bombrini 13/3, 16149 Genova
Nicoletta Garzoni, *Media & Investor Relations Manager*

Mail: press@circletouch.eu

Mobile: +39 339 2367218

Nominated Adviser (NomAd): **Integrae SIM S.p.A.** - Via Meravigli 13, 20123 Milano

Mail: info@integraesim.it