



PRESS RELEASE

CIRCLE GROUP: SUCCESSFULLY CONCLUDED THE SUBSCRIPTION OF A SECOND TRANCHE OF CAPITAL INCREASE RESERVED FOR QUALIFIED/INSTITUTIONAL INVESTORS IMPLEMENTED THROUGH ACCELERATED BOOKBUILDING PROCEDURE

Milan 8 July 2024 – Following up on the press release issued today, [CIRCLE S.p.A.](#) (“**CIRCLE**” or the “**Company**”) - Innovative SME listed on the Euronext Growth Milan market at the head of the Group of the same name specializing in process analysis and the development of solutions for the digitalization of the port and intermodal logistics sector and in international consultancy on the Green Deal and energy transition issues, announces that the subscription of another tranche, through an Accelerated Bookbuilding procedure, of the share capital increase, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraphs 5 and 6, of the Civil Code, resolved by the General Shareholders' Meeting on June 27, 2024 (the “**Reserved Capital Increase**”) was successfully concluded.

After the opening and closing of a first Accelerated Bookbuilding concluded on June 27 (see press release on the same date), in the second Accelerated Bookbuilding, launched today, the Reserved Capital Increase has been subscribed for additional total 55,770 new ordinary shares, with no indication of par value and with the same characteristics as those currently outstanding, corresponding to approximately 1.21% of the new share capital, for a total countervalue equal to €395,967.00 (including share premium).

The new 55,770 ordinary shares resulting from the Reserved Capital Increase were subscribed by a leading international institutional investor.

The newly issued shares were placed at a price per share of EUR 7.10, at a premium to the weighted average (VWAP) of the market value of the shares in the 180 (one hundred and eighty) trading days prior to the date of execution of the Reserved Capital Increase, and will be admitted to trading on Euronext Growth Milan on a par with the shares already outstanding, in compliance with applicable legal and regulatory provisions.

Settlement of the subscription transactions will be by delivery on July 9, 2024 and payment for the shares on July 10, 2024.

"We are extremely pleased with the overall result of the capital increase and honored by the confidence that this additional important international institutional investor has shown by choosing to invest in Circle Group. The closing of this transaction, together with what was accomplished last June 27, allowed for total fulfillment of the expected amount and will enable us to further accelerate the growth strategy by external avenues and effectively and rapidly pursue the recently shared goals of the “Connect 4 Agile Growth Plan,” commented Luca Abatello, CEO of Circle Group.

Following the full subscription of the newly issued shares, Circle's share capital, following the execution of the additional tranche of Reserved Capital Increase, is divided into 4,616,865 ordinary shares, with no indication of the par value expressed, with a free float of approximately 47.91%.



Pursuant to Article 26 of the Euronext Growth Milan Issuers' Regulations, the names of Circle's significant shareholders will be updated and made available on the Company's website <https://www.circlegroup.eu/it/investor-relations> "Shareholders information" section.

More information on the objectives of the transaction as well as on the reasons for the exclusion of option rights can also be found in the Board of Directors' explanatory report also prepared in accordance with Article 2441, paragraphs 5 and 6, of the Civil Code made available on the Company's website www.circlegroup.eu, "Investor Relations/Shareholders Meetings" section.

Integrae SIM S.p.A. acted as **sole bookrunner** of the Accelerated Bookbuilding, while the Company is being assisted in the transaction by LCA Studio Legale and Studio Palma.

THIS PRESS RELEASE IS NOT INTENDED FOR PUBLICATION, DISTRIBUTION, OR DISSEMINATION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN THE UNITED STATES, CANADA, SOUTH AFRICA, AUSTRALIA, JAPAN, OR OTHER JURISDICTIONS WHERE THE OFFERING WOULD BE PROHIBITED UNDER APPLICABLE LAW.

This press release is available in the Investor Relations section of the website on www.circlegroup.eu and on www.1info.it.

*Founded in Genoa in 2012, **Circle S.p.A.** is the Innovative SME at the head of the **CIRCLE Group**, the Group specialising in the analysis and development of products for the **innovation and digitalisation of the port and intermodal logistics sectors and in the international consultancy on topics concerning the Green Deal and energy transition.***

*In addition to Circle, the Group includes the software houses **Info.era**, **NEXT Freight** (formerly 'Adele Project') and **Cargo Start**, acquired at the end of 2017, July 2019 and December 2022 respectively, the consulting companies **Magellan Circle** and **Magellan Circle Italy**, the **NewCo NEXT Customs**, as well as the subsidiary **Accudire**.*

*The synergies between the individual components of the CIRCLE Group have made it possible to expand the portfolio of solutions offered in the areas of IoT, Optimisation, Digital Twin, Big Data and Process Automation, and to strengthen the software products: **Milos**[®] - a suite aimed at all players in intermodal logistics such as inland terminals, port terminals, ports, MTOs and maritime agencies -, the Port Community System **Sinfomar**, the **Master SPED**[®] and **Milos**[®] **Global Supply Chain Visibility** solutions, dedicated respectively to freight forwarding and logistics and to trade and industry, as well as **Star Tracking**[®], an airport-to-airport tracking solution.*

*To complete the offer in the Supply Chain area, the so-called '**Federative Services**' able to make the migration of customers towards a digital business model more efficient and offered in cloud mode.*

*Through **Magellan Circle** (with offices in Porto and Brussels) and **Magellan Circle Italy**, Circle operates in the field of advocacy at European Institutions, supporting Public Bodies and Companies by identifying their*



positioning at a European level (**Strategic Communication and Advocacy**) and funding opportunities (**Eu Funding Accelerator**), with a vertical focus on Green Deal and energy transition issues.

The acquisition of the 51% of shares of **Cargo Start** in December 2022, a company specialising in the development and sale of innovative technological products and services for air cargo, allowed Circle to strengthen its offering in a rapidly expanding segment that is strategic to the **Connect 4 Agile Growth** industrial path.

Circle leads the **Log@Sea** business network, which is instrumental in enhancing the offer of advanced **Gate Automation** solutions aimed at port and intermodal nodes.

In December 2023, Circle subscribed to a capital increase equal to 20% of the share capital of ACCUDIRE, an Innovative Startup from Veneto that provides a **Collaborative Digital Platform** capable of helping players along global Supply Chains in the exchange of information and in the management of document flows accompanying goods shipments, starting first and foremost with the **e-CMR** (or electronic waybill, part of an international standard and transposition law just approved by the Italian Parliament).

Finally, in February 2024 Circle established the NewCo **NEXT Customs**, dedicated to digital customs optimisation services and functional to the continuation of initiatives aimed at the harmonisation of customs processes, a highly strategic area for the evolution of the **Connect 4 Agile Growth** path.

Circle S.p.A. has been listed on the Euronext Growth Milan market of Borsa Italiana since October 26, 2018 (alphanumeric code: CIRC; ISIN code ordinary shares: IT. 0005344996).

For more information

Circle S.p.A.

Registered office Via Giovanni Battista Pergolesi 26, 20124 Milano
Operational headquarters Piazza Borgo Pila 40 (Torre A interno 46), 16129 Genova
Investor Relations

Mail: ir@circletouch.eu | Mobile: +39 348 3067877

Media Relations: Image Building

Via Privata Maria Teresa, 11 20123 – Milano
Email: circlegroup@imagebuilding.it | Phone: +39 02 89011300

Euronext Growth Advisor: Integrae SIM S.p.A.

Piazza Castello 24, 20121 Milano
Mail: info@integraesim.it | Phone: +39 02 96 84 68