



PRESS RELEASE

COMMUNICATION OF CHANGE IN SHARE CAPITAL

Milan, January 8, 2025

CIRCLE S.p.A. (“**CIRCLE**” or the “**Company**”) - an Innovative SME listed on the Euronext Growth Milan market, heading the Group specialized in the process analysis and the development of solutions for the digitalization of the port and intermodal logistics sectors, as well as in the international consultancy on Green Deal and energy transition topics – announces the new composition of the share capital as a result of the subscription of the paid capital increase, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code, for a total countervalue of Euro 1,179,750 including share premium, and for no. 165.000 new ordinary shares without par value and with regular dividend rights (the ‘Capital Increase’; see press release dated December 23, 2024), in execution of the authority granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of June 27, 2024.

The following is the new composition of the share capital (fully subscribed and paid up) following the filing of the certificates, pursuant to Article 2444, paragraph 1, of the Italian Civil Code, with the competent Company Registry.

	Current share capital		Previous share capital		Change	
	Euro	shares n.	Euro	shares n.	Euro	shares n.
Total	321,055.00	4,781,865	310,000.00	4,616,865	11,055.00	165,000
Of which Ordinary shares (regular dividend rights, no par value, ISIN code IT0005344996)	321,055.00	4,781,865	310,000.00	4,616,865	11,055.00	165,000

Based on the communications received and the information available to the Company to date, the shareholders holding a stake of at least 5% or more (so-called ‘significant shareholders’) in the Company are as follows:



Significant shareholder	Shares n.	% of the share capital
Innotech S.r.l. ¹	2,157,276	45.11%
Alessandro Orsini ²	132,000	2.76%
Andrea Villani ²	132,000	2.76%
Treasury shares	42,900	0.90%
Eiffel Investment Group	514,800	10.77%
Market	1,802,889	37.70%
Total	4,781,865	100.00%

¹Company linked to Luca Abatello.

²Shareholders with voting syndicates

Pursuant to Article 26 of the aforementioned Euronext Growth Milan Issuers' Regulation, the names of the significant shareholders are also listed on the Company's website, on page <https://www.circlegroup.eu/it/investor-relations> in the 'Shareholder Information' section.

This press release is available in the Investor Relations section of the website www.circlegroup.eu and at 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**, **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 Extended Port Community System, 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**' are 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 owns 92% of **eXyond**, formerly Log@Sea business network, active in offering advanced **Gate Automation** solutions aimed at port and intermodal nodes. On December 27th, 2024, **eXyond** acquired the business unit owned by Telepass Innova S.p.A. (a subsidiary of Telepass S.p.A.). The Business Unit includes the Infomobility Business Unit (resulting from the merger by incorporation of the company InfoBlu S.p.A. into Telepass Innova) active in advanced traffic monitoring and management services on the Italian road and motorway network, and the Telematics Business Unit (resulting from the merger by incorporation of the company KMaster S.r.l. into Telepass Innova) active in the provision of telematics services, based on proprietary technology platforms, to companies operating in the logistics, transport and insurance sectors.

Circle subscribed to a capital increase equal to 21% 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 **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 further 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: circle@imagebuilding.it | Phone: +39 02 89011300

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

Piazza Castello 24, 20121 Milano

Email: info@integraesim.it | Phone: 02.80.50.61.60