



PRESS RELEASE

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Milan, April 14, 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 convening of the Ordinary Shareholders' Meeting for April 29, 2025 at 5.40 p.m., in first call, at the Company's operating offices in Genoa, Piazza Borgo Pila 40 (Tower A, internal 46), to discuss and resolve on the following

ORDER OF THE DAY:

- 1) examination and approval of Circle S.p.A. financial statements for the year ended December 31, 2024; presentation of the consolidated financial statements for the year ended December 31, 2024; related and consequent resolutions;
- 2) allocation of the year's profit; related and consequent resolutions.

SHARE CAPITAL COMPOSITION

The subscribed and paid-up share capital of Circle S.p.A. amounts to EUR 321,055.00, represented by 4,781,865 shares, with no par value. As of the date of this notice, the Company holds no. 74,910 treasury shares.

PARTICIPATION IN THE SHAREHOLDERS' MEETING

Pursuant to the law and the Articles of Association, shareholders for whom the Company has received, by the end of the third trading day prior to the date set for the shareholders' meeting (i.e. **April 24, 2025**), the appropriate communication issued by the authorised intermediary (the ‘**Intermediary Communication**’) which, based on its accounting records, certifies their entitlement to participate in the shareholders' meeting. This is without prejudice to the legitimacy to attend and vote if such Communication of the Intermediary is



received by the Company after the deadline indicated above, provided that it is received before the beginning of the meeting proceedings of the single call.

The Intermediary's Communication is made by the Intermediary on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the meeting (i.e. **April 16, 2025**). Credit or debit entries made on the accounts after this deadline are not relevant for the purpose of legitimising the exercise of the right to vote at the Shareholders' Meeting.

Pursuant to Article 13 of the Bylaws, the Company has decided to avail itself of the option (provided therein) to provide that the Shareholders' Meeting may also be held without the physical participation of shareholders, **and therefore also by telecommunication means**, provided that the collegial method and the principles of good faith and equal treatment of shareholders, as well as the other conditions set forth in the bylaws are respected. To this end, shareholders entitled to attend and vote at the Shareholders' Meeting may, as an alternative to physical participation, obtain the link to connect to the Shareholders' Meeting via video-audio conference, as permitted by Article 13 of the Bylaws, by sending a specific request to circle@pec.circltouch.eu, attaching to it a copy of the Intermediary's Communication as well as:

- (i) in the case of a shareholder who is a natural person, a copy of the identity document (identity card or passport);
- (ii) in the case of a shareholder who is a legal person, a copy of the identity document (identity card or passport) of the legal representative or of the person with the relevant powers to participate in the shareholders' meeting as well as a copy of the documentation proving the legal representation or the granting of the aforesaid powers to the participating party.

Without prejudice to the participation modalities also through telecommunication means, each shareholder who has the right to participate in the Shareholders' Meeting may be represented, pursuant to the law, by means of a written proxy, in compliance with the provisions of Article 2372 of the Italian Civil Code, by signing the proxy form available on the Company's website at the address: www.circlegroup.eu, in the section '*Investor Relations - Shareholders' Meetings*'. The proxy may be sent to the Company by registered mail with return receipt to Circle S.p.A., via Gustavo Fara 28, Milan (MI), or by electronic notification to the Certified Mail address circle@pec.circltouch.eu.

The Company will make the lists and their annexes available to the public, at least 6 (six) days prior to the date scheduled for the aforesaid Shareholders' Meeting, at the Company's



registered office and on its website at the address: www.circlegroup.eu, in the section 'Investor Relations - Shareholders' Meetings'.

INTEGRATION OF THE AGENDA AND RIGHT TO ASK QUESTIONS

For the exercise of the right to additions to the agenda and the right to ask questions before the Shareholders' Meeting, as provided for in Article 12 of the Articles of Association, please refer to the text of the Articles of Association itself published on the company's website at www.circlegroup.eu, in the 'Corporate Governance' section.

DOCUMENTATION

The documentation relating to the items on the agenda, as required by the laws in force, will be made available to the public within the terms of the law, at the Company's registered office and on the Company's website www.circlegroup.eu, in the section 'Investor Relations - Shareholders' Meetings' and on the website www.borsaitaliana.it, in the section 'Shares/Documents'.

This notice of call is published on the Company's website www.circlegroup.eu, in the section 'Investor Relations - Shareholders' Meetings' and on the website www.borsaitaliana.it, in the section 'Shares/Documents' and, in excerpts, in the daily newspaper Il Sole 24 Ore.

*Fondata a Genova nel 2012, **Circle S.p.A.** è la PMI Innovativa a capo di [CIRCLE Group](http://www.circlegroup.eu), il Gruppo specializzato nell'analisi e nello sviluppo di prodotti per l'innovazione e la digitalizzazione dei settori portuale e della logistica intermodale e nella consulenza internazionale sui temi del Green Deal e della transizione energetica.*

*Fanno parte del Gruppo le software companies **Info.era**, **NEXT Freight**, **Cargo Start**, **eXyond S.r.l.**, **Circle Garage**, le società di consulenza **Magellan Circle** e **Magellan Circle Italy**, **NEXT Customs**, nonché la partecipata **ACCUDIRE**.*

*I principali prodotti sono le differenti suite **Milos®** per i vari target, l'**Extended Port Community System**, le soluzioni **MasterSPED®** e **Milos® Global Supply Chain Visibility**, dedicate rispettivamente a spedizioni e logistica, commercio e industria, nonché **StarTracking®**, soluzione per il tracking airport-to-airport. Completano l'offerta in ambito Supply Chain, i "Servizi Federativi" **Milos®**, offerti in modalità cloud, in grado di rendere più efficiente la migrazione dei clienti verso un modello di business totalmente digitale.*

*Nella sfera delle attività del Gruppo Circle volte all'innovazione, **Milos® Intelligence** propone una serie di soluzioni avanzate che sfruttano le tecnologie di AI, per l'ottimizzazione, la simulazione e il Digital Twin a sostegno della trasformazione del processo decisionale favorendo la digitalizzazione dei sistemi.*

*Attraverso **Magellan Circle** e **Magellan Circle Italy**, il Gruppo opera nel campo dell'advocacy presso le Istituzioni europee, affiancando Enti Pubblici e Aziende, individuando il posizionamento a livello Europeo (**Strategic***



Communication and Advocacy) e le opportunità di finanziamento (**Eu Funding Accelerator**), con una verticalizzazione sui temi del Green Deal e della transizione energetica.

Con l'acquisizione di **Cargo Start**, società specializzata nello sviluppo e vendita di prodotti e servizi tecnologici innovativi per il cargo aereo, Circle ha rafforzato, inoltre, la propria offerta in un segmento in rapida espansione e strategico rispetto al percorso industriale **Connect 4 Agile Growth**.

Attraverso la controllata **eXyond S.r.l.** (92%), è attiva nell'offerta di soluzioni evolute di Gate Automation rivolte ai nodi portuali e intermodali, nei servizi avanzati di monitoraggio e gestione del traffico su rete stradale e autostradale italiana (**Infomobility**), e nell'offerta di servizi telematici (**Truck**), basati su piattaforme tecnologiche proprietarie, a favore di aziende operanti nei settori logistico intermodale e trasporti.

Inoltre, attiva Circle inoltre possiede il 21% del capitale sociale di ACCUDIRE, Startup Innovativa che fornisce una **Piattaforma Digitale Collaborativa** in grado di aiutare gli attori presenti lungo le Supply Chain globali nello scambio di informazioni e nella gestione dei flussi documentali, partendo in primis dall'**e-CMR** (o lettera di vettura elettronica) ed e-DDT.

Infine, attraverso **NEXT Customs**, attiva nei servizi digitali di ottimizzazione doganale e funzionale al proseguimento di iniziative finalizzate all'armonizzazione dei processi doganali, Circle copre anche questo ambito fortemente strategico per l'evoluzione del percorso **Connect 4 Agile Growth**.

Circle S.p.A. è quotata sul mercato **Euronext Growth Milan** di Borsa Italiana dal 26 ottobre 2018 (codice alfanumerico: CIRC; codice ISIN azioni ordinarie: 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