



PRESS RELEASE

CIRCLE: THE BOARD OF DIRECTORS RESOLVED TO SUBMIT TO THE NEXT GENERAL MEETING A PROPOSAL FOR A RESERVED CAPITAL INCREASE FOR ITALIAN QUALIFIED AND FOREIGN INSTITUTIONAL INVESTORS, WITH THE EXCLUSION OF THE OPTION RIGHT PURSUANT TO ART. 2441, FOURTH PARAGRAPH, SECOND PART, OF THE ITALIAN CIVIL CODE, FOR A MAXIMUM AMOUNT OF EURO 2,500,000 INCLUDING SHARE PREMIUM

THE PROCEEDS FROM THE CAPITAL INCREASE WILL BE CHANNELED TO SPEED UP THE DEVELOPMENT PLAN ACCORDING TO THE PATH OF “*CONNECT 4 AGILE GROWTH*” - STRATEGIC ROAD MAP 2024”

THE PRICE PER SHARE WILL BE THE HIGHEST OF EURO 3.2 AND THE 10% MORE THAN THE VOLUME WEIGHTED AVERAGE PRICE FOR CIRCLE SHARES RECORDED DURING THE 30 DAYS PRIOR TO THE PRICE DETERMINATION DATE

Genoa, May 10th, 2021

The Board of Directors of 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, during the conference call meeting held today, resolved to submit to the next General Meeting, convened on May 27th 2021 at 17:45 PM, a proposal for a reserved capital increase for a maximum amount of euro 2,500,000 including share premium, in cash and in divisible form, with the exclusion of the option right pursuant to art. 2441, fourth paragraph, second part, of the Italian Civil Code, by issuance of a maximum no. 660,660 (six hundred sixty thousand and six hundred and sixty) ordinary shares, without par value, having the same characteristics as those outstanding, with a final deadline for subscription set at June 30th 2021.

The investors to whom the proposed capital increase is reserved, already pre-identified, are both Italian qualified investors, with which to realize synergies also from the industrial point of view, both foreign institutional investors, with which to maximize synergies in the path of internationalization.

It should be noted that the aforementioned proposal for a capital increase with exclusion of pre-emptive right pursuant to Article 2441, paragraph 4, second part, of the Italian Civil Code, complies with the interim provision introduced by Law No. 120 of 11 September 2020 - which converted into law, with amendments, Decree No. 76 of 16 July 2020 on “*urgent measures for simplification and digital innovation*” (the so-called “*Simplification Decree*”) - pursuant to which, until June 30th 2021, companies whose shares are traded on



regulated markets or multilateral trading facilities may resolve capital increases in cash with the exclusion of pre-emptive rights within the limits of 20% of the pre-existing share capital, even the bylaws provides nothing in this respect, provided however that the shares value is consistent with the market value and this can be confirmed in a specific report issued by an auditor or auditing firm.

The proposal also provides for the delegation to the Board of Directors, as is normal practice for this kind of transaction, the power to set, within the timeframe and in the manner established by the Shareholders' Meeting, the exact issuance and subscription price, with an indication of the relative share premium, as well as the final number of shares to be offered for subscription. The subscription price of each share will be the highest of € 3.20 and the volume weighted average price of CIRCLE shares recorded on the market in the 30 calendar days prior to the date on which the price is determined, increased by 10%.

The Board of Directors also resolved to submit to the Shareholders' Meeting the proposal to issue a maximum of 660,660 (six hundred and sixty thousand six hundred and sixty) warrants to be assigned, at a ratio of 1 warrant for every 1 ordinary share, to all ordinary shares of the Company issued in the capital increase context, which will be not listed and traded on AIM Italia or any other regulated market or multilateral trading facilities.

To service the warrants, the Board of Directors resolved to submit to the Shareholders' Meeting a capital increase for a maximum nominal value of € 2,213.211 (two thousand two hundred and thirteen thousand two hundred and eleven), with no share premium, through the issue of up to 33,033 (thirty-three thousand three hundred and thirty-three) ordinary shares with no par value, with regular dividend rights, to be reserved exclusively for the exercise of the warrants by their respective holders.

The warrants will therefore be exercised after 3 (three) years from the date of issue, according to an exercise ratio of 1 new Circle S.p.A. share, with the same characteristics as those outstanding, for every 20 warrants held, at a strike price equal to the current accounting par value of Circle shares as of such capital increase resolution date (i.e. Eur 0.067).

The proceeds from the capital increase will be channeled to speed up the development plan according to the path of **“Connect 4 Agile Growth - 2024 Strategic Road Map”** (*please see press release dated 30th November 2020 and “Circle Investor Day - Investor Industrial 2024 Presentation - 2020 12 01” presentation at “Presentations and Researches” section at <https://www.circletouch.eu/investor-relations>*), focused on **four strategic guidelines**: product evolution of Milos®, MasterSped® and Sinfomar® consistent with their specific Road Maps, and of new “federative” services; EU services evolution, with particular regard to opportunities related to Next Generation EU; geographical expansion in target markets; pursuit of projects and strategic operations like “systematic M&As” to acquire



complementary services or to penetrate markets on which the Group's development strategy is focused.

The Board of Directors also resolved to submit to the approval of the General Meeting a plurality of amendments to the current Company bylaws required to:

- comply with new provisions set by Borsa Italiana concerning the amendments to AIM Italia Issuers Regulation.
- improve current wording of the bylaws. For more information on the proposed amendments to the bylaws, please refer to the report on each of the items on the agenda, which will be posted and made available under applicable laws and regulations.

ACG Advisors will act as *sole bookrunner* of the Placement, **LCA Studio Legale** acts as Issuer's legal advisor in the context of the transaction, while **Studio Palma Dottori Commercialisti e Associati** acts as tax advisor.

Circle's Annual General Meeting is convened on May 27th 2021 at 17:45 PM via a video-conference according to government regulations for COVID-19 Pandemic to discuss and vote on the following (integrated):

Agenda:

Ordinary Session

1. Approval of the Balance Sheet and presentation of the Consolidated Financial Statement at 31st December 2020. Allocation of the net profit for the year; inherent and consequent resolutions.
2. Appointment of the members of the Board of Directors of the Company for the period 2021-2023, after having established their number. Determination of the emolument of the members of the Company's Board of Directors; inherent and consequent resolutions.
3. Appointment of the members of the Board of Statutory Auditors; inherent and consequent resolutions.

Extra-ordinary Session

1. Proposal to amend the bylaws to comply with existing Regulations and new provisions set by Borsa Italiana concerning the amendments to AIM Italia Issuers Regulation. Inherent and consequent resolutions.
2. Proposal to increase the share capital, in cash and in divisible form, with the exclusion of option rights pursuant to Article 2441, fourth paragraph, second part,



- of the Italian civil code, by issuance of new ordinary shares; inherent and consequent resolutions.
3. Proposal for warrant issuance and approval of the relevant regulation; inherent and consequent resolutions.
 4. Proposal to increase the share capital, in cash and in divisible form, with the exclusion of option rights pursuant to Article 2441, fourth paragraph, second part of the civil code, to the service warrant exercise, by issuance of new ordinary shares; inherent and consequent resolutions.

The documents related to the agenda will be made publicly available on one national newspaper, at the company's registered office (via Bombrini 13/3), as well as on the website www.circletouch.eu as required by applicable laws.

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 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

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