

PATTERN, THROUGH ITS SUBSIDIARY SMT S.R.L. (SMT), FINALIZES CLOSING FOR ACQUISITION OF 100% OF UMBRIA VERDE MATTIOLI S.R.L. (UVM), AN UMBRIAN COMPANY SPECIALIZED IN THE PRODUCTION, PROCESSING AND MARKETING OF THIN AND SUPER THIN LUXURY KNITWEAR IN ITALY AND INTERNATIONALLY

Turin, 12 June 2024 – **Pattern S.p.A. (EGM:PTR)**, an Italian company set up in 2000 by **Francesco Martorella and Fulvio Botto**, one of the leading players in the **engineering, development, prototyping and production** of clothing lines for the world's most prestigious high-end brands in the catwalk segment and in men's and women's first lines, announces, following up on the press release published on 30 May 2024, **the finalized acquisition** today, through its subsidiary (80%) S.M.T. S.r.l. (**SMT**), of **100% of Umbria Verde Mattioli S.r.l. (UVM)**, an Umbrian company specialized in the production, processing and marketing of luxury knitwear, from the two founding partners Simone and Leonardo Mattioli (the "**Sellers**").

The **acquisition price** of **€ 20.0 million** was **paid by SMT** to the Sellers. This includes **€ 8.0 million** today, and **€ 3.0 million** to be paid in equal annual installments until the third anniversary following the execution date, contingent upon the Sellers' continued membership on UVM's Board of Directors. Lastly, **the remaining € 9.0 million of the consideration was offset** to subscribe for and fully pay off, also on today's date, the SMT share capital increase reserved for the Sellers, facilitating **their acquisition of a 10% minority stake in SMT**.

A shareholders' agreement was signed today by Pattern, Camer S.r.l. ("**Camer**"), Leonardo Mattioli and Simone Mattioli, as shareholders of SMT, which provides, inter alia, that: (i) SMT's Board of Directors be composed of 5 members, 3 of whom appointed by Pattern, 1 by Camer and 1 by Simone Mattioli; (ii) the Sellers' veto right as minority shareholders on certain shareholders' meeting matters; (iii) there be restrictions on the transfer of shares for SMT shareholders to ensure managerial stability for the company, and (iv) a subscription right between Pattern and the Sellers ("put" and "call" options) on all SMT shares held by the Sellers.

ACQUISITION OF 8% OF SMT'S SHARE CAPITAL FROM CAMER

In execution of the binding term-sheet signed on 30 May 2024, today Pattern acquired from Camer, a wholly-owned subsidiary of Stefano Casini, an 8% stake in the share capital of SMT. The acquisition was made for a total price of **€ 6.2 million**, without adjustment, of which: (i) **€ 1.2 million** paid to Camer today; and (ii) **€ 5.0 million** to be paid in five installments of **€ 1.0 million** each, to be paid over the five years following today's date by December 31 each year (the first installment to be paid by 31 December 2025).

Additionally, today: (i) SMT and Stefano Casini renewed the stability agreement governing Stefano Casini's role as SMT's CEO until the approval of the financial statements for the year ending 31 December 2028; and (ii) Pattern, Camer and Stefano Casini renewed (with amendments) the existing shareholders' agreement between Pattern and Camer (the "**Shareholders' Agreement**").

The Shareholders' Agreement provides (in conjunction with the Shareholders' Agreement signed as part of the UVM acquisition transaction), inter alia, that: (i) SMT's Board of Directors be composed of 5 members, of whom 3 appointed by Pattern, 1 by Camer and 1 by Simone Mattioli; (ii) the appointment

of Stefano Casini as SMT's CEO; (iii) Camer's veto right as a minority shareholder on certain shareholders' meeting and board matters; (iv) there be restrictions on the transfer of shares for SMT shareholders to ensure managerial stability for the company; and (v) a subscription right between Camer and Pattern ("put" and "call" options) on all SMT shares held by Camer.

Following the finalization of the above two transactions, **SMT is owned as follows:** i) 80% by Pattern; ii) 10% by Camer; iii) and the remaining 5% and 5% severally by Simone Mattioli and Leonardo Mattioli, respectively.

The transactions related to the acquisition of SMT's stakes from Camer and the Shareholders' Agreement (including the put & call options) were assessed overall as "related party transactions of greater significance" pursuant to the provisions of the Procedure for Related Party Transactions, since Stefano Casini, holder of the entire share capital of Camer, is a member of Pattern's Board of Directors and SMT's CEO. The Company has published on its website <https://www.patterngroup.it/it/investors/governance/documents> the Disclosure Document, prepared in accordance with Article 11 of the Procedure for Related Party Transactions.

Instead, the transaction related to the stability agreement signed by SMT and Stefano Casini was assessed overall as a "related party transaction of lesser significance" pursuant to the provisions of the Procedure for Related Party Transactions.

ADVISORS

Pattern S.p.A. and Camer S.r.l. were assisted by Gianni & Origoni and Pedersoli Gattai law firms, respectively. Società Manifattura Tessile S.r.l. was assisted by Grimaldi Alliance for corporate and contractual matters, and by Studio Baldi & Partners of Reggio Emilia for legal, accounting and tax due diligence. Selling partners Simone and Leonardo Mattioli and Umbria Verde Mattioli S.r.l. were assisted by PwC TLS Avvocati e Commercialisti for corporate and contractual matters, by STPG Scouting Capital Advisors as financial advisor and Certified Public Accountant, and by Dr. Francesco Giuliani for tax aspects. Intesa Sanpaolo IMI Corporate e Investment Banking acted as financial advisor in the Umbria Verde Mattioli acquisition transaction.

About Pattern Group:

Pattern Spa is a leading company in prototyping, engineering and production of fashion show collections for the most important international luxury fashion brands. The company, founded in 2000 by Franco Martorella and Fulvio Botto, and joined in 2012 by CEO Luca Sburlati, began in 2017 a structured growth process, which ended in 2022 with the creation of the **Italian Hub of Luxury Fashion Engineering and Production**. Following the listing on the Euronext Growth Milan Market of Borsa Italiana in 2019, Pattern continued its strong growth by external lines with the acquisition of 10 companies, each leader in Engineering and Production in the luxury fashion segment. Pattern Group is therefore present today with **12 companies** (13 locations) in **7 regions of the Italian territory**, and is positioned on the **main luxury product categories** (men's and womenswear, clothing and accessories, still fabric, knitwear and leather goods) starting from the **Research and Engineering phase up to Production**. Pattern Spa is also the first Italian company in the sector to have obtained the **SAB800/Social Accountability Certification** in 2013 and an **ESG Rating** from 2019, confirming the company's strategic choice to invest in sustainability, technology and human resources.

<https://www.patterngroup.it/>

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