



PRESS RELEASE

CIRCLE GROUP: THE SHAREHOLDERS' MEETING APPROVED 2023 FINANCIAL STATEMENT

- Consolidated EBITDA increased to 3.2 million euros with an EBITDA margin of 24%
- Consolidated EBIT doubled to 2.05 million euros (1 million euros in 2022; +106%)
- Consolidated net profit more than doubled to 1.7 million euros (0.8 million euros in 2022; +102%)

APPROVED THE NEW BUYBACK PLAN FOR THE PURCHASE AND DISPOSAL OF TREASURY SHARES

STOCK GRANT PLAN "CONNECT 4 AGILE GROWTH 2027" APPROVED

BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS APPOINTED FOR THE FISCAL YEARS 2024 - 2026

Milan, 29^h April 2024

The Shareholders' Meeting of [CIRCLE S.p.A.](#) ("*CIRCLE*" or "*the Company*") - an Innovative SME listed on the Euronext Growth Milan market organized and managed by Borsa Italiana S.p.A. - leading the eponymous Group specialized in process analysis and development of solutions for digitalization in the port and intermodal logistics sector, as well as international consultancy on Green Deal and energy transition issues - convened today for its ordinary and extraordinary session under the chairmanship of Luca Abatello at the operational headquarters of the Company in Genoa, Piazza Borgo Pila 40.

Examination and approval of the annual financial statements of Circle S.p.A. closed on December 31, 2023; presentation of the consolidated financial statements for the year ended December 31, 2023

The Assembly reviewed the Consolidated Financial Statements as of December 31, 2023; below are the main figures:

Value of Production amounts to Euro 13.2 million (Euro 10.9 million as of 31/12/2022), representing a 22% growth.

EBITDA amounts to Euro 3.2 million (Euro 2 million as of 31/12/2022) with an EBITDA Margin of 24% (18% as of December 31, 2022).

EBIT is Euro 2 million (Euro 1 million as of 31/12/2022), representing a 160% growth.



Net Profit stands at Euro 1.7 million (Euro 0.8 million as of 31/12/2022), representing a 102% growth.

Net Financial Position is positive (cash positive) and amounts to Euro 1.7 million (Euro 1.8 million as of 31/12/2022).

Adjusted Net Financial Position (including receivables from the European Union, structurally deferred due to community regulations) is positive at Euro 4.1 million (Euro 2.9 as of 31/12/2022).

Equity amounts to Euro 10 million (Euro 8.3 million as of December 31, 2022).

The Assembly subsequently examined and approved the financial statements of Circle S.p.A. as of December 31, 2023; below are the main figures:

The **Production Value** amounts to Euro 6.3 million (Euro 5.1 million as of December 31, 2022), representing a 22% growth.

EBITDA amounts to Euro 1.8 million (Euro 1 million as of December 31, 2022), marking an 80% increase.

EBIT stands at Euro 1.3 million compared to Euro 0.5 million as of December 31, 2022, showing a 183% growth

Net Profit amounts to Euro 1.1 million, compared to Euro 0.4 million as of December 31, 2022, representing a 151% growth

Net Financial Position is positive (cash) at Euro 0.6 million (positive for 0.6 Euro million as of December 31, 2022).

Equity amounts to Euro 8 million (Euro 7 million as of December 31, 2022).

Allocation of the profit for the fiscal year

The Assembly resolved to allocate the profit of Euro 1,097,085 to retained earnings.

Authorization for the purchase and disposal of own shares by the Company pursuant to articles 2357 and following of the Civil Code

The Assembly discussed and approved the proposal of the Board of Directors for authorization, pursuant to and for the purposes of articles 2357 et seq. of the Civil Code, for the purchase and subsequent disposal of own shares.



The initiative aims to provide the Company with a useful strategic investment opportunity for any purpose allowed by current European and national regulations, including purposes envisaged in Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, hereinafter "**MAR**") and related implementing provisions, where applicable, and in market practices admitted pursuant to Article 13 MAR, for the following purposes, by way of example and not exhaustive:

- supporting the liquidity of the shares themselves in compliance with the criteria set by regulations, including regulatory ones, by carrying out, through the use of intermediaries, any investment operations also to contain anomalous movements in quotations, to regularize the course of trading and prices, thus favouring the regular conduct of trading outside the normal variations linked to market trends;
- in the efficient use of the Company's liquidity from a medium and long-term investment perspective;
- allowing purchases of shares from beneficiaries of any stock option plans and/or in the possibility of implementing stock grant plans (including the Stock Grant Connect 4 Agile Growth 2027 Plan);
- in the use of shares in operations related to characteristic management or projects consistent with the Company's strategic lines, in relation to which there is an opportunity for share exchanges;
- in being able to dispose of own shares, in line with the strategic lines that the Company intends to pursue, as consideration in the context of any extraordinary operations, such as, by way of example and not exhaustive, acquisitions, mergers, spin-offs, etc., and/or for other uses considered of financial/management and/or strategic interest for the Company itself, including the exchange of interests with other parties as part of operations of interest to the Company.

The authorization granted gives the Board of Directors the authority to make the purchase, in one or more tranches, in an amount freely determined by the Board of Directors itself, up to a maximum number that, considering the Circle shares held by the Company and by companies controlled by it, does not exceed 20% of the Company's capital and for a maximum consideration, in any case, of EUR 4,000,000.

Purchases must be made in compliance with Article 25-bis of the Euronext Growth Milan Issuers Regulation and within the limits of distributable profits and/or available reserves resulting from the last regularly approved balance sheet at the time of each transaction, provided that, pursuant to Article 2357, paragraph 1, of the Civil Code, only fully paid-up shares may be purchased.

It was also resolved that the purchase of own shares operations be carried out on the multilateral trading system Euronext Growth Milan at a consideration neither lower nor higher by more than 15% compared to the reference price recorded by the share in the last trading session preceding each individual transaction, in compliance with the trading conditions established in Article 3, paragraph 2, of Delegated Regulation (EU) 2016/1052, in implementation of MAR, and in



particular: (i) the shares cannot be purchased at a price higher than the highest price between the price of the last independent transaction and the price of the current independent purchase offer in the trading venue where the purchase is made; (ii) it will not be possible to purchase on any trading day a volume of shares exceeding 25% of the average daily volume of Circle shares traded in the 20 trading days preceding the purchase dates.

The authorization is granted for a period of 18 (eighteen) months, from today's shareholders' meeting resolution. Within the period of validity of the authorization granted, the Board of Directors may proceed with the purchase transactions in one or more times and at any time, to an extent and timing freely determined in compliance with applicable regulations, in any manner permitted by current regulations (Article 144-bis of the Issuers Regulation) and with the gradualness deemed appropriate in the Company's interest, while the authorization for the disposal of own shares purchased and/or already owned by the Company is requested without time limits, pursuant to current provisions, and to allow the Board of Directors to avail itself of maximum flexibility, also in terms of timing, to carry out the acts of disposal of own shares.

As for the acts of disposal and/or use of own shares, purchased based on this proposal or otherwise in the Company's portfolio, they may be carried out, under the conditions and within the limits of the law, pursuant to Article 2357-ter of the Civil Code, at any time, in whole or in part, by alienating them on the market, in blocks or otherwise off-market or by transferring any real and/or personal rights relating to them (including, by way of example only, securities lending), even before having exhausted the quantity of own shares that can be purchased.

As of today's date, the Company holds n. 29,700 own shares in the portfolio, corresponding to 0.74% of the share capital.

"Stock Grant Connect 4 Agile Growth 2027" plan is a plan of incentive involving ordinary shares of Circle S.p.A.

Afterwards, the Assembly discussed and resolved to adopt the stock grant plan named "Stock Grant Connect 4 Agile Growth 2027" (the "**Plan**") to be allocated to individuals who hold pivotal roles for the Company and the Group (the "**Beneficiaries**," whose identification is the responsibility of the Board of Directors).

The Plan aims to strengthen the sharing of strategic objectives between the Company and its "key" resources, fostering increasing involvement, awareness, and coordination, as well as medium to long-term incentivization and retention.

This plan unfolds over a three-year period and allows Beneficiaries to earn rights, each of which entitles them to receive, at no cost, one ordinary share of the Company, up to a maximum of a total of 120,000 shares, in proportion to the achievement of certain objectives related to Group growth. These objectives include factors such as profitability, growth of proprietary products and innovative projects, people engagement, and talent management, considering that for a highly



innovative, international company that anticipates trends, the satisfaction and retention of key personnel are crucial elements.

The allocation of rights to Beneficiaries will be carried out by the Company's Board of Directors in three tranches, all subject to the same vesting period, which will expire at the end of the three-year duration of the Plan (i.e., June 30, 2027).

The ordinary shares of Circle, allocated to each Beneficiary under the Plan, will be subject to a 12-month lock-up period starting from the respective allocation date.

For further information about the Plan, reference is made to the regulation made available to the public through the storage mechanism of Borsa Italiana, on the Company's website at www.circlegroup.eu under the "Investor Relations, Shareholders' Meetings" section.

Free capital increase pursuant to Article 2349 of the Italian Civil Code in support of the "Stock Grant Connect 4 Agile Growth 2027" Plan

Furthermore, the extraordinary assembly resolved on a free capital increase, pursuant to and for the effects of article 2349 of the civil code and article 5 of the company's bylaws, on a divisible basis and to be executed in multiple tranches, by the final deadline of June 30, 2027, for a maximum amount of nominal Euro 8,055, through the allocation to capital of a corresponding amount of the aforementioned reserves, with the issuance of a maximum of 120,000 ordinary shares without indication of nominal value, with regular entitlement, having the same characteristics as those in circulation, at an issuance value equal to the implicit book value of the company's shares, to be entirely allocated to share capital, to be allocated in support of the Plan.

Therefore, the Plan, if satisfied through the execution of the free capital increase pursuant to article 2349 of the civil code, will have dilutive effects. In particular, if all 120,000 maximum shares are issued, the maximum dilution will be 2.9% (without taking into account any changes to share capital subsequent to the current date).

It is noted that the Plan, in any case, at the discretion of the Board of Directors, may also be executed through the allocation of own shares possibly purchased and/or held by Circle pursuant to the authorization that may be resolved pursuant to articles 2357 et seq. of the civil code.

Free capital increase, pursuant to Article 2442 of the Italian Civil Code, for the amount of Euro 1,667.57, without issuance of new shares

In order to round up the share capital to the nearest thousand euros, the extraordinary assembly resolved to delegate, pursuant to Article 2443 of the Italian Civil Code, the Board of Directors to increase, free of charge, pursuant to Article 2442 of the Italian Civil Code, by September 30, 2024,



the share capital by the maximum nominal amount of Euro 1,667.57 (one thousand six hundred sixty-seven point fifty-seven), without issuing new shares and with a proportional increase in the value of the implicit book value of the shares already in circulation, by allocating to capital the corresponding amount of Euro 1,667.57 (one thousand six hundred sixty-seven point fifty-seven) of the reserve duly recorded in the balance sheet for the year ended December 31, 2023, under the item "reserve for share premium," which, as a result of the resolution, will decrease by the same amount.

It is clarified that this free capital increase will occur without the issuance of new shares, but with a proportional increase in the value of the implicit book value of the shares already in circulation, thus leaving unchanged the percentage of each shareholder's participation in the share capital.

Appointment of the Board of Directors

The ordinary assembly resolved to:

- determine the number of members of the Board of Directors as 3 (three);
- determine the term of office of the Board of Directors as 3 (three) financial years, ending on the date of the assembly convened to approve the financial statements as of December 31, 2026
- appoint the following individuals as members of the Board of Directors:
 - Luca Abatello, with the position of President;
 - Alexio Picco, with the position of Director;
 - Giorgio Finadri, with the position of independent director.
- set the total gross annual compensation for all members of the Board of Directors, including those holding special positions, at Euro 9,000, to be divided among the members by the Board of Directors itself.

The newly reappointed **President Luca Abatello** stated "*We are finally entering the core of the Italian PNRR and the European Next Generation EU, in the phase where the digitalization of transport documents, the federation of platforms, and the dematerialization and smart transformation of customs processes and import/export flows of companies will make a difference: and these have always been the three pillars of our Connect 4 Agile Growth Plan*".

Following today's assembly, the Board of Directors, in compliance with the provisions of Article 6-bis of the Euronext Growth Milan Issuers Regulation, based on the information provided, also in light of the policy on quantitative and qualitative criteria to be considered for the evaluation of independence, adopted today, positively assessed the independence of Dr. Finadri.



Appointment of the Board of Statutory Auditors

The ordinary assembly resolved to:

- appoint as members of the Board of Statutory Auditors:

Regular Auditors:

- Vincenzo Campo Antico, Chairman of the Board of Statutory Auditors;
- Silvio Sartorelli;
- Lorenzo Bandettini;

Alternate Auditors:

- Andrea Chiodi;
 - Simona Reggiani;
- determine the gross annual compensation for the Chairman of the Board of Statutory Auditors at Euro 7,500;
 - determine the gross annual compensation for each of the other two regular auditors at Euro 5,000.

Statutory Amendments

The extraordinary assembly **approved the amendment of the current text of the articles of association**, in order to incorporate what was communicated by Borsa Italiana S.p.A. ("**Borsa Italiana**") in Notice No. 31776 (rebranding of the market as Euronext Growth Milan) and Notice No. 43747, regarding the assessment of the independence requirements for independent directors.

Documentation Deposit

The minutes of the assembly will be made available to the public on the Company's website at www.circlegroup.eu in the "Investor Relations, Shareholders' Meetings" section, in accordance with the terms and conditions prescribed by current regulations.

The annual financial report for the fiscal year 2023 is available on the Company's website in the "Investor Relations, Financial Statements and Reports" section.

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



Established in Genoa in 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 and in international consultancy with a focus on the Green Deal and energy transition topics.

Besides Circle, the Group comprises software houses **Info.era**, **Progetto Adele (now NEXT Freight)** and **Cargo Start**, purchased respectively at the end of 2017, in July 2019 and December 2022, as well as consulting companies **Magellan Circle** and **Magellan Circle Italy**, and NewCo **NEXT Customs**.

Synergies between each component within the Group have allowed it to expand the portfolio of solutions in the fields of IoT, optimization, 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 – the Port Community System **Sinfomar**, **Master SPED®** and **Master TRADE®** solutions – respectively dedicated to shipping and logistics and to commerce and industry, and **Star Tracking®** solution for airport-to-airport tracking.

Conceived to make migration of customers to a digital business model, **Federative services** provide in cloud and pay-per-use mode, more efficient, complete Circle's services for the Supply Chain.

With **Magellan Circle** and **Magellan Circle Italy**, Circle supports Public Entities and Companies, by identifying their positioning at a European level (**Strategic Communication and Advocacy**) and funding opportunities (**EU Funding Accelerator**), with a strong verticalization on **Next Generation EU Recovery Fund**.

The purchase, in December 2022, of 51% of **Cargo Start**, specialized in the development and sale of innovative technological products and services for air cargo, CIRCLE Group can strengthen its offer in a rapidly expanding and strategic segment for **2024 Connect 4 Agile Growth** roadmap.

Circle leads the network of enterprises [Log@Sea](#), enhancing its evolved solutions for the **Gate Automation** of ports and intermodal hubs.

Circle signed in December 2023 an agreement for the acquisition of 20% of the share capital of [ACCUDIRE](#), Innovative Venetian startup providing a **Collaborative Digital Platform** which helps various players of the global Supply Chain manage the document flows accompanying the shipments of goods, starting from the **e-CMR**.

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

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



For more information

Circle S.p.A.

Registered office Via Giovanni Battista Pergolesi 26, 20124 Milan
Operational headquarters Piazza Borgo Pila 40 (Torre A interno 46), 16129 Genoa
Nicoletta Garzoni, *Investor Relations & PR*
Mail: ir@circletouch.eu | Mobile: +39 339 2367218

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

Piazza Castello 24, 20121 Milan
Mail: info@integraesim.it | Phone: +39 02 96 84 68 64