

PRESS RELEASE

**SOMEC: CAPITAL INCREASE RESERVED TO VIS S.R.L.
APPROVED TO STRENGTHEN THE GROUP'S EQUITY**

The capital increase is in partial execution of the mandate granted by the Shareholders' Meeting on April 29, 2021

San Vendemiano (Treviso), May 23, 2025 – The Board of Directors of Somec S.p.A. ("**Somec**" or the "**Company**") (Euronext Milan: SOM), specialising in the design, production and installation of complex turnkey civil and naval projects, met today under the chairmanship of Oscar Marchetto and, following the announcement dated March 27, 2025, resolved – in partial execution of the mandate granted by the Shareholders' Meeting on April 29, 2021 – to carry out a capital increase against payment and in indivisible form, with the exclusion of option rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, for a total amount of Euro 6,110,000.00 including share premium (the "**Capital Increase in Kind**"). The Capital Increase in Kind reflects the majority shareholder's intention to reinforce the Group's equity and is part of the amended loan agreement entered into between Somec and BNL BNP Paribas, Intesa Sanpaolo, and UniCredit. The effectiveness of such agreement, formalized on March 27, 2025 – as disclosed in the press release issued on the same date – was expressly subject, as a condition subsequent, to the completion of the Capital Increase in Kind by June 30, 2025.

The Capital Increase in Kind is reserved for subscription to VIS S.r.l. ("**VIS**"), a company wholly owned by the Company's majority shareholder, Venezia S.p.A., and will be paid in by the latter through a contribution in kind of the leasing contract currently in place between VIS and BCC Leasing S.p.A., relating to the property serving as Somec's headquarters, which is currently leased by VIS to Somec.

The Capital Increase in Kind provides for the issuance of a total of 381,875 ordinary shares, with no par value, representing 5.53% of Somec's share capital prior to increase, with regular dividend rights and the same characteristics as those already outstanding, will be issued at an issue price of Euro 16.00 per share. The fairness of the issue price was assessed by the audit firm, which issued its opinion pursuant to Article 2441, paragraph 6, of the Italian Civil Code and Article 158 of Legislative Decree No. 58/1998.

For the purposes of the Capital Increase in Kind, the leasing contract was valued by an independent expert appointed pursuant to Article 2343-ter, paragraph 3, letter b) of the Italian Civil Code.

As a significant related party transaction, the Capital Increase in Kind was previously submitted to the Company's Related Parties Committee, which issued a favourable opinion in accordance with applicable regulations and the related parties' procedure (RPT Procedure) adopted by Somec.



Pursuant to Article 2443, paragraph 4, of the Italian Civil Code, the Capital Increase in Kind may not become effective before the expiry of 30 days from the registration of today's resolution with the competent Companies Register. The new Somec shares will be admitted to trading on Euronext Milan.

Documentation relating to the Capital Increase in Kind

The Board of Directors' Report, the fairness opinion issued by the audit firm regarding the issue price of the new shares, and the report of the independent expert on the value of the leasing contract are made available concurrently with this press release on the Company's website (www.somecgruppo.com) and through the authorized storage mechanism 1Info. (www1info.it).

In accordance with Consob Regulation on related party transactions, the Company will also publish, within the statutory deadlines, the information document relating to the transaction, prepared pursuant to Article 5 and Annex 4 of the RPT Regulation.

///

Somec

The Somec Group specializes in the engineering, design and deployment of complex turnkey projects in the civil and naval sectors, operating through three Business Units: Horizons: Engineered Systems for Naval Architecture and Building Façades; Talenta: Professional Kitchen Systems and Products; and Mestieri: Design and Production of Bespoke Interiors.

The Group's companies operate in an integrated and synergistic way, according to strict quality and safety standards and guaranteeing a high degree of customization and specific know-how on the processing of different materials, which is a fundamental requirement in high value-added projects.

In over 40 years of history and by relying on rigorous certification and accreditation processes, Somec has achieved a reputation for quality and operational and financial reliability on a global scale.

Headquartered in San Vendemiano, Treviso, the Group is present in 12 countries and 3 continents, employing over 1,000 people and with revenues of 383 million Euro in 2024.

Contact info

Press Office:

Thanai Communication Advisors

Thanai Bernardini

me@thanai.it | + 39 335 7245418

Alessandro Bozzi Valenti

alessandro.valenti@thanai.it | + 39 348 0090866

Elisa Toma

elisa.toma@thanai.it | + 39 320 2840704

Investor Relations:

TWIN

Mara Di Giorgio | +39 335 7737417

Alessandra Capuzzo | +39 333 5461162

somec@twin.services