

## PRESS RELEASE

**SOLIDWORLD GROUP: BOARD CALLS EXTRAORDINARY SHAREHOLDERS' MEETING  
FOR NOVEMBER 13, 2024**

*Treviso, October 28, 2024 – SolidWorld Group S.p.A.*, a company listed on the Euronext Growth Milan market (ticker S3D) and head of the Group leader in the sectors of industrial 3D design and printing technologies, 3D bio-manufacturing and latest generation machinery lines for photovoltaic panel production, announces that **the Board of Directors has called the Ordinary and Extraordinary Shareholders' Meeting** for November 13, 2024 at 10AM, through telecommunications means.

The matters on the agenda are as follows:

**Shareholders' Meeting****Appointment of a member of the Board of Directors following co-option pursuant to Article 2386, paragraph 1, of the Civil Code**

On September 30, 2024, the Board of Directors approved the appointment by co-option of Mr. Michele Pellegrini as a new Independent Director of the Company, who will cease to act as an Independent Director as of the next appropriate Shareholders' Meeting called following the appointment.

The Shareholders' Meeting will be called upon to consider the confirmation of the co-opted director to the position by statutory majority, or the appointment of a differing director, ensuring a composition of the Board that complies with the law and the By-Laws.

However, the Board of Directors proposes to confirm the co-opted director Mr. Michele Pellegrini as an Independent Director of the Company until the conclusion of the terms of the other directors currently in office and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2024.

For further details, please refer to the Directors' Explanatory Report, which will be made available to the public by the statutory deadline, at [www.solidworldgroup.it](http://www.solidworldgroup.it) "Investor/Governance" section, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), "Shares/Documents" section.

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**Extraordinary Shareholders' Meeting**

- 1) Divisible and progressive share capital increase by issuing ordinary shares with no indication of par value**
  - a) to be paid in cash, for a **total amount of up to Euro 5,000,000.00**, including any share premium, as a rights issue to holders of ordinary shares in proportion to the number of shares held;
  - b) **up to a maximum of Euro 100,000.00 to be allocated for the awarding of "bonus shares"** to entitled parties.

In particular, the Board of Directors considers it appropriate to propose a **capital increase** transaction to the shareholders in **order to raise new financial resources to be allocated to**

strengthening the production capacity of the **bio-medical pillar**, as well as the creation of a sales and distribution network for the Electrosider bio-printer on the international market.

Following the previous capital increase successfully concluded in July, with a portion earmarked for the construction of a cellular analysis laboratory (ensuring that outside facilities shall no longer be necessary for testing activities), **today's proposed transaction is to provide a major boost to the growth of the biomedical business.**

The new shares arising from the Capital Increase will exclusively be Company ordinary shares, with no par value, which will have the same dividend rights as the currently outstanding ordinary shares and will be admitted to trading on the **Euronext Growth Milan** together with the Company's currently outstanding ordinary shares, according to the applicable timeframes and rules.

The Capital Increase will have the requirement of divisibility while maintaining, therefore, effectiveness even if partially subscribed and only for the part subscribed.

The final subscription deadline for the Capital Increase is **December 31, 2025**.

**The issue price** of the new ordinary shares will be determined by the Company's Board of Directors, within the maximum aggregate amount, close to the start of the rights offer period of the capital increase, taking into account, among other matters, the general market conditions and the share price performance, and considering international market practice for similar transactions, including the possibility of applying a discount to the ordinary shares, calculated in accordance with current methodologies, based on the stock market prices on the day of said determination or, where not available, on the previous trading day.

**Prime S.r.l.**, a company of the Chairperson of the Board of Directors Roberto Rizzo, and Vice Chairperson Marco Calini **through AL.ca S.r.l.** and the shares held directly, have waived the allocation of option rights in relation to the multi-voting shares they hold; the capital increase will be addressed exclusively at the holders of ordinary shares.

Any ordinary shares that may remain unopted following the exercise of the option right will be placed in accordance with applicable regulations by the Company's Board of Directors by no later than December 31, 2025.

### **Warrants**

Holders of "2022-2025 Solid World Warrants" shall have the right to subscribe to the converted shares, including before and/or outside the exercise periods governed by the Warrant Regulation.

The additional period for the holders of the "2022-2025 Solid World Warrants" provided for in Article 7.1(a) of the Warrant Regulation is granted before the commencement of the offer related to the rights issue capital increase.

In addition, the rights issue capital increase may result in the need to adjust the subscription price of the converted shares, pursuant to Article 6.1(a) of the Warrant Regulation.

### **Bonus Shares**

As an incentive, it is provided that the subscribers to the rights issue capital increase, who have maintained uninterrupted full ownership of the ordinary shares subscribed until the end of the **6th (sixth) calendar month** following the date referred to in article 2444, paragraph 1, of the civil code, will be entitled to the allocation, without further outlay, of ordinary shares of the company as bonus shares, having the same characteristics as those already in circulation and regular dividend entitlement, in the amount of **1 bonus share for every 5 ordinary shares subscribed under the rights issue capital increase**, rounded down to the nearest whole number and without any cash compensation for any remainder that may arise.

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**2) Proposed amendments to (a) Article 18 of the By-Laws, concerning the manner of participation at the Shareholders' Meetings through the Designated Agent, and (b) Article 25 of the By-Laws, concerning meetings of the Board of Directors.**

The Board of Directors also proposes the amendment of (i) Article 18 (Attendance and Representation) of the By-Laws to allow Shareholders' Meetings to be held also exclusively through the participation of the Designated Agent; and (ii) Article 25 (Meetings of the Board of Directors) of the By-Laws to allow Board of Directors meetings to be held also exclusively through telecommunication means.

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**Documentation**

The documents concerning the proceedings of the Shareholders' Meeting will be made available to the public at the registered office, on the Company's website [www.solidworldgroup.it](http://www.solidworldgroup.it), "Governance/Shareholders' Meetings" section, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), "Shares/Documents" section, as per the legal timeframes.

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This press release is made available at [www.solidworldgroup.it](http://www.solidworldgroup.it) and at [www.1info.it](http://www.1info.it).

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**SolidWorld Group S.p.A.** is the parent of a group of 10 companies operating in the industrial, biomedical and solar areas founded in the early 2000s by engineer Roberto Rizzo. Listed since July 6, 2022 on the Euronext Growth Milan segment of Borsa Italiana (ticker S3D), the Group is a leading developer and integrator of the latest and most comprehensive digital 3D software and hardware for manufacturing companies, supporting and accelerating their journey to Industry 5.0. Thanks to SolidWorld, all stages of production - as far as sale and recycling - are integrated using technologies that make the production process faster and more sustainable and efficient. It operates through 16 offices and 3 technology hubs and has over 220 employees and more than 10,000 client enterprises. In 2023, the Group began mass production of Electrosnake, a 3D bioprinter capable of reproducing human cell tissues and organs. The acquisition of Valore BF 3d S.r.l. was finalized in 2023, which SolidWorld saw acquire a new client base. In 2023 it completed the transfer of a technology business unit from Formula E S.r.l., a company of the Vismunda S.r.l. Group, a world leader in automation for equipment focusing on the renewable energy sector which enabled SolidWorld Group to enter the solar market. The SolidWorld Group reported revenues of Euro 30.9 million in H1 2024, with a value of production of Euro 40.1 million and EBITDA of Euro 6.3 million. [www.solidworldgroup.it](http://www.solidworldgroup.it)

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