

**Franchetti S.p.A.: Extraordinary and Special Shareholders' Meetings resolve to increase the votes allocated to multi-vote shares from 3 to 10**

**Extraordinary Shareholders' Meeting resolves to grant the Board of Directors the authority to increase the share capital by a maximum of €10 million**

Arzignano (VI), July 1, 2024 – The Extraordinary and Special Shareholders' Meeting sessions of **Franchetti S.p.A.** (Ticker BIT: FCH), a company listed on the Euronext Growth Milan segment of the Italian Stock Exchange and parent of the multinational software development and engineering design Group aimed at safety and predictive scheduling of maintenance activities on infrastructural network structures, particularly bridges and viaducts, met today under the chairmanship of Paolo Franchetti.

The Extraordinary Meeting has approved:

- by majority of the shareholders present (with the 98,000% of the voting rights present in the meeting equal to 93,547% of the total voting rights) the proposal to increase the number of votes allocated to multi-vote shares issued by the Company, from 3 to 10 votes.
- the allocation to the Board of Directors of a power to increase the paid-in share capital, also excluding option rights for a maximum total amount of €10,000,000.00 (10 million point zero zero), including any share premium.
- the amendment to Article 5 of the Company By-Laws, as well as articles 13, 14 and 19.

The Special Meeting has approved by majority of the shareholders present (with the 92,706% of the voting rights present in the meeting equal to 78,993% of the total voting rights) pursuant to Article. 2376 of the Civil Code the proposal to increase the number of votes allocated to multi-vote shares issued by the Company, from 3 to 10 votes.

**Extraordinary Shareholders' Meeting**

Approved the proposal to increase the number of votes allocated to multi-vote shares issued by the Company, from 3 to 10 votes. Amendment of Article 5 of the By-Laws

**Headquarters**

**Franchetti spa**  
 Piazzale della Vittoria 7  
 I-36071 Arzignano/Vi  
 Tel. +39 0444 671443  
 Fax +39 0444 456336  
 PI. 03835470240  
 info@franchetti.tech  
 franchetti.tech

Certified by:



The Extraordinary Shareholders' Meeting of Franchetti S.p.A. resolved by majority of the shareholders present (with the 98,000% of the voting rights present in the meeting equal to 93,547% of the total voting rights) to amend Article 5 of the By-Laws, **approving the proposal to increase the number of votes allocated to the multi-vote shares issued by the Company from 3 to 10 votes**, as allowed by the new paragraph 4 of Article 2351 of the Civil Code.

It should be noted that the condition upon which the effectiveness of the resolution to amend the By-Laws was subject (that the votes cast at the Shareholders' Meeting by the opposing shareholders are not more than 50% plus one share of the ordinary voting shares other than those held by Franchetti Holding S.r.l.) was verified.

The approval of the aforementioned amendment to the By-Laws gives rise to the **right of withdrawal of shareholders** who did not participate in the adoption of the relevant resolution pursuant to Article 2437, paragraph 1, letter g), of the Civil Code, at a liquidation value per share determined by the Board of Directors at Euro 5.56 (five point fifty-six) **to be exercised within 15 calendar days following** the registration of the Shareholders' Meeting resolution with the competent companies register. The Company will promptly notify the filing of the resolution.

In addition, it should be recalled that the effectiveness of the resolution to amend the By-Laws is subject to an additional condition, unless the Board of Directors waives such within 30 days from the verification of its occurrence in view of the Company's interest in the pursuit of the amendments to the By-Laws: **the possible exercise of the right of withdrawal by Franchetti's shareholders would entail an outlay for the Company not exceeding Euro 100,000.00 (one hundred thousand point zero zero)** - for clarity without taking into account the amounts to be borne by the shareholders who exercise their option and pre-emption rights pursuant to Article 2437-quater, of the Civil Code, as well as any third parties, as part of the liquidation process.

Attributed to the Board of Directors the power pursuant to Article 2443 of the Civil Code, to increase the paid-in share capital, also excluding option rights pursuant to Article 2441, paragraphs 4 and 5 of the Italian Civil Code, for a maximum total amount of €10,000,000.00 (10 million point zero zero), including any share premium. **Amendment to Article 5 of the Company By-Laws.**

The Extraordinary Shareholders' Meeting of Franchetti S.p.A. resolved by majority of the shareholders present (with the 98,000% of the voting rights present in the meeting equal to 93,547% of the total voting rights) to grant the power to the Board of Directors, pursuant to Article 2443 of the Civil Code **to increase the share capital**, on one or more occasions, also in divisible form, within the term of 3

(three) years from the date of the resolution, and therefore **until July 1, 2027 and up to a maximum amount of Euro 10,000,000.00** (ten million point zero zero), including any share premium, under the terms and conditions set forth in the Board of Directors' Illustrative Report, with the consequent amendment of Article 5 of the By-Laws with the introduction of the relative transitional clause.

#### Amendments to Articles 13, 14 and 19 of the By-Laws

The Extraordinary Shareholders' Meeting of Franchetti S.p.A. resolved by majority of the shareholders present (with the 98,000% of the voting rights present in the meeting equal to 93,547% of the total voting rights) to amend Articles 13, 14 and 19 of the By-Laws, according to the text resulting from the Directors' illustrative report, in order to incorporate the amendments to Article 6-bis of the Euronext Growth Milan Issuers' Regulation (effective December 4, 2023), as well as the power to establish that attendance at Shareholders' Meetings and the exercise of voting rights shall take place exclusively through the Company's designated representative pursuant to Article 135-undecies of the CFA and through telecommunications means.

#### **Special Shareholders' Meeting**

Approved pursuant to Article 2376 of the Civil Code the proposal to increase the number of votes allocated to multi-vote shares issued by the Company from 3 to 10 votes. Amendment of Article 5 of the By-Laws

The Special Shareholders' Meeting of holders of ordinary Franchetti S.p.A. shares, having taken note of the Board of Directors' illustrative report and the resolution to amend Article 5 of the By-Laws of Franchetti S.p.A. by the Extraordinary Shareholders' Meeting, **resolved to approve by a majority of the shareholders present (with the 92,706% of the voting rights present in the meeting equal to 78,993% of the total voting rights)** pursuant to Article 2376 of the Civil Code, the amendment of Article 5 of the By-Laws of Franchetti S.p.A., according to the text presented in the Directors' illustrative report, and thus the proposal to **increase the number of votes allocated to the multi-vote shares issued by the Company from 3 to 10 votes**, as allowed by the new paragraph 4 of Article 2351 of the Civil Code.

It should be noted that the condition upon which the effectiveness of the Special Shareholders' Meeting resolution was subject **(that the votes cast at the Shareholders' Meeting by the opposing shareholders are not more than 50% plus one share)** of the ordinary voting shares other than those held by Franchetti

Holding S.r.l.) was verified.

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For further details on the By-Law amendments adopted, as well as regarding the determination of the liquidation value of shares and the exercise of the right of withdrawal, please refer to the relative Illustrative Reports available on the website [www.franchetti.tech](http://www.franchetti.tech) in the "Governance/Shareholders' Meetings" section.

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The Minutes of the Shareholders' Meeting and the updated By-Laws shall be made available to the public according to the deadline and means established by the applicable regulation.

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This Press Release is available at [www.franchetti.tech](http://www.franchetti.tech), in the "Investor Relations/Financial press releases" section.

#### **Franchetti S.p.A.**

Franchetti S.p.A. heads the Franchetti Group, a pioneer in the management, diagnostics and predictive maintenance of infrastructure (bridges and viaducts in particular). Founded in 2013 in Arzignano (VI), with subsidiaries in Brazil and Canada and operations in the US and India, Franchetti is an innovative SME that has worked on over 40,000 equivalent motorway and railway bridges worldwide. The Group boasts a technical and scientific track record that places it among the industry's leading international experts. Operations are broken into two main business lines: diagnosis and planning for infrastructure maintenance, with inspections and assessments, intervention planning and construction management and ICT services for the predictive programming of infrastructure maintenance. Franchetti has in fact developed two proprietary software programs that leverage the potential of artificial intelligence and predictive data analysis: Argan® can estimate an infrastructure's life cycle and automatically assess safety levels over time for a range of maintenance scenarios and contexts, Pathwork® ensures the optimized management of road and highway works on infrastructure and to support sustainable mobility, while SIDECHECK® can intelligently compare collected data related to inspections, inspectors, schedules, and work estimates to make the evaluation process as objective and complete as possible. With a workforce of 70 professionals, more than 90% of whom are engineering graduates, the Group achieved a Value of Production of Euro 7.0 million in 2023 (+42.9% on 2022) and EBITDA of Euro 2.5 million (+38.9% on 2022).

#### **Contacts:**

##### **Issuer**

Franchetti S.p.A.  
Tel. +39 0444 671443  
[ir@franchetti.tech](mailto:ir@franchetti.tech)

##### **Investor & Media Relations Advisor**

##### **TWIN**

[franchetti@twin.services](mailto:franchetti@twin.services)  
Mara Di Giorgio || +39 335 7737417  
Federico Bagatella || +39 331 8007258  
Chiara Bortolato || +39 347 8533894

**Euronext Growth Advisor & Specialist:** Integrale Sim S.p.A. || + 39 02 96 84 68 64