

THE BOARD OF DIRECTORS OF PATTERN HAS RESOLVED TO SUBMIT THE FOLLOWING FOR APPROVAL BY THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING:

- **SHARE CAPITAL INCREASE, IN ONE OR MORE TRANCHES, UP TO A MAXIMUM OF € 15 MILLION, TO BE UNDERTAKEN BY 31 DECEMBER 2022, THROUGH CONTRIBUTIONS IN KIND, WITH THE EXCLUSION OF OPTION RIGHTS**
- **DISTRIBUTION OF A DIVIDEND OF € 0.05 PER SHARE**
- **AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES**
- **AMENDMENTS AND UPDATES TO THE ARTICLES OF ASSOCIATION**

Turin, 10 November 2020 – The Board of Directors of **Pattern S.p.A (AIM:PTR)**, an Italian company **founded in 2000 by Francesco Martorella and Fulvio Botto**, among the leading players in the **engineering, development, prototyping and production** of apparel lines for some of the most prestigious global brands, exclusively in the upmarket segment, has resolved on the following orders of business for the agenda to be submitted to the upcoming Shareholders' Meeting, in ordinary and extraordinary session, to be held on 4 December, in first call, and on 7 December 2020 in second call, where necessary:

- **Share capital increase, in one or more tranches, up to a maximum of € 15 million, inclusive of share issue premium, to be undertaken by 31 December 2022, through contributions in kind, with the exclusion of option rights:**

Following the acquisition in early 2020 of 51% of Manifattura Tessile Srl, the Pattern Group **aims to confirm its external growth strategy (M&A)**. Accordingly, the Shareholders' Meeting will be asked to authorise the Board of Directors to carry out extraordinary transactions in pursuit of growth, through contributions of kind, where attractive opportunities should present themselves over the next 24 months.

Full information regarding the terms and conditions of the capital increase will be provided in the Directors' Report on Operations, which will be made available to the public along with the notice of the Shareholders' Meeting from the registered office, the Company's website, at the address <https://www.pattern.it/>, and the authorised storage facility 1info, at the address www.1info.it.

- **Distribution of a dividend of € 0.05 per share**

The performance at the Group level and net cash at hand as at 30 June 2020, along with a decline compared to April 2020 in the degree of uncertainty at the level of macroeconomic trends and business in the medium-/long-term business, supported the feasibility of the distribution, through the use of available reserves, of a total extraordinary dividend of € 685,769.20, of € 0.05 a share, with an ex-dividend date of 14 December 2020 and a payment date of 16 December 2020 (record date of 15 December 2020).

- **Authorisation to purchase and dispose of treasury shares**

With regard to the proposal concerning the purchase and disposal of treasury shares, the Board of Directors has resolved to ask the Shareholders' Meeting for authorisation for the disposal and purchase of treasury shares, in strict accordance with applicable European and national legislation and admitted market practice in effect from time to time, up to a maximum of 10% of share capital, for a period of 18 months from the date of the shareholders' resolution. The authorisation for the disposal of treasury shares will be requested without time limits.

Full information regarding the terms and conditions of the authorisation will be provided in the Directors' Report on Operations, which will be made available to the public along with the notice of the Shareholders' Meeting from the registered office, the Company's website, at the address <https://www.pattern.it/>, and the authorised storage facility 1info, at the address www.1info.it.

The Company currently does not have any treasury shares.

- **Amendments and updates to the Articles of Association, in accordance with the new AIM Italia market regulations**

Finally, the Board of Directors has resolved to submit amendments to the Articles of Association to the Shareholders' Meeting in view of the adoption of the new AIM Italia Market Regulation, affecting Articles 7 (Public takeover bids), 9 (Shareholders' Meetings), 10 (Governing bodies) and 12 (Board of Statutory Auditors) of the Articles of Association; as well as an amendment to Art. 9.2 of the Articles of Association (Convocation of the Shareholders' Meeting), required in order to enable the publication of the convocation notice, not necessarily in full form.

CONVOCAZIONE OF THE SHAREHOLDERS' MEETING

The Board of Directors has resolved to convene the Shareholders' Meeting, in ordinary and extraordinary session, for 4 December 2020, in first call, and for 7 December, in second call. In view of the Covid-19 emergency, and thus in accordance with the fundamental principles of the protection of the health of the Company's shareholders, employees, exponents and consultants, as well as, most recently, Decree-Law No. 18 of 17 March 2020, converted by Law No. 27/2020 (Cure Italy Decree), with regard to the shareholders the Shareholders' Meeting will be held with participation exclusively through the **designated representative** pursuant to Art. 135-*undecies* of Legislative Decree No. 58 of 24 February 1998, Società per Amministrazioni Fiduciarie SPAFID S.p.A., to discuss and pass resolutions on the following agenda:

- Distribution of a dividend of € 0.05 per share
- A share capital increase, in one or more tranches, up to a maximum of € 15 million, to be undertaken by 31 December 2022, through contributions in kind, with the exclusion of option rights
- Authorisation to purchase and dispose of treasury shares
- Amendments and updates to the Articles of Association

The notice of convocation of the Shareholders' Meeting will be made available to the public according to the terms and conditions established by applicable legislation.

This press release is present on the websites www.Pattern.it and www.1info.it.

About Pattern Group:

Pattern Spa is a leading company in **engineering, pattern-making and production of runways' collections** of the most **prestigious fashion luxury brands** and, since 2014, is the owner of the outerwear brand ESEMPLARE.

The company, **founded in 2000 by Franco Martorella and Fulvio Botto**, began in 2017 a structured and integrated growing process thanks, first, to the acquisition of Roscini Atelier Srl, leader in the pattern-making and production of the women's lines, and then in 2019 to the merger in the group of Società Manifattura Tessile (S.M.T.), historical company specialized into prototype and production of luxury knitwear.

Pattern Spa listed on the AIM segment of Borsa Italiana on 2019 and was the first Italian company in its sector to have obtained in 2013 the SA8000/Social Accountability Certification and the first Italian signatory in 2019 of the United Nations' Fashion Climate Action Charter confirming the company's strategic choice to **invest in sustainability, technology and human resources**.

For further information:

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