

**PATTERN ACQUIRES AN ADDITIONAL 30% OF DYLOAN BOND FACTORY S.R.L., A LEADING ABRUZZO-BASED COMPANY IN INNOVATIVE TECHNOLOGIES AND THE PRODUCTION OF SEMI-FINISHED PRODUCTS, THUS REACHING 100% OF THE SHARE CAPITAL**

Turin, 3 July 2023 – **Pattern S.p.A (EGM:PTR)**, an Italian company set up in 2000 by **Francesco Martorella** and **Fulvio Botto**, one of the leading players in the **engineering, development, prototyping and production** of clothing lines for the world's most prestigious high-end brands in the Fashion Show segment and in men's and women's first-level lines ("**Pattern**" or the "**Society**"), announces that today it has signed the binding agreement ("**Binding Agreement**") for the purchase **of the additional 30% of Dyloan Bond Factory S.r.l.**, a company already controlled by the Group through a 70% shareholding.

**Luca Sburlati**, CEO of the Pattern Group, together with **Franco Martorella** and **Fulvio Botto**, Founders and Majority Shareholders of Pattern, commented as follows: *"Together with the Di Rienzo family, we have decided to bring forward to today what we had planned to do in a few years' time, with the shared goal of proceeding with even greater speed in the **development of the Abruzzo Hub**. This will give us the opportunity to **strengthen the R&D activities** of Dyloan and D-house to the advantage of all the Group's hubs as well as to continue **investing in the region**. Anna Maria and Loreto Di Rienzo will **keep cooperating** with our Group towards this goal".*

Dyloan Bond Factory S.r.l. ("**Dyloan**"), an Abruzzo-based company located in Chieti (CH) and Villamagna (CH), is a **leader in innovative technologies** and in the production of Semi-Finished products, Accessories and Finished Garments for the fashion, art and design sectors.

It is worth noting that, on 8 November 2022, Pattern had acquired from Mrs Anna Maria di Rienzo 70% of Dyloan's share capital following the signing of an investment agreement on 18 July 2022 (the "**2022 Investment Agreement**") (see press releases dated 18 July and 8 November 2022).

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#### **DESCRIPTION OF THE TRANSACTION**

The Binding Agreement provides for the purchase by Pattern S.p.A. of the further 30% of the shares of Dyloan Bond Factory S.r.l. held by Mrs. Anna Maria Di Rienzo, current Managing Director of Dyloan and member of the Board of Directors of Pattern.

**Upon closing, Pattern will thus hold 100% of the share capital of Dyloan.**

The agreed **price**, in one lump sum, amounts to € 4.03 million, based on Dyloan's valuation under the 2022 Investment Agreement. The **closing** is expected by the end of July 2023.

In addition, subject to the closing of the transaction, the parties have agreed to definitely waive the price adjustment mechanism under the 2022 Investment Agreement; it has also been agreed that Mrs Anna Maria di Rienzo shall definitely waive the further amounts defined as "earn out" under the 2022 Investment Agreement.

Through the Binding Agreement and subject to the closing, the Parties have also agreed to terminate the shareholders' agreement concerning the governance of Dyloan and have undertaken to terminate the shareholders' agreement between BO.MA Holding S.r.l. and Mrs Anna Maria di Rienzo concerning her appointment in the Board of Directors of Pattern (see press releases dated 18 July and 8 November 2022). Subject to and on the closing date, Mrs Anna Maria di Rienzo intends to resign as a member of the Board of Directors of Dyloan and Pattern.

**The cooperation between Mrs Anna Maria di Rienzo and Dyloan will continue** without interruption pursuant to a **specific cooperation and consulting agreement** to be entered into on the closing date. Furthermore, Mr. Loreto di Rienzo, R&D Director of Pattern Group, will continue to sit on Dyloan's Board of Directors.

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The transaction for the purchase of Dyloan's shares through the Binding Agreement is a transaction **of minor significance between related parties**, due to the relationship between Pattern and the seller, Anna Maria di Rienzo, who is a member of the Board of Directors of Pattern.

In compliance with the procedure for related party transactions adopted by the Company (the "**RPT Procedure**"), today the Board of Directors of Pattern resolved to sign the Binding Agreement after receiving the non-binding reasoned opinion of the Related Parties Committee pursuant to Article 3.2. of the RPT Procedure.

## DYLOAN BOND FACTORY

Dyloan Bond Factory, established in 1987 in Abruzzo, is a leading company in **R&D, Engineering, Prototyping, Sampling, Customisation and Production** of semi-finished products, accessories, fabrics, high-tech manufacturing and finished garments.

The company operates two factories, the main one located in Chieti (CH), with a focus on innovation and technology, and the second in Villamagna (CH), specialising in the production of outerwear and down jackets.

Today Dyloan Bond Factory is a **leading player in Research and Innovation** in the fields of fashion, art and design. Within Dyloan Bond Factory is **D-House**, based in Milan, an urban laboratory of responsible innovation with a cutting-edge approach to Research & Development, innovation and training.

Within the Pattern Group, Dyloan Bond Factory makes up the **Hub of Innovation and Production of Semi-Finished Products, Accessories and Finished Garments**, thus confirming its worldwide positioning in the fields of clothing, accessories, automotive and design for the main luxury brands, also relying on the collaboration with the most state-of-the-art technological partners.

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## About Pattern Group:

Pattern Spa is a leading company in prototyping, engineering and production of fashion show collections for the most important international luxury fashion brands. The company, founded in 2000 by Franco Martorella and Fulvio Botto, began in 2017 a structured growth process, which ended in 2022 with the creation of the **Italian Hub of Luxury Fashion Engineering and Production**. Following the listing on the Euronext Growth Milan Market of Borsa Italiana in 2019, Pattern continued its strong growth by external lines with the acquisition of 10 companies, each leader in the prototyping and production of different luxury product categories. Pattern Group is therefore present today with **12 companies in 7 regions of the Italian territory** (Lombardy, Piedmont, Emilia Romagna, Tuscany, Abruzzo, Umbria and Puglia), it is positioned on the **main luxury product categories** (men's and womenswear, clothing and accessories, still fabric, knitwear and leather goods) starting from the **Research and Engineering phase up to Production**. Pattern Spa is also the first Italian company in the sector to have obtained the **SA8000/Social Accountability Certification** in 2013 and an **ESG Rating** from 2019, confirming the company's strategic choice to invest in sustainability, technology and human resources.

<https://www.patterngroup.it/>

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