

## **PATTERN: BINDING TERM SHEET SIGNED FOR THE PURCHASE BY SMT OF 6.82% OF SHARES HELD BY CAMER IN THE SHARE CAPITAL OF SMT AND THE CONTRIBUTION BY CAMER OF 3.18% IN THE SHARE CAPITAL OF PATTERN**

### **THE TRANSACTION STRENGTHENS CONTROL, GOVERNANCE AND FINANCIAL EFFICIENCY AND INCREASES THE GROUP'S EXPOSURE TO THE KNITWEAR HUB, ONE OF THE MOST PROFITABLE BUSINESSES**

Turin, 23 December 2025 - **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 and production** of clothing lines for the world's most prestigious high-end brands, announces the signing, together with Bo.Ma. Holding S.r.l. (Pattern's controlling shareholder) and S.M.T. - Società Manifattura Tessile S.p.A. ("SMT"), an 80% subsidiary, of a binding term sheet with Camer S.r.l. ("Camer") and Stefano Casini, SMT's CEO, for the implementation of a corporate reorganization transaction within Pattern Group.

In the words of **Luca Sburlati, CEO of Pattern**, along with **Franco Martorella and Fulvio Botto, Founders and Majority Shareholders of Pattern**: *"The transaction has a strong rationale to improve the Group's control, governance and financial efficiency towards the Knitwear Hub, a business that is certainly one of the most profitable, resilient and interesting for the Group. We consider the completion of this transaction highly positive also from a market perspective, with a limited short-term operating-financial impact, and with the commitment of Stefano Casini to remain our reference for knitwear strategy, also through his appointment as SMT Vice Chairman"*.

#### **The transaction involves:**

- the **purchase** by SMT of part of the shares held by Camer in SMT's share capital, representing 6.82% of SMT's share capital (the **"Purchase"**);
- the **contribution** by Camer to Pattern's share capital of the residual post-Purchase stake held in SMT, equal to 3.18%, by means of a capital increase reserved for Camer, with the exclusion of option rights pursuant to Article 2441, paragraphs 5 and 6 of the Civil Code (the **"Reserved Capital Increase"**), against the issuance and assignment to Camer of new Pattern ordinary shares, free of encumbrances and liens (the **"Contribution"**);
- the **signing of shareholders' agreements** between BO.MA and Camer containing Camer's right to appoint a director in Pattern for as long as such director is Stefano Casini, as well as a 12-month lock-up restriction from closing in relation to the totality of the shares held by Camer in Pattern, including those acquired in execution of the Contribution (the **"Shareholders' Agreements"**);
- the **signing of a service agreement** between Pattern and Stefano Casini governing his role as a director in Pattern with strategic delegated authority for the knitwear hub and, in SMT, his role as director and Executive Vice Chairman with related operational delegated authority (the **"Service Agreement"**).

## TERMS OF THE TRANSACTION

The **consideration for the purchase by SMT** of the stake held by Camer and subject to the Purchase is € 5,350,000.00 and will be paid in cash, while the countervalue of the remaining stake subject to the Contribution is determined at € 2,500,000.00.

The **subscription price of the newly issued Pattern shares** will be calculated on the basis of the average of the official EGM share prices recorded in the six months preceding the tenth calendar day prior to the date of the Pattern Board of Directors' meeting that will resolve on the proposed Reserved Capital Increase to be submitted to the shareholders' meeting.

In any event, the stake that Camer will hold in Pattern as a result of the Contribution may not exceed 5%, taking into account, for the purposes of such calculation, also the shares already held by Camer in Pattern. The term sheet therefore provides, as a possible corrective mechanism, for an increase in the portion of SMT shares subject to sale by Camer to SMT.

The **Purchase transaction** is expected to be completed on 30 January 2026, unless extended, subject to the adoption of all necessary resolutions by SMT.

The **Contribution** is expected to be completed by 30 April 2026, subject to the stake being appraised by an independent expert pursuant to Article 2343-ter, second paragraph, letter b), of the Civil Code, determining a value not lower than € 2,500,000.00 and subject to the adoption of all necessary resolutions.

At the closing of the Contribution, the Shareholders' Agreements and the Service Agreement will also be formalized.

With the completion of the Contribution and the transaction in general, Pattern would further increase its stake in SMT to approximately 83% of the share capital, in addition to the 6.82% of the share capital held by SMT itself through treasury shares, consolidating its control over the knitwear hub, linked to the simultaneous termination of the current shareholders' agreements between Pattern and Camer and, therefore, the related veto rights and put/call options provided for therein.

The Purchase transaction and Contribution together constitute a 'Transaction between Related Parties of Greater Importance' pursuant to the procedure adopted by Pattern and, therefore, the relevant Information Document will be made available in accordance with applicable regulations.

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### About Pattern Group:

Pattern Spa is a leading company in the prototyping, engineering and production of fashion show collections for the most important international luxury fashion brands. Founded in 2000 by Franco Martorella and Fulvio Botto, the company was joined in 2012 by CEO Luca Sburlati. In 2017, Pattern began a structured growth path that led, first through the achievement of the **Elite Certification by Borsa Italiana** and then through the listing on the **Euronext Growth Milan Market of Borsa Italiana** in 2019, to the creation of Pattern Group: the first **Italian Hub of Luxury Fashion Engineering and Production**. Composed of a network of Italian companies, each a leader in prototyping and production, Pattern Group today has a strong positioning in the **main product categories of the luxury fashion** sector — from research and engineering to production. Pattern Spa is also the first Italian company in the sector to have obtained the SA8000/Social Accountability Certification in 2013 and, since 2019, an ESG Rating — confirming the company's strategic decision to invest in sustainability, technology, and human resources. Pattern today represents a unique case in the Italian fashion industry of **a private and independent company with a long-term industrial vision**.

[www.patterngroup.it](http://www.patterngroup.it)

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