

AS PART OF THE TRANSACTION TO FURTHER STRENGTHEN PATTERN'S CONTROL OVER THE SUBSIDIARY SMT, WITH ENHANCED GOVERNANCE AND FINANCIAL EFFICIENCY, THE PATTERN BOARD OF DIRECTORS RESOLVED TO SUBMIT TO THE EXTRAORDINARY SHAREHOLDERS' MEETING FOR APPROVAL A SHARE CAPITAL INCREASE RESERVED FOR CAMER S.R.L.¹

Turin, 9 February 2026 – The Board of Directors of **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, resolved to submit to the shareholders' meeting for approval, a **reserved share capital increase**, as part of **the transaction to strengthen Pattern's control over its subsidiary SMT** - Società Manifattura Tessile S.p.A. ("SMT").

This transaction forms part of the binding term sheet signed on 23 December 2025 (see [press release](#)), which provided for: the **acquisition** by SMT of a portion of the shares held by Camer in SMT's share capital; the **contribution** by Camer to Pattern's share capital through a share capital increase reserved for Camer; the **execution of shareholders' agreements** between BO.MA and Camer granting Camer the right to appoint a director of Pattern; and the **execution of a service agreement** between Pattern and Stefano Casini.

STRUCTURE OF THE TRANSACTION

The **overall transaction** involves a **€ 7.85 million valuation of 10% of SMT**, of which € 2.5 million initially allocated to Pattern's share capital increase against the contribution of Camer's 3.18% stake in SMT, with the remaining amount settled in cash through the purchase of SMT treasury shares.

The **issue price of the new Pattern shares** was determined in accordance with the term sheet, based on the average official stock market price of Pattern shares over the previous six months, calculated as from 30 January 2026, and amounts to € 3.73 per share.

In light of this price and the restriction set out in the term sheet whereby Camer's stake in Pattern, following the contribution, may not exceed 5%, and pursuant to the correction mechanism provided for therein, the contribution will concern a stake in SMT equal to 2.66% of its share capital, for a **total value of the reserved share capital increase of € 2,091,493.06** (corresponding to a valuation resulting from an appraisal of € 2.151 million of such stake).

As a result, **the value of the cash-settled component of the transaction** through the purchase of SMT treasury shares increased and amounted to € 5.759 million, versus the € 5.35 million originally provided for in the term sheet.

The share capital increase provides for the **issuance of 560,722 new Pattern ordinary shares**, with no par value, carrying regular dividend rights and having the same characteristics as the outstanding shares. The increase will be allocated € 56,072.20 to share capital and € 2,035,420.86 to the share premium reserve and will be submitted for approval to the extraordinary shareholders' meeting to be convened on 11 March 2026.

¹ Company attributable to Stefano Casini, CEO of SMT

The transaction is structured in compliance with the maximum limit of 5% on the total stake that may be held in Pattern by Camer, a contractual restriction satisfied through the partial contribution of the SMT stake.

Additionally, **on 30 January 2026**, the notarial deed relating to **SMT's purchase of treasury shares** was completed, limited to the amount initially provided for in the term sheet of € 5.35 million.

Based on publicly available information, **Pattern's shareholders holding 5% or more of the share capital following the reserved share capital increase** will be:

- 51.43% Bo.Ma Holding Srl;
- 5.05% Fulvio Botto;
- 5.05% Francesco Martorella;
- 5.00% Camer S.r.l.;
- 6.10% Axon Partners;
- 5.54% Gvc Gaesco Gestion.

Lastly, the Board of Directors approved the explanatory report pursuant to Article 2441, paragraphs 4 and 6, of the Civil Code, which sets out in detail the transaction, the grounds for the exclusion of option rights, and the criteria applied to determine the issue price. The report will be made available to the Board of Statutory Auditors, which is required to issue its fairness opinion by 24 February 2026.

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

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