ADMISSION DOCUMENT / INFORMATION DOCUMENT

TO TRADING ON EURONEXT GROWTH MILAN, A MULTILATERAL TRADING FACILITY ORGANIZED AND MANAGED BY BORSA ITALIANA S.P.A., AND ON EURONEXT GROWTH PARIS, A MULTILATERAL TRADING FACILITY OPERATED BY EURONEXT PARIS S.A. OF THE SHARES OF

ISSUER

KALEON S.P.A.

EURONEXT GROWTH ADVISOR (EURONEXT GROWTH MILAN) AND GLOBAL COORDINATOR

LISTING SPONSOR (EURONEXT GROWTH PARIS) AND CO-GLOBAL COORDINATOR

FINANCIAL ADVISOR

Euronext Growth Milan is a multilateral trading facility designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies.
A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration.
Consob and Borsa Italiana have not themselves examined or approved the contents of this document.

Euronext Growth Paris is a market operated by Euronext. Issuers on Euronext Growth, a multilateral trading facility (MTF), are not subject to the same rules as issuers on a Regulated Market (a main market). Instead they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in a company on Euronext Growth may therefore be higher than investing in a company on a Regulated Market. Investors should take this into account when making investment decisions.
The present Information Document does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when Securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71.
The present Information Document has been drawn up under the responsibility of the Issuer. It has been reviewed by the Listing Sponsor and has been subject to an appropriate review of its completeness, consistency and comprehensibility by Euronext.

The proposed transaction does not require the approval of the Commissione Nazionale per le Società e la Borsa (CONSOB) nor the one of the Autorité des Marchés Financiers (AMF). This document has therefore not been approved by a European Regulator.

Euronext Paris S.A. issued the admission notice for trading on Euronext Growth Paris on 14 November 2025.

The admission notice for trading on Euronext Growth Milan is expected to be issued by Borsa Italiana S.p.A. on 27 November 2025.

The first day of trading of the Issuer's ordinary shares is expected to be 1 December 2025.

DISCLAIMER

This Admission Document / Information Document (the "**Admission Document / Information Document**") has been prepared for the purpose of admission of the ordinary shares of Kaleon S.p.A. ("**Kaleon**" or "**Issuer**" or "**Company**") on Euronext Growth Milan (the "**Euronext Growth Milan**"), a multilateral trading system organised and managed by Borsa Italiana S.p.A., in accordance with the Euronext Growth Milan Issuers' Regulation ("**EGM Issuers' Regulation**") as well as on Euronext Growth Paris, a multilateral trading facility operated by Euronext Paris S.A. (“**Euronext Growth Paris**”).

This Admission Document / Information Document does not constitute a prospectus within the meaning of and for the purposes of Regulation (EU) No. 1129/2017 (the "**Prospectus Regulation**") and of the applicable national laws in Italy and France, including Legislative Decree No. 58 of 24 February 1998 (the "**TUF**") and the implementing regulation of the TUF concerning the discipline of issuers, adopted by Consob with resolution No. 11971 of 14 May 1999 (the "**Consob Issuers' Regulation**").

Neither the Admission Document / Information Document nor the transaction described therein constitutes an admission of securities to a regulated market within the meaning of the Prospectus Regulation and of the applicable national laws in Italy and France, including TUF and Consob Regulation on Issuers.

The ordinary shares of the Company (the "**Ordinary Shares**" or the "**Shares**") are not traded on any Italian or French or foreign market and the Company has not applied for admission to any other market (with the exception of Euronext Growth Milan and Euronext Growth Paris).

The Shares of the Company deriving from the Capital Increase and the Retail Capital Increase (as respectively defined *below*) were offered to Qualified Investors (as defined *below*), as well as investors other than Qualified Investors, close to their admission to trading on Euronext Growth Milan and on Euronext Growth Paris, as part of a placement falling within the cases of exemption from the obligation to publish a prospectus provided for by the Prospectus Regulation.

Therefore, it is not necessary to prepare a prospectus pursuant to the Prospectus Regulation and in accordance with the schedules provided for in Delegated Regulation (EU) No. 980/2019. The publication of this Admission Document / Information Document does not need to be authorised by Consob nor the Autorité des Marchés Financiers (AMF) pursuant to the Prospectus Regulation or any other rule or regulation relating to the preparation and publication of prospectuses.

In order to make a proper appreciation of the Ordinary Shares that are the subject of this Admission Document / Information Document, it is necessary to carefully examine all of the information contained in this Admission Document / Information Document, including Chapter 4, under the heading "*Risk Factors*".

This Admission Document / Information Document may not be distributed, either directly or indirectly, in jurisdictions other than Italy and, in particular, in Australia, Canada, South Africa, Japan and the United States of America or in any other country in which the offer of the Shares is not permitted in the absence of specific authorisations by the competent authorities and/or communicated to investors residing in such countries, without prejudice to any exemptions provided for by applicable laws. The publication and distribution of this Admission Document / Information Document in other jurisdictions may be subject to legal or regulatory restrictions. Any person coming into possession of this Admission Document / Information Document should first verify the existence of such regulations and restrictions and observe such restrictions.

The Shares have not been and will not be registered under the *United States Securities Act* of 1933, as amended, or with any financial regulatory authority of any state of the United States of America or under the securities laws of Australia, Canada, South Africa or Japan. The Shares may not be offered, sold or otherwise transferred, directly or indirectly, in Australia, Canada, Japan, South Africa or the United States of America or in any other country in which such an offer is not permitted in the absence of authorisations from the competent authorities (the "**Other Countries**") nor may the Shares be offered sold or otherwise transferred, directly or indirectly, on behalf of or for the benefit of citizens or persons residing in Australia, Canada, Japan, South Africa or the United States of America, or in Other Countries, unless the Company avails itself, at its discretion, of any exemption provided by the regulations applicable therein.

Violation of such restrictions could constitute a violation of applicable securities laws in the jurisdiction.

This document is an Admission Document / Information Document on Euronext Growth Milan, a multilateral trading system managed and organised by Borsa Italiana S.p.A. and on Euronext Growth Paris, a multilateral trading facility operated by Euronext Paris S.A. and has been prepared in accordance with the EGM Issuers' Regulation and pursuant to the current Euronext Growth Paris Markets Rule Book.

This Admission Document / Information Document is available on the Issuer's *website* www.kaleon.com. The Company declares that it will use the English language for all the documents made available to the shareholders and for any other information required by the EGM Issuers' Regulation and by Euronext Growth Paris Markets Rule Book.

Please note that concerning Euronext Growth Milan, for disclosing regulated financial information, the "EMarketSDIR-EMarketStorage" managed by Teleborsa S.r.l., with registered office in Piazza Priscilla n. 4, Rome.

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Furthermore, it should be noted that for the purposes related to the admission to trading of the Shares of the Company on Euronext Growth Milan, Equita SIM S.p.A. acted solely in its capacity as Euronext Growth Advisor of the Company pursuant to the EGM Issuers' Regulation and the Euronext Growth Advisor Regulation ("**Euronext Growth Advisor Regulation**"). Concerning the admission to trading of the Shares of the Company on Euronext Growth Paris TP ICAP Europe S.A. acted solely in its capacity as Listing Sponsor of the Company pursuant to Euronext Growth Paris Markets Rule Book ("**Listing Sponsor**").

Pursuant to the EGM Issuers' Regulation and the Euronext Growth Advisor Regulation, Equita SIM S.p.A. is solely responsible to Borsa Italiana S.p.A. and TP ICAP Europe S.A. is solely responsible to Euronext Paris S.A..

Equita SIM S.p.A. and TP ICAP Europe S.A., therefore, assume no liability towards any person who, on the basis of this Admission Document / Information Document, decides at any time to invest in the Company.

It should be noted that only the persons named in Section One, Chapter 1, and Section Two, Chapter 1, of the Admission Document / Information Document are responsible to investors for the completeness and truthfulness of the data and information contained in the Admission Document / Information Document.

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By accepting delivery of this Admission Document / Information Document, the recipient acknowledges and agrees to the terms and conditions set forth in this disclaimer.

INDEX

DEFINITIONS

The following is a list of the definitions and terms used within this Admission Document / Information Document. Such definitions and terms, unless otherwise specified, have the meanings set forth below.

Admission	Admission to trading on Euronext Growth Milan and Euronext Growth Paris of the Ordinary Shares.
Admission Date	The effective date of the admission of the Shares to Euronext Growth Milan established by a specific notice published by Borsa Italiana.
Admission Date on EGP	The effective date of the admission of the Shares to Euronext Growth Paris.
Admission Document / Information Document	This Admission Document / Information Document to trading on Euronext Growth Milan and Euronext Growth Paris of the Issuer's Ordinary Shares.
Admission Document / Information Document Date	The publication date of this Admission Document / Information Document.
Affiliates	Scuola Sci Stella Alpina Mottarone STP and Tutto Bene.
Alternative Performance Indicators or **APIs**	Indicators of financial *performance*, financial debt or historical or future cash flows, other than those defined or specified in the applicable financial reporting framework and required under the ESMA Guidelines of 5 October 2015 (effective 3 July 2016). They are usually derived from or based on financial statements prepared in accordance with the applicable financial reporting framework, generally by adding or subtracting amounts from the figures in the financial statements.
AMF	French Financial Markets Authority (Autorité des marchés financiers).
Auditing Firm	KPMG S.p.A., with registered office in Milan (MI), via Vittor Pisani, no. 25, registration number with the Register of Companies of Milan, Monza, Brianza, Lodi, tax code and VAT number 00709600159, REA number: MI- 881012, registered at no. 512867 in the register of statutory auditors pursuant to Legislative Decree no. 39 of 27 January 2010, as amended by Legislative Decree no. 135 of 2016.
Base Offer	The private placement aimed at constituting the minimum free float for the admission of the Ordinary Shares to trading on Euronext Growth Milan and Euronext Growth Paris, concerning the Ordinary Shares deriving from the Capital Increase, as well as form the Retail Capital Increase, the

	latter being carried out in such a manner — in terms of quality and/or quantity — as to fall within the exemptions from the public offering requirements provided for by the Prospectus Regulation, Article 100 of the Italian Consolidated Financial Act (TUF), Article 34-ter of the Consob Issuers' Regulation, and the equivalent foreign legal and regulatory provisions, it being understood that no public offering of securities shall take place in France, Italy or abroad, up to a maximum amount equal to Euro 15,000,000.00 and excluding the Extension Clause.
Board of Directors	The Issuer's board of directors.
Board of Statutory Auditors	The Issuer's board of statutory auditors.
Borsa Italiana	Borsa Italiana S.p.A., with registered office in Milan, Piazza degli Affari 6.
By-laws	The by-laws of the Issuer, which will enter into force on the Trading Start Date.
Capital Increase	The share capital increase, resolved by the Shareholders' Meeting, in extraordinary session, on 31 October 2025, by payment, in one or more *tranches*, with the exclusion of the option right pursuant to Article 2441, paragraph 5 and 6, of the Italian Civil Code, for a maximum nominal amount of Euro 25,000,000.00, plus share premium, through the issue of Ordinary Shares, with no par value, which will have regular dividend rights and characteristics identical to those of the other Ordinary Shares in circulation at the time of their issue, to be offered to Qualified Investors. In execution of the aforesaid shareholders' resolution, the Board of Directors, on 14 November 2025, established the Price Range.
Civil Code or **c.c.**	The Italian Civil Code.
Co-Global Coordinator	TP ICAP.
Consob	*Commissione Nazionale per le Società e la Borsa,* with registered office in Rome, Via G.B. Martini no. 3.
Consob Issuers' Regulation or **Regulation 11971**	The Issuers' Regulation approved on 14 May 1999 and issued in implementation of the Consolidated Law on Finance, as subsequently amended and supplemented.
Consolidated Financial Statements	The Group's Consolidated Financial Statements.

Corporate Governance Code	The Corporate Governance Code of Listed Companies prepared by the Committee for the *Corporate Governance* of Listed Companies promoted by Borsa Italiana, in its January 2020 version.
EGM Issuers' Regulation or **Euronext Growth Milan Issuers' Regulation**	The Euronext Growth Milan issuers' regulation approved by Borsa Italiana and entered into force on 29 July 2013, as subsequently amended and supplemented.
Euronext Growth Advisor or **Equita**	Equita SIM S.p.A., with registered office in Milan (MI), via Filippo Turati no. 9, registration number with the Companies' Register of Milan, Monza, Brianza Lodi, tax code and VAT number 10435940159, REA number: MI-1372364.
Euronext Growth Advisor Rules	The Euronext Growth Advisor Regulation last approved by Borsa Italiana and entered into force on 2 January 2014, as amended and supplemented.
Euronext Growth Milan or **EGM**	The multilateral trading system organised and managed by Borsa Italiana.
Euronext Growth Paris or **EGP**	The multilateral trading system operated by Euronext Paris S.A.
Euronext Growth Paris Markets Rule Book	The Euronext Growth Paris Markets Rule Book last approved by Euronext Paris S.A.
Euronext Paris	Euronext Paris S.A.
Extension Clause	Depending on the level of demand, the Issuer may, in agreement with Equita and TP ICAP, decide to increase the number of Shares deriving from the Base Offer by up to a maximum of 15% of the Base Offer, equal to a maximum of Euro 2,250,000.00.
Financial Instruments	The Ordinary Shares.
Global Coordinator	Equita.
Greenshoe Option	The option granted by L6A4 in favour of Equita and TP ICAP to purchase, at the offer price, for maximum amount equal to 10% of the number of Shares deriving from the Base Offer, equal to a maximum of Euro 1,500,000.00. Such option may be exercised, in whole or in part, within 30 days from the Trading Start Date.
Group or **Kaleon Group**	The Issuer and the companies directly or indirectly controlled by it, pursuant to Article 2359 of the Italian Civil

	Code and Article 93 of the TUF, as at the Admission Document / Information Document Date.
Issuer or **Company** or **Kaleon**	KALEON S.p.A., with registered office in Milan (MI), Via Privata Maria Teresa 4, registration number with the Register of Companies of Milan, Monza, Brianza, Lodi, tax code and VAT number 07040700150, REA number: MI - 1132883.
Italian Accounting Principles	The accounting standards in force in Italy as of the Date of the Admission Document / Information Document, which regulate the criteria for the preparation of financial statements for Italian companies not listed on regulated markets, reviewed and issued by the National Council of Accountants and by the Organismo Italiano di Contabilità.
Italian Heritage	Italian Heritage S.r.l., with registered office in Stresa (VB), Corso Italia n. 6, registration number with the Register of Companies of Monte Rosa Laghi Piemonte, tax code and VAT number 02789030034, REA number: VB - 317695.
Joint Bookrunner	Equita and TP ICAP.
Liquidity Provider	TP ICAP.
Listing Sponsor or **TP ICAP**	TP ICAP Europe S.A., 42 rue Washington, 75008, Paris.
Lock-up Agreements	The *lock-up* agreements signed between the Global Coordinator and the Co-Global Coordinator, on the one hand, and the Issuer and L6A4, on the other hand, whereby both have undertaken the obligations not to issue new shares and not to dispose of the Shares owned by them respectively for a period of 12 and24 months, commencing from the Trading Start Date.
L6A4	L6A4 S.r.l., with registered office in Via Borromei 1/A, registration number with the Register of Companies of Milano Monza Brianza Lodi, tax code and VAT number 13814110964, REA number: MI - 2745067.
Management	The management of the Group.
Monte Titoli	Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari no. 6.
Offer *or* **Offering**	The private placement aimed at constituting the minimum free float for the admission of the Ordinary Shares to trading on Euronext Growth Milan and Euronext Growth Paris, concerning the Ordinary Shares deriving from the Capital Increase, the Greenshoe Option, as well as form the Retail

	Capital Increase, the latter being carried out in such a manner — in terms of quality and/or quantity — as to fall within the exemptions from the public offering requirements provided for by the Prospectus Regulation, Article 100 of the Italian Consolidated Financial Act (TUF), Article 34-ter of the Consob Issuers' Regulation, and the equivalent foreign legal and regulatory provisions, it being understood that no public offering of securities shall take place in France, Italy or abroad, including the Extension Clause.
Over Allotment Option	The option to lend Shares, granted by L6A4 in favour of Equita and TP ICAP, relating to the lending of Shares of the Issuer up to a maximum amount equal to 10% of the number of Shares deriving from the Base Offer , for the purpose of a possible *over-allotment* in the context of the Offer.
Parco del Mottarone	Parco del Mottarone S.r.l., with registered office in Milano (MI), via Borromei 1/A, registration number with the Register of Companies of Milano, Monza, Brianza, Lodi, tax code and VAT number 02445510031, REA number: MI - 2098902.
Price Range	The indicative issue price range of the Shares, established by the Board of Directors, on 14 November 2025, in execution of the Shareholders' Meeting resolution of 31 October 2025, equal to a minimum of Euro 4.00 and a maximum of Euro 4.50 for each Share.
Qualified Investors	Investors: (a) qualified, as defined in Article 2 (e) of the Prospectus Regulation: (i) in the European Union; (ii) in the other countries of the European Economic Area; (iii) in the UK, as national legislation under the *European Union (Withdrawal) Act* 2018 (as amended); (b) foreign institutional investors, within the meaning of *Regulation S* of the *United States Securities Act of 1933* (as amended), thus excluding institutional investors from Australia, Canada, Japan, the United States of America and any other foreign country in which the placement is not possible in the absence of an authorisation from the competent authorities.

Qualified Placement	means the portion of the Offer reserved to Qualified Investors.
Regulation Prospectus	Regulation (EU) No. 1129/2017.
Related Parties	Related parties as defined in the regulation adopted by Consob with Resolution No. 17221 of 12 March 2010, as subsequently amended and supplemented, containing provisions on related party transactions.
Retail Capital Increase	The share capital increase, resolved by the Shareholders' Meeting, in extraordinary session, on 31 October 2025, by payment, in one or more *tranches*, with the exclusion of the option right pursuant to Article 2441, paragraph 5 and 6, of the Italian Civil Code, for a maximum nominal amount of Euro 8,000,000.00, plus share premium, through the issue of Ordinary Shares, with no par value, which will have regular dividend rights and characteristics identical to those of the other Ordinary Shares in circulation at the time of their issue, to be offered to investors other than Qualified Investors, in such a manner, in terms of quality and/or quantity, as to fall within the cases of exemption from the obligation to publish a prospectus provided for by the Prospectus Regulation and of the applicable national laws in Italy and France, including Articles 100 of the TUF and *34-ter* of the Consob Issuers' Regulations and the equivalent legal and regulatory provisions applicable abroad, it being understood that, with reference to Retail Investors resident in France, the amount may in no case exceed 20% of the total consideration effectively subscribed in the context of the Offer. In execution of the aforesaid shareholders' resolution, the Board of Directors, on 14 November 2025, established the Price Range.
Retail Offering	means the portion of the Offer reserved to investors other than Qualified Investors.
Scuola Sci Stella Alpina Mottarone STP	Scuola Sci Stella Alpina Mottarone STP S.r.l., with registered office in Stresa (VB), via Mottarone Vetta SNC, registration number with the Register of Companies of Monte Rosa Laghi Alto Piemonte, tax code and VAT number 02617920034, REA number: VB 207448.
Shareholders’ Meeting	The shareholders' meeting of the Issuer.
Shares or Ordinary Shares	The Company's ordinary shares, with no par value and regular dividend entitlement.

Specialist	Equita.
Subsidiaries	Parco del Mottarone S.r.l. and Italian Heritage S.r.l.
Trading Start Date	The date of commencement of trading of the Issuer's Ordinary Shares on Euronext Growth Milan, established by specific notice published by Borsa Italiana and on Euronext Growth Paris established by specific notice published by Euronext Paris.
TUF or Consolidated Law on Finance	The Consolidated Law on Financial Intermediation, approved by Legislative Decree No. 58 of 24 February 1998, as amended and supplemented.
Tutto Bene	Tutto Bene S.r.l., with registered office in Milano (MI), via Piazza Borromeo no. 14, registration number with the Register of Companies of Milano Monza Brianza Lodi, tax code and VAT number 13655010968, REA number: MI 2736325.

SECTION ONE

1. RESPONSIBLE PERSONS, INFORMATION FROM THIRD PARTIES, EXPERT REPORTS AND APPROVAL BY THE COMPETENT AUTHORITIES

1.1 Persons responsible for the information provided in the Admission Document / Information Document

Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (Chairman of the board of directors of the Issuer) assumes responsibility for the completeness and truthfulness of the data, information and news contained in the Admission Document / Information Document.

1.2 Declaration of responsibility

Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (Chairman of the board of directors of the Issuer) declares that, having taken all reasonable care to ensure that such is the case, the data, information and news contained in the Admission Document / Information Document are, to the best of its knowledge, in accordance with the facts and contain no omissions likely to affect their import

1.3 Expert reports and opinions

Without prejudice to the market sources indicated in the Admission Document / Information Document, for the purposes of the Admission Document / Information Document, no opinions or reports were issued by any experts.

1.4 Information from third parties

The Issuer declares that the information originating from third parties and contained in this Admission Document / Information Document has been accurately reproduced and that, to the best of its knowledge or ascertained on the basis of information published by such third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading.

The sources of the aforesaid information are specified in the same Paragraphs of the Admission Document / Information Document in which the same is set forth.

2. AUDITORS

2.1 Statutory auditors of the Company

As of the Admission Document / Information Document Date, the Auditing Firm appointed to perform the audit of the Issuer's accounts is KPMG S.p.A., with registered office in Milan (MI), via Vittor Pisani, no. 25, registration number with the Companies' Register of Milan, Monza, Brianza, Lodi, tax code and VAT number 00709600159, REA number: MI- 881012, registered under no. 512867 in the register of statutory auditors pursuant to Legislative Decree no. 39 of 27 January 2010, as amended by Legislative Decree no. 135 of 2016.

On 29 November 2024, the Company's shareholders' meeting appointed the Auditing Firm to audit the Company's financial statements for the financial years 2024, 2025 and 2026 and therefore until the date of the shareholders' meeting called to approve the financial statements as of 31 December 2026, pursuant to Article 13 of Legislative Decree No. 39/2010.

On 14 November 2025, the Board of Statutory Auditors verified that the mandate conferred by the Shareholders' Meeting is consistent with the regulations that the Company will be required to comply with once it is admitted to a multilateral trading system open to the public, pursuant to Article 6-bis of the EGM Issuers' Regulation.

On 14 November 2025, the Issuer voluntarily engaged the Auditing Firm to perform the audit of the consolidated financial statements as of and for year ended 31 December 2024, prepared in accordance with Italian GAAP.

On 14 November 2025, the Issuer voluntarily engaged the Auditing Firm to perform a review of the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025, prepared in accordance with the Italian accounting principles (OIC 30).

The consolidated financial statements for the year ended 31 December 2024 were prepared in accordance with Italian GAAP and audited, by the Auditing Firm, which issued its unqualified report on 1 August 2025and including a “Other matters” paragraph stating that the consolidated financial statements were prepared solely for the proposed listing of the Company on the Euronext Growth Milan market, organized and managed by Borsa Italiana S.p.A., and that the comparative figures as of 31 December 2023 presented in the consolidated financial statements as of 31 December 2024 were not subject to audit.

The Group's consolidated interim financial statements as at and for the six months ended 30 June 2025 were prepared in accordance with OIC 30 and reviewed by the Auditing Firm, which issued its unqualified report on 30 September 2025and including a “Other matters” paragraph stating that the condensed interim consolidated financial statements were prepared solely for the proposed listing of the Company on the Euronext Growth Milan market, organized and managed by Borsa Italiana S.p.A., and that the comparative figures for 30 June 2024 presented in the condensed interim consolidated financial statements as of 30 June 2025 were not subject to either full or limited audit.

2.2 Information on relations with the Auditing Firm

As of the Admission Document / Information Document Date, there has been no withdrawal of the appointment by the Issuer of the Auditing Firm, nor has the Auditing Firm resigned its appointment or expressed an opinion with qualifications and/or modifications on the audited financial statements of the Company.

3. RISK FACTORS

Investment in the Shares involves a high degree of risk. As the Shares constitute risk capital by their nature, the investor may incur a total or partial loss of the capital invested. Furthermore, the investment in the Issuer's Shares presents the risk elements typical of an investment in financial instruments traded on an unregulated market such as Euronext Growth Milan and Euronext Growth Paris.

Accordingly, before deciding to make an investment in the Shares, potential investors are urged to carefully evaluate the risks described in this Chapter 3 "*Risk Factors*", together with all the information contained in the Admission Document / Information Document, including the documents and information incorporated by reference, in order to make a proper assessment of the investment.

References to Chapters and Paragraphs refer to the Chapters and Paragraphs of the Admission Document / Information Document.

The occurrence of one or more of the circumstances described in one of the following risk factors could adversely affect the Issuer's and/or the Group's business and economic, equity and/or financial situation, their prospects and, consequently, the price of the Shares. Such negative effects could also occur if events, not known to the Company today, were to occur that would expose the Issuer and the Group to further risks or uncertainties, or if risk factors that are considered insignificant today were to become so due to circumstances that have arisen.

This Chapter 3 ("*Risk Factors*") of the Admission Document / Information Document contains only those risks which the Issuer considers to be specific to itself, the Group and/or the Shares and relevant to making an informed investment decision, taking into account the probability of occurrence and the expected magnitude of the adverse impact.

(A) RISK FACTORS RELATING TO THE ISSUER AND THE GROUP

The Company, as summarised in the table below, has divided the risk factors into different categories, listing them, within each category, according to their overall level of significance, which is based on the joint analysis of two estimation criteria: (a) the probability of occurrence and (b) the extent of the negative impact on the Issuer and the Group, should the risk actually occur. The probability of occurrence and the magnitude of the risk are assessed on three levels: (i) low; (ii) medium and (iii) high.

RISK		Probability of occurrence	Magnitude of negative impact
(A)	RISK FACTORS RELATING TO THE ISSUER AND THE GROUP		
3.A.1	**Risks associated with the Issuer's and Group's operations and industry**		
3.A.1.1	Risks associated with the reliance on lease and sublease agreements for the Group’s operations	low	high
3.A.1.2	Risks associated with cost allocation under lease agreements	low	high
3.A.1.3	Risks associated with the operativity of the venues	low	medium
3.A.1.4	Risks associated with the reputation of the Group	low	medium

3.A.1.5	Risks associated with the ability to maintain high standards in service quality and visitor experience	low	medium
3.A.1.6	Risks associated with implementing future strategies and programs	low	medium
3.A.1.7	Risks associated with hacking activities and cybersecurity	medium	medium
3.A.1.8	Risks associated with the identification, acquisition and management of new venues	medium	low
3.A.1.9	Risks related to the profitability of new projects	medium	low
3.A.1.10	Risks associated with variability in tourist flows due to adverse weather conditions and external logistical factors	low	low
3.A.1.11	Risks associated with the seasonality of the business	low	low
3.A.1.12	Risks associated with revenues and geographic concentration and expansion strategy	low	low
3.A.1.13	Risks associated with the attraction and retention of qualified personnel	low	low
3.A.1.14	Risks associated with the inadequacy of the protective measures adopted by the Issuer for the safeguarding of its intellectual and/or industrial property rights, potential infringements of such rights by third parties, as well as the termination of license agreements	low	low
3.A.1.15	Risks related to the infringement by the Issuer of third parties' intellectual and/or industrial property rights	low	low
3.A.1.16	Risks associated with the interruption of commercial relationship with suppliers	low	low
3.A.1.17	Risks associated with the macroeconomic trends and global economic and political uncertainties	low	low
3.A.2	**Risks associated with the financial situation of the Issuer and the Group**		
3.A.2.1	Risks associated with financial indebtedness and access to credit	medium	low
3.A.2.2	Risks associated with forward-looking statements and estimates contained in the Admission Document / Information Document	medium	low
3.A.2.3	Risks associated with the use of alternative performance indicators (APIs)	low	low

3.A.3	**Risks associated with environmental, social and *governance* factors**		
3.A.3.1	Risks associated with Related Party Transactions	medium	high
3.A.3.2	Risks associated with dependence on senior figures, key personnel and specialised staff	low	high
3.A.3.3	Risks associated with possible conflicts of interest of members of the Issuer's Board of Directors	low	low
3.A.3.4	Risks associated with the corporate governance system and the deferred application of certain statutory provisions	low	low
3.A.4	**Risks associated with the legal and regulatory framework**		
3.A.4.1	Risks related to regulatory constraints and cultural heritage restrictions	medium	medium
3.A.4.2	Risks associated with compliance with occupational health and safety legislation	low	low
3.A.4.3	Risks associated with environmental liability	low	low
3.A.4.4	Risks associated with the collection, storage and processing of personal data and the use of *cookies*	low	low
3.A.4.5	Risks associated with tax regulation	low	low
3.A.4.6	Risks associated with the regulatory developments	low	low
3.A.5	**Risks associated with internal control**		
3.A.5.1	Risks associated with the management control system and internal control	low	medium
3.A.5.2	Risks associated with the failure to adopt the organisational model pursuant to Legislative Decree 231/2001, as amended, and with the administrative liability of legal entities	low	medium

3.A.1 Risks associated with the Issuer's and Group's operations and industry

3.A.1.1 Risks associated with the reliance on lease and sublease agreements for the Group's operations

The Group is significantly reliant on multiple lease and sublease agreements concerning properties used for tourism, hospitality, cultural and commercial purposes, located in areas of historical and environmental significance (such as Isola Bella, Isola Madre, Rocca di Angera, Cannero, Mottarone, among others). As such, the Issuer is structurally dependent on the willingness of these third parties to enter into and maintain lease agreements on terms that are sustainable and aligned with the Group's long-term strategic objectives.

As of the date of the Admission Document / Information Document, lease agreements are entered into with related parties, given that all the sites included in the managed portfolio are owned by the Borromeo Family. In the future, in line with the Group's strategy, the portfolio may be extended to new sites owned by third parties, and lease agreements will be stipulated with new tenants.

The majority of these are long-term leases, in some cases exceeding 15 years, and all include a tacit renewal clause that ensures contractual stability. Furthermore, as the properties are mostly owned by the Borromeo family, there is an alignment of interests between the landlords and the tenant.

For further information concerning the related parties transactions, please refer to Section One, Chapter 13 and Chapter 16 of the Admission Document/Information Document.

This dependence entails several operational and strategic risks. In particular, the Issuer may be exposed to:

(i) the risk of non-renewal or early termination of leases, especially in cases where automatic renewal clauses are not binding under applicable law or are subject to the lessor's discretion;

(ii) the risk of dispute with the property owners on the use or availability of the leased premises as well as the type of activities permitted within them, necessary maintenance works, or changes in access conditions;

(iii) limitations in performing structural improvements or branding interventions, especially when the lessor's prior consent is required or when the property is subject to heritage protection;

(iv) the financial or legal instability of the owners, which may lead to enforcement actions by creditors or other third parties, with the potential for such parties to take over the relevant lease agreements.

Any adverse development in the relationship with property owners or failure to ensure the stability and continuity of lease agreements could result in the loss of access to certain strategically relevant properties (such as the Cannero Castles, Rocca di Angera, or Borromeo Palace). Those circumstances may entail long lead times and significant costs to identify and secure suitable alternatives, which may not be readily available in locations offering comparable historic value, landscape prestige, or tourist appeal.

The Issuer considers the probability and materiality of the occurrence of these risk events to be low and high, respectively.

3.A.1.2 Risks associated with cost allocation under lease agreements

The multiple lease and sublease agreements concerning properties on the sites used by the Group often assign the Group significant operational and financial responsibilities, including ordinary and extraordinary maintenance, compliance with regulatory requirements, certification costs, and restoration obligations.

Any unilateral or negotiated amendments to these provisions—especially those that increase the Group's share of maintenance or compliance-related costs—could lead to higher financial burdens. Furthermore, changes in the allocation of ancillary charges or the imposition of new penalties or obligations (e.g., for delayed payments or failure to meet specific performance thresholds) could adversely affect the Group's operating margins and liquidity position.

Given the architectural and historical complexity of many of the properties, unexpected increases in maintenance or compliance costs may also entail significant execution risk, logistical challenges, and longer implementation times. In addition, these agreements also include costs related to certifications, late payment penalties, and termination clauses triggered by material breaches (e.g., delays in payment exceeding two instalments).

Failure to comply with contractual obligations—particularly delays or defaults in the payment of rent or ancillary charges, or inability to cover maintenance and compliance-related expenses—could result in the early termination of the relevant lease agreements and the consequent loss of access to key properties essential to the Group's business operations. Such circumstances could have a material adverse effect on the Group's business, financial condition, results of operations, and prospects, as well as diminish the appeal and uniqueness of its tourist and cultural offering.

The Issuer considers the probability and materiality of the occurrence of these risk events to be low and high, respectively.

3.A.1.3 Risks associated with the operativity of the venues

The Company directly oversees the activities of the "Terre Borromeo", the brand which identifies the portfolio of cultural and natural sites historically linked to the Borromeo Family located primarily in the Lake Maggiore area. These include iconic destinations such as Isola Bella, Isola Madre, Rocca di Angera, Parco Pallavicino, Parco del Mottarone and Castelli di Cannero, blending culture, nature, and art with an extensive range of services (i.e. hospitality and leisure services) to offer visitors a full and memorable experience.

These sites are exposed to operational risks typical of this type of location. Such risks may include, by way of example, breakdowns or malfunctions affecting infrastructure, systems, or equipment essential to the services provided by the Group; delays or difficulties in sourcing spare parts; natural disasters; strikes; civil unrest; workplace accidents; fires; acts of vandalism or theft; the revocation of permits, licences or authorisations; regulatory or environmental interventions; the need to comply with applicable laws and regulations on hygiene, health, safety, and environmental protection; as well as with protocols agreed with local authorities or resulting from inspections carried out by them. Further risks include labour shortages, interruptions to work activity, and prolonged restrictions in energy supply or other force majeure events beyond the Issuer's control.

The occurrence of one or more of these operational risks may result in the full or partial closure of the sites to the public, including for extended periods, leading to potentially significant costs for the Group. In particular, such closures could affect the provision of services, prevent the Group from fulfilling its contractual obligations to customers, and expose it to legal claims which, if decided unfavourably, could result in compensation obligations and damage to customer relationships. Moreover, the costs associated with restoring affected sites following such events may lead to increased expenditures and potential financial losses.

As of the date of the Admission Document / Information Document, the Issuer holds insurance policies covering damages resulting from malfunctions and/or physical damage to its properties, as well as civil liability coverage related to workplace accidents and incidents involving visitors. Moreover, the insurance coverage limits are contractually increased in the event of accidents involving organised tourist groups. Nevertheless, the Group cannot rule out the possibility that such coverage may prove inadequate, that the amount of damages or compensation required may exceed the insured limits, or that contractual limitations, exclusions of liability, or events not covered under the policies—either wholly or partially—may apply. In such cases, the Issuer may be required to bear the portion of costs not indemnified by the insurance coverage.

The Issuer considers the probability and materiality of the occurrence of this risk to be low and medium, respectively.

3.A.1.4 Risks associated with the reputation of the Group

The Group's business is intrinsically linked to the management and public enhancement of historic, artistic, and culturally significant properties. These include nationally and regionally recognised heritage sites—such as castles, villas, gardens, and monuments—which are subject not only to legal protections but also to heightened public scrutiny and expectations from institutions, local communities, cultural organisations, and visitors.

Any mismanagement, operational incident, or perceived misuse of such assets—whether due to inadequate maintenance, inappropriate commercial initiatives, unauthorised alterations, or failure to respect the historical or symbolic value of the site—could generate substantial reputational damage for the Issuer. In particular, events such as the deterioration or accidental damage of protected elements, negative media coverage, or disputes with cultural authorities may undermine the Group's credibility and public image.

Given the high visibility and symbolic value of the venues managed, reputational harm may also extend beyond the individual site and affect the perception of the Group's entire brand, reducing visitor trust, weakening institutional partnerships, and impacting future opportunities for site acquisitions or collaborations with heritage stakeholders.

Moreover, reputational issues could lead to stricter regulatory oversight, delays in obtaining required authorisations, or the withdrawal of existing permits, all of which may have adverse effects on operations, financial performance, and strategic development.

Similarly, it is possible that certain employees or collaborators may adopt behaviours that do not meet the expectations of end users of the Group's services, which could result in customer dissatisfaction.

Moreover, it cannot be excluded that one or more services booked as part of a package may suddenly become unavailable—even due to circumstances beyond the Group's direct control—requiring the Group to arrange alternative services within the affected travel package.

Although the Issuer is strongly focused on implementing and refining internal processes and monitoring systems aimed at minimising such risks, reputational harm may nonetheless arise from the issues described above. Such harm could have a negative impact on the Group's image and, consequently, on its business operations, customer relationships, and economic, financial, and equity position.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and medium, respectively.

3.A.1.5 Risks associated with the ability to maintain high standards in service quality and visitor experience

The Group's business model is largely based on the provision of high-quality services and the delivery of engaging and memorable visitor experiences across the cultural and natural heritage sites under its management. Maintaining elevated standards of service and ensuring consistent visitor satisfaction are therefore essential to preserving the Group's reputation, increasing customer loyalty, and sustaining revenue generation.

However, various factors—such as increased visitor flows, seasonal peaks, the use of temporary or seasonal staff, limitations in infrastructure capacity, or unexpected operational disruptions—may negatively affect the overall quality of the services delivered. Any decline in service standards or deterioration in the perceived value of the visitor experience could result in customer dissatisfaction, negative reviews or reputational damage, leading to a decrease in returning visitors and potential revenue losses.

Moreover, failure to adapt services to evolving consumer expectations, technological advancements, or market trends in the tourism and cultural sectors could further compromise the Group's ability to remain competitive and attractive. The Group's continued success depends on its ability to monitor service performance, invest in staff training, and ensure the efficient and coordinated operation of its sites.

The Issuer considers the probability and materiality of the occurrence of this risk to be low and medium, respectively.

3.A.1.6 Risks associated with implementing future strategies and programs

The Group is exposed to the risk that it may not be able to successfully implement its growth strategy, or may not do so within the expected timeframe, should the underlying assumptions prove to be incorrect or should the strategy fail to deliver the anticipated results due to other factors, including those beyond the Group's control.

Moreover, this Admission Document / Information Document contains certain forward-looking statements and estimates regarding market trends and the Issuer's competitive positioning. These are based, in part, on internal assessments and calculations, as well as on projections concerning the size of the reference market and the Group's relative position within it. As such, they are inherently subjective and subject to a margin of uncertainty. There is no guarantee that these assumptions and projections will be borne out in the future, due to both known and unforeseen risks and uncertainties — some of which are outlined within this section.

The Group's ability to increase revenues, pursue its growth and development objectives, and maintain satisfactory profitability levels depends, among other things, on its success in executing its strategy and carrying out investments in the development of its new projects, which are considered instrumental to the Group's future growth and operational performance.

The Group's future strategy is designed to strengthen its competitive positioning within its reference market, with the ultimate aim of achieving sustainable long-term results. In this regard, the Issuer has developed specific future strategic actions, primarily including organic growth by enhancing Borromeo heritage sites and expanding hospitality and retail offerings (e.g., Isola Bella, Villa Pallavicino, Stresa), while also targeting external growth through the management of third-party historical venues, supported by strategic partnerships (e.g., ADSI). Efficiency gains are driven by centralizing operations, dynamic pricing, and cross-site synergies, with further expansion planned in urban cultural hubs.

Should (i) the Group fail to implement, in whole or in part, its future strategy or should implementation occur outside the expected timeframe or not in the intended manner; or (ii) the assumptions underlying the growth strategy prove inaccurate; or (iii) the strategic initiatives fail to yield the anticipated outcomes for any reason, the Group's business, financial condition, and results of operations could be materially and adversely affected.

Furthermore, the projections and forward-looking statements contained in the Admission Document / Information Document are based, where possible, on third-party data that are either publicly available or accessible on a paid-subscription basis. Where such sources were not available, the Issuer relied on internal calculations, which inherently involve a degree of discretion and uncertainty. While these estimates and assumptions are currently deemed reasonable by the Issuer, they may ultimately prove to be inaccurate as a result of unforeseen events or circumstances not currently accounted for, potentially impacting the Group's future results and performance.

The Issuer considers the probability and materiality of the occurrence of these risk events to be low and medium, respectively.

3.A.1.7 Risks associated with hacking activities and cybersecurity

The Group's infrastructures, facilities, and IT systems used in the conduct of its operations are potentially exposed to various operational risks, including server failures, connectivity interruptions, or extraordinary events that may compromise the regular and secure functioning of such systems. Additionally, the Group may become the target of hacking attempts or ransomware attacks. Given the rapid and continuous evolution of cyber threats, the Group may not always be able to prevent or promptly detect such attacks, which are particularly dangerous due to their often-covert nature and delayed detection.

As of the date of the Admission Document / Information Document, the Group carries out continuous monitoring and maintenance activities on its IT infrastructure and systems in order to ensure adequate cybersecurity standards and to minimise the risk of unauthorised access. Nevertheless, IT systems and infrastructures remain inherently exposed to the risk of intrusion by unauthorised third parties.

In the event of a cyberattack, any unauthorised access to or even attempted breach of the Group's systems could alter customer perception regarding the security and reliability of the Issuer's digital infrastructure, potentially resulting in the loss of customers, including significant ones. Furthermore, such incidents may expose the Group to legal disputes, complaints, or claims for damages, which could have a negative impact on the Group's operations, financial condition, and reputation.

The Issuer currently assesses the probability of occurrence of such risk as medium, and its potential material impact as medium.

3.A.1.8 Risks associated with the identification, acquisition and management of new venues

A key component of the Issuer's growth strategy is the expansion of its managed portfolio through the selection and management of high-value cultural and historical properties, to be used for guided tours, events, food services, and hospitality.

Moreover, the acquisition or lease of such assets often involves protracted and complex negotiations with multiple stakeholders. These properties are frequently held in co-ownership by several individuals, typically as a result of intergenerational inheritance, which adds a layer of complexity to the negotiation process. In such scenarios, the successful conclusion of negotiations depends on obtaining the unanimous consent of all relevant parties, which cannot be guaranteed. Each co-owner may have diverging expectations, interests, or timing requirements, potentially causing delays or even deadlock in the negotiation process.

As a consequence, negotiation timelines may extend beyond initial expectations, resulting in temporary stagnation in the Group's expansion strategy. This may entail increased transactional and legal costs, as well as the diversion of internal resources. Additionally, where negotiations ultimately fail, such efforts may yield no economic return, with the further risk of reputational impact in cases involving high-profile assets or counterparties. Therefore, the Group remains exposed to uncertainties inherent in its acquisition or partnership strategy related to property development and enhancement.

Furthermore, changes in the real estate market may affect the Group's ability to identify and secure suitable properties on terms consistent with its strategic and financial objectives. Rising property values, greater competition for high-potential assets, or regulatory developments affecting the use, preservation, or accessibility of heritage properties may reduce the pool of viable opportunities or increase acquisition and development costs. Any adverse evolution in market conditions may thus limit the Group's capacity to execute its growth strategy efficiently or within the expected timeframe.

Moreover, even in cases where acquisition or lease agreements are successfully executed, the development of these sites may encounter significant operational and regulatory hurdles. These include, among others:

(i) delays in obtaining necessary permits and authorisations (particularly for protected or listed assets);

(ii) the need to perform extensive restoration or compliance works subject to the supervision of cultural heritage authorities;

(iii) unforeseen structural or legal issues affecting the usability of the site;

(iv) community opposition or local constraints affecting timing or scope of operations.

Additionally, the management of newly acquired venues may present challenges in terms of staffing, logistics, visitor flows, and maintenance, especially during the ramp-up phase. The complexity is further increased when the asset is opened to the public for the first time or after a long period of disuse.

Any failure or delay in securing or operationalising such properties may result in missed growth opportunities, increased capital expenditures, or underperformance of strategic initiatives, which could negatively impact the Group's revenues, margins, and overall business performance.

The Issuer considers the probability and materiality of the occurrence of these risk events to be medium and low, respectively.

3.A.1.9 Risks related to the profitability of new projects

The Group's growth strategy is heavily dependent on the successful launch and integration of new venues and service formats—including luxury hospitality offerings, signature food and retail experiences, exclusive guided tours, and premium event spaces. These initiatives typically require significant upfront investment in areas such as property leasing or purchase, restoration works, regulatory compliance, staff hiring, and marketing.

Despite rigorous due diligence and project planning, the actual financial outcomes may diverge significantly from initial forecasts. Key factors that could negatively impact the profitability of new initiatives include:

(i) cost overruns in restoration, construction, or compliance works—particularly for historic properties where unexpected structural issues often only become apparent during renovation;

(ii) delays in obtaining necessary permits or completing renovations, which can push back revenue generation and inflate holding costs;

(iii) lower-than-expected visitor numbers or average spent per customer, due to shifts in tourism trends, economic conditions, or competition;

(iv) underperformance in ancillary services, such as hospitality, food & beverage, retail, and premium experiences, if customer take-up fails to meet expectations;

(v) longer payback periods than initially projected, which could strain the Group's cash flow and limit its ability to finance further expansion or service debt.

If new venues do not reach anticipated levels of occupancy, revenues, or margins, the Group may face reduced overall profitability and diminished return on investment. Sustained underperformance could impair strategic implementation, weaken financial resilience, limit capacity to finance external growth initiatives, and create negative sentiment among investors.

The Issuer considers the probability and materiality of the occurrence of this risk to be medium and low, respectively.

3.A.1.10 Risks associated with variability in tourist flows due to adverse weather conditions and external logistical factors

The Issuer's business model is directly dependent on the volume of visitors attending the cultural, natural, and historical venues managed by the Group. A substantial portion of these locations consists of outdoor sites—such as gardens, historic parks, islands, mountain facilities, and open-air monuments—which are inherently exposed to seasonal fluctuations and sensitive to meteorological conditions.

Adverse weather events, including persistent rainfall, extreme heat during the summer months, or a lack of snow in winter for mountain locations, may discourage visitors, limit site accessibility, or reduce the attractiveness of the experience offered. In particular, certain destinations may see a sharp drop in daily attendance or entire periods of inactivity in case of unfavourable climate trends. These factors may result in material reductions in ticketing revenue and negatively affect ancillary income sources such as guided tours, hospitality services, food and beverage operations, and event hosting.

Moreover, external and unforeseen logistical events may also impact the Issuer's operations. These may include the temporary interruption of key transport infrastructure—such as railway lines, cableways, ferries, or access roads—due to construction works, natural events, strikes, or regulatory restrictions. The lack of alternative routes or transport options could lead to a significant decrease in accessibility to the Group's sites, further aggravating the impact of adverse conditions.

While the Group implements marketing and pricing strategies, as well as through agreements with travel agencies, aimed at mitigating seasonality and diversifying demand (e.g., group tickets, multi-site ticketing, bundled offers, premium experiences), it may not be able to fully offset the effects of such exogenous events.

Repeated or prolonged occurrences of these circumstances could materially affect the Group's financial results, slow down planned development, and compromise the execution of its strategic objectives.

The Issuer considers the probability and materiality of the occurrence of this risk to be low and low, respectively.

3.A.1.11 Risks associated with the seasonality of the business

The Group's operational and revenue cycles are highly seasonal and closely tied to the opening calendar of its service delivery infrastructure, which typically operates between March and November. This includes the periods during which enrolment, organisation, and execution of the Group's programmes take place. As such, the vast majority of revenues and cash flows are generated in the second and third quarters of the year. In the fiscal year ended on December 31, 2024, 2Q and 3Q accounted for 40.7% and 41.6% of annual turnover, respectively.

It is noteworthy that the seasonality observed is confined to a monthly and quarterly basis, with historical data indicating that each semester has typically contributed to approximately 50% of total annual revenues. 1H accounted for approximately 47.2% of annual turnover in the fiscal year ended on December 31, 2024, and 46.6% in the fiscal year ended on December 31, 2023.

The remaining part of the year—particularly the first and fourth quarters—is predominantly dedicated to non-revenue-generating activities, such as maintenance operations, the promotion of programmes, the enrolment process, and the logistical and administrative planning necessary to support service delivery during peak operational periods.

Consequently, the Company has adopted a workforce structure tailored to the seasonal nature of its business. As of June 30, 2025, approximately 62% of the workforce consists of fixed-term and/or seasonal employees, while the remaining 38% are employed under permanent contracts. This model allows the Company to effectively adjust staffing levels in line with operational demands, particularly during the peak season from March to November, when tourist activity significantly increases.

Although Parco del Mottarone remains operational throughout the year, offering both summer and winter activities and thereby exhibiting dual seasonality, its contribution serves to partially mitigate the seasonal concentration of revenues. However, the resulting counterbalancing effect is limited in scope and may not be sufficient to fully offset the inherent volatility associated with the seasonality characteristic of the Group's broader operations.

This pronounced seasonal dynamic exposes the Group to several risks, including:

a) cash flow imbalance: the uneven distribution of revenue throughout the year may result in temporary cash flow shortages in low-income months, requiring short-term credit lines or the deferral of certain investments or expenses.

b) cost absorption pressure: fixed costs, such as staff salaries, leases, and overheads, continue to accrue year-round, potentially exerting pressure on margins in periods of lower activity.

c) vulnerability to external disruptions: events affecting peak months (e.g., adverse weather, supply chain issues, site maintenance delays, or macroeconomic shocks) could disproportionately impact annual performance, given the high concentration of revenues in Q2 and Q3.

d) reduced predictability of interim financials: seasonal trends may lead to significant fluctuations in interim results (e.g., half-year financial statements), which may not reflect the actual full-year financial performance of the Group and may hinder comparability for investors and analysts.

Should these risks materialise, they could negatively affect the Group's liquidity, operational continuity, and financial results. Accordingly, investors should consider the seasonal profile of the Group's business model when evaluating performance trends and future projections.

The Issuer considers the probability and materiality of the occurrence of this risk to be low and low, respectively.

3.A.1.12 Risks associated with revenues and geographic concentration and expansion strategy

As of the date of the Admission Document / Information Document, the Issuer's portfolio of venues is geographically concentrated in the Lake Maggiore area. This structural feature of the business model entails a material risk of revenue concentration, as a significant portion of the Group's turnover is generated by a limited number of high-profile sites, particularly Isola Bella and Isola Madre. The dependency on a small number of flagship destinations renders the Group vulnerable to any event—regulatory, environmental, logistical, or operational—that may result in the temporary or prolonged closure of even a single site. In such circumstances, while fixed costs would largely remain constant, the resulting revenue shortfall could materially impair the Group's cash flows, expose it to potential contractual liabilities vis-à-vis customers, and adversely affect its brand image and reputation.

Although the Group has in place insurance policies to mitigate the financial effects of such events, there is no guarantee that the coverage would be sufficient or promptly activated to fully offset the incurred losses. Moreover, the lack of diversification across different geographic areas and asset categories increases the Group's exposure to localised disruptions and seasonal fluctuations, thereby constituting a structural vulnerability within the broader operational framework.

In parallel, the Issuer is implementing a commercial expansion strategy aimed at broadening its portfolio through the inclusion of historical and cultural venues owned by third parties and located in other well-connected areas of Italy, as well as by evaluating opportunities in key urban cultural hubs. A failure to effectively expand into new strategic areas would further accentuate the current revenue concentration risk and limit the Group's growth potential.

Additionally, given the domestic focus of its operations, the Group's performance is significantly influenced by macroeconomic conditions in Italy. A contraction in consumer spending, a reduction in public or private investment in the cultural and tourism sectors, or broader negative developments in the domestic economy could adversely affect demand for the Issuer's services. These factors, individually or in combination, may have a material adverse effect on the Group's economic, financial, and equity position, as well as on the effectiveness of its strategic growth initiatives.

The Issuer considers the probability and materiality of the occurrence of this risk to be low and low, respectively.

3.A.1.13 Risks associated with the attraction and retention of qualified personnel

The Group relies on highly qualified technical personnel, such as conservation specialists, whose expertise and professionalism are critical to the maintenance and preservation of physical integrity and aesthetic value of the cultural asset of existing and new venues included in the Group's portfolio. The ability to attract, retain, and motivate skilled personnel is therefore a key factor in maintaining the quality standards achieved to date and in ensuring the Group's long-term competitiveness.

Should the Group be unable to attract new qualified personnel and/or retain existing staff, the overall quality and performance of its operations could be adversely affected.

In the event that employment relationships with a significant number of qualified professionals were to be terminated for any reason, the Group may not be able to identify and recruit suitable replacements within a short timeframe. Moreover, it cannot be guaranteed that any newly recruited individuals would possess equivalent expertise or contribute to the business at the same level as those being replaced, potentially resulting in operational disruptions or a decline in performance.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

3.A.1.14 Risks associated with the inadequacy of the protective measures adopted by the Issuer for the safeguarding of its intellectual and/or industrial property rights, potential infringements of such rights by third parties, as well as the termination of license agreements

In the course of its business activities, the Group relies on various intellectual and industrial property rights (such as software and applications, business secrets, trademarks, and domain names), some of which are owned by the Issuer or other Group companies, and others licensed to the Group by third parties.

As of the date of this Admission Document / Information Document, the Issuer owns 13 trademarks, has 3 trademark applications pending and uses two trademarks owned by Mr. Lodovico Borromeo Arese Borromeo under a written licence. Moreover, the Issuer uses a domain name.

The Group believes it has adopted appropriate protective measures to safeguard these rights, such as the registration of certain trademarks and domain names.; however, there is no assurance that the measures taken are sufficient to adequately protect the Group's intellectual and/or industrial property related to its business activities.

In particular, the following risks cannot be excluded:

(a) the Group may be unable to undertake the necessary actions to maintain ownership of its trademarks and/or other intellectual property rights or to protect them effectively;

(b) despite the measures adopted, third parties may infringe or unlawfully use the Group's intellectual and/or industrial property rights. In such cases, the Group may be forced to initiate legal proceedings against the infringing parties, incurring litigation costs, facing the risk of failing to prove infringement or misappropriation, and bearing the inherent uncertainty of legal disputes. Furthermore, such proceedings may lead to counterclaims by defendants, potentially including actions for invalidity and/or revocation of the Group's trademarks, which may result in settlements or the need to enter into new agreements;

(c) the Group's registrations may be challenged or claimed by third parties;

(d) applications for the registration of intellectual and/or industrial property rights, whether pending or future, may be rejected, or, if granted, may have limited scope or geographic coverage;

(e) if the Issuer decides to register its intellectual and/or industrial property rights in foreign jurisdictions, the laws of those countries may not provide the same level of protection afforded under Italian or EU law.

Finally, the Group's intellectual property rights may not be sufficient to ensure a lasting competitive advantage, as third-party companies may independently develop trademarks, products and/or commercial strategies that are more appealing than those of the Group.

The occurrence of such events, and their direct or indirect consequences, could have a material adverse effect on the business, outlook, and economic, financial and equity position of the Issuer and/or the Group.

To the best of the Issuer's knowledge, no events of the type described above have occurred during the period from 2023 to the date of the Admission Document/Information Document.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

3.A.1.15 Risks related to the infringement by the Issuer of third parties' intellectual and/or industrial property rights

Although the Issuer conducts ongoing checks to ensure compliance with third-party intellectual property rights in the course of its business activities, it cannot be excluded that the Issuer may (even unintentionally) infringe intellectual and/or industrial property rights held by competitors or third parties in the performance of its operations.

Should such infringements be alleged and confirmed, they could result not only in injunctions against the infringing activity carried out by the Issuer, but also in legal costs, fines, and claims for damages. In certain cases, such infringements may also give rise to criminal liability for the individuals involved and to administrative liability of the company under Legislative Decree No. 231/2001.

In particular, although the Issuer adopts internal procedures aimed at preventing unlawful conduct and continuously monitors its operations to avoid infringing third-party intellectual and/or industrial property rights, the possibility cannot be ruled out that the Issuer may be subject to claims by third parties alleging infringements of intellectual and/or industrial property rights in connection with its commercial activities and/or acts of unfair competition. Such claims could result in the need to enter into settlements, execute new agreements, or initiate or become involved in legal proceedings, which could lead to unforeseen costs for the Issuer (including legal expenses and compensation for damages) and/or injunctive measures.

To the best of the Issuer's knowledge, no events of the type described above have occurred during the period from 2023 to the date of the Admission Document/Information Document.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

3.A.1.16 Risks associated with the interruption of commercial relationship with suppliers

The Issuer is exposed to the risk that, following the interruption of commercial relationships with its suppliers it may be unable to replace such relationships within a short timeframe and under equivalent economic and contractual conditions.

As of 31 December 2024, the largest supplier accounted for approximately 15.9% of the total costs related to lease of Borromeo's properties included in Kaleon's site portfolio (related-parties transactions), while the top ten suppliers together represented 37.1% of total costs.

Although the Group maintains consolidated relationships with key suppliers, it typically enters into contracts on a project-specific basis, without entering into long-term contractual arrangements. As such, the Group's ability to maintain operational continuity depends in part on its suppliers' capacity to meet the required quality standards and technical specifications, as well as on the Group's internal ability to effectively identify new suppliers and sustain positive relationships with existing ones.

Reliance on third-party suppliers exposes the Group to several risks, including reduced control over the quality and timeliness of services, potential interruption of supply, and operational issues stemming from suppliers' non-compliance with contractual obligations, execution delays, or capacity constraints—some of which may be linked to broader supply chain disruptions affecting the suppliers themselves.

In the event that one or more suppliers were to cease or delay service provision, or should the services rendered fall below required standards, the Group may face difficulties in identifying and engaging suitable alternative providers in a timely manner. This could have a material adverse effect on the Group's business operations and its economic, equity, and financial position. Furthermore, replacing suppliers on less favorable terms could lead to higher costs, which in turn may negatively impact the Group's margins and overall financial performance.

The Issuer assesses the probability and materiality of such risk events occurring as low and low, respectively.

3.A.1.17 Risks associated with the macroeconomic trends and global economic and political uncertainties

The ongoing conflict in Ukraine has led to geopolitical tensions both at the European and global levels, the implementation of economic, financial, and trade sanctions by the European Union against the Russian Federation and Belarus, as well as a significant increase in the cost of certain raw materials, with notable inflationary effects. Moreover, the situation that has developed in the Middle Eastern region—particularly the escalation of the conflict between Israel and Palestine, and the growing instability in relations between Israel and Iran—could lead to a further deterioration of the geopolitical landscape in the Middle East and, consequently, in the rest of the world, with a resulting increase in prices, including energy prices.

In addition, trade disputes between the United States and China—arising from tariffs imposed by the U.S. government on certain Chinese imports and retaliatory measures—represent another source of uncertainty that could negatively affect the macroeconomic environment in the future.

At the European level, the combined effects of geopolitical instability, high inflation, and the resulting restrictive monetary policies have led to a marked slowdown in economic activity across key EU Member States, contributing to an uncertain and fragile macroeconomic framework within the Union.

Inflation has led central banks of the world's major economies to raise interest rates, thereby impacting banking systems and increasing financing costs for both individuals and businesses. Given the increasing uncertainties linked to the current geopolitical and macroeconomic situation, the economic impacts and their consequences are still not fully foreseeable.

As a result of the above, the Issuer is exposed to the risk of revenue reductions in the context of broader economic recessions stemming from the international environment. The progressive political instability and the volatility of financial markets may also affect the Issuer's financial and economic performance.

The Issuer assesses the probability and materiality of such risk events occurring as medium and low, respectively.

3.A.2 Risks associated with the financial situation of the Issuer and the Group

3.A.2.1 Risks associated with financial indebtedness and access to credit

The Issuer and its Group finance their operations not only through cash flows generated by their core business activities, but also via traditional banking channels, utilising standard medium- and long-term financing instruments as well as shareholders loan. As such, the Issuer and the Group are exposed to the risk of being required to repay their outstanding financial indebtedness in advance in the event of default, or if any acceleration or early termination clauses set out in current financing agreements are triggered.

As of 31 December 2024, the Group's consolidated financial indebtedness (determined as the sum of 3 Quotaholder loans and 4 Bank loans and borrowings of the Consolidated Financial Statements) amounted to Euro 12,785 thousand, compared to Euro 13,988 thousand in the year ended 31 December 2023. Total Net Financial Debt as of 31 December 2024 was Euro 12,699 thousand, while it stood at Euro 13,937 thousand as of 31 December 2023.

As of 30 June 2025, the Group's consolidated financial debt amounted to Euro 13,494 thousand and the total net financial debt was Euro 13,170 thousand.

The following table summarizes the evolution of the Group's financial indebtedness over the periods considered:

(in thousands of Euros)	31 December 2023 (consolidated)	31 December 2024 (consolidated)	30 June 2025 (consolidated)
Consolidated Financial Indebtedness	13,988	12,785	13,494
Current financial assets	-	-	-
Cash and cash equivalents	(50,638)	(85,922)	(324)
Net financial debt	13,937	12,699	13,170

The Group's ability to meet its financial obligations depends on its capacity to generate adequate operating results and sufficient liquidity—factors that may be influenced by events and market conditions that are not fully predictable or under the Group's direct control.

The medium-/long-term loan agreements currently in place contain typical covenants and clauses requiring the timely repayment of principal and interest and the maintenance of the Group's solvency. Breaches of these obligations could trigger early repayment clauses, requiring the Issuer and/or the Group to repay outstanding amounts in advance, which could have adverse effects on the Group's business, operating results, and financial and equity position. In particular, it is noted that the loan agreement entered into with Intesa Sanpaolo S.p.A. contains certain clauses, pursuant to which the lending institution is entitled to (i) require the Company to promptly provide financial statements and to notify any material event or change in ownership or corporate structure, (ii) terminate the agreement and demand full repayment in the event of any change in the Company's shareholding or control deemed materially adverse, (iii) declare the loan immediately due and payable upon default, insolvency, or any circumstance materially affecting the Company's financial condition, and (iv) demand early repayment in case of loss or breach of the guarantee conditions granted under the public guarantee scheme. Furthermore, the loan agreement entered into with Banco BPM S.p.A. contains certain clauses, pursuant to which the lending institution is entitled to (i) receive periodic financial statements and immediate written notice of any event, fact or circumstance — including changes in ownership — that may have a materially adverse effect on the Company's financial position, (ii) demand early repayment of the facility if the Company's shareholding ceases to be at least 51% owned by Mr. Vitaliano Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (as specified under Article 12-*bis*), (iii) declare the loan immediately due and payable in case of default, insolvency, breach of contractual obligations, or other events deemed materially adverse to the Company's financial or legal situation, and (iv) require early repayment if the Company fails to maintain or breaches the guarantees or negative pledge undertakings (as established under articles 13 and 15).

There is no assurance that the Issuer and its Group will, in the future, be able to raise sufficient financial resources to meet their debt obligations or avoid default events. Nor can it be excluded that the Issuer may be unable to refinance maturing debt or raise new financing under conditions equivalent to those currently available. A deterioration in the terms and conditions of future financing arrangements and/or a potential reduction in the Group's access to credit markets could limit the Group's growth prospects and have a material adverse impact on its business, financial condition, and results of operations.

The Issuer considers the probability and materiality of such risk events occurring to be medium and low, respectively.

3.A.2.2 Risks associated with forward-looking statements and estimates contained in the Admission Document / Information Document

This Admission Document / Information Document includes forward-looking statements, projections, and estimates that have not been subject to verification by independent third parties. Some of these are based on qualitative parameters—such as the Group's competitive positioning—rather than quantitative data. Unless otherwise specified, such estimates and assumptions have been developed internally by the Issuer based on data available at the time of drafting (with data sources referenced throughout the Admission Document / Information Document) and are therefore inherently subjective and subject to an unavoidable margin of uncertainty.

As a result, there can be no assurance that the forward-looking statements, projections, or qualitative assessments presented herein—though based on data and information considered reliable by the Issuer—will be realised or confirmed in the future. Moreover, given their subjective nature, these assessments may not accurately reflect the actual reference markets, competitive positioning, performance, or business results of the Group in its sector and geographic areas of operation.

These forward-looking elements may differ—potentially even significantly—from actual outcomes due to a variety of known and unknown risks, uncertainties, and other factors. Such factors may be both internal (i.e., dependent on the Group) and external (i.e., arising from exogenous conditions such as the entrance of new market competitors), and cannot be predicted as of the date of this Admission Document / Information Document.

The Issuer considers the probability and materiality of the occurrence of these risks to be medium and low, respectively.

3.A.2.3 Risks associated with the use of alternative performance indicators (APIs)

This Admission Document / Information Document includes certain alternative performance indicators

(“APIs”) used by the Group to monitor and analyse the profitability trends of its business segments and its financial position. These indicators are not defined under the applicable accounting standards used in the preparation of financial statements and are not subject to statutory audit. As a result, the methodologies applied by the Group to determine such indicators may differ from those adopted by other companies, rendering them potentially non-comparable.

These risks should be carefully considered by investors when assessing the economic, financial, and equity position of the Issuer and/or the Group.

To facilitate a clearer understanding of the Group’s historical and prospective financial and operational performance, the Issuer’s management has identified and applied a set of APIs. These indicators serve as tools to support the Group’s internal analysis, operational trend identification, investment decisions, resource allocation, and broader strategic and management decisions.

In relation to these APIs, the following considerations apply:

a) The indicators are based solely on historical data of the Group and do not constitute reliable indicators of future performance;
b) APIs are not defined or governed by Italian GAAP and, while derived from figures included in the Group’s financial statements, are not subject to independent audit;
c) APIs are not intended to replace measures provided by the applicable accounting standards;
d) APIs should be interpreted in conjunction with the financial data reported in the Group’s statutory financial statements;
e) As APIs are not standardised accounting metrics, their definitions and calculation methods may not be consistent with those used by other issuers and, therefore, may lack comparability;
f) The APIs presented by the Group are applied consistently and uniformly across all reporting periods covered by the Admission Document / Information Document.

Given the discretionary nature of these metrics and the potential variability in definitions across market participants, reliance on APIs as a sole basis for evaluating the Group’s performance should be avoided.

The Issuer considers the probability and materiality of the occurrence of risks associated with the use and interpretation of APIs to be low and low, respectively.

3.A.3 Risks associated with environmental, social and governance factors

3.A.3.1 Risks associated with Related Party Transactions

As at the date of this Admission Document / Information Document, the Issuer has maintained, and continues to maintain, various relationships—primarily of a commercial nature—with Related Parties. In particular, nearly all lease agreements currently in force concerning the Borromeo properties included in Kaleon’s portfolio have been entered into with members of the Borromeo family. There can be no assurance that such agreements have been or will be entered into under the most favourable terms available on the market, or that, upon expiry, such agreements will be renewed or renewed under conditions equivalent to those currently in place.

The Issuer and its subsidiaries have entered into, and may in the future continue to enter into, commercial and financial transactions with Related Parties in the ordinary course of business. While the Issuer believes, to the best of its knowledge, that the terms and conditions applied in these transactions are consistent with market conditions, there is no guarantee that transactions carried out with third parties under similar circumstances would have resulted in equivalent contractual terms. Likewise, there is no assurance that future transactions with Related Parties will be conducted on terms that are as favourable as those available in arm’s length dealings.

For further information concerning the related parties transactions, please refer to Section One, Chapter

13 and Chapter 16 of the Admission Document/Information Document.

Moreover, the fact that the majority of lease agreements entered into by the Issuer are concentrated among a limited number of individuals, primarily members of the Borromeo family, exposes the Issuer to the risk that any deterioration in the relationship with these key counterparties could have materially adverse effects. In particular, any early termination, non-renewal, renegotiation on less favourable terms, or contractual disputes could result in the Group losing access to some of its most strategic venues.

Given the iconic and irreplaceable nature of many of the properties under lease, the inability to secure their continued availability could compromise the Group's ability to generate revenue from its core services—such as guided tours, events, accommodation, and hospitality—and could also harm its brand identity and strategic positioning.

Furthermore, such concentration may reduce the Group's bargaining power and flexibility in managing contractual terms, investments, and long-term commitments. Any disruption arising from the loss or restriction of even a limited number of these key contracts may significantly impact the Group's operations, financial performance, and growth prospects

It is also noted that, on 31 October 2025, the Issuer's Board of Directors approved—effective as of the Admission Date—a procedure for the management of Related Party Transactions in accordance with the Euronext Growth Milan Issuers' Regulation, with the aim of ensuring transparency and compliance with market practices.

The Issuer considers the probability and materiality of the occurrence of risks associated with Related Party Transactions to be medium and high, respectively.

3.A.3.2 Risks associated with dependence on senior figures and key personnel

The Group's key personnel—consisting of a limited number of individuals—play a pivotal role in its operational management and strategic development. The loss of such individuals, or the Group's inability to attract and retain equally qualified resources, could have a material adverse effect on the Issuer's and/or the Group's business operations, growth prospects, and economic, financial and equity position.

The Group's results and overall success are closely linked to the role of Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (Chairman of the board of directors of the Issuer), whose extensive experience in the management and public enhancement of historic, artistic, and culturally significant properties has been, and continues to be, instrumental to the Issuer's and the Group's development. He has played a decisive role in shaping the core business, defining strategic direction, and fostering corporate culture. In addition, Davide Angelo Francesco Molteni, Giberto Borromeo Arese Borromeo and Andrea Gasperoni (COO), also hold a key position in supporting the Group's expansion, particularly in the role of Chief Executive Officer, Executive Deputy Board of Directors and Chief Operating Officer respectively.

Should the relationship between the Group and one or more of these key individuals come to an end for any reason, there is no assurance that the Group would be able to promptly identify and engage professionals of equivalent calibre who can ensure the same level of operational contribution. This risk is further compounded by the highly specialised nature of the Group's business, which relies heavily on sector-specific skills and longstanding professional expertise.

Given the technical complexity and specialisation required, it cannot be excluded that the Group may face challenges in the future in sourcing personnel with the requisite expertise, potentially leading to negative effects on its competitiveness, strategic execution, and financial and operational performance.

The Issuer considers the probability and materiality of the occurrence of such events to be low and high, respectively.

3.A.3.3 Risks associated with possible conflicts of interest of members of the Issuer's Board of Directors

The Group is exposed to the risk that certain members of the Board of Directors may have interests—either personal or on behalf of third parties—that diverge from those of the Issuer or its shareholders, due to their direct or indirect ownership of shares in the Issuer's share capital.

As of the date of this Admission Document / Information Document, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (Chairman of the board of directors of the Issuer) of the Issuer, holds indirectly through L6A4 — a 100% stake in the Issuer's share capital.

As of the Trading Start Date, based on the minimum amount of the Price Range and assuming the full subscription of the Shares deriving from the Base Offer and the Extension Clause, as well as the full exercise of the maximum amount of the Greenshoe Option, the shareholding of L6A4 would be diluted to a maximum of 67% of the Issuer's share capital (and corresponding voting rights at the Shareholders' Meeting).

As a result, the shareholding held by such member of the Board of Directors may influence their decision-making and strategic positions, and the related economic interests may not always align fully with those of the Issuer's other shareholders. This could lead to potential conflicts of interest, particularly in matters requiring shareholder approval or in decisions concerning governance and management policies.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

3.A.3.4 Risks associated with the corporate governance system and the deferred application of certain statutory provisions

The Issuer is exposed to risks arising from the fact that certain statutory provisions regarding the governance of listed companies will only become applicable starting from the Admission Date.

On 31 October 2025, the Issuer adopted new By-laws that will enter into force on the Admission Date. These By-laws establish a governance framework compliant with the Euronext Growth Milan Issuers' Regulation and the Euronext Growth Paris Rule Book and reflect certain principles drawn from the Italian Consolidated Law on Finance (TUF), with the aim of safeguarding minority shareholders. Specifically, the new governance structure provides for, inter alia:

(a) the appointment of the Board of Directors and the Board of Statutory Auditors through a slate voting mechanism;

(b) the appointment of at least one independent director (or two, if the Board of Directors is composed of more than seven members), who satisfies the independence requirements set out in Article 148, paragraph 3, of the Consolidated Law on Finance, as referenced in Article 147-ter, paragraph 4, of the same. At least one of the independent directors must be selected from candidates who have been previously identified or positively evaluated by the Euronext Growth Advisor.

In line with these principles, the Issuer has appointed two independent directors, Mr. Roberto Mazzotta and Mrs. Alessandra Perrazzelli. Moreover, Mrs. Alessandra Perrazzelli has been positively assessed by the Euronext Growth Advisor.

However, it should be noted that the current Board of Directors and Board of Statutory Auditors in office as of the date of this Admission Document / Information Document were appointed prior to Admission, without application of the slate voting mechanism. Both bodies will remain in office until the Shareholders' Meeting called to approve the financial statements for the financial year ending 31 December 2027.

Therefore, the provisions of the By-laws concerning slate voting—intended as a governance safeguard for minority shareholders—will only apply from that date onward. Until such time, the Issuer's governance structure may not fully reflect the enhanced protections that will be in place following the effective application of the amended By-laws.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

3.A.4 Risks associated with the legal and regulatory framework

3.A.4.1 Risks related to regulatory constraints and cultural heritage restrictions

A substantial portion of the venues managed by the Group—such as historic residences, parks, castles, and monuments—are subject to legal protection as cultural heritage under Italian law, particularly Legislative Decree No. 42 of 22 January 2004 (the "**Cultural Heritage and Landscape Code**"). As a result, the Issuer is required to comply with a complex and often restrictive regulatory framework, which governs the use, restoration, maintenance, advertising, and organisation of public events on protected sites.

Any interventions on these properties—including even minor restorations, installations, signage, or changes to visitor flows—may require prior authorisation from the competent heritage authorities (such as the *Soprintendenza Archeologia, Belle Arti e Paesaggio*), which may impose binding prescriptions, deny approval, or subject the authorisation process to lengthy procedural timelines.

Failure to obtain such authorisations in a timely manner—or at all—may delay or prevent the launch of new services, events, or renovations planned by the Group, with potential negative effects on operations and on the fulfilment of the Group's business plan. Moreover, non-compliance with applicable heritage regulations may expose the Issuer to sanctions, reputational damage, or the revocation of granted permits.

As such, the Group's ability to operate and grow within its core business—centered on the enhancement and commercial valorisation of historic and cultural sites—is inherently conditioned by the constraints and uncertainties associated with the public-law regime applicable to the properties under management.

The Issuer considers the probability and materiality of the occurrence of such risk events to be medium and medium, respectively.

3.A.4.2 Risks associated with compliance with occupational health and safety legislation

The Group is subject to occupational health and safety regulations, including, but not limited to, Legislative Decree No. 81 of 9 April 2008, which aims to prevent workplace accidents and ensure the systematic identification, assessment, and management of risks in the workplace.

To comply with applicable legal and regulatory requirements, the Group has adopted internal policies and procedures, and ensures the ongoing monitoring of health, safety, and hygiene standards. Compliance is maintained through continuous regulatory updates and the performance of legally required inspections and audits.

Nevertheless, it cannot be excluded that in the future, the Group may be found in breach of health and safety regulations, which could result in the imposition of administrative sanctions—whether financial or injunctive—or even criminal penalties against company officers and members of senior management.

Additionally, the Group may be required to bear costs to ensure the continued regulatory compliance of its facilities and operational environments. It may also be exposed to compensation claims or other liabilities, including monetary penalties, in connection with violations of occupational health and safety provisions or incidents occurring in the workplace.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

3.A.4.3 Risks related to environmental liability and wildlife regulations

The Group is subject to a wide range of laws and regulations concerning environmental protection. These include, among others, rules governing waste disposal, emissions into the air, soil and water and wastewater discharge.

The Issuer believes that its operations are in substantial compliance with applicable environmental legislation and that, as of the date of this Admission Document / Information Document, there are no material instances of non-compliance. However, it cannot be excluded that future violations—whether unintentional or due to unforeseen circumstances—may occur. Such violations could result in the imposition of administrative penalties, including those of a significant financial amount, or even criminal sanctions against the Issuer's directors, officers, or legal representatives.

Moreover, the Group may be required to incur costs to remediate environmental damage or bring its facilities into compliance with environmental regulations. These circumstances could have an adverse impact on the Group's business activities, reputation, and its financial, economic, and equity position.

Furthermore, the Group's activities involving the management or operation of wildlife facilities are subject to, *inter alia*, Law No. 157 of 11 February 1992 (*Norme per la protezione della fauna selvatica omeoterma e per il prelievo venatorio*), the Environmental Code (Legislative Decree No. 152/2006), the Natura 2000 and CITES regulations, and other applicable national and EU provisions.

The establishment and operation of such facilities require prior authorisations and periodic controls by the competent regional or provincial authorities. These authorisations may impose specific conditions or limitations on the number and type of species, the structures and surface areas used, or the management methods adopted. Any failure to obtain, maintain, or renew the required authorisations—or delays in the administrative procedures—could adversely affect the Issuer's ability to continue its operations or to develop new initiatives involving wildlife management or related environmental projects.

Moreover, any breach of the applicable legal provisions, including those on animal welfare, environmental impact assessments, or the protection of endangered species, may result in administrative sanctions, suspension or revocation of operating licences, or, in the most serious cases, criminal liability. Such events could have a material adverse effect on the Issuer's reputation, operations, and financial performance.

The Issuer considers the probability and materiality of these risks occurring to be low and low, respectively.

3.A.4.4 Risks relating to the collection, storage and processing of personal data and the use of *cookies*

The Group is exposed to the risk that the procedures and measures implemented in relation to personal data protection may prove inadequate and/or that the necessary privacy safeguards are not properly applied across all operational areas. Such inadequacies may result in breaches of the obligations set forth under Regulation (EU) No. 679/2016 (the "**GDPR**"), Legislative Decree No. 196/2003, as amended by Legislative Decree No. 69/2012 (the "**Privacy Code**"), and other applicable provisions issued by the Italian Data Protection Authority (jointly the "**Privacy Regulation**"). Any such violations could lead to the imposition of sanctions – administrative or criminal – with potential negative consequences on the Group's reputation, as well as on its business, financial condition, and operating results.

In the course of its activities, the Group processes personal data – including special categories of data – relating to natural persons (e.g., employees, customers, suppliers) and is therefore subject to compliance with the GDPR and other applicable national and European data protection regulations. As of the date of this Admission Document/Information Document, the Group has established an internal privacy framework in line with GDPR requirements, including the preparation and adoption of mandatory documentation (e.g., privacy notices, data processing agreements with external processors, designation as person in charge of processing, so called "*designato al trattamento*").

Notwithstanding the above, the Group remains exposed to the risk that implemented procedures and the measures adopted may prove insufficient or may not be properly implemented across all operational contexts. As a result, personal data could be damaged or lost or stolen disclosed or processed for purposes other than those initially disclosed or consented to by data subjects, or otherwise unlawfully processed. Such events or any other breach of obligations under the Privacy Regulation may lead to administrative and/or criminal sanctions, as well as negatively impact the Issuer and/or the Group's business and financial standing., including reputational damage,

In addition, in the context of its online operations, the Group makes use of cookie technology for the purpose of tracking user browsing behaviour. Such processing is governed by the Privacy Regulation. Under Article 122 of the Privacy Code, cookies may only be stored on condition that data subject's prior informed consent is obtained. The Group has implemented specific cookie policies for each website, blog, or portal managed by Group companies and used to promote or offer products and services.

However, any failure to comply – or partial or inadequate compliance – with regulations concerning the implementation of, the information obligations and consent mechanisms relating to cookie usage, may expose the Group to sanctions or claims for damages, with potential negative consequences for the Issuer's economic, financial and reputational condition.

To the best of the Issuer's knowledge, no significant events of the nature described above occurred during the period from 2022 to the date of this Admission Document / Information Document.

The Issuer considers the probability and materiality of these risks occurring to be low and low, respectively.

3.A.4.5 Risks associated with tax regulation

The Group, in the course of its business activities, is exposed to risks related to the outcomes of tax audits and assessments, as well as to risks stemming from the numerous developments in tax legislation and its interpretation. The occurrence of events to which such risks refer could have negative effects on the economic, financial, and asset situation of the Issuer and the Group.

Tax legislation and its interpretation are particularly complex matters, also due to the continuous evolution of the regulatory framework and its interpretation by the competent administrative and judicial authorities. These elements prevent the exclusion of the possibility that, in the future, the tax authorities or the courts may adopt interpretations or positions different from those taken by the Issuer, which could result in adverse effects on its economic, financial, and asset situation.

Therefore, with reference to the fiscal years from 2019 to 2024, for which the statutory limitation periods for potential tax assessments are still open, it cannot be ruled out that, in the event of an audit by the tax authorities, objections may arise concerning the application of the tax regulations adopted by the Issuer, with potentially adverse consequences on its financial, economic, and asset position.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

3.A.4.6 Risks associated with regulatory developments

The Group is exposed to the risk that future changes in the regulatory framework applicable to its business sectors may require the adoption of stricter standards or otherwise impact the Group's operations. This may necessitate significant investments and compliance-related costs to align internal systems, processes, and structures with new legislative or regulatory requirements. Such developments could have an adverse effect on the Issuer's and/or the Group's economic, financial, and equity position.

The Group operates in a highly regulated sector, governed by a complex and evolving set of national and EU-level regulations. Any future regulatory changes could introduce stricter operating conditions, new obligations, or additional restrictions, potentially impacting the Group's business model and profitability. The Group may be required to incur further compliance costs or make unforeseen investments to remain in line with the amended legal framework.

In particular, the Group's activities are subject to specific administrative requirements, which may include formal authorisation measures, declarations of commencement of business activities (D.I.A.) or certified declarations of commencement of business (S.C.I.A.), depending on the case. Furthermore, the Group must comply with national and EU regulations in the field of cultural heritage restrictions, particularly with regard to historic residences, parks, castles, and monuments, operational protocols, and the health and safety of both workers and customers.

The introduction of new or more restrictive legislation, or the tightening of existing requirements—especially those mandating additional authorisations or compliance measures—could increase the regulatory burden on the Group and result in higher operational costs. This, in turn, may adversely affect the Group's financial condition, operational flexibility, and overall performance.

The Issuer considers the probability and materiality of these risks occurring to be low and low, respectively.

3.A.5 Risks associated with internal control

3.A.5.1 Risks associated with the management control system and internal control

As of the date of this Admission Document / Information Document, the Group has implemented a management control system based on processes that are not yet fully automated in terms of data collection and processing. As the Group continues to grow, further developments and enhancements to this system will be required to ensure that it remains aligned with the Group's evolving operational and reporting needs.

The Group has approved the launch of a project aimed at identifying and implementing improvements to its internal reporting systems. This initiative is designed to progressively integrate and fully automate existing processes in order to reduce the risk of human error and improve the accuracy and timeliness of management information flows.

Should the upgrade and integration of the management control and internal control systems not be completed as planned, the Group may be exposed to the risk of inefficient operational oversight, delayed detection of critical issues, or misjudgement of their scope. Such deficiencies could result in delayed decision-making or inappropriate responses to operational challenges, potentially leading to significant adverse effects on the Issuer's and/or the Group's business activities, economic performance, financial condition, and overall corporate governance.

The Issuer considers the probability and materiality of these risks occurring to be low and medium, respectively.

3.A.5.2 Risks associated with the failure to adopt the organisational model pursuant to Legislative Decree 231/2001, as amended, and with the administrative liability of legal entities

The Group is exposed to the risk of incurring monetary penalties and disqualification sanctions in the event that its employees, directors, or representatives commit any of the offences contemplated under Legislative Decree No. 231/2001, as subsequently amended ("**Decree 231**"). The occurrence of such events could have a material adverse effect on the Issuer's and/or the Group's business, reputation, financial position, and results of operations.

As of the date of this Admission Document / Information Document, the Issuer and the other Group companies have adopted an organisation, management, and control model pursuant to Decree 231 (the "**231 Model**"), aimed at establishing a set of internal rules to prevent unlawful conduct by individuals in top management positions or otherwise holding decision-making powers. Even where such models are adopted and regularly updated in the future, the mere adoption of a 231 Model does not in itself preclude the application of the sanctions set forth in Decree 231.

Decree 231 introduces a regime of administrative liability for entities in connection with certain criminal offences committed in their interest or for their benefit by directors, officers, employees, or other individuals acting on their behalf. However, an entity may be exempted from liability if it can demonstrate that it has adopted and effectively implemented an adequate 231 Model, including the appointment of a Supervisory Body (*Organismo di Vigilanza*) responsible for overseeing the effectiveness and proper application of the model.

In the event an offence is committed, the adequacy of the model and its actual implementation are subject to judicial review. If the competent authority determines that the model is inadequate or that the Supervisory Body has failed to perform its duties, sanctions may be imposed on the Issuer or the relevant Group company. Any such conviction could result in reputational damage, operational disruption, and financial penalties, all of which may adversely affect the Issuer's and/or the Group's operations and strategic outlook.

Moreover, if the administrative liability of the Issuer and/or other Group companies is confirmed—either prior to or following the potential adoption of the 231 Model—the Group could still be subject to sanctions, and suffer related reputational harm and operational repercussions.

As of the date of this Admission Document / Information Document, there are no ongoing proceedings against the Issuer or other Group companies relating to liability under Decree 231.

The Issuer considers the probability and materiality of these risks occurring to be low and medium, respectively.

(B) RISK FACTORS ASSOCIATED WITH THE OFFER AND ADMISSION TO TRADING ON EURONEXT GROWTH MILAN AND EURONEXT GROWTH PARIS OF THE FINANCIAL INSTRUMENTS OFFERED

For a description of the risk factors relating to the Offer, as well as to the admission to trading on Euronext Growth Milan and Euronext Growth Paris of the financial instruments, see Section Two, Chapter 2 of the Admission Document / Information Document.

4. INFORMATION ON THE ISSUER

4.1 Legal and Commercial Name of the Issuer

The Issuer is called 'Kaleon S.p.A.'.

4.2 Registered office and registration number of the Issuer and its Legal Entity Identifier (LEI)

The Company has its registered office in Milan (MI), Via Privata Maria Teresa 4, and has been registered since 22 July 1983 in the Company Register of Milan, Monza, Brianza, Lodi with the number 07040700150 (REA: MI - 1132883). The Company has LEI code no. 815600FA12E779795B22.

4.3 Date of incorporation and duration of the Issuer

The Issuer was incorporated on 30 June 1983 in the form of a limited liability company under the name of "Amministrazione Isole Borromeo S.r.l." with a deed drawn up by Mr. Antonio Gallavresi, notary public in Milan, registered with the Notary District of Milano, register no.26986/2685.

The duration of the Issuer is set until 31 December 2070, unless extended by resolution of the Extraordinary Shareholders' Meeting.

On 22 December 2009, pursuant to a deed drawn up by Mr. Antonio Gallavresi, Notary Public in Milan, registered with the Notarial District of Milan under register no. 164457/24418, the companies *Imprese Turistiche Mottarone S.r.l.* and *Servizi Amministrativi Gestionali S.r.l.* were merged by incorporation into *Amministrazione Isole Borromeo S.r.l.*, which subsequently changed its corporate name to *SAG S.r.l. (Servizi Amministrativi Gestionali).*On 9 July 2025, by deed drawn up by Mr. Lorenzo Stucchi, Notary Public in Milan, registered with the Notarial District of Milan under register no. 18279/9524, the Shareholders' Meeting resolved, inter alia, to change the Company name to "Kaleon S.r.l.". On 20 October 2025, by deed drawn up by Mr. Lorenzo Stucchi, Notary Public in Milan, registered with the Notarial District of Milan under register no. 18753/ 9819, the Shareholders' Meeting resolved, to convert the Company from a *società a responsabilità limitata* (limited liability company) to a *società per azioni* (joint-stock company).

4.4 Registered office and legal form of the Issuer, legislation under which it operates, country of registration, address, telephone number of registered office and website of the Issuer

The Company was incorporated as a limited liability company and is governed by Italian law.

The Company has its registered office in Milan (MI), Via Privata Maria Teresa 4, telephone number 0286452748, *website* www.kaleon.com.

4.5 Important events in the development of the Company's business

The Company was founded in 1983 as SAG S.r.l. in the Lake Maggiore region, with a focus on enhancing historical, natural, and cultural heritage and with the aim of handling the administrative, management and marketing activities of Terre Borromeo, the brand that identifies cultural and natural sites linked to the Borromeo Family in the Lake Maggiore area.

A major expansion began in 2014 with the restoration of houses on Isola Bella, followed by the opening of new shops, restaurants, and offering of exclusive tours.

Between 2017 and 2019, the Company acquired key assets such as the Parco del Mottarone ski lifts, Parco Pallavicino, and launched new exhibition spaces.

A turning point came in 2019 with a new management team and corporate reorganization, driving rapid growth and diversification. Despite the Covid-19 downturn in 2020, the business rebounded strongly, reaching over 1 million visitors in 2023 and hosting prestigious events like the Louis Vuitton show.

In 2024, it further expanded through restorations, international events, and the launch of a travel agency. Revenues more than doubled in the period 2015-2024, reaching Euro 21.7 million in 2024, with a compound annual growth rate (CAGR) of +10% over the period.

Further information on the Company's historical operations is available in Paragraph 5.1.

5. BUSINESS DESCRIPTION

5.1 Description of the main activities

Kaleon S.p.A. (previously recognized as SAG S.r.l.), is a company specialized in the operational, administrative, and marketing management of both proprietary and third-parties' prominent cultural and tourist sites. Established in 1983 to address the cultural asset management requirements of the Borromeo Family, the Company now directly oversees the activities of the "Terre Borromeo", the brand which identifies the portfolio of cultural and natural sites historically linked to the Borromeo Family located primarily in the Lake Maggiore area. These include iconic destinations such as Isola Bella, Isola Madre, Rocca di Angera, Parco Pallavicino, Parco del Mottarone and Castelli di Cannero, blending culture, nature, and art with an extensive range of services (i.e., hospitality and leisure services) to offer visitors a full and memorable experience.

Following an initial phase of development, the Company embarked on a significant expansion starting in 2014. That year saw the restoration and reopening of residential houses in the village of Isola Bella. In 2015, the Company strengthened its commercial presence with the launch of new shops on Via del Fornello and the opening of Il Fornello Restaurant on Isola Bella. The following year, 2016, marked the first exclusive, closed-door tour of the Isola Bella Palace. The same year, the Company broadened its operations through the acquisition of the Parco del Mottarone ski lifts and the Genziana lodge.

In 2017, the Company integrated Parco Pallavicino into its portfolio. The following year, 2018, brought the opening of the 'Ala Scaligera' exhibition space to the public at the Rocca di Angera, as well as the introduction of a bike rental service at Parco del Mottarone.

A pivotal moment occurred in 2019 with the appointment of a new chief operating officer and a new human resources manager, whose contributions significantly reinforced the management team and improved the corporate structure, thereby marking the beginning of a new phase of growth. In the same year, major developments were completed at Parco del Mottarone, including the creation of an Adventure Park and the renovation of hospitality facilities.

In 2020, the Company acquired a relevant stake in the 'Scuola Sci Stella Alpina', further strengthening its foothold in the mountain tourism sector. In the same year, the Company inaugurated the exhibition "Vitaliano VI Borromeo: Invention of Isola Bella" at the Isola Bella Palace. The following year, Parco Pallavicino hosted the presentation of Gucci's high jewelry line "Hortus Deliciarum." The year 2022 marked the completion of architectural restoration work and the opening of the Delfino complex on Isola Bella, including a restaurant and luxury suites.

In 2023, Isola Bella hosted Louis Vuitton's fashion show, a globally resonant event and the same year, the Company surpass 1 million annual visitors. Concurrently, food and beverage operations on the island were expanded to meet growing demand.

The year 2024 was particularly dynamic: restoration work began at Villa Pallavicino, the Company organized the G7 Finance meeting and established a travel agency to enhance direct management of tourist flows and marketing activities. Additionally, the first edition of "Tutto Bene," a non-competitive car event, took place at Parco del Mottarone. The year also saw the presentation of the "Tridente" motorboat and Maserati's electric Gran Cabrio on Isola Bella and Isola Madre, further elevating the company's international profile. In 2024, the company continued to invest in heritage enhancement, with ongoing restoration and infrastructure improvements, consolidating its positioning as a leading integrated operator in the high-end experiential and cultural tourism sector.

In 2025, the restoration work at Castelli di Cannero has been completed and the Company held the opening ceremony of the site in the summer. Also in summer 2025, the Company changed its name to Kaleon S.p.A. drawing from the Greek word for 'beauty', referring to the cultural and historical treasures the Company aims to preserve and enhance.

2025 has also been the year when the partnership between the Company and ADSI – *Associazione Dimore Storiche Italiane* (Italian Historic Mansions Association) began. The purpose of such cooperation is to connect the Company with the members of the association (owners of historic properties) and to offer them a concrete and sustainable solution for the enhancement and management of their properties.

Over the period 2015–2024, the Company has demonstrated a remarkable and consistent growth trajectory, with revenues increasing to Euro 21.7 million in 2024, reflecting a robust compound annual growth rate (CAGR) of +10%. This performance underscores the effectiveness of the Company's long-term strategic investments and the progressive enhancement of its asset portfolio.

The Group's mission is to preserve and promote Italy's artistic and cultural heritage, as well as enhance tourism flows towards Italy, through an integrated experience that combines high-quality tourism, responsible conservation, and sustainable management. The Group aim at enabling owners of exclusive artistic and cultural sites to preserve and unlock the full potential of their assets, while making them accessible to visitors and maintaining the ownership.

Source: Management

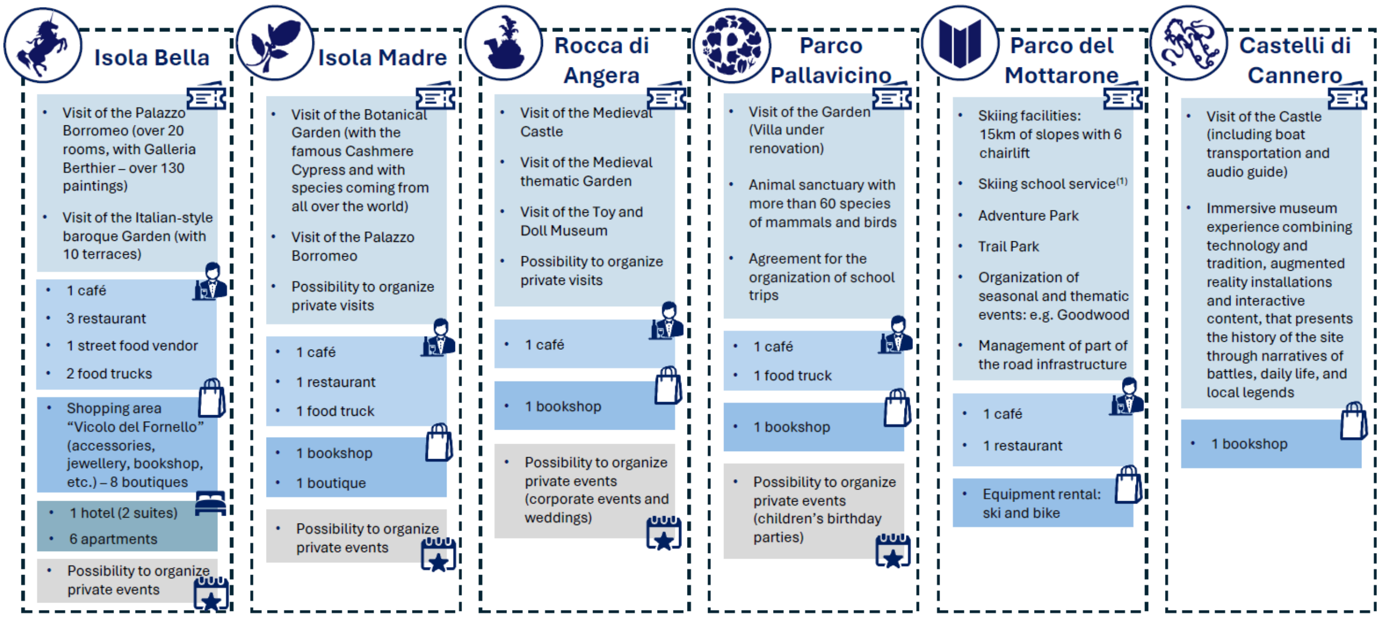
Operating under a centralized and asset-light model, Kaleon delivers a diversified and high-margin service offering, including ticketing, food & beverage, retail, accommodations, event hosting, guided tours, and educational programs. The Group demonstrates strong financial performance and operational scalability. This success is supported by a clear positioning in a fast-growing, underpenetrated segment of Italian cultural tourism and a unique portfolio of high-quality "trophy assets," largely held under long-term tenure or direct ownership by the Borromeo family.

5.1.1 Main services

Focus on existing portfolio of trophy sites

The Group manages a diversified portfolio comprising six primary venues, each offering a distinct blend of cultural, natural, and recreational experiences, along with a wide range of complementary services.

The sites included in the Kaleon managed portfolio consist of:



Source: Management

The chart illustrates the breakdown of revenues generated by each site managed by the Group as of 31 December 2024. The data highlights a strong concentration of revenue from Isola Bella, which accounts for 58% of total revenues, confirming its central role in the Group's operations. Isola Madre follows with 23%, indicating its strategic importance within the Group's offering. The remaining locations contribute to a lesser extent: Parco Pallavicino (8%), Rocca di Angera (7%), and Parco del Mottarone (4%). These figures reflect the differentiated level of visitor attraction and commercial development across the sites. It is also noted that the Castelli di Cannero are not included in the revenue composition for the year, as the site opened to the public in June 2025.

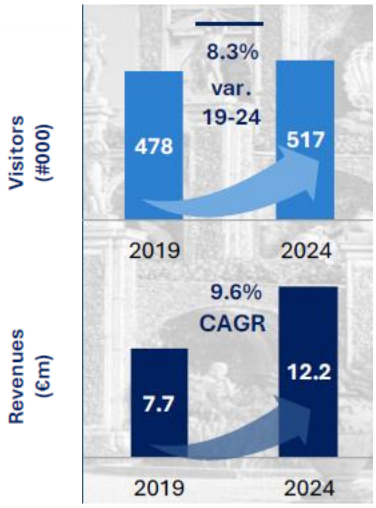
Source: Management

<u>*Isola Bella*</u>

Isola Bella on Lake Maggiore, located in Stresa (VB), owned by Borromeo Family since 1604 and managed by Kaleon since 1983, is the main and most famous Borromean Islands, renowned for its baroque palace and terraced gardens filled with exotic flowers and statues.

Isola Bella is the Group's flagship asset, hosting the Borromeo Palace with over 20 rooms and a dedicated gallery (Galleria Berthier), as well as Italian-style baroque gardens with ten terraces. The site includes multiple F&B outlets (1 café, 2 restaurants, 2 street food vendors, 1 fast-food), a shopping area (Vicolo del Fornello), hotel accommodations (2 suites), and 6 serviced apartments. It also offers private event space rental.

The site has recorded a significant increase in visitors, rising from 478 thousand in 2019 to 517 thousand in 2024, representing a variation of +8.3%. Over the same period, revenues grew consistently from Euro 7,7million in 2019 to Euro 12,2 million in 2024, corresponding to a CAGR of +9.6%.

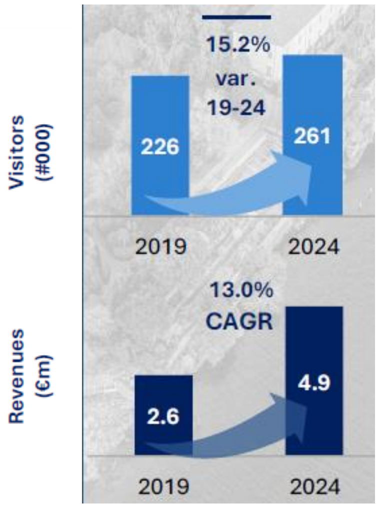


Source: Management

Isola Madre

Isola Madre, owned by Borromeo Family since 1501 and managed by Kaleon since 1983, is the largest of the Borromean Islands and is known for its historic palace and lush botanical gardens, hosting rare plants and exotic birds, combines high cultural value with services such as a café, a restaurant, a street food vendor, a boutique and a bookshop, and offers the possibility of hosting private visits.

As of December 31, 2019, this site has recorded 226 thousand visitors, increasing to 261 thousand as of December 31, 2024, representing a variation equal to +15.2%. Over the same period, revenues grew consistently from Euro 2,6 million in 2019 to Euro 4,9 million in 2024, corresponding to a CAGR of +13.0%.



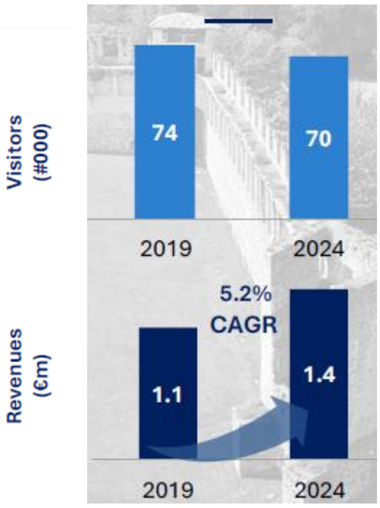
Source: Management

Rocca di Angera

Rocca di Angera, located in Angera (VA) on the Lombard shores of Lake Maggiore, owned by Borromeo Family since 1449 and managed by Kaleon since 1983, is a medieval fortress renowned for its historical museum and panoramic views over the lake.

Rocca di Angera offers a multi-attraction experience including a medieval castle, thematic gardens, and the Toy and Doll Museum. The site can host both private events and children's birthday parties with thematic performances. It includes a café and a bookshop.

As of December 31, 2019, the site recorded 74 thousand visitors, declining to 70 thousand visitors as of December 31, 2024. Despite the slight reduction in the number of events between 2019 and 2024, the site reported an improvement in economic and financial performance, with revenues increasing from Euro 1,1 million in 2019 to Euro 1,4 million in 2024, representing a CAGR of +5.2%.



Source: Management

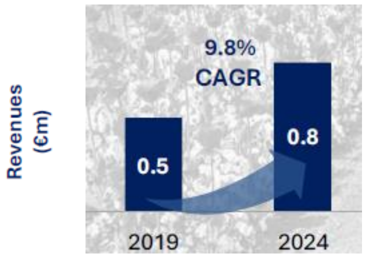
Parco del Mottarone

Parco del Mottarone, located near Stresa (VB), owned by Borromeo Family since 1680 and managed by Kaleon since 2016, offers breathtaking views of Lake Maggiore and the Alps, with outdoor activities including hiking, biking, and skiing.

Parco del Mottarone stands out for its outdoor and sporting infrastructure: 15 km of ski slopes with 10 ski lifts, an adventure park, a trail park, and a ski school. The site also hosts seasonal events, manages road infrastructure, and offers ski and bike rental services. F&B is provided through a fast-food outlet (Bar Stazione) and a restaurant (Rifugio Genziana).

Although the Company operates the ski facility (which can be monitored through the number of ski passes) and the Adventure Park, there is no monitoring of 'paying visitors', because this is an open area that can be accessed to benefit from services even without ski lifts.

As of December 31, 2019, the site recorded revenues equal to Euro 0,5 million increasing to Euro 0,8 million as of December 31, 2024, corresponding to a CAGR of +9.8%.



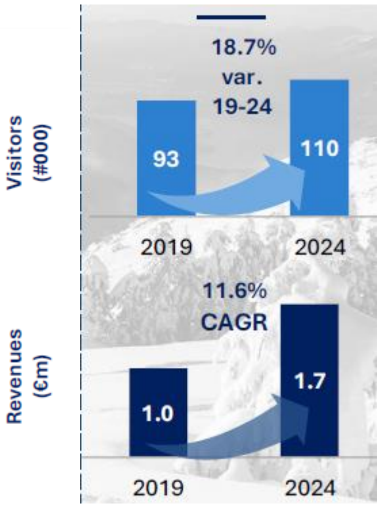
Source: Management

Parco Pallavicino

Parco Pallavicino, located in Stresa (VB) on Lake Maggiore, owned by Borromeo Family since 2021 and managed by Kaleon since 2017, is a picturesque park featuring botanical gardens, centuries-old trees, and a wildlife area with exotic animals. It has entered in Kaleon's portfolio in July 2017 representing the first third-party-asset managed by the Company, until 2021 when it has been acquired by the Borromeo family.

In 1956, the entire site – with Villa Pallavicino attached, which is currently under renovation – was transformed from a private residence into a wildlife museum. Up to date, the garden of Parco Pallavicino constitutes the natural habitat for over 60 animal species and hold a significant educational vocation through partnerships for school trips. It also offers services for hosting children's birthday parties and includes a café and bookshop.

As of December 31, 2019, this site has recorded 93 thousand visitors, increasing to 110 thousand as of December 31, 2024, representing a variation equal to +18.7%. Over the same period, revenues grew consistently from Euro 1 million in 2019 to Euro 1,7 million in 2024, corresponding to a CAGR of +11.6%.



Source: Management

<u>*Castelli di Cannero*</u>
Finally, Castelli di Cannero, located in the Verbania area, owned by Borromeo Family since 1519 and managed by Kaleon since 2025, has just completed its restoration and renovations activities. The site has been inaugurated and then opened to the public in June 2025.

The costs of renovating the site to make it visitable were mainly borne by the Borromeo Family, also supported by a non-repayable loan from the Ministry of Culture and a bank loan specifically obtained for the renovation, while Kaleon supported the exhibition set up as well as the costs related to marketing campaigns and the inauguration event through limited opex and capex equal to 200k in 2024 and 700k in the first half of 2025.

Today, visitors can explore *Cannero Walking Tales*, an immersive museum experience that presents the history of the site through narratives of battles, daily life, and local legends, brought to life among the ancient stones.

Geographic Advantages and Market Potential of the Lake Maggiore Area

The Group's assets are located in the Lake Maggiore area, which extends over approximately 212 km² and records around 4.6 million overnight stays per year, of which about 70% are attributable to international visitors.

The area is positioned within a primary tourist corridor in Northern Italy and benefits from efficient accessibility. By car, Milan can be reached in approximately 1 hour and Turin in 1 hour and 30 minutes. Milan Malpensa airport (MXP) is located at about 50 minutes, while Linate (LIN) and Bergamo (BGY) airports are reachable in about 1 hour 15 minutes and 1 hour 30 minutes, respectively. Rail connections include four direct lines from Milan with a travel time of about 1 hour 30 minutes.

Compared with other lakes in Northern Italy, such as Garda and Como, Lake Maggiore registers a lower number of overnight stays but a comparable share of international visitors. This indicates a market with established international demand and capacity for further growth.

Focus on service offering

In addition to site management, the Group provides a comprehensive and integrated range of services aimed at enriching the visitor experience and maximizing both cultural engagement and commercial performance. The core of the Group's business model remains ticketing and guided tours, which account for the majority of 2024 revenues (74%). These services include general admission, private tours, and guided visits delivered by in-house specialized staff in order to enhance the customer experience and ensure the proper supervision of the cultural sites.

The ticketing services are complemented by an integrated system of ancillary services aimed at enhancing the overall tourist offering, such as food & beverage services, bookshops and boutiques; programs dedicated to school trips; accommodations; bicycle and sports equipment rental services; location rental services for private events and weddings.

In particular, other services are grouped as Food & Beverage, Retail, Hospitality, Events, Administrative Services and Other Services.

Source: Management

The Food & Beverage (F&B) offering represents the second most significant revenue stream (13%) and is designed to meet a wide range of customer preferences—from quick snacks and casual dining to gourmet-level meals—covering all daily moments from breakfast to dinner. This variety supports the goal of increasing visitor dwell time and per-capita spending.

The Retail segment (4%) focuses on improving the overall visitor journey through souvenir shops, bookstores, and outlets offering unique experiences and rental services (e.g., sports and outdoor equipment). This complements the cultural core with leisure elements and cross-selling opportunities.

The Group has also started to invest in Hospitality Services (1%) to transform day visits into multi-day experiences, especially targeting international tourists. Lodging solutions have been developed in Isola Bella and the Issuer is currently engaged in the development of new accommodation facilities in Stresa, along the shores of Lake Maggiore.

Kaleon offers the possibility to host Events (2% of Revenues in 2024), such as corporate functions and weddings, at its sites. The majority of these events take place at the Rocca di Angera, with a smaller number held on Isola Madre. Isola Bella is rarely used for private events, except for high-profile occasions of exceptional significance.

Finally, the Other Services category (3%) includes activities such as lake transportation, and toll-based access to mountain parks.

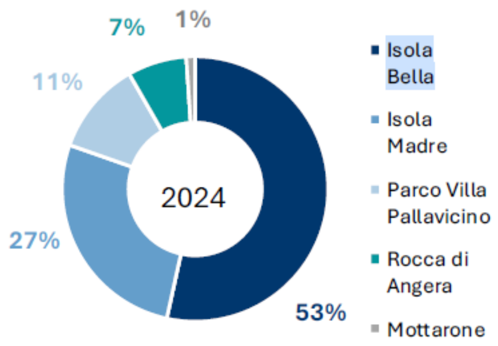
The Company also provides data processing and administrative management support services to companies controlled by the sole shareholder (2%); however, following a corporate reorganization effective as of February 2025, such services have been partially excluded from the scope of the Company's activities and disposed of in favour of another company external to the Group.

This integrated and multi-touchpoint approach to service delivery is a core component of the Group's strategy to enhance cultural tourism through operational diversification and customer-centric value creation.

Focus on visitors (overview of the customer base)

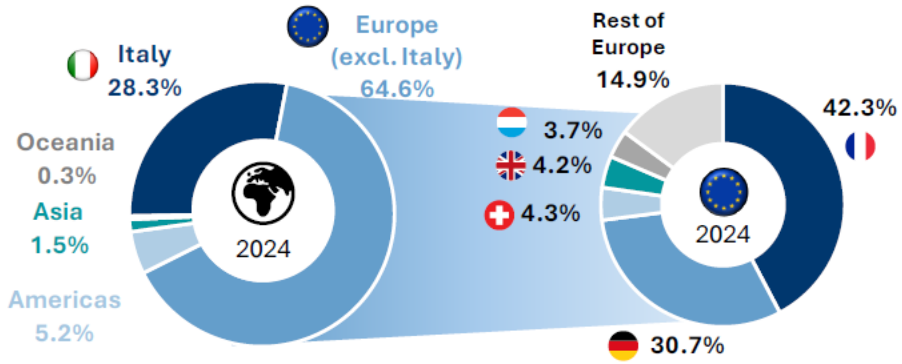
Visitors from all over the world come to see the "Terre Borromeo" sites. In 2024, the Company recorded nearly one million visitors (968 thousand) across its premium cultural and natural destinations, underscoring the strength and appeal of its diversified asset portfolio. Isola Bella emerged as the leading attraction, accounting for 53% of total visits, thanks to its rich historical heritage, iconic palace, and meticulously curated gardens. It was followed by Isola Madre (27%), Parco Pallavicino (11%), Rocca di Angera (7%), and Parco del Mottarone (1% highlighting the complementary nature of the Company's locations in attracting various tourist segments.

The Castelli di Cannero, which opened to the public on 1 July 2025, are not included in the visitor data for 2024. However, as of 31 August 2025, and considering only approximately two months of operation, the site had already welcomed around 7,000 visitors. Looking ahead, the Company expects to increase annual visitor numbers as operations reach full capacity. The ticket price currently set for access to the Castelli di Cannero is €25.



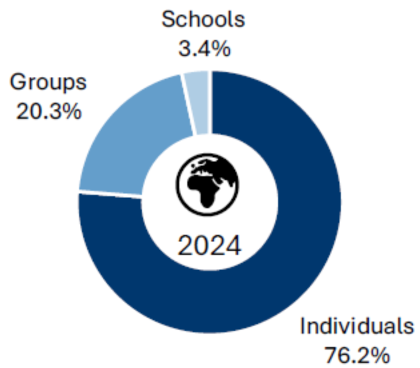
Source: Management

The visitor base is primarily Italian (28.3%) while the cluster of the other European countries contributing for the most (64.6%) is led by France (42.3%) followed by Germany (30.7%). These figures underscore the Company's strong positioning within the continental tourism market, while also revealing further potential to diversify internationally. Visitors from the Americas, Asia, and Oceania collectively account for a modest but growing proportion, signaling future avenues for expansion in global markets.



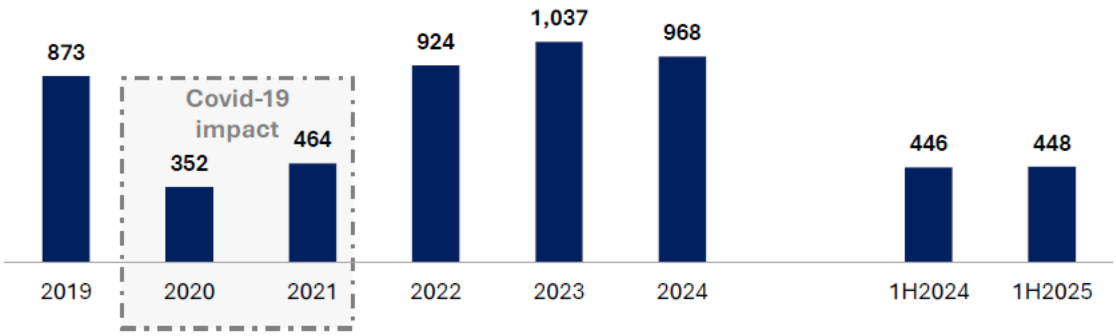
Source: Management

From a segmentation perspective, the majority of admissions (76.2%) are from individual travelers — families, couples, and independent tourists purchasing tickets directly via the website or on-site. The remaining admissions consists of organized groups (20.3%) and school visits (3.4%), facilitated through partnerships with travel agencies and educational institutions. This diversified customer mix illustrates the Company's ability to attract both high-volume tourism and structured visitor flows, reinforcing its role as a key cultural and experiential tourism operator in the region.



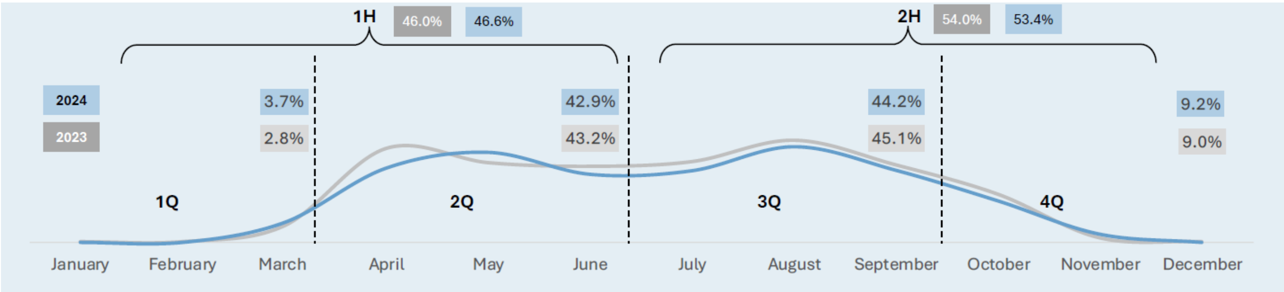
Source: Management

In recent years, the Company has demonstrated a solid recovery and upward trend in ticket sales following the Covid-19 disruption in 2020. From a low of 352 thousand tickets sold in 2020, sales have steadily increased to over 1 million in 2023, before slightly declining to 968 thousand in 2024. Weather conditions and accessibility of public transport (i.e. railway closure due to maintenance activities) indirectly impact the visitors flows. In 2024, rainy days were 54 out of 233 days, compared to 31 out of 235 in 2023.



Source: Management

Seasonality plays a significant role in the distribution of entries, with the vast majority of visits concentrated in the second and third quarters (2Q: 42.9%, 3Q: 44.2%), aligning with the sites' operating season from March to November. Parco del Mottarone, which is open year-round, serves as a counterbalance to this seasonal pattern, supporting more stable revenue streams during the winter months. Looking ahead, the Group's expansion strategy foresees the development of new locations and the adaptation of operational calendars to smoothen seasonal fluctuations and enhance year-round visitor engagement.



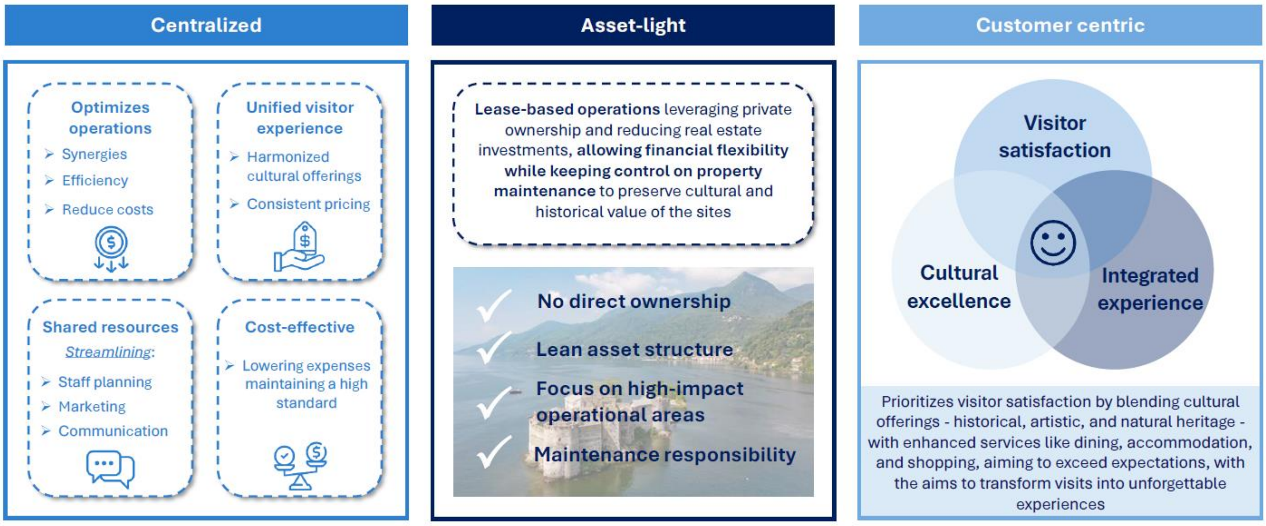
Source: Management

5.1.2 The business model and value chain

<u>Business model approach</u>

The Group has adopted a centralized management business model that enables the efficient coordination of operations across all managed sites. This approach creates synergies between locations, streamlining processes and driving cost efficiency. By applying consistent pricing policies and harmonizing the cultural and experiential offering throughout the portfolio, the Group ensures a unified and coherent visitor experience. Centralized planning also allows for the effective allocation of human and operational resources—particularly in marketing, communication, and staff management—resulting in improved service quality. Ultimately, this model allows the Group to maintain high cultural and operational standards while keeping overhead costs under control.

The Group's operations are based on an asset-light business model, which contributes significantly to financial flexibility and capital efficiency, while keeping control on property maintenance to preserve cultural and historical value of the sites. Properties are managed primarily through long-term lease agreements with the sites' owners, avoiding the burden of direct real estate ownership and minimizing balance sheet exposure. This lean structure allows the Group to focus investments on high-impact operational areas rather than asset acquisition. Importantly, the Group retains full responsibility for both ordinary and extraordinary maintenance, ensuring the long-term preservation and value of the properties. This model also enables the reallocation of resources toward the continuous improvement of the cultural experience offered to visitors. Beyond the physical renovation and preservation of the properties, Kaleon also invests in their promotion, developing marketing strategies to increase visibility and integrate them into broader tourism networks.

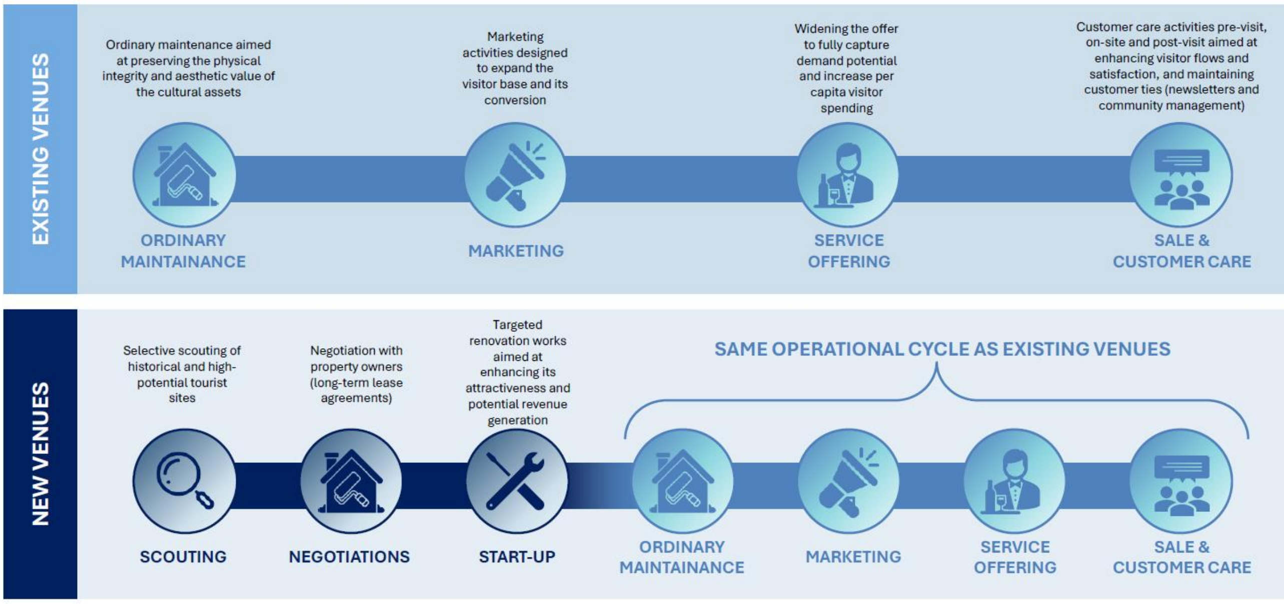


Source: Management

Value chain overview

This scalable business model is supported by an integrated value chain that maximizes both the cultural offering and visitor experience, while ensuring operational efficiency and financial sustainability. The value chain is structured around a dual approach to asset management: enhancement of existing venues and selective expansion through new venues. For existing venues, the value chain begins with ordinary maintenance, aimed at preserving the physical integrity and aesthetic value of the cultural assets. Such maintenance requires specific know-how and the involvement of highly specialized personnel. This is followed by marketing activities, designed to expand the visitor base through strategic promotion. The service offering is then broadened to capture additional demand and increase per capita visitor spending. Finally, the process is completed by a dedicated customer care phase, focused on collecting feedback and building customer loyalty through tools such as newsletters and community engagement.

For new venues, the value chain starts with scouting historical and high-potential tourist sites, often through negotiation with property owners. Once a venue is selected, the Group undertakes targeted renovation works aimed at enhancing its attractiveness and potential revenue generation. The renovated asset then enters the same operational cycle as existing venues: ordinary maintenance, marketing, service offering, and customer care, ensuring consistent standards of quality and visitor engagement across the entire portfolio.



Source: Management

At the core of the Group's strategy is the delivering of a high-quality experience to visitors. Particular attention is paid to understanding and meeting guest expectations, with the goal of generating satisfaction and long-term loyalty.

This structured approach allows the Group to optimize both revenue generation and cultural value creation, while maintaining scalability and cost efficiency through an asset-light model.

Through a structured, vertically integrated value chain, the Group is able to: (i) ensure consistent quality and operational standards; (ii) preserve the cultural and architectural integrity of its venues; (iii) drive financial growth through targeted investments and service expansion; (iv) strengthen visitor loyalty and brand equity across the entire platform.

Each phase of the value chain of the Group is described below.

Value chain steps	1 Scouting of new opportunities	2 Lease agreements negotiation	3 Venues start-up and maintenance	4 Marketing activities	5 Service offering	6 Sales & customer care
Internal / External	**Business development team**	**Business development team**	**Support from skilled artisans and technical experts**	**Marketing team**	Offered via a **mix of external operators and internal staff**	**Internal team for customer care with the support of external agencies**
Description	**Identification of new potential sites** through **direct relationships, personal networks,** and **by dialoguing with local stakeholders and associations**	**Negotiations** with property owner to define the terms of a lease agreement The contract states that **Kaleon is responsible for all repair works** and ordinary / extraordinary maintenance	**Start-up** phase to restore venue usability and unlock potential **Maintenance** of assets to **preserve integrity** and **aesthetics**	Marketing activities to **generate demand, raise public awareness, reach higher penetration rates,** and **sustain growth** of new and existing venues **Data-driven** marketing approach	**Wide range of experiences** to attract different demographic segments, **increase the overall experience and per capita spending**	• **Pre-visit** (information request, call center and digital channels/social media) • **On-site:** differentiated prices, guided tours, staff assistance • **Post-visit** (newsletters, satisfaction surveys, loyalty programs)
Key Factors	**Selection criteria:** • Historical/artistic value • Number of tourists in the area • Transport accessibility • Target return	**Standard terms:** • Fixed duration with tacit renewal • Rents annual adjustment to consumer price index • Multiple advanced instalments • Standard approach to maintenance costs	**Investment criteria:** • Investments are prioritized to maximize returns (expected growth in attendance, pricing power, and service diversification)	**Key marketing levers:** • customer segmentation • loyalty campaigns • event-based promotions • seasonal programming	**Make or buy:** • the choice is based not only on cost efficiency, but also on a strategic control of key services	**Focus on customers:** • enhance visitor flows and satisfaction • supports positive word-of-mouth and online reviews • drive repeating visits

Source: Management

Scouting of New Opportunities

The scouting process is led by the Group's Business Development team, which actively identifies new venues with high tourism and heritage potential. The selection process is based on key criteria such as:

- architectural, historical, or artistic value of the site;
- volume of local and regional tourism;
- transport accessibility;
- target return.

Scouting is typically conducted through direct relationships, personal networks, and ongoing dialogue with local stakeholders, including associations involved in the preservation and promotion of historic properties. The ability to identify valuable off-market opportunities and engage in direct negotiations with owners is a strategic advantage of the Group.

Lease agreements negotiation and signing

Once a venue is identified, the Group's Business Development team initiates negotiations with the property owner to define the terms of a lease agreement.

The Group operates all its venues under lease agreements, which ensure an asset-light model and enable the Issuer to avoid obligations typically associated with property ownership, such as significant capital investments in real estate.

Each lease agreement signed by the Issuer has a fixed duration of no less than six years and includes a clause for tacit renewal. Rent is generally payable in multiple advance instalments over the course of the year and is subject to an annual adjustment equal to 100% of any change in the ISTAT (Italian National Institute of Statistics) consumer price index.

In most of cases, the lease agreements provide for a penalty of 5% of the outstanding amount which shall be applied in the event of late payment of rent or related charges.

Lastly, in accordance with the terms of the lease agreements, the Issuer is responsible for both ordinary and extraordinary maintenance of the leased assets, including improvement works. No automatic adjustment mechanisms are provided in the contracts; however, all assets are covered by dedicated insurance as expressly required. The contracts further stipulate that, should extraordinary or significant expenses be borne by the landlord, the latter may request an adjustment of the rent. In such cases, if essential works are carried out on the property to preserve its use or if extraordinary maintenance of material relevance is performed, the rent may be increased by an amount equal to the legal interest on the capital invested in such works.

Future lease agreements relating to new locations are expected to follow different guidelines. Kaleon will assume responsibility for ordinary maintenance only, while extraordinary maintenance will remain with the landlord. Start-up investments required to launch and stabilize operations will be borne by Kaleon, with the possibility of negotiating protective clauses on a case-by-case basis, depending on the specific features of each site. These may include, for example, an initial rent-free period or rent structures that combine fixed and variable components linked to site performance.

Venue Renovation and Ordinary Maintenance

Once selected, a new venue undergoes a structured start-up phase, with investments aimed at restoring its usability and unlocking its full experiential and commercial potential. In parallel, ordinary maintenance activities are applied consistently across both new and existing assets to preserve the physical integrity and aesthetic appeal of the properties. The Group benefits from over 40 years of specialized know-how in the management of historic and artistic estates, relying on a network of qualified artisans and technical professionals.

These investments are carefully prioritized to maximize returns, with a clear link between capital expenditure and expected growth in attendance, pricing power, and service diversification.

Marketing Activities

Marketing plays a central role in the Group's ability to generate demand, raise public awareness, and sustain growth. Activities are designed to support both newly opened venues and the ongoing promotion of the existing portfolio. Core pillars include:

- brand development and venue awareness;
- customer segmentation and loyalty campaigns;
- event-based promotions and seasonal programming

The Group adopts a data-driven marketing approach, leveraging technology and analytics to personalize communication, increase conversion, and improve campaign performance.

Service Offering

The Group's service strategy is centred on delivering a high-quality and differentiated experience tailored to various demographic and cultural segments. This includes:

- diversified cultural offerings (exhibits, guided tours, performances);
- complementary services such as food & beverage, retail, and event hosting;
- specialized experiences such as private access, experimental tourism, and educational programs.

The service delivery model combines internal capabilities with selected outsourcing, maintaining a balance between flexibility, cost efficiency, and service control. At the date of the Admission Document / Information Document, the Group is also evaluating the internalization of strategic services related to transport, hospitality, and immersive tourism, with the goal of increasing value capture and operational integration.

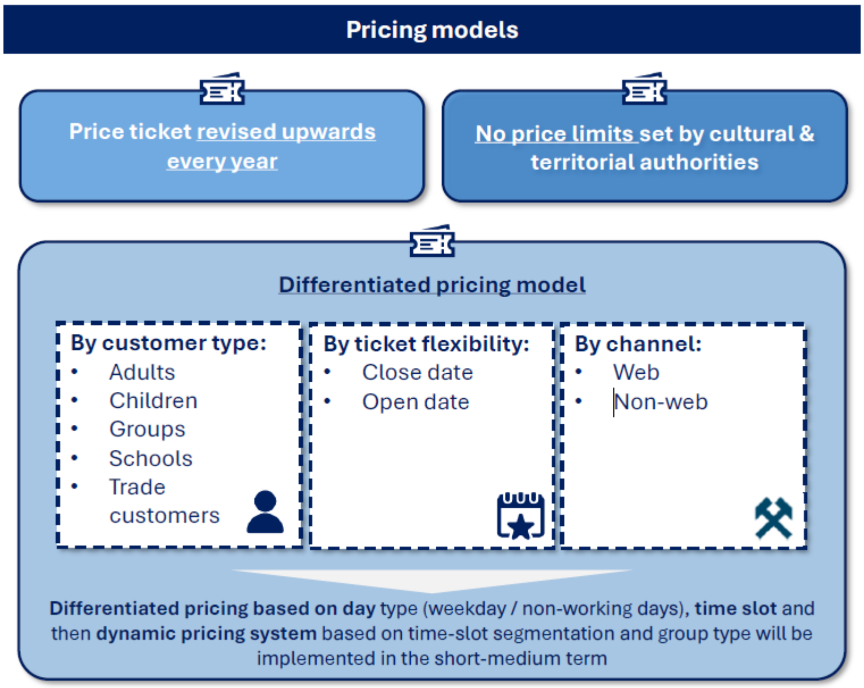
Sales and Customer Care

The Company applies a differentiated pricing model with annual upward adjustments of ticket prices. No regulatory limits are imposed by cultural or territorial authorities.

Pricing differentiation is structured along several dimensions:

- customer type (adults, children, groups, schools, trade customers);
- ticket flexibility (fixed-date tickets and open-date tickets);
- sales channel (online and offline).

In addition, pricing policies are progressively evolving towards more dynamic mechanisms. Differentiation based on day type (weekdays, holidays), time slots, and customer groups is already in place, with further implementation of time-slot and demand-driven dynamic pricing expected in the short-to-medium term.



Source: Management

The visitor relationship is actively managed across all stages of the customer journey:

- pre-visit: support through call-center, digital channels, and social media;
- on-site: integrated services and staff assistance;
- post-visit: follow-up via newsletters, satisfaction surveys, and loyalty programs.

This comprehensive and proactive approach to customer care enhances visitor satisfaction, drives repeat visits and supports positive word-of-mouth and online reviews — all critical factors in destination marketing and long-term brand positioning.

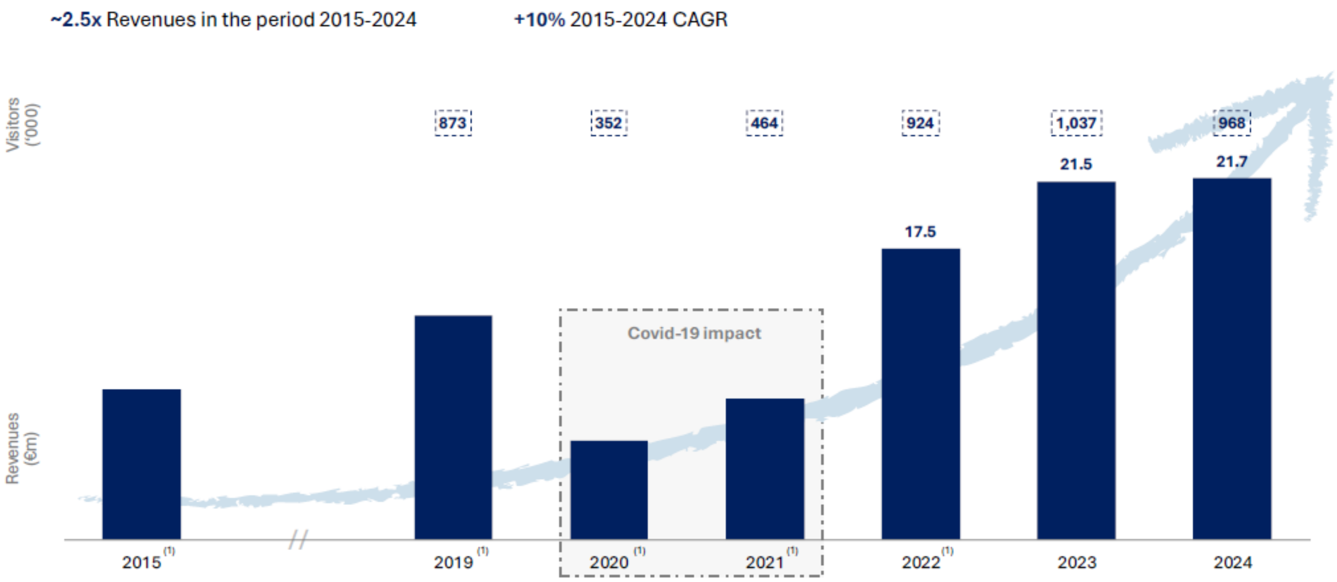
Ability to leverage on new services to diversify revenue sources and increase average visitor expenditure

Since 2015, the Group has pursued a progressive expansion strategy aimed at enhancing the quality and breadth of its cultural and tourist offering, with the goal of increasing customer satisfaction and boosting revenues. This has been achieved through the addition of new services and venues across its portfolio of sites, with consistent reinvestment in both visitor experience and ancillary activities.

Over the period, the number of operational sites increased from 2 in 2015 to 5 by 2018, maintaining this configuration through 2024. This increase in the extension of the offering, in both depth and breadth, contributed significantly to revenue growth. At the same time, the offering has been expanded year after year with the opening of new cafés and restaurants, retail touchpoints, accommodation solutions, and ancillary services such as bike rental and a ski school.

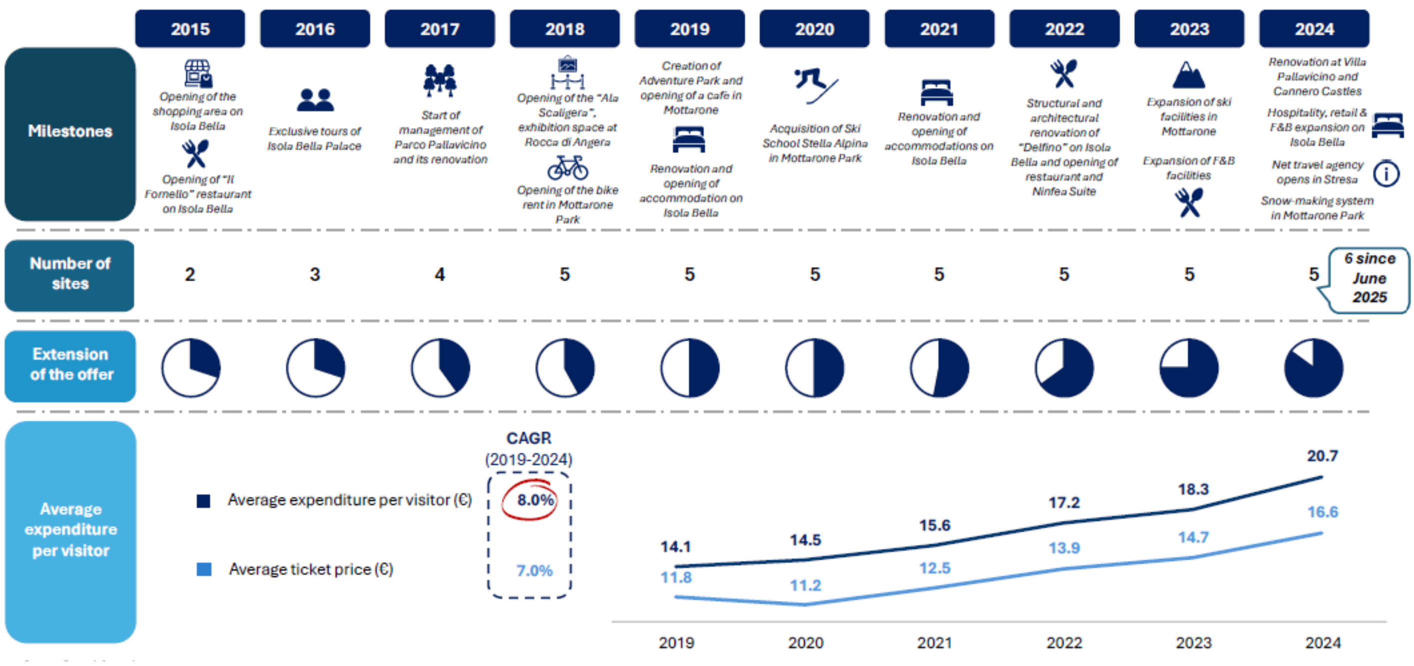
The combination of high cultural value, leisure activities, and premium services enables the Group to implement effective pricing strategies and cross-selling opportunities, sustaining revenue growth and enhancing the visitor experience across all locations.

Revenues more than doubled in the period 2015-2024, reaching Euro 21.7 million in 2024, with a compound annual growth rate (CAGR) of +10% over the period. This performance reflects the Group's continuous reinvestment strategy and its ability to generate incremental value through diversified services and experience-driven tourism.



Source: Management

The Group has demonstrated a strong ability to steadily increase average visitor expenditure between 2019 and 2024, driven by both price optimization and the progressive expansion of service offerings. Average expenditure per visitor rose from €14.1 in 2019 to €20.7 in 2024, while the average ticket price grew from €11.8 to €16.6 over the same period, reflecting the growing value of premium cultural and natural offerings. This strategy has shown as the increase in ticket prices seems not to have negatively affected overall attendance volumes.



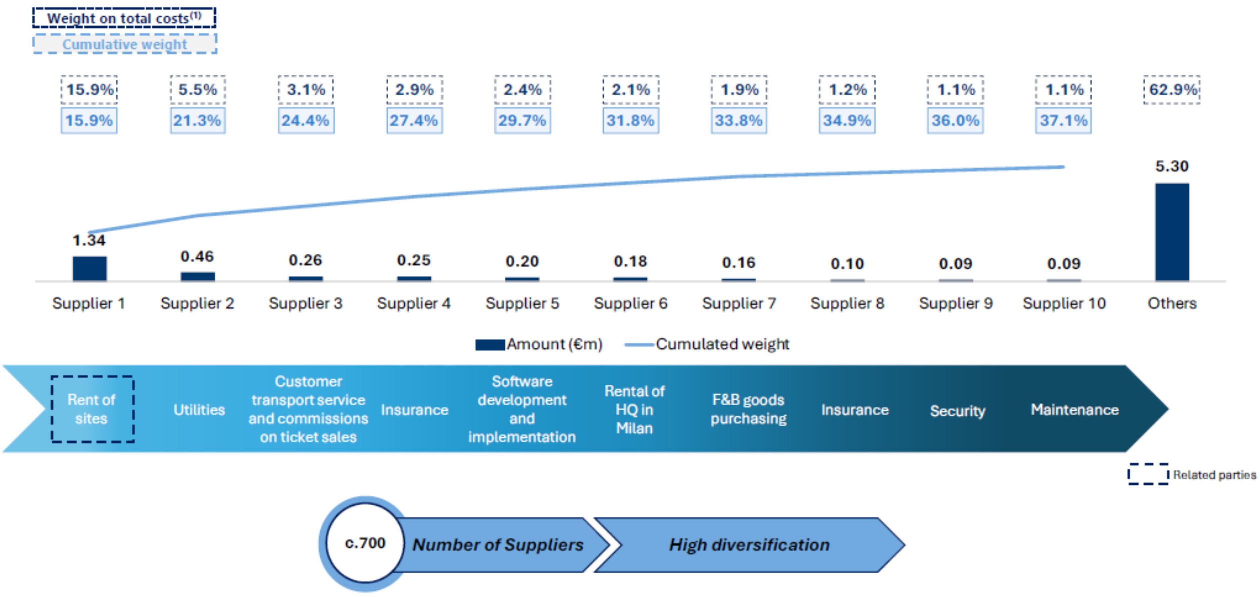
Source: Management

Two core factors contributed to this performance. First, the annual reassessment of ticket pricing allowed the Group to capture value from sustained demand, without facing regulatory price ceilings from territorial or cultural authorities. Second, the ongoing diversification of the service mix—including food & beverage, retail, accommodation, and event-related services—enhanced the customer journey and increased per-capita spend, also incentivizing longer stays near key attractions.

The Group applies differentiated pricing models tailored to customer type and segment, with customized tariffs for adults, children, groups, schools, and trade customers. Starting in 2025, the Group introduced differentiated pricing based on the time slots of entry for visits, and from 2026 onward, the Group aims to implement a dynamic pricing system based on time-slot segmentation and group type, thereby maximizing attendance distribution and revenue generation throughout the day and across the visitor base.

Suppliers

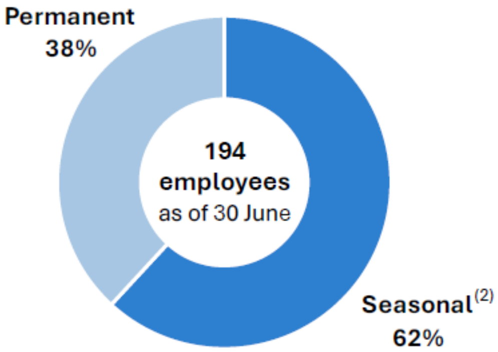
In order to deliver the services described above at the highest possible quality rate, the Company has built over time and now benefits from a highly diversified and resilient supplier network, with approximately 700 active suppliers supporting its operations across various strategic and operational areas. With reference to 2024, the top 10 suppliers account for only approximately 37% of total procurement expenditures, ensuring a low concentration risk and high operational flexibility. This diversification is strategically distributed across critical categories, including building renovation, boat construction and ticket sales, utilities, restaurant and business branch rentals, electrical and plumbing maintenance, and food & beverage procurement.



Source: Management

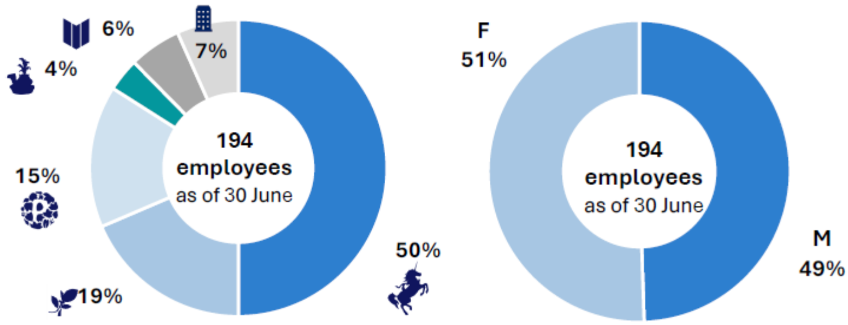
Employees

As of June 30, 2025, the Company employed a total of 194 individuals, structured around a flexible workforce model designed to respond efficiently to the seasonal nature of its operations. Approximately 62% of the workforce is composed of fixed-term and/or seasonal employees, while 38% hold permanent contracts. This approach enables the Company to scale staff levels during peak periods, particularly from March to November, when tourist activity intensifies. Permanent employees include not only administrative and marketing personnel but also essential operational roles such as gardeners, who maintain outdoor areas year-round, even during site closures in the winter months.



Source: Management

From a gender perspective, the workforce is well-balanced, with 51% female and 49% male employees. In terms of geographic deployment, nearly half of the workforce (50%) is based on Isola Bella, reflecting its position as the most visited site in the Company's portfolio. Other key employment locations include Isola Madre, Parco Pallavicino and Rocca di Angera.



Source: Management

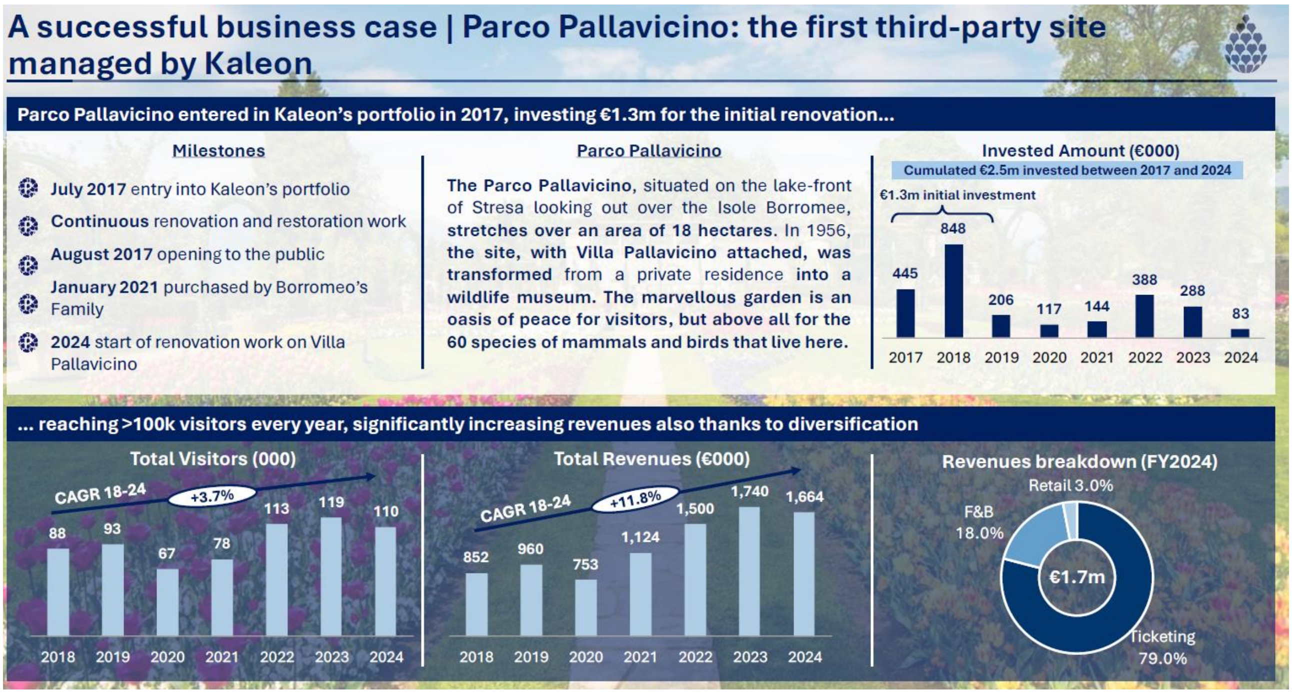
The monthly distribution of employees mirrors the seasonality of tourism flows, with staff numbers ramping up in early spring and gradually tapering off after the tourist season ends in November. This dynamic staffing model ensures service quality and operational efficiency while maintaining adaptability throughout the year.

Source: Management

Business successful case study

One of the most emblematic examples of the Group's asset enhancement strategy is Parco Pallavicino, the first third-party site included in the managed site portfolio of Kaleon, reflecting a successful model of site revitalization, diversified revenue generation, and visitor base expansion.

Parco Pallavicino, located in Stresa on the lakefront facing the Borromean Islands and stretched over an area of 18 hectares having Villa Pallavicino attached, was transformed from a private residence into a wildlife museum in 1956. It entered the Group's portfolio in 2017 as the first third-party asset under management, opened to the public in August 2017 following a preliminary renovation and restoration work led by the Group. Originally developed in 1956 as a wildlife park and garden, the site was initially renovated through a Euro 1.3 million investment plan (2017–2018), and then acquired by the Borromeo Family in January 2021. Since Kaleon took over the management of the park, visitor numbers have steadily increased year after year (with the exception of the COVID period) rising from 88 thousand to 110 thousand visitors between 2018 and 2024 (CAGR +3.7%, with total revenues growing from Euro 852 thousand in 2018 to Euro 1.664 million in 2024 (CAGR +11.8%). The offer has expanded to include educational attractions (over 60 animal species), green spaces, and services such as cafés, shops, and guided tours. In 2024, renovation works on Villa Pallavicino has begun, to further enhancing the visitor experience. The revenue mix is well-balanced, with Ticketing representing the most relevant part, followed by F&B and Retail.



Source: Management

Selected economic and financial figures

As a supplement to the Group's financial information provided in Chapter 7 of the Admission Document / Information Document, this paragraph sets out the Group's main economic and financial data as of December 31, 2024, December 31, 2023, June 30, 2025, and June 30, 2024, supplemented by the Issuer's economic data as of December 31, 2022 and certain details derived from management accounting.

It should be noted that the data for the financial year ended 31 December 2022 have not been subject to any audit, either full or limited. Furthermore, the other selected economic and financial data derived by management accounting have not been subject to any audit, either full or limited, and is based on the Issuer's internal management data processing.

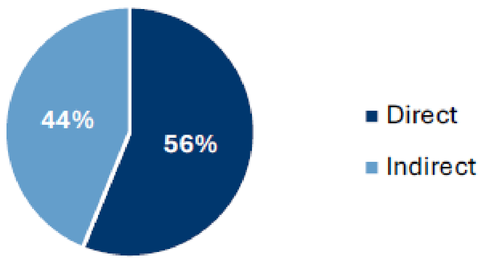
(expressed in millions of Euro, unless otherwise indicated)	Year ended 31 December			Six months ended 30 June	
	2024	2023	2022	2025	2024

Turnover from sales and services (Revenue)	21.7	21.5	17.5	10.8	10.2
EBITDA Adjusted	5.5	6.7	5.5	2.9	2.7
EBITDA Adjusted *Margin*	*25.4%*	*31.3%*	*31.2%*	*26.3%*	*26.4%*
EBIT Adjusted	3.1	4.4	n.a.	1.4	1.5
EBIT Adjusted *Margin*	*14.3%*	*20.7%*	*n.a.*	*13.3%*	*14.6%*
Net Profit Adjusted	1.5	2.9	n.a.	0.8	0.7
Net Profit Adjusted Margin	*7.1%*	*13.4%*	*n.a.*	*7.6%*	*7.1%*

Revenues steadily increased over the 2022–2024 period (+23.9% vs. 2022). Despite broadly flat revenues in 2024 (+0.7% vs. 2023), 1H2025 recorded a +5.9% increase compared to 1H2024, confirming a positive trend. Excluding the administrative services business line transferred to Vigilo Re S.r.l. (now L6A4) in February 2025, the 1H2025 Revenues increase would have been +7.7%.

The Group maintained solid profitability with EBITDA Adjusted Margin within the 25%–30% range over the 2022–2024 period. The EBITDA Adjusted Margin for the year ended 31 December 2023 benefited from the high profitability associated with the Louis Vuitton event (which generated approximately €1.2 million in Revenues). Conversely, the EBITDA Adjusted Margin for the year ended 31 December 2024 was affected by a slight increase in personnel expenses to support the envisaged widening of services offered and new openings, a slight increase in rental costs, related to the readjustment of rents to market standard and new travel agency in Stresa, as well as by costs related to "Tutto Bene" motorsport event held at Parco del Mottarone (approx. €0.3m). The EBITDA Adjusted Margin remained substantially stable in the first half of 2025 compared to the first half of 2024, with broadly flat operating costs. Efficiencies in services were broadly offset by a slight increase in raw materials and rents.

Personnel expenses refer to a flexible workforce structure, with direct and indirect personnel based on business seasonality.



(% of Personnel expenses, figures refer to the year ended 31 December 2024)

Over the period, both EBIT Adjusted and Adjusted Net Profit Adjusted exhibited a trend consistent with that of EBITDA Adjusted. The impact of Depreciation & Amortization and net financial expenses on revenues remained approximately unchanged throughout the period, with the tax rate stable at around 35%.

(expressed in millions of Euro, unless otherwise indicated)	Year ended 31 December		Six months ended 30 June
	2024	2023	2025
Maintenance capital expenditure	2.5	2.0	1.1
Expansion capital expenditure	2.4	0.7	2.1
Capital expenditure	**4.9**	**2.7**	**3.2**
Cash generation(1)	3.0	4.8	1.7
Cash conversion(2)	55.2%	71.0%	60.2%

Note:

(1) Cash conversion computed as EBITDA Adjusted – Maintenance capital expenditure

(2) Cash conversion computed as (EBITDA Adjusted – Maintenance capital expenditure) / EBITDA Adjusted

The Group has demonstrated a solid operating cash generation profile, with operating cash flows allocated to expansion investments and to the gradual improvement of the financial structure over the years.

Capital expenditures are primarily related to ordinary and extraordinary maintenance of sites, as well as improvements to managed sites, including new openings.

Maintenance capital expenditures represented approximately 10–11% of Revenues, while expansion capital expenditures were primarily related to extraordinary maintenance and the opening of new sites. In 2024 and the first half of 2025, these included investments in the Castelli di Cannero site, the renovation of Villa Pallavicino, new boats, and the implementation of a new ERP software system.

(expressed in millions of Euro, unless otherwise indicated)	Year ended 31 December		Six months ended 30 June
	2024	2023	2025
Net Financial Debt	**12.7**	**13.9**	**13.2**
Leverage (xEBITDA Adjusted*)*	*2.3x*	*2.1x*	*2.3x**

Note: (*) The leverage metrics of June 30, 2025, is computed on last twelve months EBITDA Adjusted

Net Financial Debt include €6 million Shareholder loan. It should be noted that on 20 October 2025 Mr.

Vitaliano Paolo Federico Borromeo Arese Borromeo converted a portion of the shareholder loan into equity, for an amount equal to Euro 2,000,000.00. As of the Date of the Admission Document, the Company has completely repaid the Shareholder Loan.

Kaleon closed the first nine months of the year with core revenues[1] amounting to EUR 21.2 million, marking a 10.2% increase compared to EUR 19.2 million recorded in the same period last year. The month of September confirmed a year-on-year growth, with 129,323 admissions registered (vs 127,534 in 2024). At the Castelli di Cannero alone, about 10,000 visitors were recorded between June 28 — the date of inauguration — and September 30.

5.1.3 Distinctive factors characterising the Group

In the Issuer's opinion, the success factors of the Company can be identified with the following:

Strategic exposure to high-growth cultural tourism

The Issuer operates within the premium segment of Italian cultural tourism, which represents the most valuable and fastest-growing area of the national travel industry. This niche is projected to reach approximately Euro 11 billion by 2028, with a CAGR of 14,4% between 2024 and 2028. Cultural tourists demonstrate significantly higher daily spending than average visitors, further enhancing revenue potential

Consolidating a fragmented market

The Issuer is positioned to act as a consolidator in a sector characterized by extreme fragmentation and limited professional management. By offering site owners the ability to preserve and monetize their cultural assets without relinquishing ownership, the Issuer fills a structural gap in the Italian market. It brings financial and operational capabilities to high-potential heritage locations that are often underutilized. Recent initiatives, such as Villa Pallavicino and Castelli di Cannero, confirm its ability to revitalize and promote culturally significant sites.

Exclusive and iconic asset portfolio with strategic location

The Company manages a portfolio of historically significant and exclusive sites owned by the Borromeo Family, which guarantees long-term visibility and intrinsic prestige. These sites, located in the Lake Maggiore region, enjoy strategic proximity to major tourist flows, both domestic and international, creating a competitive moat and a strong basis for long-term value creation.

Scalable and asset-light business model with proven track record

Leveraging over 40 years of experience, the Issuer has developed a model based on the management and revitalization of both owned and third-party cultural sites. Its asset-light approach, which avoids heavy real estate investment, ensures financial flexibility while preserving control over maintenance and quality. Centralized operations across multiple locations create operational efficiencies and a unified visitor experience. This model not only reduces risk but also facilitates rapid scaling and consistent brand positioning across all sites.

Comprehensive and differentiated visitor offering

The Issuer delivers a fully integrated experience that combines cultural, natural, and artistic elements with a suite of premium services designed to enhance visitor satisfaction. Through continuous innovation, it has succeeded in increasing the average visitor spend and extending the length of stay. The adoption of data-driven strategies, including dynamic pricing and CRM optimization, has further strengthened its

[1] Revenues from Management and Administrative Services are not included herein, as these are no longer within the scope as of September 30, 2025.

ability to attract high-value international tourists. These factors also help mitigate seasonality and weather-related fluctuations, ensuring more stable performance year-round.

Strong financial performance and sustainable cash generation

Over the past decade, the Issuer has recorded solid revenue growth (CAGR >10%) primarily driven by rising tourist volumes and average expenditure per visitor. The EBITDA Adjusted margin, standing at 25.4% for 2024 and 26.3% for 1H2025, reflects an efficient cost structure and a high-margin revenue mix. Thanks to its capital-efficient model, the Company generates a robust operating cash conversion rate to support ongoing investments in growth, asset enhancement, and financial structure optimization.

Clear and diversified growth strategy

The Issuer has identified a pipeline of high-potential cultural sites across Italy, ensuring ongoing external growth. Strategic partnerships, such as those with ADSI, facilitate access to private heritage assets, expanding the platform’s reach. At the same time, the Company continues to enhance its existing portfolio through service diversification and synergy development across locations. These initiatives collectively reduce reliance on ticketing revenues and improve resilience through a more balanced and dynamic business model.

5.2 Main markets

The Group operates in the field of management, protection and enhancement of heritage assets of significant historical, artistic and natural value. Through these activities, Kaleon is closely linked to the performance of the tourism market in Italy, and particularly to the cultural tourism market, as the use of such assets depends on national and international visitor flows, a fundamental element in generating economic value and promoting the territory.

5.2.1 Reference market

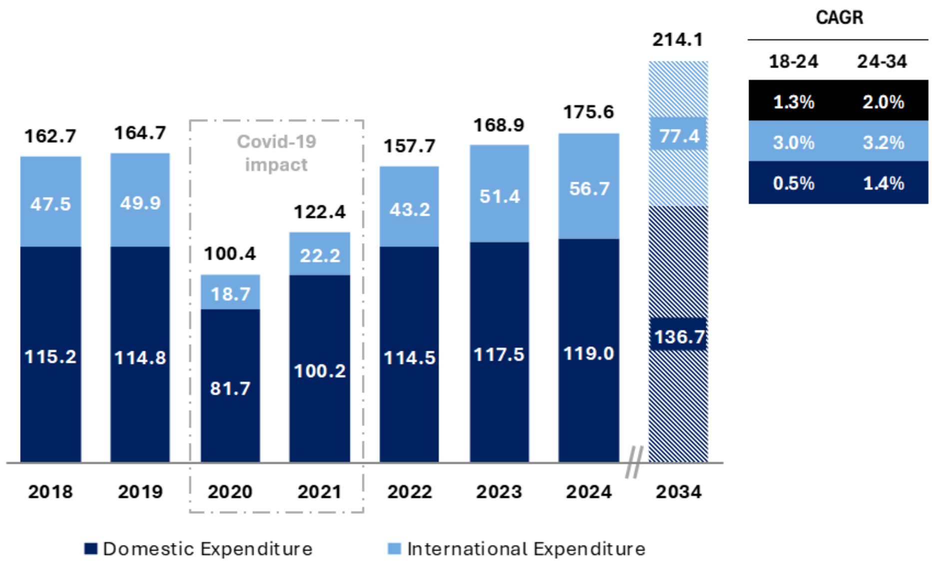
a) Tourism market in Italy

The Italian tourism market has demonstrated solid and continuous recovery over the past few years. After reaching €164.7 billion in 2019, the market began a gradual rebound following Covid-19 impacts, starting in 2021 and accelerating through 2022 and 2023 and reached approximately €175.6 billion in 2024. The data reflect not only a full recovery to pre-2020 levels but also a renewed demand for travel and cultural experiences, positioning the tourism sector to seize further consolidation and innovation in the years to come. Future projections indicate that the Italian tourism market is estimated to reach €214.1 billion in 2034, reflecting a CAGR of 2.0% in the next ten years (CAGR 2024-2034)[2].

This steady upward trend confirms the central role of tourism within the Italian economy and underscores its ability to adapt and grow in a changing environment.

Italian tourism market size (internal tourism consumption, €bn)

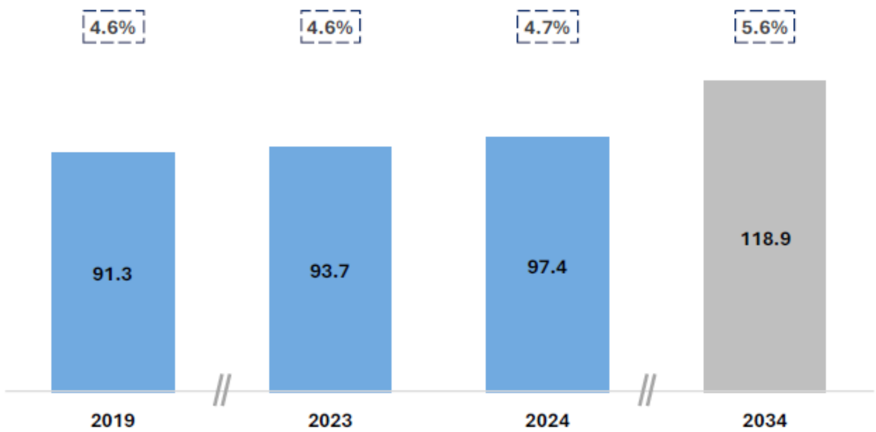
[2] *World Travel and Tourism Council: «Economic impact 2024 - Italy» (2024), 2023 real prices*



Source: World Travel and Tourism Council: «Economic impact 2024 - Italy» (2024)

In macroeconomic terms, the importance of the sector is confirmed by estimates on the direct contribution of the tourism to Italy's GDP: the data indicate that its share is expected to rise from the current 4.7% in 2024 to 5.6% by 2034, with its value increasing from €97.4 billion to €118.9 billion. The direct contribution of tourism to Italian GDP is obtained by subtracting the impact of purchases by tourism providers from suppliers (supply chain impacts) by the internal tourism consumption. The internal tourism consumption is equal to the sum of total expenditure of international tourists in Italy with the total domestic tourists expenditure.

Direct contribution of tourism to GDP in Italy (€bn | %)



Source: World Travel and Tourism Council: «Economic impact 2024 - Italy» (2024)

a.1) International tourism

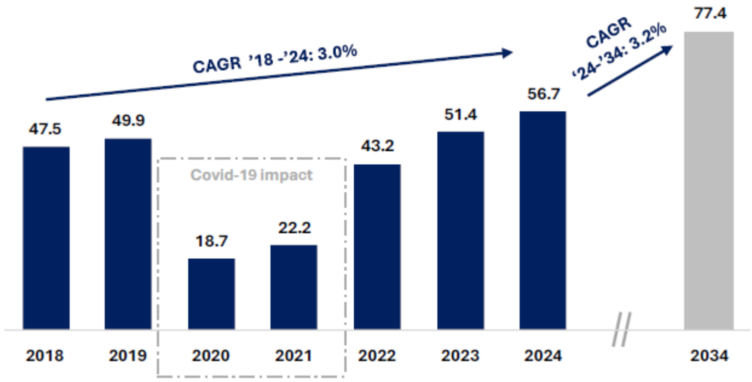
Italy continues to rank among the top global destinations for international tourism: in 2023, it positioned itself as the fifth most visited country in the world for international arrivals and the second in Europe for overnight stays, with an annual rebound of 15% in total presences[3].

The data on international tourists expenditure confirm a positive trend. The overall spending by foreign tourists in Italy has continued to increase: in 2024, international tourism expenditure reached €56.7 billion, up by 10.3% compared to 2023.

Total international tourist expenditure is expected to reach €77.4 billion in 2034, reflecting a CAGR 2024-2034 of 3.2%.

This trend is extremely positive given that international expenditure significantly exceeded 2019 levels starting in 2023, with 2024 figures showing an increase of €6.8 billion (vs 2019), reflecting a +13.6% increase, although visitor flows have not yet return to pre-pandemic levels.

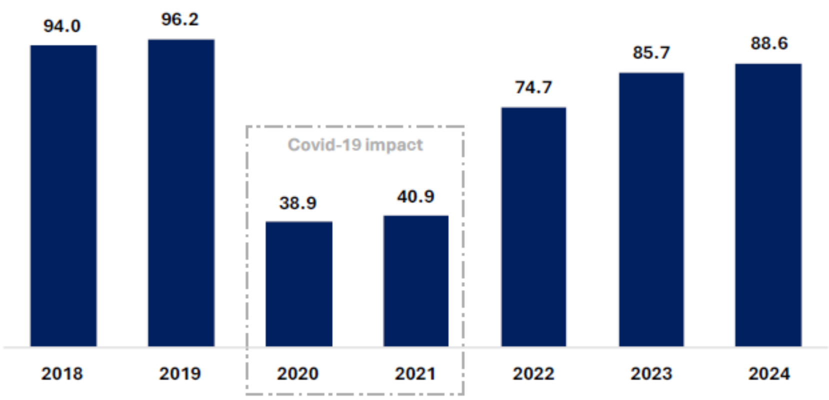
Total international tourist expenditure in Italy (€bn)



Source: World Travel and Tourism Council: «Economic impact 2024 - Italy» (2024)

In 2024, Italy was chosen by approximately 88.6 million foreign tourists, with an increase of 3.4% compared to the previous year. Absolute volumes more than doubled those recorded in 2020, further demonstrating the strength of the recovery[4].

International tourist arrivals (million people)



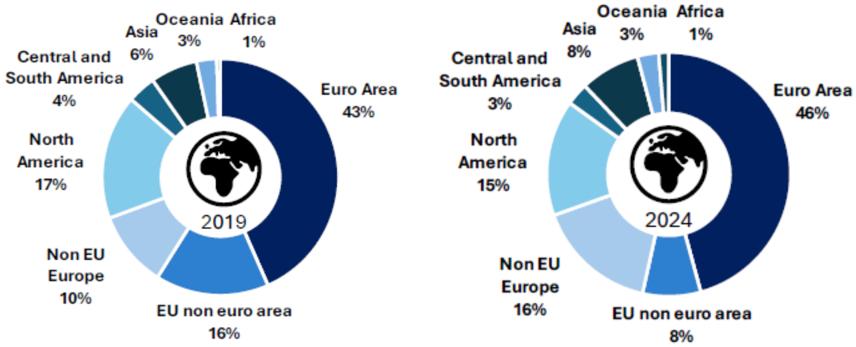
[3] *Rome Business School Research Center: «Il business del turismo in Italia» (2024)*

[4] *Banca d'Italia: «Indagine sul turismo internazionale» (30 June 2025)*

Source: Banca d'Italia: «Indagine sul turismo internazionale»

From a geographical perspective, visitors from both EU and non-EU countries contributed similarly to the increase in international tourist expenditure. More specifically, the European countries that contributed most significantly to the growth in international tourist spending between 2019 and 2024 were Netherlands and Spain. At the intercontinental level, Asia, and particularly the Gulf countries, South Korea and China, has represented a rapidly expanding market in recent years[5].

International tourist expenditure in Italy | breakdown by country of origin



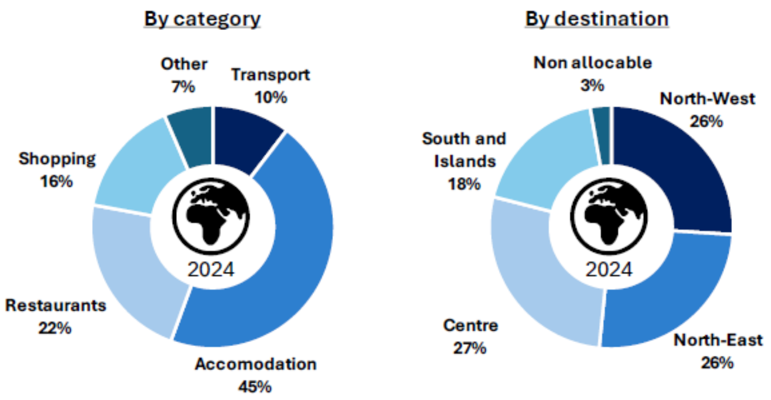
Source: Banca d'Italia: «Indagine sul turismo internazionale»

The 2024 breakdown of international tourist spending confirms the strategic relevance of Italy's hospitality ecosystem and the centrality of its northern and central regions in capturing high-value international demand. With nearly 70% of total expenditure concentrated in accommodation and restaurants, the data highlights the importance of delivering high-quality, integrated visitor experiences. Geographically, the Centre, North-East and North-West collectively account for almost 80% of the spending, underscoring their positioning as the country's core tourism hubs[6]. These insights reaffirm the competitive advantage of destinations capable of combining cultural appeal with premium hospitality services.

International tourist expenditure in Italy | breakdown by category and destination

[5] *Banca d'Italia: «Indagine sul turismo internazionale» (30 June 2025); Banca d'Italia: «Indagine sul turismo internazionale» (5 June 2020)*

[6] *Banca d'Italia: «Indagine sul turismo internazionale» (30 June 2025)*



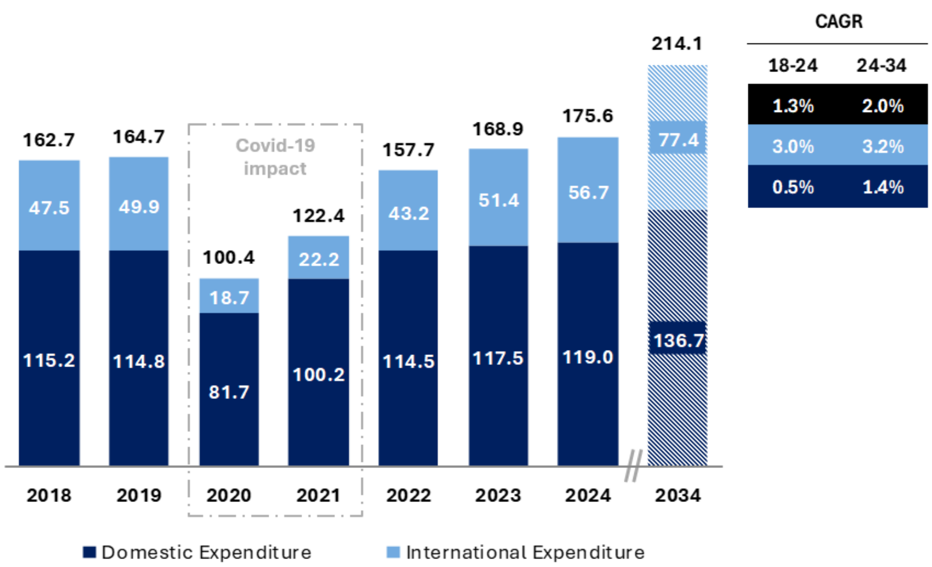
Source: Banca d'Italia: «Indagine sul turismo internazionale»

The increase in international tourist spending has been driven primarily by cultural tourism, considered one of the most dynamic segments of the modern tourism market[7].

a.2) Domestic tourism

It is not only foreign tourist spending that is showing a positive trend, but also that of domestic tourists. According to estimates, domestic tourism spending is expected to grow by 1.4% over the next ten years, rising from €119.0 billion in 2024 to approximately €136.7 billion by 2034[8].

Italian tourism market size (internal tourism consumption, €bn)



Source: World Travel and Tourism Council: «Economic impact 2024 - Italy» (2024)

b) Cultural tourism segment

[7] *ISTAT, 2024*

[8] *World Travel and Tourism Council: «Economic impact 2024 - Italy» (2024)*

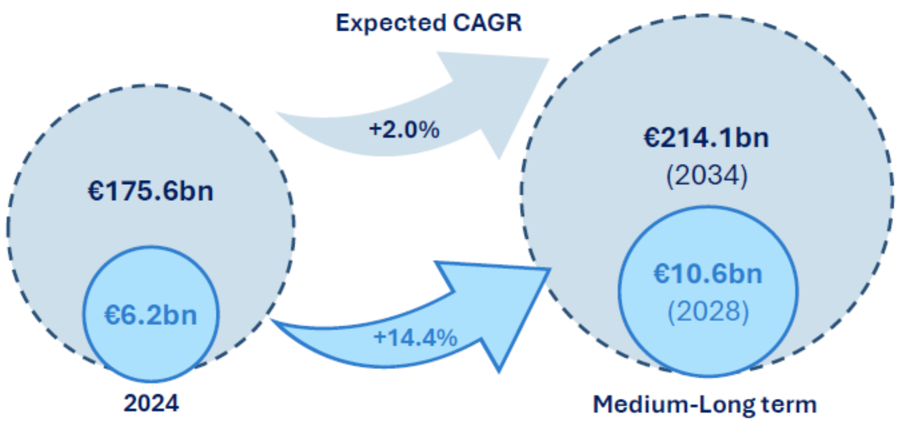
The cultural tourism segment presents distinctive features compared to the general tourism market: a higher expected growth rate in the next five to ten years and a higher daily average spending levels compared to average tourists.

Future projections indicate that the internal tourism consumption in Italy is expected to grow from €175.6 billion in 2024 to €214.1 billion over the next ten years, reflecting a CAGR of 2.0%[9].

Spending on cultural tourism is expected to increase from €6.2 billion in 2024 to €10.6 billion by 2028, reflecting a CAGR of 14.4%.[10]

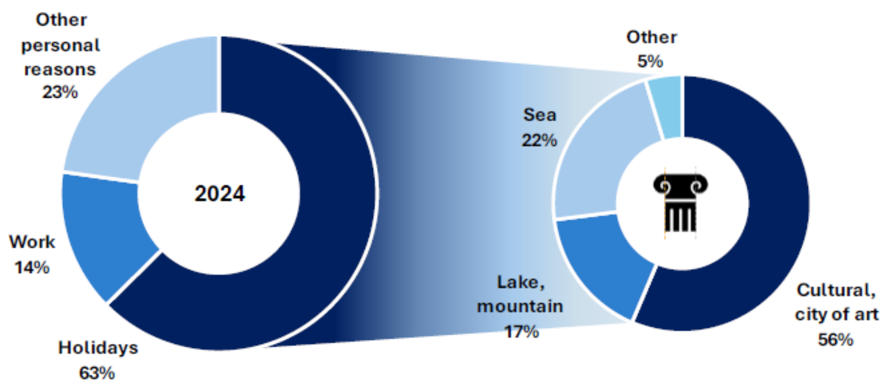
Based on the projections, the cultural tourism segment is forecast to grow at a significantly faster pace, compared to a steady expansion of the broader sector. This sharp contrast highlights the rising demand for culture-driven travel experiences and underscores the strategic relevance of operators focused on this niche within the broader tourism market.

Italian cultural tourism ( ) vs. the overall Italian tourism market ( )



Source: Data collected from studies by WTTC and Rome Business School

International tourists' preference (% of total expenditure)



[9] *World Travel and Tourism Council: «Economic impact 2024 - Italy» (2024)*

[10] Management elaboration on *Rome Business School Research Center: «Il business del turismo in Italia» (2024)*

Exchange rate USD/EUR 1.128

Source: Banca d'Italia: «Indagine sul turismo internazionale»

In 2024, cultural heritage and city of arts represented the primary motivation for travel to Italy, surpassing other drivers such as nature and landscape. International tourists, attracted by the uniqueness and richness of Italy's cultural offering, which includes museums, monuments and events, make a substantial contribution to the sector's economy: over half of foreign visitors state they have chosen Italy specifically for cultural reasons[11].

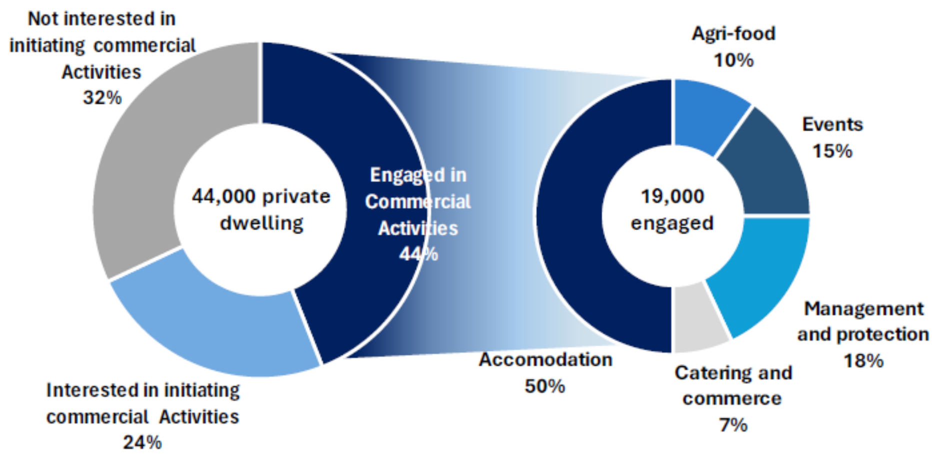
Additionally, Isnart's 2023 survey on cultural tourism in Italy reveals that Italian cultural tourists spend significantly more than the average tourist on goods and services during their stay, with a daily expenditure of €93 compared to €74[12]. These data confirm the higher economic value of cultural tourists, who contribute more consistently to local economies through diverse and culturally rich spending patterns.

c) Italian cultural heritage

Italy stands out at both European and international level for its historical and artistic heritage and cultural assets, with 61 sites recognised as UNESCO World Heritage Sites[13].

In this context of renewed interest in cultural travel, one of the most significant yet underutilized components of Italy's heritage is its network of private historical residences. With approximately 44,000 such properties across the country, Italy's privately owned cultural assets represent a largely untapped but high-potential segment within the national tourism and heritage economy. Remarkably, 44% engaged in commercial activities, 24% interested in initiating commercial activities, 32% not interested in initiating commercial activities[14].

Network of private historical residences (intended use of the properties)



Source: Fondazione per la Ricerca Economica e Sociale: «Indagine Osservatorio Patrimonio Culturale Privato 2024»

[11] *Unioncamere-Isnart, 2024*

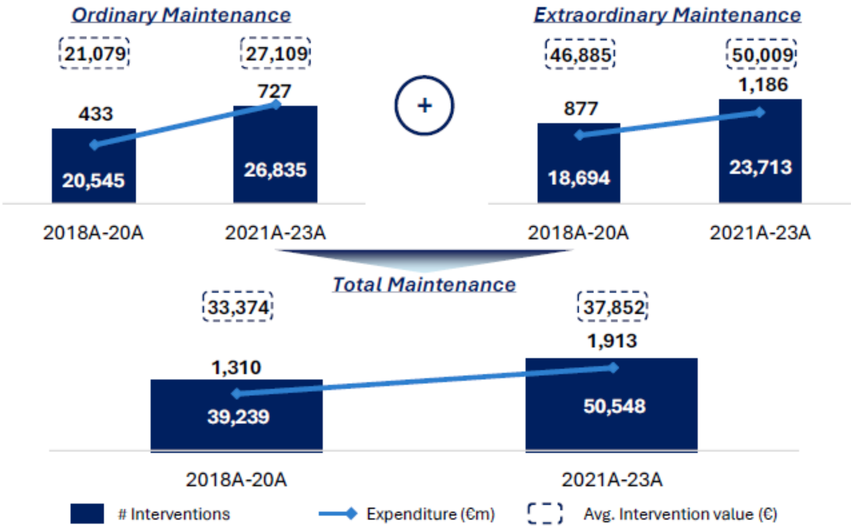
[12] *Istituto Nazionale Ricerche Turistiche, 2022*

[13] *Commissione Nazionale Italiana per l'UNESCO (September 2025)*

[14] *Fondazione per la Ricerca Economica e Sociale: «Indagine Osservatorio Patrimonio Culturale Privato 2024» (2024)*

More specifically, among the approximately 19.000 properties already involved in economic ventures, of which around half are used for accommodation purposes, while others support heritage preservation efforts, host events, or offer food-related services[15].

Despite their cultural and economic potential, Italy's private historical residences remain significantly underutilized due in large part to financial constraints. A critical barrier to adaptive reuse and revitalisation is the high cost of maintenance and restoration, particularly given the complexity and regulatory demands of heritage buildings. On average, each property has over 740 square meters of unused and inaccessible space, representing roughly 30% of its total surface, yet over 20,000 of these properties remain partially or completely idle. Although the introduction of government incentives such as the 110% Superbonus has contributed to a sharp rise in renovation activity in recent years, these efforts remain insufficient in scale and reach. The number and value of interventions have increased, especially between 2021 and 2023, yet the vast majority of properties still lack the financial means to undertake even basic maintenance.



Source: Fondazione per la Ricerca Economica e Sociale: «Indagine Osservatorio Patrimonio Culturale Privato 2024»

The data reveal a fundamental misalignment between the scale of the cultural heritage at stake and the level of public and private resources mobilized to preserve and activate it. Without a long-term, strategic investment framework, including fiscal incentives, financing tools and professional support, Italy risks losing not only the historical integrity of these assets but also a significant opportunity to expand its premium tourism offer and rural development capacity.

This widespread underutilization reveals a considerable opportunity for operators capable of developing experiential tourism offerings, particularly in areas outside major urban centers. Scalable models that convert these residences into accessible cultural destinations could unlock new supply in Italy's tourism sector, while contributing to the preservation and sustainable enhancement of the country's historical heritage.

In recent years, Italy's historical residences, particularly villas and estates located in regions such as Tuscany, Lake Como, Apulia, and the Amalfi Coast, have gained increasing international recognition as prestigious venues for high-profile events, luxury tourism and media-driven experiences. These locations

[15] *Fondazione per la Ricerca Economica e Sociale: «Indagine Osservatorio Patrimonio Culturale Privato 2024» (2024)*

have hosted widely publicized celebrity weddings, including that of Jeff Bezos and Lauren Sánchez in Venice (2025) and Kourtney Kardashian and Travis Barker in Portofino (2022), highlighting their strong appeal to VIPs and high-end travelers. This growing visibility helps position Italian heritage properties not only as cultural assets, but also as strategic pillars of the country's premium tourism offering.

At the same time, national and European institutions are actively promoting the delocalisation of tourism flows to address the growing issue of overtourism in iconic cities like Rome, Venice and Florence. Italy's 2023–2027 National Tourism Strategy, aligned with the European Commission's Transition Pathways for Tourism, emphasises sustainability, territorial balance and the enhancement of lesser-known destinations. Public strategies increasingly aim to redirect tourist demand toward culturally rich yet less congested areas, many of which feature historic residences and privately owned heritage assets with untapped potential.

The convergence of these two dynamics highlights a significant opportunity for Italy to reshape its cultural tourism model. By leveraging the media appeal of its historical venues and integrating them into regional development strategies, Italy can foster a more sustainable, resilient and inclusive tourism economy that extends well beyond its traditional urban hotspots.

Italy possesses a cultural heritage of immense significance, recognized worldwide and therefore the effective management of these assets can play a crucial role in supporting national economic growth. Properly leveraging the potential of historic buildings, artistic sites and other culturally valuable properties not only preserves their intrinsic value but can also generate tourism, create jobs and stimulate local economies.

A particularly illustrative example of the impact of different management approaches can be seen in the comparison between the Loire Valley castles in France and the Venetian villas in Italy. While the Loire Valley represents a model in which a coordinated, professional approach maximizes both accessibility and engagement, the Venetian villas provide an example of a method that, while preserving the cultural and historical value of the sites, does not fully capitalize on their potential in terms of promotion, coordination and public engagement.

Source: *Management elaboration on publicly available information (For illustrative and non-exhaustive purpose)*

In the Loire Valley, hundreds of castles are coordinated within a single network supported by the state, with a clear brand identity, integrated ticketing and online booking systems, transport infrastructure and a calendar of events and exhibitions. Sites such as Château de Chambord, which has been state-owned since 1930, benefit from a dedicated staff of around 200 employees who manage daily operations, offer multilingual information, host cultural activities and operate on-site services such as restaurants and shops, attracting over a million visitors annually.

In contrast, the Venetian villas are predominantly privately owned and often managed with limited resources. Many villas are open only on weekends or for special visits, with modest staffing and minimal public services. Coordination among the numerous owners is limited and promotion and accessibility vary widely, resulting sometimes in a scattered experience for visitors.

The experience of the Loire Valley illustrates how a structured and coordinated approach to heritage management can transform cultural assets into drivers of both cultural enrichment and economic value, optimizing visitor engagement, service offerings and overall impact. In contrast, a variety of privately managed sites may achieve preservation and maintain historical value but do not always fully capitalize on their potential due to fragmented management or limited coordination.

5.2.2 Group's competitive position

The Italian landscape of companies managing artistic and cultural sites appears highly fragmented. The main operators active in the management, enhancement and promotion of cultural heritage in Italy operate under different models ranging from public concessions to direct asset ownership. These players typically manage museums, historical residences, archaeological sites and cultural destinations on behalf of public or private entities, offering services with varying degrees of integration.

As of today, in the Italian landscape, the options available to owners of culturally valuable assets, in terms of their management, appear to be relatively limited. Owners are generally faced with three main courses of action: they can choose to manage their property independently, relying solely on their own resources and expertise, they can seek partnerships with associations or dedicated online platforms that provide specialized support, or they can transfer ownership to state-run non-profit organizations with established experience in heritage management. In this context, Kaleon distinguishes itself through its approach, thereby offering a fourth possible solution. It makes its expertise in the management of cultural assets at the service of the owner, assuming direct responsibility for all related activities, while ownership of the asset remains with the owner, who in turn benefits from an economic return mutually agreed upon by the parties. Each of these approaches comes with its own advantages and limitations, which can be systematically evaluated across four critical dimensions: the level of know-how available, the capacity for financial investment, the potential to generate profit and the retention of property ownership. Understanding these dimensions is essential for owners who aim not only to preserve the cultural and historical value of their assets but also to explore opportunities for sustainable development and long-term viability.

Source: *Management elaboration on publicly available information (For illustrative and non-exhaustive purpose)*

The first option is self-management of the cultural site while retaining ownership. However, this approach comes with important considerations. Owning a cultural asset does not necessarily mean possessing all the know-how required to fully leverage its potential. An individual may lack not only technical expertise but also the investment capacity needed to cover recurring maintenance costs, which often represent the main reason why valuable assets are not used for commercial activities. Consequently, generating profit from such assets may also be challenging.

To mitigate the latter challenge, an owner may choose to be supported by a sector-specific association or dedicated online platforms. This alternative allows owners to receive legal, administrative, tax, and technical advice and assistance for the management of the estates and facilitates visibility, and the implementation of a business model more focused on profit generation while allowing the owner to retain property rights. Despite these evident advantages, the owner must still personally oversee the management of the asset and directly bear the costs of its preservation and maintenance.

A third option is transferring ownership of the asset, by means of donations or inheritance, to established state-run non-profit organizations specializing in heritage management. These organizations, by definition, possess all the necessary know-how, being key players that manage a large number of nationally significant sites. However, although the dispossession of the asset certainly results in the cessation of costs, it is equally true that no further economic benefits can be derived from it, and, in many cases, any related rights are also forfeited.

Kaleon offers a different alternative. With over 40 years of experience in managing and enhancing heritage assets, the company possesses the required know-how and the capacity to transform assets into profitable ventures through public access. Through an agreement with the owner of the asset, Kaleon directly undertakes the management and enhancement of the site, including, where necessary, making investments aimed at improving the offering and visitor accommodation. The owner therefore retains ownership of the asset and enters into a long-term contract under which he receives a return contractually agreed upon, without the financial burden of ordinary maintenance costs..In the opinion of the Issuer, the Group has a leadership positioning within this competitive context, thanks to the originality and scalability of its business model. According to the Issuer, the main competitors may be classified into two broad categories based on their relationship with the assets they manage: asset-light operators, which do not own the heritage sites but operate them under concession or partnership agreements and asset-owner operators, which hold direct ownership or long-term stewardship of the cultural assets under management.

Asset-light operators

1. **CoopCulture**: Italy's largest cultural cooperative, operating through public tenders in over 15 regions. It provides services including ticketing, educational programming, bookshops, digital content and visitor support across museums, archaeological sites, libraries, archives and exhibitions. CoopCulture was founded in 2010 through the merger of the Pierreci and Codess Cultura cooperatives, resulting in the integration of two successful businesses. In 2023 it reported approximately €91 million in revenues.

2. **Civita Mostre e Musei**: specialises in exhibition planning and museum service coordination. The company works on a project basis for museums and cultural institutions, focusing on content, visitor services and communications without managing accommodation or on-site retail. Established in 1987 with legal headquarters in Rome and operational sites in Milan, Rome, and Palermo, it operates extensively throughout Italy and abroad. In 2023 it reported revenues of approximately €13 million.

3. **Opera Laboratori Fiorentini**: operates under public concession in major sites like the Uffizi and Pompei. Its services include ticketing, guided visits, restoration, exhibition installation, merchandising and hospitality support tied to site management. Founded in 1998, with legal seat in Florence and operational base in Sesto Fiorentino, it manages over 60 museum sites nationally and internationally. It reported revenues of approximately €74 million in 2023.

4. **Gebart**: a historic concessionaire in Rome providing ticketing, educational programming, and bookshop management for state museums, with no broader integration in terms of hospitality or food services. Founded in 1989 and based in Rome, Gebart oversees seven prominent museums, including the Borghese Gallery and Castel Sant'Angelo. In 2023, its revenues were around €3.7 million.

5. **Arthemisia**: a leading private operator in curating and producing large-scale temporary art exhibitions in Italy and abroad. It handles planning, execution and staging of shows, without managing permanent sites or visitor services. Founded in 2016 and headquartered in Rome, Arthemisia reported revenues of roughly €19.5 million in 2023.

6. **Ales**: fully owned by the Ministry of Culture, Ales provides technical services to state museums, including logistics, maintenance, restoration and exhibition set-up. It does not engage in public-facing services like hospitality or retail. With a foundation date of 1998 and headquarters in Rome, Ales manages 270 ministry sites across 17 regions and achieved revenues close to €97 million in 2023.

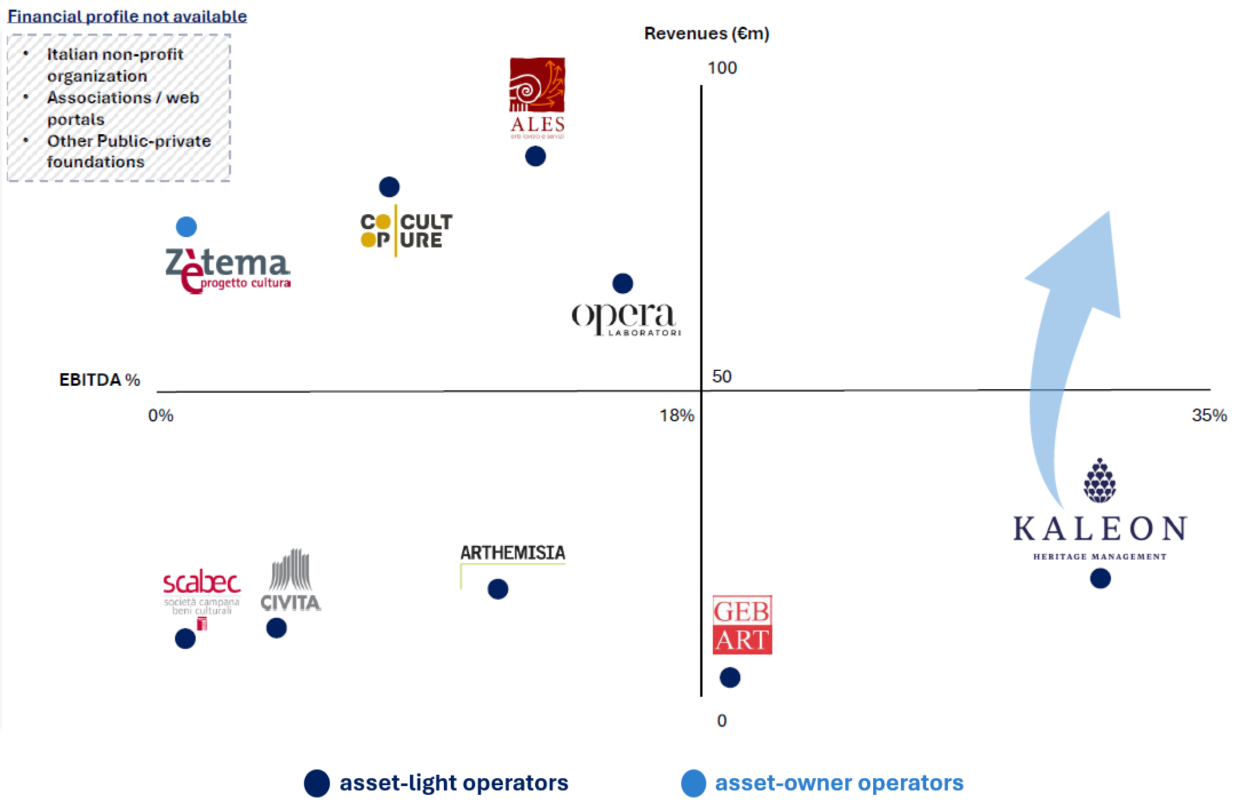
7. **Scabec**: the cultural agency of the Campania Region, focusing on event organization, marketing, and integrated ticketing. It promotes regional heritage but does not directly operate sites or hospitality services. Founded in 2003 and based in Naples, Scabec recorded revenues of approximately €10.7 million in 2023.

Asset-owner operators

- **Zètema Progetto Cultura**: a 100% Rome-owned in-house company that manages civic museums, archaeological sites, libraries and cultural events. It delivers visitor services and supports the city's cultural-touristic strategy. However, it does not operate on-site hospitality or retail services. Established in 1998 and headquartered in Rome, Zètema manages about 20 entities within the Rome Museums System and reported revenues exceeding €84 million in 2023.

- **Associations, web portals and museal foundations** (like MUVE, Torino Musei, Brescia Musei…): public-private foundations managing networks of civic museums with operational autonomy. Their focus is on museum curation, exhibitions and cultural programming, without integrated accommodation, dining, or branded retail.

- **Italian non-profit organization**: a national non-profit foundation that owns and manages many historic and natural properties. It offers a comprehensive model that includes guided tours, hospitality (including temporary accommodations), caffetteria/restaurants, event hosting, branded bookshops and retail and continuous conservation and restoration efforts.



Source: *Management elaboration on publicly available information (For illustrative and non-exhaustive purpose. This chart could not fully represent the entire market. Data refers to FY2023 annual report)*

In addition to operators directly involved in the management and enhancement of cultural heritage sites, the Issuer believes it is also appropriate to consider, from a broader market perspective, those players operating in the leisure and thematic entertainment sector, such as theme parks and experiential tourism destinations. Although these operators do not manage historically or artistically significant assets, they adopt business models and operational logics similar to those of the Issuer, particularly in the management of high visitor flows and in the commercial monetization of the experience through the integration of multiple revenue streams, ticketing, food and beverage, retail, events, and related services.

Companies such as Mirabilandia, Cinecittà World and Zoosafari Fasanolandia are characterized by an integrated approach to visitor experience, combining thematic content, immersive infrastructure and a strong service component. This model aligns increasingly with the concept of cultural leisure, where culture and entertainment converge within experiential frameworks capable of generating economic value, visitor loyalty and prolonged site engagement.

Within this context, the Issuer positions itself as a hybrid and distinctive operator, able to combine the cultural depth of the heritage it manages with an integrated offering of hospitality, entertainment, and immersive services, thereby maximizing the economic and narrative potential of historical, artistic and natural sites. This positioning enables Kaleon to engage with a broad spectrum of demand, encompassing both traditional cultural tourism and audiences seeking multifaceted and experience-driven destinations.

Key distinctive features of the Issuer

With reference to the specific niche in which it operates, Kaleon stands out for a number of distinctive features that grant it a unique position within the Italian market for the management and enhancement of cultural heritage. Its model is designed to be both scalable and replicable on a national level.

More specifically:

1. **Asset-light model ensuring financial flexibility**: the Issuer adopts an asset-light approach based on the management of cultural sites through lease agreements or long-term partnerships with property owners, without acquiring the real estate assets. This structure reduces capital intensity, increases financial agility and allows greater investment in the quality of the visitor experience. It also enables control over the maintenance and preservation of the sites, thereby protecting their cultural and historical value.
2. **Vertically integrated and exclusive service offering**: Kaleon manages all components related to the cultural site experience in-house, including guided visits, visitor reception, catering, exhibition design, retail operations, and event organization. Its integrated model also allows for the addition of complementary services tailored to enhance the visitor journey, increasing average expenditure and reducing seasonal and weather-related risks.
3. **Customer-centric and quality-driven approach**: the Issuer places strong emphasis on visitor satisfaction, well-being, and expectations. The experience is conceived as immersive and comprehensive, combining high-quality cultural, historical, artistic and natural content with premium complementary services. This approach is supported by an increasingly data-driven CRM system and dynamic pricing strategies, further enhancing personalization and revenue optimization.
4. **Centralized and synergy-oriented operational model**: Kaleon operates multiple sites through a centralized governance model, fostering synergies in planning, operations, human resources and pricing. This enables cost efficiency and consistency across the visitor experience, while also supporting brand harmonization and scalable growth.
5. **Expertise in heritage conservation and enhancement**: leveraging over 40 years of experience, the Issuer has demonstrated proven ability to preserve and unlock the full value potential of the sites it manages, both proprietary and third-party, through targeted renovation and reopening

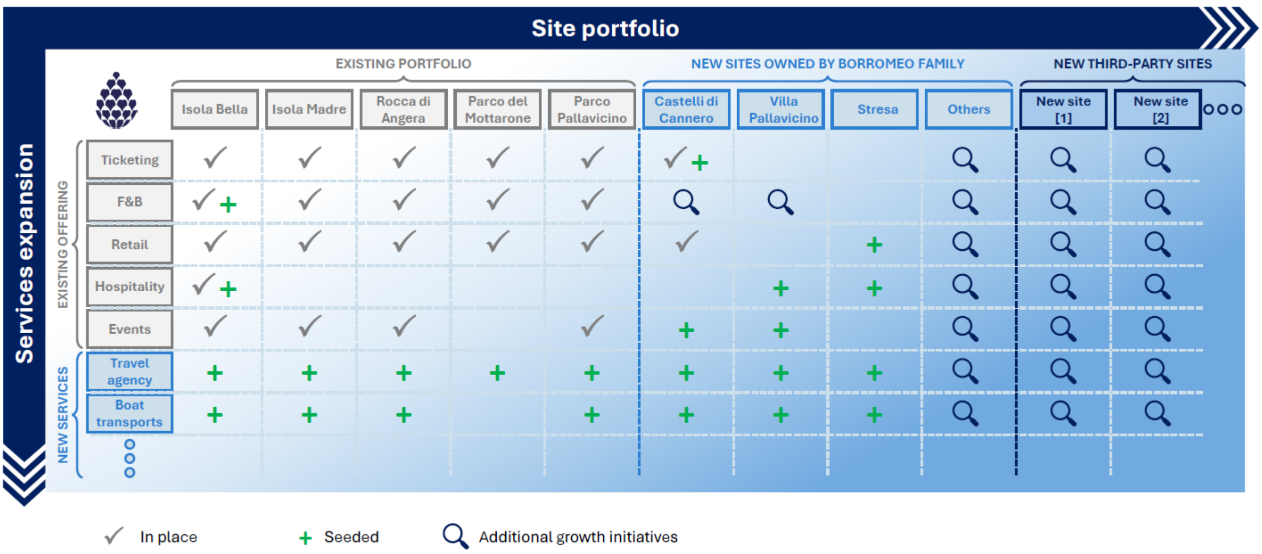
strategies. Kaleon takes full responsibility for ordinary and extraordinary maintenance, striking a balance between conservation and commercial valorization.

6. **Replicable and scalable business model**: the combination of asset-light structure, fully integrated services, centralized operations, and immersive visitor experiences positions Kaleon as a highly scalable platform. In a market characterized by a highly fragmented landscape dominated by small, undercapitalized operators, the Issuer is uniquely positioned to act as a consolidator and partner of choice for private owners of cultural sites.
7. **Exclusive portfolio and expansion potential**: Kaleon benefits from long-term exclusive management of an iconic portfolio of cultural sites owned by the Borromeo family, located in high-traffic areas such as Lake Maggiore. In parallel, it is actively developing a carefully selected pipeline of third-party sites across Italy and Europe, supported by strategic partnerships with heritage associations such as ADSI. This dual growth strategy, organic and external, provides high visibility on future scalability and profitability.

5.3 Strategy and objectives

Kaleon Group intends to continue its growth and development process by adopting the strategic lines described below.

The Group has articulated a robust and multi-dimensional growth strategy aimed at transforming the Company into a leader in the management of historical and cultural assets. The strategy is underpinned by three complementary growth pillars through a scalable matrix-based platform: organic development, expansion through the inclusion in the portfolio of third-party sites, and the continuous pursuit of efficiencies and synergies across its existing and future portfolio.



Organic growth

At the core of Kaleon's organic growth plan lies the enhancement of its existing portfolio and current offering, as well as the opening of other sites ancillary to the sites belonging to the Borromeo family, composed of some of the most visited cultural and natural heritage sites in Northern Italy. The Company is focused on unlocking latent value through targeted investment in underutilized assets, the expansion of hospitality capacity, and the diversification of service offerings. Examples include:

(i) the launch of new food touchpoints on Isola Bella by 2026;

(ii) hospitality expansion on Isola Bella by 2027 and in Stresa, with the opening of a new villas by 2027 to expand local accommodation offerings;
(iii) the opening of Villa Pallavicino to the public with a mixed model of private events and accommodation;
(iv) a multi-purpose point of sale in Stresa—featuring a bookshop, infopoint, and travel agency (established at the end of 2024);
(v) the launch of a dedicated transportation service connecting the islands of Lake Maggiore.

This approach is designed to deepen visitor engagement, increase average revenue per customer, and lengthen the average stay, ultimately creating a more resilient and high-yield tourism business.

In addition, the Group intends to introduce exclusive experiences to satisfy more sophisticated target of visitors, such as pick-up services from main cities with supercar and private boat transfer, exclusive guided tour, gourmet dinner and overnight stays in suites.

Third-party sites

Kaleon's ambition extends beyond its current geographic footprint. Through a structured and selective approach, the Group is positioning itself as the preferred manager of third-party cultural sites, particularly historical residences and gardens that are currently under-managed or lack the resources to unlock their full value. This inorganic pipeline is supported by a rigorous funnel-based selection process mainly based on four criteria: heritage quality, tourist flows, connectivity, and investment feasibility.

In particular, the Group is now focusing on well-connected regions, searching for historical-cultural sites which are, for the vast majority, already visitable. As of the Admission Document / Information Document Date, 5 discussion with third-parties owners are ongoing for cultural assets such as castles and gardens located in highly touristic regions such as Lombardia, Lazio, Veneto, and Emilia Romagna.

TARGET	VENUES	GEOGRAPHY	SIZE	POTENTIAL SYNERGIES	DEAL STATUS
A	Garden	Veneto	#100k visitors(1)	• Ticketing • F&B • Events	LOI
B	Castle, Garden	Lazio	#10k visitors(1) (weekends only)	• Ticketing • F&B • Events • Exibitions	Dialogue ongoing
C	Castle	Veneto	n.a.	• Ticketing • Events	Dialogue ongoing
D	Medieval Village	Emilia Romagna	15 hectares	• Ticketing • Events • Hospitality	Dialogue ongoing
E	Garden	Veneto	>160.000 m^2	• Ticketing • Events • Hospitality	Preliminary analysis

Moreover, the strategic partnership with ADSI (Associazione Dimore Storiche Italiane), which members are owners of historic properties, provides institutional access to a nationwide network of historic asset owners, accelerating the scouting of potential new opportunities thanks to enhanced visibility

Efficiency and Synergies

Beyond pure expansion, Kaleon's strategy emphasizes horizontal integration and economies of scale across its ecosystem of sites. By, widening the offer, cross-selling and bundling exploiting even more the proximity of venues, investing in marketing activities and introducing the dynamic pricing system, the Group aims to:

- Diversify and de-seasonalize revenues;
- Increase visitor flows;
- Increase pricing efficiency.

In addition, the Group intends to invest in expanding data-driven marketing to increase brand awareness and visitor conversion from high-value segments, including international tourists and event-based clientele.

5.4 ESG approach

The Company's approach to Environmental, Social, and Governance (ESG) themes is not ancillary but fully embedded in its strategic and operational framework. The Company positions sustainability as a fundamental pillar in creating long-term value across its heritage, environmental assets, and community relationships. Its ESG model is articulated around four key dimensions: cultural heritage preservation, environmental stewardship, biodiversity and animal welfare, and social inclusion and territorial impact.

Cultural heritage preservation

Kaleon has played a pivotal role in preserving and promoting the historical and artistic legacy of the Lake Maggiore area. Through a rigorous and ongoing process of restoration, maintenance, and enhancement of iconic sites such as Isola Bella and Rocca di Angera, the Company ensures the continuity of centuries-old cultural assets. These efforts are not limited to architectural conservation, but are actively extended to educational programming and immersive visitor experiences, aligning with UNESCO-compatible standards and enhancing the cultural literacy of both domestic and international audiences.

Environmental heritage preservation

At the heart of Kaleon's environmental strategy is Parco del Mottarone, a critical biodiversity corridor and example of managed natural tourism. The Company is committed to the protection of native species, reforestation projects, and the ecological balance of the mountain ecosystem, including water and soil health. By integrating sustainable tourism models that limit overcrowding and promote low-impact recreational activities, Kaleon enables nature-based experiences without compromising ecological integrity.

Biodiversity and animal welfare

Through Parco Pallavicino, Kaleon operates one of the few structured private animal sanctuaries in Northern Italy, hosting over 60 species, many of which are rescued or endangered. Beyond housing animals, the park serves an educational mission, delivering programs on animal welfare, conservation ethics, and responsible tourism. The presence of species such as a golden eagle and a three-legged fox underscores Kaleon's inclusive care model, which addresses not only biodiversity but also animal rehabilitation and public awareness. The sanctuary is an example of ethical environmental management, offering tangible contributions to regional and national biodiversity preservation frameworks.

Social engagement and local development

Kaleon is a significant contributor to the social and economic fabric of the region. With nearly 1 million visitors per year and 194 employees (as of June 30, 2025), the Company generates stable employment and supports an ecosystem of over 700 suppliers (as of December 31, 2024). Its role in creating jobs, facilitating professional development, and supporting local value chains in sectors such as construction, hospitality, and agriculture translates into a high regional multiplier effect. Kaleon also engages in community outreach, cultural sponsorships, and partnerships with schools and associations, fostering a sense of shared ownership of the territory and promoting inclusive access to culture and nature.

Kaleon's ESG model demonstrates strategic coherence, territorial rootedness, and future scalability. It aligns operational goals with broader societal imperatives, allowing the Company to not only mitigate risks but also unlock long-term opportunities in sustainable tourism, environmental innovation, and cultural leadership.

5.5 Dependence on patents or licences, industrial, commercial or financial contracts or new manufacturing processes

As of the Admission Document / Information Document Date, in the Issuer's opinion, the Group is not dependent on the use of patents or licences, industrial, commercial or financial contracts, or third party manufacturing processes.

With the exception of the above, the Group is significantly reliant on multiple lease and sublease agreements concerning properties used for tourism, hospitality, cultural and commercial purposes, located in areas of historical and environmental significance (such as Isola Bella, Isola Madre, Rocca di Angera, Cannero, Mottarone, among others).

For information on the Group's lease agreements, see Section One, Chapter 16 of the Admission Document / Information Document.

5.6 Sources of the statements made by the Issuer concerning its competitive position

This Admission Document / Information Document contains certain estimates of the Group's competitive positioning, which are also based on calculations made by the Issuer on the basis of its specific knowledge of its sector, public or estimated data and its own experience.

These statements of pre-eminence and estimates of the Group's competitive positioning have not been verified by independent third parties.

For further information on the Group's competitive positioning, please refer to the previous Section 5.2.2 of the Admission Document / Information Document.

5.7 Investments

5.7.1 Investments made by the Group in each financial year for the period to which the financial information relates Investments in intangible and tangible fixed assets

Investments in intangible and tangible fixed assets

Below are presented the investments in intangible and tangible fixed assets made by the Group for the periods and financial years to which the financial information contained in this Admission Document refers.

(amounts in thousands of €)	30 June 2025	31 December 2024	31 December 2023
Total investments in intangible assets	2,889	1,206	873
Total investments in tangible assets	311	3,660	1,808
Total investments	**3,200**	**4,866**	**2,681**

5.7.2 Investments in the six months ended 30 June 2025

The investments made by the Group during the first half of 2025 amount to a total of €3,200 thousand, of which €2,889 thousand related to intangible assets and €311 thousand to tangible assets.

Investments in intangible assets mainly refer to the item "Assets under construction and advances", amounting approximately to €870 thousand. This figure mainly includes renovation works at Parco Pallavicino for €537 thousand, €200 thousand of software investments related to the implementation of the new ERP system, and capitalized costs of €105 thousand related to the Company's listing process. Further increases were recorded under the category "Other", mainly referring to capitalized costs for extraordinary maintenance, particularly those related to Castelli di Cannero, improvements and expenses for compliance with safety regulations incurred on buildings and movable property owned by third parties and leased to carry out business activities.

Investments in tangible assets as of 30 June 2025 amounted to €311 thousand. These investments mainly relate to the category "Plant and machinery", referring to all operational systems located across the various tourist sites where the company carries out its activities. The Group made investments of €260 thousand for two new systems aimed at improving lighting and the fire prevention system at Isola Bella, as well as an investment of €25 thousand for the development of a tour-guide robot, also at Isola Bella, designed to innovate and enhance the visitor experience. In addition, the increase refers to the systems installed at the new tourist site, Castelli di Cannero, which began operations in June 2025.

5.7.3 Investments in the year ended 31 December 2024

The Group's total investments for the year ended 31 December 2024 amount to €4,866 thousand, of which €1,206 thousand related to intangible assets and €3,660 thousand to tangible assets.

Investments in intangible assets mainly refer to the "Other" category, amounting to €1,101 thousand, which includes capitalized costs related to extraordinary maintenance, improvement works, and safety compliance upgrades carried out on properties and movable assets owned by third parties and leased for the conduct of the Group's business activities. These investments included projects of particular importance, such as the refurbishment of the stable roofs, the renovation of the dock at the stables on Isola Bella and Isola Madre to allow the docking of ferry boats, as well as the conservation restoration of several paintings located along the museum exhibition routes.

Investments in tangible assets as of 31 December 2024 amounted to €3,660 thousand. These investments mainly relate to the "Plant and machinery" category, amounting to €2,022 thousand, and specifically include investments related to the snowmaking system, the lighting system, and the fire detection system. Further increases were recorded under the "Other" category, referring to assets used by the parent company in the conduct of its core business activities. This category includes investments in boats as well as in furniture and furnishings.

5.7.4 Investments in the year ended 31 December 2023

The Group's total investments for the year ended 31 December 2023 amount to €2,681 thousand, of which €873 thousand related to intangible assets and €1,808 thousand to tangible assets.

Investments in intangible assets mainly concerned extraordinary maintenance works, improvement interventions, and regulatory safety upgrades carried out on properties and movable assets owned by third parties and leased for the conduct of the Group's activities. Overall, these investments represent recurring interventions aimed at ensuring ordinary management and preserving the operating sites. The recorded increases relate entirely to the "Other" category, which primarily includes the capitalization of costs incurred for extraordinary maintenance, improvement works, and safety compliance upgrades carried out on properties and movable assets owned by third parties and leased for the conduct of the Group's business activities.

As regards tangible assets, during the year ended 31 December 2023, the Group made total investments of €1,808 thousand. These were primarily allocated to ordinary maintenance works aimed at ensuring operational efficiency and preserving the real estate and infrastructure assets at the sites managed by the Group. The investments mainly concerned the "Plant and machinery" category and specifically included upgrades to the snowmaking system. Additional increases were recorded under the "Other" category, which refers to assets used by the parent company in the conduct of its core business activities. This category mainly includes investments in boats.

5.7.5 *Joint ventures* and investee companies

Apart from the shareholdings indicated and described in Section One, Chapter 6, Paragraph 6.2 of the Admission Document / Information Document, the Issuer does not hold any equity interests in other companies or *joint ventures*.

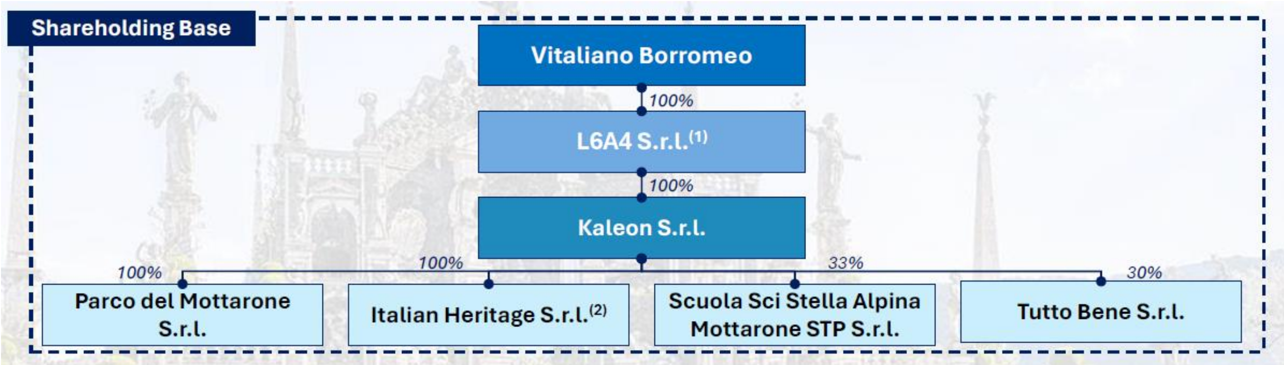
5.7.6 Environmental issues capable of affecting the utilisation of tangible assets

As of the Admission Document / Information Document Date, the Issuer is aware of risks relating to environmental issues that may negatively affect the use of the real estate assets on which the Company's core business is based. Please, refer to Paragraph 3.A.4.3 for further and more detailed information upon that issue.

6. ORGANISATIONAL STRUCTURE

6.1 Description of the Group to which the Issuer belongs

Below is a graphic representation of the Group.



As of the Admission Document / Information Document Date, the Issuer is held by L6A4, whose share capital is wholly owned by Vitaliano Paolo Federico Borromeo Arese Borromeo, holder of 10,000,000 Shares representing 100% of the Issuer's share capital.

As of the Admission Document / Information Document Date, the Issuer is not subject to management and coordination activities by L6A4, pursuant to Article 2497 et seq. of the Italian Civil Code.

6.2 Subsidiaries and Affiliates of the Issuer

As of the Admission Document / Information Document Date, the Issuer holds:

(a) 100% of Parco del Mottarone S.r.l., a company incorporated under the laws of Italy, with registered office in Milano (MI), via Borromei n. 1/A;

(b) 100% of Italian Heritage S.r.l., a company incorporated under the laws of Italy, with registered office in Milano (MI), via San Vincenzo 3;

(c) 33% of Scuola Sci Stella Alpina Mottarone STP S.r.l., a company incorporated under the laws of Italy, with registered office in Stresa (VB), via Mottarone Vetta SNC; the remaining part of the share capital is owned by (i) Paolo Vallero with a 33% interest and (ii) Edoardo Savoia with a 33% interest;

(d) 30% of Tutto Bene S.r.l., a company incorporated under the laws of Italy, with registered office in Milano (MI), via Piazza Borromeo n. 14; the remaining part of the share capital is owned by (i) Borromeo & De Silva S.r.l. with a 35% interest and (ii) Mid City Motorsports LTD with a 35% interest.

7. SELECTED FINANCIAL INFORMATION

7.1 Introduction

This Chapter provides selected financial information of the Group as of and for the six-month periods ended 30 June 2025 and 2024, and as of and for the financial years ended 31 December 2024 and 2023.

The selected financial information has been extracted and/or prepared based on the following documents:

- the Group's condensed interim consolidated financial statements as of and for the six months ended 30 June 2025, approved by the Board of Directors on 22 September 2025, prepared in accordance with the Italian accounting principles (OIC 30), and subject to review by the Audit Firm, which issued its unmodified report on 30 September 2025 and including a "Other matters" paragraph stating that the condensed interim consolidated financial statements were prepared solely for the proposed listing of the Company on the Euronext Growth Milan market, organized and managed by Borsa Italiana S.p.A., and that the comparative figures for 30 June 2024 presented in the condensed interim consolidated financial statements as of 30 June 2025 were not subject to either full or limited audit;
- the Group's consolidated financial statements as of and for the year ended 31 December 2024, approved by the Board of Directors on 21 July 2025, prepared in accordance with Italian regulations governing the preparation of financial statements and the accounting principles issued by the Italian Accounting Standards Board (the "ITA GAAP"), and audited by the Audit Firm, which issued its unmodified report on 1 August 2025 and including a "Other matters" paragraph stating that the consolidated financial statements were prepared solely for the proposed listing of the Company on the Euronext Growth Milan market, organized and managed by Borsa Italiana S.p.A., and that the comparative figures as of 31 December 2023 presented in the consolidated financial statements as of 31 December 2024 were not subject to audit.

The selected financial information provided below must be read in conjunction with the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for 31 December 2024. These documents are attached to the present Admission Document / Information Document.

To facilitate an understanding of the Group's financial and economic performance, the Issuer has also identified certain alternative performance indicators ("Alternative Performance Indicators" or "APIs"). These indicators also serve as tools to help the directors identify operating trends and make decisions regarding investments, resource allocation, and other operational choices.

7.2 Information on factors that significantly impacted income

Below is a brief description of the main factors that influenced the Group's financial and operating performance during the six-month periods ended 30 June 2025 and 2024, and the financial years ended 31 December 2024 and 2023.

7.3 Selected profit and loss account data of the Group for the six-month periods ended 30 June 2025 and 2024, and for the financial years ended 31 December 2024 and 2023

7.3.1 Selected profit and loss account data of the Group for the six-month periods ended 30 June 2025 and 2024

Below are the Group's profit and loss account data for the six-month periods ended 30 June 2025 and 2024:

	Six months ended 30 June

(expressed in thousands of Euro, unless otherwise indicated)	2025	% of revenues*	2024	% of revenues*	Change	Change %
Turnover from sales and services	10,833	100%	10,228	100.0%	605	6%
Other revenues and income	603	5.6%	28	0.3%	575	(2056%)
Total production revenues	**11,436**	**105.6%**	**10,256**	**100.3%**	**1,181**	**11.5%**
Raw materials, consumables, supplies and goods	(857)	(7.9%)	(783)	(7.7%)	(74)	9%
Services	(2,079)	(19.2%)	(2,198)	(21.5%)	119	(5%)
Use of third party assets	(1,114)	(10.3%)	(825)	(8.1%)	(289)	35%
Personnel expenses	(3,844)	(35.5%)	(3,643)	(35.6%)	(201)	6%
Write-downs of current receivables and liquid funds	(28)	(0.3%)	-	0.0%	(28)	100%
Amortisation, Depreciation of intangible and tangible fixed assets	(1,385)	(12.8%)	(1,214)	(11.9%)	(171)	14%
Change in raw materials, consumables, supplies and goods	64	0.6%	88	0.9%	24	(27%)
Other operating costs	(289)	(2.7%)	(193)	(1.9%)	(96)	50%
Operating profit	**1,904**	**17.6%**	**1,489**	**14.6%**	**415**	**27.9%**
Other financial income	2	0.0%	2	0.0%	-	0%
Interest and other financial charges	(127)	(1.2%)	(138)	(1.4%)	11	(8%)
Write-downs		0.0%	-	0.0%	-	0%
Pre-tax profit	**1,776**	**16.4%**	**1,350**	**13.2%**	**426**	**31.6%**
Income Taxes	(489)	(4.5%)	(625)	(6.1%)	136	(22%)
Net profit for the year before minority interests	**1,288**	**11.9%**	**726**	**7.1%**	**562**	**77%**
Net profit (loss) pertaining to minority interests	**-**	**0.0%**	-	**0.0%**	**-**	**0.0%**
Net profit for the year pertaining to the group	**1,288**	**11.9%**	**726**	**7.1%**	**562**	**77%**

** % of Turnover from sales and services*

Revenues

Below is the breakdown of Revenues for the six-month periods ended 30 June 2025 and 2024:

	Six months ended 30 June			
(expressed in thousands of Euro, unless otherwise indicated)	2025	% of revenues 2025*	2024	% of revenues 2024*
Ticketing	8,378	77%	7,657	75%
Food and Beverage	1,440	13%	1,300	13%
Retail	449	4%	471	5%

Hospitality	77	1%	55	1%
Events	100	1%	221	2%
Administrative service	45	0%	212	2%
Other services	345	3%	312	3%
Revenues	**10,833**	**100%**	**10,228**	**100%**

** % of Turnover from sales and services*

Revenues for the six months ended 30 June 2025 amounted to €10,833 thousand, an increase of €605 thousand compared to €10,228 thousand recorded in the same period of 2024, representing growth of 5.9%. This growth was driven by higher profitability per visitor, supported by an increase in average ticket prices, greater diversification of the offering, and higher average per-capita spending. The increase was mainly attributable to ticketing revenues, which rose from €7,657 thousand in the first half of 2024 to €8,378 thousand in 2025, accounting for 77% of total revenues and confirming their position as the Group's main revenue component, mainly supported by an increase in average ticket prices compared to a broadly flat visitor flows. The Food & Beverage segment also recorded a significant increase, with revenues of €1,440 thousand compared to €1,300 thousand in the prior period, maintaining a stable 13% share of total revenues. Retail revenues remained broadly unchanged, with a slight decline from €471 thousand to €449 thousand (4% of the total), while revenues from Hospitality increased from €55 thousand to €77 thousand (1% of the total), impacted by the ongoing strategic re-focus of selected point of sales. Events revenues decreased from €221 thousand to €100 thousand (2% of the total), reflecting lower special activities during the semester. Revenues from accounting and administrative services amounted to €45 thousand (compared to €212 thousand in the first half of 2024) and derive from commercial relationships with companies controlled by the sole shareholder, relating to the provision of data processing and administrative management support services. The decrease is due to the fact that, as of 1 February 2025, the related business line was transferred to the subsidiary Vigilo RE S.r.l. (now L6A4). The financial statements of Vigilo RE S.r.l. (now L6A4) are not included in the scope of consolidation, as the company is considered not significant for the purposes of the consolidated financial statements, in accordance with applicable Italian accounting principles. Consequently, from that date, the revenues from this activity are attributable to Vigilo RE S.r.l. (now L6A4), and the Group's figures for the period reflect only two months of contribution. Overall, revenue growth was mainly driven by higher profitability in core activities, particularly ticketing and Food & Beverage, which more than offset the reduction in revenues from Events and Administrative services.

Analysis of sales revenue by site

The breakdown of revenue by site for the six-month periods ended 30 June 2025 and 2024 is as follows:

	Six months ended 30 June					
(expressed in thousands of Euro, unless otherwise indicated)	**2025**	**% of revenues 2025***	**2024**	**% of revenues 2024***	**Change**	**Change %**
Isola Bella	6,329	58.7%	5,768	57.5%	561	9.7%
Isola Madre	2,385	22.1%	2,167	21.6%	218	10.1%
Parco Pallavicino	901	8.4%	910	9.1%	(9)	(1.0%)
Rocca di Angera	686	6.4%	731	7.3%	(45)	(6.1%)
Mottarone	450	4.2%	456	4.5%	(6)	(1.2%)
Stresa	15	0.1%	-	0,0%	15	100.0%

Castelli di Cannero	7	0.1%	-	0,0%	7	100.0%
Total revenues by site	**10,774**	**100.0%**	**10,033**	**100.0%**	**741**	**7.4%**

** % of Turnover from sales and services*

For the six months ended 30 June 2025, site-based revenues totaled €10,774 thousand, up by €741 thousand (+7.4%) compared with €10,033 thousand recorded in the same period of 2024. Isola Bella confirmed its position as the main revenue contributor, with €6,329 thousand, accounting for 58.7% of the total, and marking an increase of 9.7% compared with €5,768 thousand in the first half of 2024. Isola Madre also recorded solid growth of 10.1%, rising from €2,167 thousand to €2,385 thousand, and accounting for 22.1% of total revenues. Parco Pallavicino generated €901 thousand, a slight decrease compared with €910 thousand in the prior period (–1.0%), with an 8.4% share of total revenues. Rocca di Angera and Mottarone remained broadly stable, with revenues of €686 thousand and €450 thousand, respectively, showing a marginal reduction versus the first half of 2024. Finally, the Group recorded its first revenues from new openings: Stresa (€15 thousand), a travel agency opened in October 2024 which has not yet started full-scale its operations, and Castelli di Cannero (€7 thousand), opened in June 2025, which together contributed 0.2% of total revenues for the period. Overall, the performance confirms the strength of the Group's historic sites, particularly Isola Bella and Isola Madre, which together account for over 80% of total revenues, while the contribution from new openings further diversifies the Group's revenue base.

Other revenues and income

Other revenues and income for the six months ended 30 June 2025 amounted to €603 thousand, compared to €27 thousand in the same period of the previous year. The increase is mainly attributable to higher government grants and miscellaneous revenues. Government grants rose to €43 thousand, compared to €10 thousand in the prior period. Miscellaneous revenues mainly include the capital gain of €464 thousand arising from the transfer of the business line related to administrative activities to the non-consolidated subsidiary Vigilo RE S.r.l. (now L6A4) and extraordinary income of €89 thousand related to an insurance reimbursement received as compensation for penalties paid due to the late payment of social security charges and contributions for the Company's agricultural employees. The delay resulted from an error made by the Issuer's payroll consultant.

Raw materials, consumables, supplies and goods and change in inventory

Below is the detailed breakdown of costs for raw materials, consumables, supplies and goods used, and changes in inventory for the six-month periods ended 30 June 2025 and 2024:

	Six months ended 30 June				Change	
(expressed in thousands of Euro, unless otherwise indicated)	**2025**	**% of revenues 2025***	**2024**	**% of revenues 2024***	**2025 vs 2024**	**2025 vs 2024 %**
Raw materials, consumables, supplies and goods	857	7.9%	783	7.7%	74	9.5%
Change in inventory	(64)	(0.6%)	(88)	(0.9%)	24	-27.3%
Total costs for raw materials, consumables, supplies and goods, and Change in inventory	**793**	**7.3%**	**695**	**6.8%**	**98**	**14.2%**

** % of Turnover from sales and services*

The total costs for raw materials, consumables, supplies, and goods for the six months ended 30 June

2025 amounted to €857 thousand, compared to €783 thousand for the same period of 2024. These costs relate to beverages and food required for the operation of catering services, food necessary for the well-being of the fauna and flora on the islands, as well as general supplies used by the on-site administrative services. The change in inventories was negative for €64 thousand (negative for €88 thousand in the first half of 2024). As a result, total costs for raw materials, consumables, supplies and goods, including the change in inventories, amounted to €793 thousand, up by €98 thousand (+14.2%) compared to the first half of 2024. The increase is mainly due to the price effect of raw materials, which directly influenced procurement costs. Consequently, the overall incidence of these costs on revenues (including the change in inventories) rose from 6.8% in the first half of 2024 to 7.3% in the first half of 2025.

Services

Below is the breakdown of services cost for the six-month periods ended 30 June 2025 and 2024

Six months ended 30 June					Change	
(expressed in Euro, unless otherwise indicated)	2025	% of revenues 2025	2024	% of revenues 2024	2025 vs 2024	2025 vs 2024 %
Consulting and external services	581	5%	632	6%	(50)	(8%)
Marketing and advertising	258	2%	192	2%	65	34%
Utilities and waste	322	3%	331	3%	(9)	(3%)
Cleaning and security	120	1%	92	1%	27	30%
Maintenance	243	2%	397	4%	(154)	(39%)
G&A	198	2%	209	2%	(11)	(5%)
Others	357	3%	345	3%	12	3%
Total Services	**2,079**	**19%**	**2,198**	**21%**	**(119)**	**(5%)**

** % of Turnover from sales and services*

For the six months ended 30 June 2025, service costs amounted to €2,079 thousand, compared to €2,198 thousand in the same period of 2024. The decrease was mainly attributable to lower expenses in maintenances and consulting services. The incidence of service costs on revenues stood at 19%, slightly down from 21% in the first half of 2024, confirming efficient and controlled cost management despite increased activity volumes and operational initiatives.

Use of third-party assets

Costs for the use of third-party assets for the six months ended 30 June 2025 amounted to €1,114 thousand, compared to €825 thousand recorded in the corresponding period of 2024, showing an increase of €289 thousand, equal to 35%. These costs mainly relate to lease and occupancy fees for properties used in the Company's activities, and rentals of equipment instrumental to on-site operations. The increase recorded in the first half of 2025 is consistent with the general market trend. Compared to the same period of the previous year, there was a rise in equipment rentals required for the ordinary management of operational areas, as well as an adjustment of lease fees in line with the inflation revaluation clauses included in the existing contracts.

Personnel expenses

Below is the breakdown of personnel expenses for the six-month periods ended 30 June 2025 and 2024:

Six months ended 30 June					Change	
(expressed in thousands of Euro, unless otherwise indicated)	2025	% of revenues 2025*	2024	% of revenues 2024*	2025 vs 2024	2025 vs 2024 %
Wages and salaries	2,781	25.7%	2,654	26%	127	4.8%
Social security contributions	847	7.8%	789	7.7%	58	7.3%
Employees' leaving entitlement	195	1.8%	182	1.8%	13	7.4%
Other costs	21	0.2%	18	0.2%	3	18.9%
Total Personnel expenses	**3,844**	**35.5%**	**3.643**	**35.6%**	**201**	**5.5%**

** % of Turnover from sales and services*

Personnel expenses for the six months ended 30 June 2025 amounted to €3,844 thousand, compared to €3,643 thousand recorded for the same period in 2024, showing an increase of €201 thousand, equal to 5.5%. The change is mainly attributable to individual salary adjustments, including merit-based increases, career advancements, reclassifications, and cost-of-living adjustments provided for by collective labor agreements. This increase was partially offset by a reduction in personnel costs due to the transfer of three employees to the Administrative Services business line. Overall, the rise also reflects higher social security charges and a slight increase in employee severance pay compared to the same period of the previous year.

Amortisation and depreciation of intangible and tangible fixed assets

Below is the breakdown of amortisation and depreciation of intangible and tangible fixed assets for the six-month periods ended 30 June 2025 and 2024:

Six months ended 30 June					Change	
(expressed in thousands of Euro, unless otherwise indicated)	2025	% of revenues 2025*	2024	% of revenues 2024*	2025 vs 2024	2025 vs 2024 %
Amortisation of intangible fixed assets	616	5.7%	486	4.7%	131	26.9%
Depreciation of tangible fixed assets	768	7.1%	728	7.1%	40	5.5%
Total amortization and depreciation of intangible and tangible fixed assets	**1,385**	**12.8%**	**1,214**	11.9%	**171**	**14.1%**

** % of Turnover from sales and services*

Amortisation and depreciation of intangible and tangible fixed assets for the six months ended 30 June

2025 amounted to €1,384 thousand compared to €1,214 thousand recorded for the six months ended 30 June 2024, showing an increase of €171 thousand, equal to 14.1%. This variation is primarily attributable to the commencement of amortisation of assets previously classified as "under construction," which were completed and brought into operation during the period (see paragraph 3.4.1). In detail, amortisation includes €616 thousand relating to intangible fixed assets (5.7% of revenues) and €768 thousand relating to tangible fixed assets (7.1% of revenues).

Other operating costs

Other operating costs for the six months ended 30 June 2025 amounted to €289 thousand, compared to €193 thousand recorded in the same period of 2024, marking an increase of €96 thousand (+50%). This item includes a variety of expenses, such as indirect taxes and levies (e.g., Chamber of Commerce fees and concession taxes), contingent liabilities, representation expenses, as well as fines and penalties. The increase is mainly attributable to donations amounting to approximately €104 thousand. Another contributing factor was the increase in deductible taxes and duties, resulting from the broader scope of production units considered in the tax base. Despite this, the impact of other operating costs on total revenues remains limited, at 2.7% in the first half of 2025 compared to 1.9% in the same period of 2024. More generally, the overall incidence of operating costs – including raw materials, services, leases and rentals, personnel expenses, depreciation, and other items – rose from 87.2% of revenues in the first half of 2024 to 89.2% in the first half of 2025. This reflects 7a general increase across several cost categories, particularly personnel expenses and the use of third-party assets, which include components linked to specific operational needs and contractual adjustments.

Operating Profit

Operating profit increased from €1,489 thousand in the first half of 2024 (14.6% of revenues) to €1,904 thousand in the first half of 2025 (17.6% of revenues), marking an increase of €415 thousand (+27.9%). This improvement mainly reflects the growth in total production revenues, which rose from €10,256 thousand to €11,437 thousand (+11.5%), allowing the company to absorb higher costs related to raw materials, third-party assets, personnel, and depreciation. Operating profit therefore increased both in absolute terms and as a percentage of revenues, confirming a stable and sustainable operating performance.

Other financial income and other financial charges

Financial income for the six months ended 30 June 2025 amounted to €2 thousand, in line with the same period of 2024.

Interest and other financial charges, on the other hand, total €127 thousand for the six months ended 30 June 2025, slightly down from €138 thousand recorded in the same period of 2024. These charges are mainly attributable to bank interest and fees related to the credit facilities used during the period.

Income Taxes

Below is the breakdown of tax income and tax expenses for the six-month periods ended 30 June 2025 and 2024:

	Six months ended 30 June			
(expressed in thousands of Euro, unless otherwise indicated)	2025	% of revenues 2025*	2024	% of revenues 2024*
Current taxes	(454)	(4.2%)	(243)	(2.4%)

Taxes relative to prior years	(2)	0.0%	2	0.0%
Deferred taxes	(33)	(0.3%)	(385)	(3.8%)
Total income taxes	**(489)**	**(4.5%)**	**(625)**	**(6.1%)**

** % of Turnover from sales and services*

Income taxes for the six months ended 30 June 2025 amounted to €489 thousand, equal to 4.5% of revenues, compared to €625 thousand recorded in the same period of 2024 (6.1% of revenues), showing a decrease of €135 thousand.

Net profit for the period

The net profit for the six months ended 30 June 2025 amounted to €1,288, compared to €726 thousand recorded in the same period of 2024 showing an increase of €562 thousand.

7.3.2 Selected profit and loss account data of the Group for the financial years ended 31 December 2024 and 2023

Below are the Group's profit and loss account data for the financial years ended 31 December 2024 and 2023:

	Year ended 31 December			
(expressed in thousands of Euro, unless otherwise indicated)	**2024**	**% of revenues 2024***	**2023**	**% of revenues 2023***
Turnover from sales and services (Revenue)	21,688	100.0%	21,532	100.0%
Other revenues and income	104	0.5%	194	0.9%
Value of Production	**21,792**	**100.5%**	**21,726**	**100.9%**
Raw materials, consumables, supplies and goods	(1,272)	(-5.9%)	(1,633)	(7.6%)
Services	(4,922)	(22.7%)	(4,386)	(20.4%)
Use of third party assets	(1,697)	(7.8%)	(1,389)	(6.5%)
Personnel expenses	(7,700)	(35.5%)	(7,431)	(34.5%)
Write-downs of current receivables and liquid funds	(1)	0.0%	(0,8)	0.0%
Amortisation, Depreciation of intangible and tangible fixed assets	(2,415)	(11.1%)	(2,287)	-(0.6%)
Change in inventory	(160)	(0.7%)	260	1.2%
Other operating costs	(527)	(2.4%)	(411)	(1.9%)
Operating profit	**3,097**	**14.3%**	**4,447**	**20.7%**

Other financial income	1	0.0%	11	0.1%
Interest and other financial charges	(215)	(1.0%)	(220)	(1.0%)
Write-downs	(155)	(0.7%)	-	0.0%
Pre-tax profit	**2,728**	**12.6%**	**4,238**	**19.7%**
Income Taxes	(1,191)	(5.5%)	(1,343)	(6.2%)
Net profit for the year before minority interests	**1,537**	**7.1%**	**2,895**	**13.4%**
Net profit (loss) pertaining to minority interests	**-**	**0.0%**	**-**	**0.0%**
Net profit for the year pertaining to the group	**1,537**	**7.1%**	**2,895**	**13.4%**

** % of Turnover from sales and services*

Revenues

Below is the detailed breakdown of Revenues for the financial years ended 31 December 2024 and 2023:

	Year ended 31 December			
(expressed in thousands of Euro, unless otherwise indicated)	**2024**	**% of revenues 2024***	**2023**	**% of revenues 2023***
Ticketing	16,044	74.0%	15,270	70.9%
Food and Beverage	2,920	13.5%	2,654	12.3%
Retail	927	4.3%	900	4.2%
Hospitality	139	0.6%	160	0.7%
Events	432	2.0%	1,283	6.0%
Accounting and administrative services	513	2.4%	444	2.1%
Other	713	3.3%	822	3.8%
Revenues	**21,688**	**100.0%**	**21,532**	**100.0%**

** % of Turnover from sales and services*

Revenues for the year ended 31 December 2024 amounted to € 21,688 thousand, showing a slight increase compared to € 21,532 thousand recorded in the previous year, corresponding to a growth of € 156 thousand (+1% year-on-year). This increase is mainly attributable to an improvement in profitability per visitor, supported by a average ticket prices, greater diversification of the offering, and an higher average spending per capita. Specifically, ticketing revenues increased from € 15,270 thousand in 2023 to € 16,044 thousand in 2024, accounting for 74% of the total and confirming their position as the main component of revenues. The Food & Beverage segment also performed well, with revenues amounting to € 2,920 thousand, up from Euro 2,654 thousand in the previous year. More moderate but still positive growth was recorded in the Retail and Accounting and Administrative Services segments. In particular, revenues from accounting and administrative services amounted to € 513 thousand (compared to € 444 thousand in 2023) and derive from commercial relationships with companies controlled by the sole shareholder, relating to the provision of data processing and administrative management support services. These positive trends offset the significant decline in revenues from Events, which fell from € 1,283 thousand in 2023 to € 432 thousand in 2024, due to a reduction in special events held during the year. Despite a decrease in the total number of visitors compared to the previous year, the strategy of enhancing the visitor experience enabled the Group to achieve a stable result, thanks to the increase in average visitor spending and the Group's ability to adapt its offer mix to evolving market needs.

Sales revenue analysis by site

Below is the breakdown of revenue by site for the years ended 31 December 2024 and 2023:

	Year ended 31 December				Change	
(expressed in thousands of Euro, unless otherwise indicated)	**2024**	**% of revenues 2024***	**2023**	**% of revenues 2023***	**2024 vs 2023**	**2024 vs 2023 %**
Isola Bella	12,220	58.2%	12,381	59.4%	(161)	(1.3%)
Isola Madre	4,870	23.2%	4,453	21.4%	417	9.4%
Parco Pallavicino	1,664	7.9%	1,740	8.3%	(76)	(4.4%)
Rocca di Angera	1,386	6.6%	1,417	6.8%	(31)	(2.2%)
Mottarone	826	3.9%	854	4.1%	(28)	(3.3%)
Stresa	26	0.1%	-	0.0%	26	100%
Total revenues by site	**20,992**	**100.0%**	**20,845**	**100.0%**	**147**	**0.7%**

** % of Turnover from sales and services*

For the year ended 31 December 2024, site-based revenues amounted to €20,992 thousand, recording a slight increase compared to €20,845 thousand in 2023, equal to a rise of €147 thousand (+0.7%). Isola Bella once again confirmed its position as the Group's main revenue contributor, generating €12,162 thousand, which accounts for 57.9% of total revenues. This figure marks a modest decrease compared to €12,381 thousand in 2023 (-1.5%), mainly due to a lower number of visitors compared to the previous year, which had benefited from greater media exposure following high-profile events such as the one hosted by Louis Vuitton. Despite the drop in visitor volumes, Isola Bella's financial performance remained strong, supported by a more selective pricing strategy that allowed for an increase in average revenue per visitor, thereby mitigating the impact on overall profitability.

Other revenues and income

Other revenues and income for the year ended 31 December 2024 amounted to €104 thousand, representing 0.5% of revenues, compared to €194 thousand (0.9% of revenues) for the year ended 31 December 2023. This item includes reimbursements, operating non-recurring items, and operating grants. The decrease compared to the previous year is mainly due to the drop in government grants, down from €107 thousand in 2023 to €48 thousand in 2024. These contributions, granted annually by the Piemonte Region, were requested by the Company to support artificial snow-making activities at the Parco del Mottarone ski slopes. As these are subject to annual regional allocations, their trend is not stable. The decrease was also influenced by lower amounts from self-invoicing, related to VAT accounting on goods donated free of charge.

Raw materials, consumables, supplies and goods and change in inventory

Below is the breakdown of costs for raw materials, consumables, supplies and goods used, and change in inventory for the financial years ended 31 December 2024 and 2023:

	Year ended 31 December				Change	
(expressed in thousands of Euro, unless otherwise indicated)	2024	% of revenues 2024*	2023	% of revenues 2023*	2024 vs 2023	2024 vs 2023 %
Raw materials, consumables, supplies and goods	1,272	5.9%	1,633	7.6%	(362)	(22.1%)
Change in inventory	160	0.7%	(260)	(1.2%)	(100)	(38.5%)
Total costs for raw materials, consumables, supplies and goods, and change in inventory	**1,432**	**6.6%**	**1,373**	**6.4%**	**(462)**	**(-24.4%)**

** % of Turnover from sales and services*

The total costs for raw materials, consumables, supplies, and goods for the year ended 31 December 2024 amounted to €1,272 thousand, down from €1,633 thousand recorded for the year end 31 December 2023. These costs relate to the purchase of food and beverages required for the operation of the catering services, supplies for the care and wellbeing of the fauna and flora present on the islands, as well as general consumables used by the on-site administrative services. The decrease of €362 thousand (–22.1%) is mainly attributable to a more efficient approach to inventory procurement. In 2023, the change in inventory of raw materials was negative for €260 thousand, indicating a significant use of available stock. This trend reflected the higher of operational activity during the year, which was marked by a substantial number of organised events and a strong influx of visitors, leading to greater consumption of materials and resources. Conversely, in 2024, the change in inventory was for €160 thousand, indicating a gradual rebalancing and optimisation in inventory management. This reflects more accurate planning of operational needs and more rational use of available resources, with the overall incidence of costs (including the inventory change) increasing from 6.4% to 6.6% of revenues.

Services

Below is the breakdown of costs for services for the financial years ended 31 December 2024 and 2023:

	Year ended 31 December	Change

(expressed in Euro, unless otherwise indicated)	2024	% of revenues 2024	2023	% of revenues 2023	2024 vs 2023	2024 vs 2023 %
Consulting and external services	1,655	7.6%	1,399	6.5%	256	18.3%
Marketing and advertising	384	1.8%	384	1.8%	1	0.1%
Utilities and waste	644	3.0%	552	2.6%	92	16.6%
Cleaning and security	241	1.1%	216	1.0%	24	11.2%
Maintenance	632	2.9%	525	2.4%	107	20.3%
G&A	482	2.2%	470	2.2%	12	2.6%
Others	884	4.1%	839	3.9%	45	5.3%
Total Services	**4,922**	**22.7%**	**4,386**	**20.4%**	**536**	**12.2%**

** % of Turnover from sales and services*

For the year ended 31 December 2024, service costs amounted to € 4,922 thousand, up from € 4,386 thousand recorded for the year ended 31 December 2023. The increase of € 536 thousand (+12% year-on-year) is mainly attributable to the organization of a high-profile automotive event held during the year within the Borromean Islands circuit. This event generated significant costs related to logistics, setup, security, and hospitality, all fully borne by the Group. The incidence of service costs on revenues rose from 20.4% in 2023 to 22.7% in 2024, reflecting the one-off impact of the event. Despite the increase, the ratio remains at a manageable level and consistent with the Group's positioning, also considering the return in terms of visibility and commercial opportunities. This confirms a strategic approach aimed at enhancing promotional initiatives while maintaining control over the overall economic balance.

Use of third-party assets

The costs for the use of third-party assets for the year ended 31 December 2024 amounted to € 1,697 thousand, up from € 1,389 thousand recorded for the year ended 31 December 2023, marking an increase of € 308 thousand, equal to 22%. As of 31 December 2024, approximately 82% of the amount relates to rents for locations, while the remaining 18% refers to rents for equipment and offices. These costs mainly refer to lease and occupancy fees for properties used in the Group's institutional activities, leases of business lines, and rentals of equipment instrumental to on-site operations. Lease costs mainly include € 503 thousand for the lease of Isola Bella, € 212 thousand for the lease of Isola Madre and € 206 thousand related to lease contracts for Delfino (restaurant). A significant portion of the remaining lease expense is attributable to rental agreements for commercial units and apartments located on Isola Bella and Isola Madre. These changes, together with the new lease contract for the travel agency in Stresa, represent key elements underlying the change in costs for the use of third-party assets observed in between 2024 and 2023. The increase recorded at the end of the 2024 financial year is consistent with the general market trend. Compared to the previous year, there was a rise in equipment rentals required for the ordinary management of operational areas, as well as an adjustment of lease fees in line with the ISTAT revaluation clauses included in the existing contracts.

Personnel expenses

Below is the breakdown of the composition of personnel expenses for the financial years ended 31 December 2024 and 2023:

(expressed in thousands of Euro, unless otherwise indicated)	Year ended 31 December				Change	
	2024	% of revenues 2024*	2023	% of revenues 2023*	2024 vs 2023	2024 vs 2023 %
Wages and salaries	5,493	25.3%	5,376	25%	117	2.2%
Social security contributions	1,707	7.9%	1,645	7.6%	61	3.7%
Employees' leaving entitlement	392	1.8%	362	1.7%	31	8.4%
Other costs	108	0.5%	48	0.2%	61	126.6%
Total Personnel expenses	**7,700**	**35.5%**	**7,431**	**34.5%**	**269**	**3.6%**

** % of Turnover from sales and services*

Personnel expenses for the year ended 31 December 2024 amounted to €7,700 thousand, compared to €7,431 thousand recorded for the year ended 31 December 2023, showing an increase of 3.6%. The variation is primarily attributable to individual economic improvements, such as career advancements, changes in job classification, and cost-of-living adjustments provided for by collective labor agreements. This increase also reflects a slight increase in the average number of employees compared to the previous year.

Amortisation and depreciation of intangible and tangible fixed assets

Below is the breakdown of amortisation of intangible and tangible assets for the financial years ended 31 December 2024 and 2023:

(expressed in thousands of Euro, unless otherwise indicated)	Year ended 31 December				Change	
	2024	% of revenues 2024*	2023	% of revenues 2023*	2024 vs 2023	2024 vs 2023 %
Amortisation of intangible fixed assets	971	4.5%	994	4.6%	(23)	(2.3%)
Depreciation of tangible fixed assets	1,444	6.7%	1,293	6.0%	151	11.7%
Total a*mortisation and depreciation of intangible and tangible fixed assets*	**2,415**	**11.1%**	**2,287**	**10.6%**	**128**	**5.6%**

** % of Turnover from sales and services*

The amortisation of intangible and tangible fixed assets for the year ended 31 December 2024 amounted to €2,415 thousand, compared to €2,287 thousand recorded for the year ended 31 December 2023, showing an increase of €128 thousand, corresponding to a rise of 5.6%. This variation is primarily attributable to the commencement of amortisation of fixed assets previously classified as "under construction," which were completed and brought into operation during 2024. In particular, note the commissioning of a new vessel in Cannero, intended for tourist transportation, and the activation of the ski facility within the Parco del Mottarone, both now subject to standard amortization.

Write-downs

During the year ended 31 December 2024, the Group recognised a total impairment loss of €155 thousand related to investments in non-consolidated subsidiaries. This impairment primarily concerned the write-down of an equity investment previously recognised under financial fixed assets for an amount of €117 thousand as of 31 December 2023, which was subsequently removed from the balance sheet at year-end 2024, as the conditions for its valuation no longer applied. The remaining portion of the impairment, amounting to €38 thousand, refers to a prudent adjustment in the value of other equity investments held in newly established companies (Italian Heritage S.r.l. and Vigilo RE S.r.l. (now L6A4)), which are recorded for a total amount of €20 thousand.

Other operating costs

Other operating costs for the year ended 31 December 2024 amounted to €527 thousand, compared to €411 thousand recorded in 2023, marking an increase of €115 thousand (+28%). This item includes a variety of expenses, such as indirect taxes and levies (e.g. Chamber of Commerce fees and concession taxes), contingent liabilities, capital losses, representation expenses, as well as fines and penalties. The increase is primarily attributable to the rise in fines and penalties following the application of sanctions for the late payment of INPS contributions related to agricultural personnel. Another contributing factor was the increase in deductible taxes and duties, resulting from the broader scope of production units considered in the tax base. Despite this rise, the impact of other operating costs on total revenues remains broadly stable at 2.4% in 2024 compared to 1.9% in 2023, indicating a limited effect on the overall cost structure. More generally, the total incidence of operating costs (including raw materials, services, leases, personnel, depreciation, and other items) rose from 79.3% of revenues in 2023 to 85.7% in 2024. This reflects a general increase across several cost categories, most notably services and leases, which had one-off components linked to specific initiatives and adjustments.

Operating profit

In 2024, operating profit amounted to €3,097 thousand (14.3% of revenues), down from €4,447 thousand in 2023 (20.7% of revenues). The decrease of €1,350 thousand (-30.4%) occurred in a context of essentially stable revenues and value of production: revenues from sales and services increased slightly from €21,532 thousand to €21,688 thousand (+0.7%), while value of production remained virtually unchanged. This performance mainly reflects the increase in operating costs, particularly services (+12.2%) and the use of third-party assets (+22%), as well as higher personnel expenses (+3.6%). As a result, despite stable revenues, operating profitability declined significantly, with the margin on activity decreasing by more than six percentage points.

Other financial income and interest and other financial charges

Other financial income for the year 31 December, 2024 amounted to €1 thousand, down from €11 thousand recorded for the year December 31, 2023. The decline is mainly attributable to the reduced availability of liquidity compared to the previous year. In 2023, in fact, the Company had greater liquidity, which allowed it to carry out cash-pooling operations on a single bank account, obtaining favorable conditions from banks in terms of interest income.

Interest and other financial charges, on the other hand, stood at €215 thousand for the year ended 31 December 2024, slightly down from €220 thousand recorded in 2023. These charges were mainly attributable to bank interest expenses and fees related to credit facilities used during the year.

Income taxes

The breakdown of income taxes for the years ended 31 December 2024 and 2023 is shown below:

	Year ended 31 December			
(expressed in thousands of Euro, unless otherwise indicated)	2024	% of revenues 2024*	2023	% of revenues 2023*
Current taxes	760	-3.5%	489	(2.3%)
Taxes relative to prior years	1	0.0%	2	0.0%
Deferred taxes	431	(2.0%)	852	(4.0%)
Total income taxes	**1,191**	**(5.5%)**	**1,343**	**(6,2%)**

** % of Turnover from sales and services*

The income taxes amounts to €1,191 thousand as of 31 December 2024, versus €1,343 thousand as of 31 December 2023, showing a decrease of €137 thousand.

Profit for the period

The net profit for the year ended 31 December 2024 amounts to €1,537 thousand, compared with €2,895 thousand for the year ended 31 December 2023, showing a decrease of €1,358 thousand.

7.4 Balance data as of 30 June 2025 and as of 31 December 2024 and 2023

7.4.1 Balance sheet data as of 30 June 2025 and 31 December 2024

Below are provided the information on the main balance sheet items as of 30 June 2025 and 31 December 2024. The balance sheet as of 30 June 2025 and 31 December 2024 is presented below.

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	31 December 2024
Intangible fixed assets	14,440	11,148
Tangible fixed assets	9,984	11,491
Equity investments	425	25
Financial receivables	280	50
Financial fixed assets - Other securities	-	-
Total fixed assets	**25,129**	**22,715**
Inventory	582	518
Trade receivables	607	359
Receivables from subsidiaries	-	-

Receivables from associates	-	0
Receivables from parent companies	-	-
Tax receivables	50	51
Deferred tax assets	484	517
Receivables from others	177	64
Current financial assets	-	-
Liquid funds	324	86
Total currrent assets	**2,225**	**1,595**
Prepayments and accrued income	763	770
Total assets	**28,117**	**25,080**
Net equity pertaining to the group	7,527	6,239
Minority interests	-	-
Total Shareholders' Equity	**7,527**	**6,239**
Provisions for risks and charges	-	-
Employees'leaving entitlement	1,362	1,323
Quota holder loans	6,010	6,010
Bank loans and borrowings	7,484	6,775
Payables to other lenders	-	-
Payments on account	82	103
Trade payables	2,671	2,761
Payables to subsidiaries	1	
Payables to associates	-	
Payables to parent companies		
Tax payables	911	509
Social security charges payable	350	244
Other payables	1,198	892

Total payables	**20,070**	**18,618**
Accrued expenses and deferred income	519	223
Total liabilities	**28,117**	**25,080**

Intangible fixed assets

The intangible assets item is composed as follows:

(expressed in thousands of Euro, unless otherwise indicated)	Net Book Value as of 31.12.24	Increases/ Decreases	Amortisation for the period	Net Book Value as of 30.06.25
Concessions, licences, trademarks and similar rights	1,428	726	(134)	2,020
Goodwill	62	-	(14)	48
Assets under development and payments on account	2	1,889	-	1,891
Other	9,656	1,293	(468)	10,481
Total Intangible fixed assets	**11,148**	**3,908**	**(616)**	**14,440**

The change in intangible fixed assets between 30 June 2025 and 31 December 2024 amounts to €3,291 thousand, corresponding to an increase of 30.2%. The increase is mainly attributable to the "Assets under construction and advances" category, which includes projects and activities still in progress and not yet completed as of 30 June 2025. In particular, these include the restructuring works at Parco Pallavicino for €1,360 thousand and capitalised costs of €150 thousand relating to the Company's listing process. Additional increases were recorded under the "Other" category, which comprises capitalised costs relating to extraordinary maintenance, improvement works, and safety compliance carried out on properties and movable assets owned by third parties and leased for the conduct of the Group's business activities. These investments represent recurring interventions aimed at the ordinary management and preservation of the operating sites. The "Goodwill" item, amounting to €62 thousand, refers to business line acquisitions completed by the subsidiary Parco del Mottarone S.r.l.

Tangible fixed assets

Tangible fixed assets are composed as follows:

(expressed in thousands of Euro, unless otherwise indicated)	Net Book Value as of 31.12.24	Increases/ Decreases	Amortisation for the period	Net Book Value as of 30.06.25
Land and buildings	69	69	(8)	130

Plant and machinery	5.015	109	(357)	4.766
Other assets	3.459	440	(402)	3.496
Assets under construction and payments on account	2.947	(1.356)	-	1.591
Total Tangible fixed assets	**11.491**	**(738)**	**(767)**	**9.983**

As of 30 June 2025, tangible fixed assets amounted to €9,983 thousand, compared with €11,491 thousand at 31 December 2024, reflecting a net decrease. This change is primarily attributable to two factors: depreciation for the period, amounting to €767 thousand, and the reclassification of assets under construction, totalling €1,356 thousand, following the completion of multi-year projects and their transfer to categories that are now completed and operational. Investments made in the first half of the year, partly mitigated these effects and were primarily directed to plant, machinery, and other tangible assets. It should be noted that the item "Assets under construction and payments on account" recorded a significant decrease, reflecting the completion of certain works in progress. In particular, by 30 June 2025, the Group completed two new boats – not yet in use at the reporting date – intended for the transportation of visitors to Castello di Cannero, thereby improving accessibility and enhancing the visitor experience.

Equity investments and financial fixed assets

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	31 December 2024	30 June 2025 vs 31 December 2024	30 June 2025 vs 31 December 2024 %
Equity investments in unconsolidated subsidiaries	420	20	400	2000%
Equity investments in associates	5	5	-	0%
Financial receivables from associates	280	50	230	460%
Total equity investments and financial receivables	**705**	**75**	**630**	**840%**

As of 30 June 2025, equity investments and Financial fixed assets amounted to €705 thousand, compared with €75 thousand at 31 December 2024. The balance primarily reflects investments in unconsolidated subsidiaries, totaling €420 thousand, relating to Italian Heritage S.r.l. and Vigilo RE S.r.l. (now L6A4). In particular, the investment in Vigilo RE S.r.l. (now L6A4) represents 100% of the share capital and is recorded in the financial statements at €410 thousand, comprising the subscription cost of €10 thousand and an increase of €400 thousand arising from the contribution of a business line to the company, effective from 1 February 2025. This business line includes data processing services supporting accounting and administrative management, as well as real estate management activities. With the transfer of the business line, Kaleon also transferred to Vigilo Re (now L6A4) the employment contracts of three employees who were performing that activity. The balance also includes investments in associates, totaling €5 thousand, consisting of the investment in Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., whose change compared with the previous year reflects the net effect of new financing and write-offs of receivables from the company, amounting to €155 thousand, and the investment in Tutto Bene S.r.l., recorded at subscription cost. Finally, the balance includes interest-free loans to subsidiaries and associates, amounting to €200 thousand to the unconsolidated subsidiary Vigilo RE S.r.l. (now L6A4), due 31 December 2026, and €80 thousand to the associate Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., of which €30 thousand were disbursed during the period to meet the company's operational needs.

Inventory

As of 30 June 2025, inventories amount to €582 thousand, showing an increase compared with €518 thousand at 31 December 2024, in line with the natural seasonality of the business. The activity, which is mainly operational between March and October, experiences a peak in customer flow during the summer months. To meet this higher demand, inventory levels are maintained at elevated levels, resulting in a seasonal increase in stock during this period of the year. Overall, inventories are composed of two main categories: food and beverage and goods intended for sale within the retail business.

Trade receivables

Trade receivables as of 30 June 2025 amount to €608 thousand, reflecting an increase of €258 thousand compared with €359 thousand as of 31 December 2024. The majority of this balance relates to intra-group receivables, while the remaining portion pertains to receivables from tour operators. Receivables are presented net of credit notes to be issued. Finally, it should be noted that the entire amount of trade receivables relates to Italian counterparties connected to the Group's ordinary operating activities.

Other receivables, tax receivables, deferred tax assets, accrued income and prepaid expenses

Below is the composition of the Group's other receivables, accrued income and prepaid expenses as of 30 June 2025 and 31 December 2024:

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	31 December 2024	30 June 2025 vs 31 December 2024	30 June 2025 vs 31 December 2024 %
Tax receivables	50	51	(1)	(2.9%)
Deferred tax assets	484	517	(33)	(6.3%)
Receivables from others	177	64	114	(179.3%)
Current financial assets	-	-	-	0.0%
Prepayments and accrued income	763	770	(7)	(0.9%)
Other receivables, tax receivables, deferred tax assets, accrued income and prepaid expenses	**1,475**	**1,402**	**73**	**-5.2%**

As of 30 June 2025, Other receivables, tax receivables, deferred tax assets, accrued income, and prepaid expenses amount to €1,475 thousand, compared with €1,402 thousand at 31 December 2024, representing an increase of €73 thousand (+5.2%). The rise is mainly attributable to receivables from others, which increased to €177 thousand from €64 thousand at the end of 2024 (+179%). "Receivables from Others" mainly include deposits, receivables from employees, receivables from INAIL, and advances to suppliers. The change compared with 31 December 2024 mainly relates to higher deposits of €71 thousand and advances to suppliers of €13 thousand. Tax receivables remained stable at €50 thousand, while deferred tax assets slightly decreased to €484 thousand (-6.3%), in line with the normal use of deductible temporary differences. Accrued income and prepaid expenses remained broadly stable at €763 thousand, primarily relating to multi-year insurance policies and prepaid maintenance fees. Overall, the movement in this item reflects both the ordinary management of receivables and tax positions, as well as the evolution of financing to third parties compared to 31 December 2024.

Equity

Equity as of 30 June 2025 amounts to €7,527 thousand, compared with €6,239 thousand as of 31 December 2024, reflecting an increase of €1,288 thousand (+27%). This growth is entirely attributable to the profit generated in the first half of 2025, which contributed to strengthening the Group's equity position.

Employees' leaving entitlement

The employees' leaving entitlement (TFR) amounts to €1,362 thousand as of 30 June 2025, compared with €1,323 thousand as of 31 December 2024. It represents the liability for severance pay accrued in favor of the Company's employees.

Trade payables

As of 30 June 2025, short-term trade payables amounted to €2,672 thousand, showing a decrease compared with €2,761 thousand as of 31 December 2024, equal to €89 thousand (-3.2%). This reduction primarily reflects payments made to regular suppliers in the course of ordinary operating activities, partially offset by new contractual commitments related to ongoing supplies and works. The change reflects the Group's normal management of cash flows related to trade payables, in line with the seasonality of its operations.

Other payables, tax payables, social security charges payable, accrued expenses and deferred income

Below is the composition of the Group's other payables, tax paybles, social security charges payable, accrued expenses and deferred income as of 30 June 2025 and 31 December 2024:

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	31 December 2024	30 June 2025 vs 31 December 2024	30 June 2025 vs 31 December 2024 %
Payments on account	82	103	(21)	(20.3%)
Tax payables	911	509	402	79.1%
Social security charges payable	350	244	106	43.4%
Other payables	1,198	892	306	34.3%
Accrued expenses and deferred income	519	223	296	132.7%
Other payables, tax payables, social security charges payable, accrued expenses and	**3,061**	**1,972**	**1,090**	**55.3%**

deferred income

As of 30 June 2025, the Group's other liabilities, including other payables, tax paybles, social security charges payable, accrued expenses and deferred income, amount to €3,061 thousand, compared with €1,972 thousand as of 31 December 2024, recording an increase of €1,090 thousand (+55.3%). The increase is mainly driven by tax payables, which amount to €911 thousand (up €402 thousand, +79.1%). These primarily reflect IRPEF withholdings payable, regional and municipal surcharges, virtual stamp duties on receipts, and income taxes for the period (IRES and IRAP), already presented net of advance payments made. Another significant contribution comes from accrued expenses and deferred income, which rose to €519 thousand (+132.7% compared to year-end 2024). Accrued expenses mainly relate to interest and banking charges, insurance premiums and contributions, while deferred income refers to revenues attributable to the following financial year. Other payables amount to €1,198 thousand (+34.3%) and mainly include amounts due to employees (salaries, unused holidays and accrued leave), withholdings payable, and balances due to service providers such as credit card companies. Overall, the trend reflects both the natural increase in operating and fiscal liabilities and the recognition of items pertaining to future periods, resulting in a significant rise in the balance compared with 2024.

Liquid funds, bank loans and borrowings, shareholder loans as of 30 June 2025 and 31 December 2024

The table below presents the composition of the Group's net financial position as of 30 June 2025 and 31 December 2024.

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	31 December 2024	30 June 2025 vs 31 December 2024	30 June 2025 vs 31 December 2024 %
Liquid funds	(324)	(86)	(238)	277.4%
Bank loans and borrowings	7,484	6,775	709	10.5%
Shareholder loans	6,010	6,010	-	0.0%
Net financial indebtedness/(net financial position)	**13,170**	**12,699**	**471**	**3.7%**

Liquid funds

Cash and cash equivalents amounted to €324 thousand at 30 June 2025, compared with €86 thousand at 31 December 2024. This balance comprises bank current accounts and cash on hand. For further details on the change in cash and cash equivalents between 30 June 2025 and 31 December 2024, please refer to Section 3.5 of this Chapter.

Bank loans and borrowings

As of 30 June 2025, bank loans and borrowings amount to €7,484 thousand, showing an increase of €709 thousand (+10%) compared with 31 December 2024. Specifically, these relate to a loan contracted in

2020 with a principal amount of €2,300 thousand, a loan contracted in 2021 with a principal amount of €5,000 thousand, and temporary overdrafts on current accounts. As of 30 June 2025, following the repayment of monthly and quarterly installments according to the respective amortization schedules, the outstanding bank debt amounts to €1,497 thousand for the first loan and €2,530 thousand for the second, of which €192 thousand and €1,413 thousand, respectively, are due beyond the next 12 months. There are no covenants associated with these loans. The maturities of the two loans are as follows: the loan with BPM matures on 30 September 2027, while the loan with Intesa matures on 16 September 2028.

Shareholder loans

The loan from the sole shareholder amounted to €6,010 thousand both at 30 June 2025 and at 31 December 2024. These are interest-free loans granted to the Group by the sole shareholder, due on 31 December 2025, unless extended.

3.4.2 Balance sheet data as of 31 December 2024 and 31 December 2023

The following provides information regarding balance sheet data as at 31 December 2024 and 31 December 2023. The balance sheet as of 31 December 2024 and 31 December 2023 is presented below.

(expressed in thousands of Euro, unless otherwise indicated)	Year ended 31 December	
	2024	2023
Intangible fixed assets	11,148	10,913
Tangible fixed assets	11,491	9,276
Equity investments	25	117
Financial receivables	50	30
Financial fixed assets - Other securities	-	-
Total fixed assets	**22,715**	**20,336**
Inventory	518	678
Trade receivables	359	299
Receivables from subsidiaries	-	-
Receivables from associates	0	8
Receivables from parent companies	-	-
Tax receivables	51	88
Deferred tax assets	517	947
Receivables from others	64	58
Current financial assets	-	-

Liquid funds	86	51
Total current assets	**1,595**	**2,129**
Prepayments and accrued income	770	651
Total assets	**25,080**	**23,116**
Net equity pertaining to the group	6,239	4,702
Minority interests	-	-
Total Shareholders' Equity	**6,239**	**4,702**
Provisions for risks and charges	-	-
Employees'leaving entitlement	1,323	1,232
Quota holder loans	6,010	6,010
Bank loans and borrowings	6,775	7,977
Payables to other lenders	-	-
Payments on account	103	3
Trade payables	2,761	1,322
Payables to subsidiaries	-	-
Payables to associates	-	-
Payables to parent companies	-	-
Tax payables	509	420
Social security charges payable	244	356
Other payables	892	747
Total payables	**18,618**	**18,068**
Accrued expenses and deferred income	223	346
Total liabilities	**25,080**	**23,116**

Intangible fixed assets

The intangible assets item is composed as follows:

(expressed in thousands of Euro, unless otherwise indicated)	Net Book Value as of 31.12.23	Increases/ Decreases	Amortisation for the Year	Net Book Value as of 31.12.24
Concessions, licences, trademarks and similar rights	1,534	35	(141)	1,428
Goodwill	90	-	(28)	62
Assets under development and payments on account	2	-	-	2
Other	9,287	1,171	(802)	9,656
Total Intangible fixed assets	**10,913**	**1,206**	**(971)**	**11,148**

The change in intangible fixed assets between 31 December 2024 and 31 December 2023 amounts to €235 thousand, corresponding to an increase of 2.2%. This increase is primarily attributable to the "Other" category, which includes capitalized costs related to extraordinary maintenance, improvement works, and safety compliance upgrades carried out on properties and movable assets owned by third parties and leased for the conduct of the Group's business activities. Overall, the investments classified under the "Other" category represent recurring interventions aimed at the ordinary management and upkeep of the operating sites. In particular, during 2024, intangible asset investments totalled €1,206 thousand, including significant projects such as the refurbishment of the stable roofs, the renovation of the dock at the stables on Isola Bella and Isola Madre to accommodate ferry boats, and the conservation restoration of several paintings located within the museum exhibition routes. The "Goodwill" item, amounting to €62 thousand, instead refers to business line acquisitions completed by the subsidiary Parco del Mottarone S.r.l.

Tangible fixed assets

Tangible fixed assets are composed as follows:

(expressed in thousands of Euro, unless otherwise indicated)	Net Book Value as of 31.12.23	Increases/ Decreases	Depreciation for the Year	Provision for Restoration Fund of Business lines	Net Book Value as of 31.12.24
Land and buildings	82	-	-	(12)	70
Plant and machinery	3,733	2,022	(656)	(85)	5,014
Other assets	3,537	528	(607)	-	3,458
Assets under construction and payments on account	1,923	1,110	-	(85)	2,948
Total tangible fixed assets	**9,275**	**3,660**	**(1,263)**	**(182)**	**11,490**

Tangible fixed assets as of 31 December 2024 amounts to €11,490 thousand, marking a 24% increase compared with 31 December 2023. This rise reflects mainly new investments in plants, machinery and other capital assets, as well as assets under construction—that is, multi-year assets purchased from third parties but not yet operational at the balance-sheet date. The principal works, totaling €2,216 thousand, involved upgrading the ski facilities and expanding the artificial snowmaking circuit at Parco del Mottarone to enhance the tourist offering and site usability during the winter season. The remaining investments relate to recurring routine maintenance necessary to ensure full operational efficiency and to preserve the real estate and infrastructure assets supporting the Group's activities at its managed sites.

Financial fixed assets

Financial fixed assets are composed as follows:

	Year ended 31 December		Change	
(expressed in thousands of Euro, unless otherwise indicated)	2024	2023	2024 vs 2023	2024 vs 2023 %
Equity investments in unconsolidated subsidiaries	20	-	20	0.0%
Equity investments in associates	5	117	(112)	(95.7%)
Financial receivables from associates	50	30	20	66.7%
Total financial fixed assets	**75**	**147**	**(72)**	**(49.0%)**

As of 31 December 2024, the Financial fixed assets line amounts to €75 thousand, down from €147 thousand at 31 December 2023.

This balance includes equity investments in unconsolidated subsidiaries totaling €20 thousand, relating to Italian Heritage S.r.l. and Vigilo RE S.r.l. (now L6A4), both incorporated on 30 October 2024. These entities were not consolidated in the consolidated financial statements as of and for the year ended 31 December 2024 because they were not yet operational at year-end and will prepare their first consolidated financial statements as of and for the year ending 31 December 2025.

It also comprises investments in associates amounting to €5 thousand at 31 December 2024, versus €117 thousand in the prior year. These relate to Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l. and Tutto Bene S.r.l.; the decline reflects the net effect of new financing provided and the write-off of receivables from Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l.

Finally, the item includes an interest-free loan to the same associate, Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., which increased by €20 thousand during the year.

Inventory

Inventories as of 31 December, 2024 amount to €518 thousand, compared with €678 thousand at 31

December 2023. The reduction in inventories is due to improved stock management, as also evidenced by lower costs for the purchase of raw materials.

Trade receivables

Trade receivables as of 31 December 2024 amount to €360 thousand, showing an increase of €61 thousand compared to €299 thousand recorded as of 31 December 2023, corresponding to a +20% variation. Of the total, €194 thousand refers to intra-group receivables, while €100 thousand relates to receivables from tour operators. Receivables are also presented net of credit notes to be issued. Finally, it should be noted that the entire amount of trade receivables pertains to Italian counterparties, connected to the Group's normal operating activities.

Other receivables,tax receivable, deferred tax assets, accrued income and prepaid expenses

Below is the breakdown of the Group's other receivables, tax receivable, deferred tax assets, accrued income and prepaid expenses as of 31 December 2024 and 31 December 2023:

	Year ended 31 December		Change	
(expressed in thousands of Euro, unless otherwise indicated)	2024	2023	2024 vs 2023	2024 vs 2023 %
Tax receivables	51	88	(37)	(41.7%)
Deferred tax assets	517	947	(431)	(45.4%)
Receivables from others	64	58	5	8.9%
Current financial assets	-	-	-	0.0%
Prepayments and accrued income	770	651	119	18.2%
Other receivables, tax receivable, deferred tax assets, accrued income and prepaid expenses	**1,402**	**1,745**	**(343)**	**(20.0%)**

As of 31 December 2024, the Group's other receivables, tax receivable, deferred tax assets, accrued income and prepaid expenses amount to €1,402 thousand, compared with €1,745 thousand at 31 December 2023, representing a total decrease of €343 thousand. This change is mainly due to a reduction in deferred tax assets, which fell by €431 thousand versus the prior year, reflecting the normal reversal of deferred taxes recorded in earlier periods. Accrued income also contributed to the decline, though to a lesser extent. These prepaid expenses primarily consist of costs for multi-year insurance policies and maintenance fees. The difference between the two years stems from the timing of insurance premium payments: in 2024, premiums for the current year were paid in full at the beginning of the year, while premiums for 2025 were prepaid at the end of 2024.

Equity

Equity as of 31 December 2024 amount to €6,239 thousand, compared with €4,702 thousand as of 31 December 2023, reflecting an increase of €1,537 thousand (+33%), exclusively due to the result for the 2024 financial year.

Employees' leaving entitlement

The empolyees' leaving entitlement line amounts to €1,323 thousand as of 31 December 2024 and €1,232 thousand as of 31 December 2023. It represents the liability for severance pay (TFR) relating to the company's employees.

Trade paybles

Trade payables as of 31 December 2024 increased by €1,439 thousand compared with 31 December 2023, rising from €1,322 thousand to €2,761 thousand, respectively, a +109% change. This increase is mainly due to the intensification of extraordinary maintenance, modernization, and new plant construction activities carried out during the year, particularly construction, restoration, and electrical system installation works at the managed sites. The payables relate primarily to the company's regular suppliers, split between parties involved in multi-year investments and those connected with ordinary operating activities.

Other payables, social security charges payables, accrued expenses and deferred income

Below is the breakdown of the Group's other payables, social security charges payables, accrued expenses and deferred income as of 31 December 2024 and 31 December 2023:

	Year ended 31 December		Change	
(expressed in thousands of Euro, unless otherwise indicated)	2024	2023	31 December 2024 vs 31 December 2023	31 December 2024 vs 31 December 2023 %
Payments on account	103	4	99	2578.5%
Tax payables	509	420	89	21.3%
Social security charges payable	244	356	(112)	-31.4%
Other payables	892	747	145	19.4%
Accrued expenses and deferred income	223	346	(123)	(35.5%)
Other payables, social security charges payables, accrued expenses and deferred income	**1,972**	**1,873**	**99**	**5.3%**

As of 31 December 2024, the Group's other payables, social security charges payables, accrued expenses and deferred income amount to €1,972 thousand, compared with €1,873 thousand at 31 December 2023, reflecting an increase of €99 thousand (+5.3%). This rise is mainly due to the growth in "other payables," particularly deferred employee costs and related social security charges accrued at year-end but not yet paid. Another contributing factor was an accounting reclassification during 2024 that transferred certain deferred income balances into "advances from customers." These related to invoices issued in advance for events scheduled in the following year, which had previously been recorded as deferred income. The adjustment therefore increased "other payables" without materially affecting the overall profit.

Liquid funds, bank loans and borrowings, shareholder loans as of 31 December 2024 and 31 December 2023

The table below shows the composition of liquid funds, bank loans and borrowings, shareholder loans as of 31 December 2024 and 31 December 2023.

	31 December		Change	
(expressed in thousands of Euro, unless otherwise indicated)	2024	2023	31 December 2024 vs 31 December 2023	31 December 2024 vs 31 December 2023 %
Liquid funds	(86)	(51)	(35)	69.7%
Bank loans and borrowings	6,775	7,977	(1,203)	(15.1%)
Shareholder loans	6,010	6,010	-	0.0%
Net Financial Indebtedness/(Net Financial Position)	**12,699**	**13,937**	**(1,238)**	**(8.9%)**

Liquid funds

Liquid funds amounts to €86 thousand as of 31 December 2024, compared with €51 thousand as of 31 December 2023. This balance comprises bank current accounts and cash on hand. For further details on the change in cash and cash equivalents between 31 December 2023 and 31 December 2024, see Section 3.5 of this Chapter.

Bank loans and borrowings

As of 31 December 2024, bank debts amount to €6,775 thousand, showing a decrease of €1,203 thousand (–15%) compared to 31 December 2023. Specifically, these relate to a loan taken out in 2020 with a principal amount of €2,300 thousand, a loan taken out in 2021 with a principal amount of €5,000 thousand, and temporary overdrafts on current accounts. As of 31 December 2024, following the repayment of monthly and quarterly installments as per the loan amortization schedules, the outstanding bank debt amounts to €1,727 thousand for the first loan and €3,085 thousand for the second loan, of which €576 thousand and €1,974 thousand respectively are due beyond the next 12 months. There are no covenants related to these loans. The maturities of the two loans are as follows: the loan with BPM matures on 30 September 2027, while the loan with Intesa matures on 19 September 2026.

Shareholder loans

The loan from the sole shareholder is €6,010 thousand as of both 31 December 2024 and 31 December 2023. These are interest-free loans granted to the Group by the sole shareholder and are due on 31 December 2025, unless extended.

3.5 Selected data relating to the Group's cash flows for the six months ended 30 June 2025 and 2024 and

for the years ended 31 December 2024 and 2023

3.5.1 Selected data relating to the Group's cash flows for the six months ended 30 June 2025 and 2024

The following summary information relates to the cash flows generated and absorbed by operating, investing and financing activities for the half years ended 30 June 2025 and 2024.

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	30 June 2024	Change
Cash flow from operating activities	2,959	2,203	757
Cash flow used in investing activities	(3,430)	(2,234)	(1,197)
Cash flows used in financing activities	709	428	282
Increase (decrease) in liquid funds (A+/-B+/-C)	**238**	**397**	**(159)**
Opening liquid funds	**86**	**51**	**35**
Closing liquid funds	**324**	**448**	**(123)**

In the first half of 2025, the Group's operating activities generated cash flows of €2,959 thousand, compared with €2,203 thousand in the same period of 2024. This performance mainly reflects the operating results achieved and the management of net working capital. For an analysis of net working capital trends, see Paragraph 3.4 of this Chapter. Investing activities absorbed cash of €3,430 thousand, compared with €2,234 thousand in the first half of 2024, primarily due to investments in tangible and intangible assets. For details on the investments made, see Chapter VI of this Admission Document. Financing activities absorbed cash of €709 thousand (€428 thousand in the first half of 2024), mainly relating to the repayment of principal on the two outstanding bank loans. Overall, liquid funds increased by €238 thousand in the first half of 2025 (compared with an increase of €397 thousand in the first half of 2024), rising from €86 thousand at 1 January 2025 to €324 thousand at 30 June 2025.

3.5.2 Selected data relating to the Group's cash flows for the years ended 31 December 2024 and 2023

The following summary information relates to the cash flows generated and absorbed by operating, investing and financing activities for the years ended 31 December2024 and 2023.

(expressed in thousands of Euro, unless otherwise indicated)	2024	2023	Change
Cash flow from operating activities	6,032	5,332	700
Cash flow used in investing activities	(4,794)	(2,696)	(2099)
Cash flows used in financing activities	(1,203)	(2,677)	1,474
Increase (decrease) in liquid funds (A+/-B+/-C)	**35**	**(40)**	**76**
Opening liquid funds	**51**	**91**	**(40)**
Closing liquid funds	**86**	**51**	**35**

During the year the Group's operating activities generated cash overall. This performance is influenced by financing activities, operating results and the management of net working capital. For an analysis of net working capital trends, see Paragraph 3.4 of this Chapter.

In the year under review, investing activities absorbed cash primarily due to investments in tangible and intangible assets. For details on the investments made during the year under review, see Chapter VI of this Listing Document.

Financing activities absorbed cash overall in both years. These outflows relate to repayments of principal on the two outstanding bank loans.

3.6 Alternative Performance Indicators (APIs)

(i) For a proper interpretation of the APIs, the following should be noted:These indicators are constructed exclusively from the Group's historical data and are not indicative of its future performance;

(ii) The APIs are not defined by ITA GAAP and, although derived from the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for the year ended 31 December 2024, they are not subject to audit not review;

(iii) These APIs should be read in conjunction with the Group's financial information contained in the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for the year ended 31 December 2024;

(iv) The definitions of the APIs used by the Issuer, not originating from ITA GAAP, may differ from those adopted by other groups and thus may not be directly comparable;

(v) The APIs used by the Group have been prepared consistently and uniformly in definition and presentation for all periods covered by financial information in the Admission Document.

The APIs used by the Group's management to monitor operational performance as of and for the six months ended 30 June 2025 and 2024 and as of and for the years ended 31 December 2024 and 2023 are shown in the table that follows.

(expressed in thousand, except from percentage)	Note	30 June 2025	30 June 2024	31 December 2024	31 December 2023
EBITDA Adjusted	(1)	2,851	2,703	5,514	6,735
EBITDA Adjusted margin	(1)	26.3%	26.4%	25.4%	31.3%
EBIT Adjusted	(1)	1,439	1,489	3,097	4,447
EBIT Adjusted margin	(1)	13.3%	14.6%	14.3%	20.7%
ROE	(3)	17,1%	38.1%	28.1%	88.7%
ROCE	(4)	7.0%	1.6%	10.1%	16.7%
Capex	(5)	(3,200)	(2,174)	(4,866)	(2,681)

DSO (days)	(6)	10	16	6	5
DPO (days)	(7)	64	45	78	47
DIO (days)	(8)	122	176	147	149
Net Profit adjusted	(9)	822	726	1,537	2,894
Net Working Capital	(10)	3,069	n.d.	2,454	465
Net Invested Capital	(10)	20,697	n.d.	18,938	18,639
Net Financial Debt	(10)	13,170	n.d.	12,699	13,937
Total funds	(10)	20,697	n.d.	18,938	18,639

Nota 1 – EBITDA Adjusted, EBITDA Adjusted margin, EBIT Adjusted, EBIT Adjusted margin

EBITDA Adjusted is defined as the sum of profit for the period or for the year pertaining to the group, income taxes, write-downs on financial fixed assets, Interest and other financial charges, other financial income, amortisation, depreciation of intangible and tangible fixed assets and extraordinary items as derived from the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for the year ended 31 December 2024.

EBITDA Adjusted margin is calculated by the Group as the ratio of EBITDA Adjusted to Turnover from sales and services (revenues) as taken from the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for the year ended 31 December 2024.

EBIT Adjusted is defined as the sum of profit for the period or for the year pertaining to the group, income taxes, write-downs on financial fixed assets, Interest and other financial charges, other financial income, and extraordinary items as derived from the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for the year ended 31 December 2024 .

EBIT Adjusted margin is calculated by the Group as the ratio of EBIT Adjusted to Turnover from sales and services (revenues) as taken from the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for the year ended 31 December 2024.

The following schedule reconciles profit for the period or year to EBIT and EBITDA for the six-month periods ended 30 June 2025 and 2024, as well as for the years ended 31 December2024 and 2023:

	30 June		31 December	
(expressed in thousands of Euro, excluding percentage)	**2025**	**2024**	**2024**	**2023**
Net profit for the year pertaining to the group	1,288	726	1,537	2,895
Income Taxes	489	625	1,191	1,343

Write-downs	28	-	155	-
Interest and other financial charges	127	138	215	220
Other financial income	(2)	(2)	(1)	(11)
Amortisation, Depreciation of intangible and tangible fixed assets	1,385	1,214	2,415	2.287
Extraordinary Items	(466)	-		
EBITDA Adjusted	**2,851**	**2,703**	**5,514**	**6,735**
EBITDA Adjusted margin	**26.3%**	**26.4%**	**25.4%**	**31.3%**

	30 June		31 December	
(expressed in thousands of Euro, excluding percentage)	**2025**	**2024**	**2024**	**2023**
Net profit for the year pertaining to the group	1.288	726	1,537	2,895
Income Taxes	489	625	1,191	1,343
Write-downs	-	-	155	-
Interest and other financial charges	127	138	215	220
Extraordinary items	(466)	-	-	-
Other financial income	(2)	(2)	(1)	(11)
EBIT Adjusted	**1.439**	**1.489**	**3,097**	**4,447**
EBIT Adjusted margin	**13,3%**	**14,6%**	**14.3%**	**20.7%**

Extraordinary items amounting to €466 thousand relate to the capital gain arising from the transfer of the business line to the subsidiary Vigilo RE S.r.l. (now L6A4), completed in February 2025. As this is a non-recurring and extraordinary income, the Company has excluded its effects for the purpose of presenting EBITDA Adjusted and EBIT Adjusted.

Note 2 – Net Financial Debt / Net Financial Position

The Net Financial Debt (or Net Financial Position) is determined as described in Paragraph 3.4 of this Chapter.

Note 3 – ROE (Return on Equity)

ROE (Return On Equity) is defined as the ratio between (i) net result and (ii) average shareholders' equity.

Net result is defined as net income at the balance sheet date for the years ended 31 December 2024 and 2023, or, for the six months ended 30 June 2025, as the sum of net income at 30 June 2025 and net income at 31 December 2024, less net income at 30 June 2024. Average shareholders' equity is defined as the average of shareholders' equity at the balance sheet date and shareholders' equity at the balance sheet date of the prior year; for the half-year ended 30 June 2025, as the average of shareholders' equity at 30 June 2025 and shareholders' equity at 30 June 2024.

Note 4 – ROCE (Return on Capital Employed)

ROCE (Return on Capital Employed) is defined as net operating profit after tax divided by net capital employed.

Net operating profit after tax is defined as operating profit net of taxes at the balance sheet date for the years ended 31 December 2024 and 2023 and, for the six months ended 30 June 2025, as the sum of operating profit net of taxes at 30 June 2025 and at 31 December 2024, less operating profit net of taxes at 30 June 2024.

Note 5 – Capex

Capex is defined as the sum of investments in tangible and intangible fixed assets made in the six months ended 30 June 2025 and 2024, and in the years ended 31 December2024 and 2023.

	30 June		31 December	
(expressed in Euro, unless otherwise indicated)	**2025**	**2024**	**2024**	**2023**
Intangible investments	2.889	1.869	1.206	873
Tangible investments	311	305	3.660	1.808
Total Investments	**3.200**	**2.174**	**4.866**	**2.681**

Note 6 – DSO

The DSO (Days Sales Outstanding) is calculated as the ratio between (i) trade receivables at the balance sheet date and (ii) Turnover from sales and services (revenues) at the balance sheet date, multiplied by 360. For the six-month period, it is calculated using Turnover from sales and services (revenues) as of 30 June 2025, annualized over the 12-month period ended 30 June 2025, determined as the sum of revenues for the first half of 2025 and the year ended 31 December 2024, less revenues for the first half of 2024.

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	30 June 2024
Trade receivables	607	886
Turnover from sales and services	10,833	10,228
DSO (days)	**10**	**16**

(expressed in thousands of Euro, unless otherwise indicated)	31 December 2024	31 December 2023

Trade receivables	359	299
Turnover from sales and services	21,688	21,532
DSO (days)	**6**	**5**

Note 7 – DPO

The DPO (Days Payable Outstanding) is calculated as the ratio between (i) trade payables at the balance sheet date and (ii) the sum of costs for raw materials, use of third party assets, excluding changes in inventories of raw materials and goods, and service costs at the balance sheet date from the consolidated financial statements, multiplied by 360. For the six-month period, it is calculated using costs for raw materials and consumables used, excluding changes in inventories, and service costs as of 30 June 2025, annualized over the 12-month period ended 30 June 2025, determined as the sum of these cost items for the first half of 2025 and for the year ended 31 December 2024, less costs for the first half of 2024.

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	30 June 2024
Trade payables	(2,672)	(1,622)
Raw materials, consumables, supplies and goods	(857)	(1,271)
Services	(2,079)	(2,198)
Use of third party assets	(1,114)	(825)
Capex	(3,200)	(2,174)
DPO (days)	**66**	**45**

(expressed in thousands of Euro, unless otherwise indicated)	31 December 2024	31 December 2023
Trade payables	(2,761)	(1,322)
Raw materials, consumables, supplies and goods	(1,271)	(1.633)
Services	(4,922)	(4,386)
Use of third party assets	(1,697)	(1,389)
Capex	(4,866)	(2,681)
DPO (days)	**78**	**47**

Note 8 – DIO

The DOI (Days of Inventory) is calculated as the ratio between (i) inventories at the balance sheet date and (ii) the cost of raw materials at the balance sheet date from the consolidated financial statements, multiplied by 360. For the six-month period, it is calculated using revenues as of 30 June 2025, annualized over the 12-month period ended 30 June 2025, determined as the sum of revenues for the first half of 2025 and for the year ended 31 December 2024, less revenues for the first half of 2024.

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	30 June 2024
Inventory	(582)	(766)
Raw materials, consumables, supplies and goods	(857)	(783)
DIO (days)	**122**	**176**

(expressed in thousands of Euro, unless otherwise indicated)	31 December 2024	31 December 2023
Inventory	(518)	(678)
Raw materials, consumables, supplies and goods	(1,271)	(1,633)
DIO (days)	**149**	**152**

Note 9 – Net Profit adjusted

Net Profit adjusted (adjusted net profit or restated net profit) is a performance indicator that represents a company's net profit net of components considered extraordinary, non-recurring, or not directly related to the ordinary course of business.

Net Profit adjusted is defined as the sum of profit for the period or for the year pertaining to the group, and extraordinary items (net of tax effects, if any) as derived from the condensed interim consolidated financial statements as of and for the six months ended 30 June 2025 and the consolidated financial statements as of and for the year ended 31 December 2024.

	30 June		31 December	
(expressed in thousands of Euro, unless otherwise indicated)	2025	2024	2024	2023
Net Profit	1,287	725	1,537	2,894
-Extraordinary item	(466)	-	-	-

Net Profit adjusted	*822*	*725*	*1,537*	*2,894*

Extraordinary items amounting to €466 thousand relate to the capital gain arising from the transfer of the business line to the subsidiary Vigilo RE S.r.l. (now L6A4), completed in February 2025. As this is a non-recurring and extraordinary income, the Company has excluded its effects from profit for the period or for the year pertaining to the group.

Note 10 – Net Working Capital, Net Invested Capital, Net Financial Debt, Total funds

Below is the analysis of the items included in the reclassified balance sheet as of 30 June 2025, 31 December 2024 and 31 December 2023.

(expressed in thousands of Euro, unless otherwise indicated)	30 June 2025	31 December	
		2024	2023
Intangible fixed assets	14,440	11,148	10,913
Tangible fixed assets	9,984	11,491	9,275
Equity investments	425	25	117
Financial receivables	280	50	30
Financial fixed assets - Other securities	-	-	-
Total fixed assets	**25,129**	**22,715**	**20,335**
Inventory	582	518	678
Trade receivables	607	359	299
Trade payables	(2,671)	(2,761)	(1,321)
Working capital	**(1,481)**	**(1,884)**	**(345)**
Receivables from associates	-	0	7
Other receivables, accrued income and prepaid expenses	1,475	1,402	1,745
Other payables, accrued expenses and deferred income	3,06	(1,972)	(1,873)
Net working capital	**(3,069)**	**(2,453)**	**(465)**
Employees'leaving entitlement	(1,362)	(1,323)	(1,232)
Net invested capital	**20.697**	**18,938**	**18,639**
Liquid funds	(324)	(86)	(51)

Bank loans and borrowings	7,484	6,775	7,977
Debts to other financiers	6,010	6,010	6,010
Net financial indebtedness/(net financial position)	**13,170**	**12,699**	**13,937**
Net equity pertaining to the group	7,527	6,239	4,702
Minority interests	-	-	-
Total funds	**20,697**	**18,938**	**18,639**

Net Working Capital

Net working capital as of 30 June 2025 amounts to €(3,069) thousand, compared with €(2,454) thousand as of 31 December 2024, reflecting a decrease of €615 thousand. This change is mainly attributable to the increase in "Other payables, accrued expenses and deferred income," which rose by €1,088 thousand in the first half of 2025, partially offset by the growth in "Trade receivables" (€248 thousand) and inventories (€64 thousand). The net working capital as of 31 December 2024 stood at €(2,454) thousand, compared with €(465) thousand at 31 December2023, reflecting a change of €1,988 thousand. This movement is mainly attributable to the increase in "Trade payables," which rose by €1,439 thousand during the year. This growth stems both from higher payables to regular suppliers tied to ordinary operations and from payables to contractors for works and supplies related to infrastructure investments carried out during the year. The latter, in particular, had a significant impact on the closing balance, contributing to the contraction of net working capital.

Net invested capital

Net invested capital as of 30 June 2025 amounts to €20,697 thousand, compared with €18,938 thousand as of 31 December 2024, recording an increase of €1,759 thousand (+9.3%). This change is mainly attributable to the increase in intangible fixed assets of €3,292 thousand (+29.5% versus 31 December 2024), partially offset by the decrease in tangible fixed assets of €1,507 thousand (-13.1%) and the increase in negative net working capital of €615 thousand. These movements reflect both investments in progress and completed during the semester, as well as the dynamics of operating receivables and payables linked to the Group's normal business operations.

The net invested capital as of 31 December 2024 amounts to €18,938 thousand, compared with €18,639 thousand as of 31 December 2023, representing an increase of €299 thousand (+1.6%). This change, discussed in more detail in the following paragraphs, is mainly attributable to an increase in tangible fixed assets of €2,216 (+23.9% versus the previous period) and an increase in trade payables of €1,439 thousand (+108.9% versus 31 December 2023).

Net Financial Debt

The main financial instruments held by the Group include bank borrowings, interest-free loans granted by the sole shareholder, and bank current accounts.

As of 30 June 2025, the Group's net financial indebtedness amounts to €13,170 thousand, compared with €12,699 thousand at 31 December 2024, recording an increase of €471 thousand. This change is mainly attributable to the rise in bank debt of €709 thousand, related to existing loans, partially offset by the increase in available cash of €324 thousand. The overall balance reflects the ordinary management of the

Group’s financial activities, with regular repayment of loan instalments and strategic liquidity management.

At 31 December 2024 the Group’s net financial indebtdness equal to €12,699 thousand, compared with €13,937 thousand at 31 December 2023. This improvement is due to a reduction in bank debt of €1,203 thousand, attributable to the repayment of instalments falling due during the year on existing bank loans.

8. PROFIT FORECASTS AND ESTIMATES

Not applicable.

9. BOARD, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

9.1 Information on board, management or supervisory bodies and senior management

9.1.1 Board of Directors

Pursuant to Article 20 of the Bylaws, the management of the Company is entrusted to a Board of Directors consisting of between three and nine members, as decided by the Ordinary Shareholders' Meeting.

The Issuer's Board of Directors was appointed by the Ordinary Shareholders' Meeting of 20 October 2025 and will remain in office until the date of the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2027. On 14 November 2025, the Ordinary Shareholders' Meeting of the Company appointed Mr. Roberto Mazzotta and Mrs. Alessandra Perrazzelli as independent directors, supplementing the existing Board of Directors and specifying that all members of the Board shall remain in office until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2027.

As of the Admission Document / Information Document Date, the Board of Directors consists of 7 members.

The current composition of the Board of Directors is as follows:

Office	Name and Surname	Place of birth	Date of birth
Chairman of the Board of Directors	Vitaliano Paolo Federico Borromeo Arese Borromeo	Milan (MI)	22 June 1960
Chief Executive Officer	Davide Angelo Francesco Molteni	Milan (MI)	25 January 1959
Executive Vice President	Giberto Borromeo Arese Borromeo	Milan (MI)	25 October 1995
Director	Lodovico Borromeo Arese Borromeo	Milan (MI)	19 June 1997
Director	Marina Munafò	Milan (MI)	18 June 1964
Independent director (*)	Roberto Mazzotta	Milan (MI)	3 November 1940
Independent director (*)	Alessandra Perrazzelli	Genova (GE)	13 August 1961

(*) Director with the independence requirements provided for by the Italian Civil Code, Article 148(3) of the Consolidated Law on Finance and the Corporate Governance Code.

The members of the Board of Directors are domiciled for their office at the registered office of the Issuer.

On 14 November 2025, the Board of Directors positively assessed the independence requirements of the directors Mr. Roberto Mazzotta and Mrs. Alessandra Perrazzelli. Mrs. Alessandra Perrazzelli was previously positively assessed by the Euronext Growth Advisor.

All the members of the Board of Directors of the Company meet the requirements of honourability pursuant to Article *147-quinquies* of the Consolidated Law on Finance, as verified by the Board of

Directors on 14 November 2025, based on the documentation and declarations submitted by the directors themselves.

Below is a brief overview of the *curriculum vitae* of each member of the Company's Board of Directors.

Vitaliano Paolo Federico Borromeo Arese Borromeo - Chairman of the Board of Directors

Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo is an entrepeneur and manager with extensive experience in corporate governance, industry, and cultural development. He is Chairman of several companies operating in the manufacturing, real estate, and tourism sectors. Since 2014, he has served as Chairman of the Board of Directors of Flos S.p.A.. He also manages family holding and investment companies focused on innovation and sustainability.

He led the So.Ge.Par. Group until its integration into Outokumpu S.p.A., where he held the position of Senior Vice President EMEA.

Since 2011, he has promoted the Terre Borromeo brand, now an established European cultural hub welcoming over one million visitors per year. He is also involved in the development of sustainable tourism projects and strategic real estate investments in Milan.

Davide Angelo Francesco Molteni – Chief Executive Officer

Since 2009, Mr. Molteni has served as Chief Executive Officer and General Manager of the Company, founded in 1983, that manages artistic, cultural, and natural sites within the Borromean Islands archipelago and the Lake Maggiore area.

From 1998 to 2008, he was General Manager of the So.Ge.Par. Group S.p.A., a company engaged in the processing and marketing of stainless steel products. Previously, from 1986 to 1997, he worked as a Senior Manager at Deloitte & Touche in Milan and Paris, specialising in auditing, business valuations, due diligence, and international M&A transactions.

He graduated from Liceo Scientifico Leonardo da Vinci in Milan and holds a degree in Business Administration from Bocconi University.

He has been a Chartered Accountant (Dottore Commercialista) registered with the Milan Association since 1988 and is also a Statutory Auditor (Revisore Legale).

He has completed postgraduate courses in Corporate Tax Law and in Private Wealth Management at Bocconi University and SDA Bocconi School of Management, respectively.

Giberto Borromeo Arese Borromeo – Executive Vice President

Mr. Giberto Borromeo Arese Borromeo serves as Executive Vice President at the Company, where he is responsible for strategies relating to both organic growth and external expansion.

He has prior experience in Private Equity with *Investindustrial* in London, where he was involved in several acquisitions and add-on transactions for platform build-up investments.

He also gained experience in strategic consulting at LTP / OC&C Strategy Consultants, specialising in financial modelling and industrial optimisation projects. He is an active investor with a focus on industrial and venture capital opportunities.

Lodovico Borromeo Arese Borromeo - Director

Mr. Lodovico Borromeo Arese Borromeo holds an MSc in Management from *Imperial College Business School* and a BA in History from *King's College London*.

He is an expert in financial analysis, cash flow modelling, due diligence, and investor reporting. He currently serves as *Head of Real Estate* at *VigiloRe S.r.l.*, the Borromeo family office, where he is responsible for the enhancement of the family's real estate portfolio and the development of office and hospitality projects.

Since 2023, he has served as a *Director* of *Kaleon S.r.l.*, a company engaged in the management of historic and cultural attractions, with revenues exceeding Euro 21 million in 2024.

Previously, he worked at *Kryalos SGR* (Blackstone Office Team), overseeing approximately €2 billion in assets under management across development, leasing, and disposal strategies for office assets, and also gained experience at *JLL* and *BauMont Real Estate Capital*, focusing on real estate advisory and private equity investments.

Marina Munafò - Director

Marina Munafò is a professional with extensive experience in corporate, real estate, and business management.

She served as *Vice Chairwoman of the Board of Directors* of *Immobiliare Lavinia S.r.l.* from 2002 to 2021. From 2009 to 2017, she held the positions of *Chief Executive Officer* and *Director* of *Milano 1919 S.r.l.*, a company operating in the retail trade of luxury goods.

Since 2018, she has served as a *Director* of *Kaleon S.r.l.*, a company active in the management of historic attractions with revenues exceeding €21 million in 2024. She has also been a *Director* of *Delfino S.r.l.* since 2019, a company engaged in real estate trading.

From 2017 to 2025, she has held the role of *Chief Executive Officer* of *Aldebaran S.r.l.*, a holding company.

She has been a shareholder of *Achernar S.r.l.*, *Fioradina S.r.l.*, and, until 2021, *Immobiliare Lavinia S.r.l.*, all companies with significant holdings in the real estate and asset management sectors.

Roberto Mazzotta – Indipendent director

Mr. Roberto Mazzotta holds a degree in Economics from Bocconi University *(Università Commerciale Luigi Bocconi*). He served as a Member of the Italian Parliament from 1972 to 1986, holding various governmental positions during his tenure.

He has led major financial institutions, serving as Chairman of Cariplo and of Banca Popolare di Milano, contributing significantly to the modernization of the Italian banking system. He has also served as Chairman of the Vita-Salute San Raffaele University, Chairman of Mediocredito Italiano, and Vice Chairman of the Giuseppe Toniolo Institute of Higher Studies.

An author and speaker on economic, social, and political issues, Mr. Mazzotta is actively engaged in promoting dialogue between business and culture. Recognized for his long-standing experience in the Italian banking and institutional sectors, he continues to take part in major civic and cultural initiatives at the national level.

Alessandra Perrazzelli – Independent director

After graduating with honors in Law from the University of Genoa, Mrs. Alessandra Perrazzelli obtained a Master of Laws from New York University Law School and became a lawyer at the New York State Bar. She then practiced law in New York, London, and Brussels, specializing in mergers and acquisitions, finance, banking law, and telecommunications. Returning to Italy after 23 years abroad, she worked for Olivetti and Intesa Sanpaolo and was Country Manager for Barclays in Italy, where she oversaw the restructuring and sale of retail branches. She joined the Bank of Italy through an external selection process and served as Deputy Director General and Italian member of the ECB's Supervisory Board, with responsibility for banking and insurance supervision and technological innovation. Over the years, she has been a member of the board of directors of A2A, Monte Titoli, and ATM - Azienda Trasporti Milanese.

Today, she sits on the Advisory Board of the Bruno Kessler Foundation and is a member of the board of directors of TIM. She also teaches as an adjunct professor at the Politecnico di Milano. A member of the Board of Directors of the Bambino Gesù Hospital in Rome, she recently took on the role of President of the Friends of the Poldi Pezzoli Museum Association.

Mrs. Alessandra Perrazzelli has received several awards and recognitions for her commitment to technological innovation and diversity and inclusion issues. She founded and chaired Valore D, an association of companies that promotes female talent, and received the Bellisario Award for her commitment in this area.

The following table shows the main corporations or partnerships in which the members of the Board of Directors have been members of the administrative, management or supervisory bodies, or partners in the last five years, other than companies belonging to the Group, with an indication of their *status* as of the Admission Document / Information Document Date.

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
Vitaliano Paolo Federico Borromeo Arese Borromeo	Fope S.p.A.	Shareholder	Ongoing
	Alnitak S.r.l.	Shareholder	Ongoing
	Immobiliare del Cavalo Rampante S.r.l.	Shareholder	Ongoing
	Immobiliare La Tiseco S.r.l.	Shareholder	Ongoing
	Immobiliare Porta Volta S.r.l.	Shareholder	Ongoing
	Arterra Bioscience S.p.A.	Shareholder	Ongoing
	G.B.Par. S.r.l.	Shareholder	Ongoing
	Immobiliare del Limone S.r.l.	Shareholder	Ongoing
	Europa Due S.r.l.	Shareholder	Ongoing
	Wizzcom S.r.l.	Shareholder	Ongoing
	Acernar S.r.l.	Shareholder	Ongoing
	Delfino S.r.l.	Shareholder	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	Alnilam S.r.l.	Shareholder	Ongoing
	Libro D'oro S.r.l.	Shareholder	Ongoing
	B-Tech Ventures S.r.l.	Shareholder	Ongoing
	L-Ventures S.r.l.	Shareholder	Ongoing
	Alnair S.r.l.	Shareholder	Ongoing
	L6A4	Shareholder	Ongoing
	L6A4	Shareholder	Ongoing
	Ediliziacrobatica S.p.A.	Shareholder	Ceased
	Magnolia S.r.l. in liquidazione	Shareholder	Ceased
	Aldebaran S.r.l.	Shareholder	Ceased
	Homizy SIIQ S.p.A.	Shareholder	Ceased
	SSVLB S.r.l.	Shareholder	Ceased
	Flos S.p.A.	Director and Chairman of the Board of Directors	Ongoing
	Immobiliare del Cavallo Rampante S.r.l.	Director and Chairman of the Board of Directors	Ongoing
	Immobiliare La Tiseco S.r.l.	Sole Director	Ongoing
	Alnitak S.r.l.	Sole Director	Ongoing
	Immobiliare Porta Volta S.r.l.	Director and Chairman of the Board of Directors	Ongoing
	Associazione Amici del Museo Poldi Pezzoli ETS	Director	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	G.B.Par. S.r.l.	Director and Chairman of the Board of Directors	Ongoing
	Immobliare del Limone S.r.l.	Sole Director	Ongoing
	Milano 1919 S.r.l.	Director and Chairman of the Board of Directors	Ongoing
	Europa Due S.r.l.	Director	Ongoing
	Achernar S.r.l.	Sole Director	Ongoing
	Mantika S.r.l.	Director and Chairman of the Board of Directors	Ongoing
	Delfino S.r.l.	Director and Chairman of the Board of Directors	Ongoing
	Alnilam S.r.l.	Sole Director	Ongoing
	Parco del Mottarone S.r.l.	Director and Chairman of the Board of Directors	Ongoing
	Alnair S.r.l.	Sole Director	Ongoing
	L6A4	Director and Chairman of the Board of Directors	Ongoing
	Italian Heritage S.r.l.	Sole Director	Ongoing
	Via Vigna S.a.s. di Luini Management S.r.l.	Attorney-in-fact	Ceased
	Thespac S.p.A.	Director and Deputy Chairman of the Board of Directors	Ceased
	SSVLB S.r.l.	Sole Director	Ceased

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	Fondazione Castelli di Cannero	Chairman of the Board of Directors	Ceased
	Merope S.r.l.	Director	Ceased
	Franchi Umberto Marmi S.p.A.	Director	Ceased
Davide Angelo Francesco Molteni	Immobiliare del Cavallo Rampante S.r.l.	Director	Ongoing
	Immobiliare La Tiseco S.r.l.	Attorney-in-fact	Ongoing
	Alnitak S.r.l.	Attorney-in-fact	Ongoing
	Immobiliare Porta Volta S.r.l.	Attorney-in-fact	Ongoing
	G.B.Par. S.r.l.	Director and Chief executive officer	Ongoing
	Immobiliare del Limone S.r.l.	Attorney-in-fact	Ongoing
	Milano 1919 S.r.l.	Director and Chief executive officer	Ongoing
	Achernar S.r.l.	Attorney-in-fact	Ongoing
	Mantika S.r.l.	Director and Chief executive officer	Ongoing
	Delfino S.r.l.	Director	Ongoing
	Alnilam S.r.l.	Attorney-in-fact	Ongoing
	Parco del Mottarone S.r.l.	Director	Ongoing
	Alnair S.r.l.	Attorney-in-fact	Ongoing
	L6A4	Director and Attorney-in-fact	Ongiong

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	Italian Heritage S.r.l.	Attorney-in-fact	Ongoing
	Fope S.p.A.	Director	Ongoing
	Aldebaran S.r.l.	Director	Ceased
	SSVLB S.r.l.	Attorney-in-fact	Ceased
	Cristallina Holding S.p.A.	Director and Chairman of the Board of Directors	Ceased
	Chiara S.p.A.	Director and Chairman of the Board of Directors	Ceased
	Idropejo S.r.l.	Director	Ceased
	Goccia di Carnia S.r.l.	Director	Ceased
Giberto Borromeo Arese Borromeo	TCM Immobiliare S.r.l.	Shareholder	Ongoing
	Achernar S.r.l.	Shareholder	Ongoing
	B-Tech Ventures S.r.l.	Shareholder	Ongoing
	Alnilam S.r.l.	Shareholder	Ceased
	B-Tech Ventures S.r.l.	Sole Director	Ongoing
	BA Invest S.r.l.	Director	Ongoing
	L6A4	Director	Ongoing
	Flexitalina S.r.l. in liquidazione	Director	Ceased
Lodovico Paolo Federico Borromeo Arese Borromeo	Immobiliare La Tiseco S.r.l.	Shareholder	Ongoing
	TCM Immobiliare S.r.l.	Shareholder	Ongoing
	Achernar S.r.l.	Shareholder	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	Alnilam S.r.l.	Shareholder	Ongoing
	L-Ventures S.r.l.	Sole Shareholder	Ongoing
	Aldebaran S.r.l.	Shareholder	Ceased
	SSVLB S.r.l.	Shareholder	Ceased
	Parco del Mottarone S.r.l.	Director	Ongoing
	L-Ventures	Sole Director	Ongoing
	Old Brick S.r.l.	Sole Director	Ongoing
	L6A4	Director	Ongoing
	Horti Service S.r.l. Impresa Sociale	Director	Ongoing
Marina Munafò	Immobiliare Lavinia S.r.l.	Shareholder	Ongoing
	Fioradina S.r.l.	Shareholder	Ongoing
	Achernar S.r.l.	Shareholder	Ongoing
	Alnilam S.r.l.	Shareholder	Ceased
	Delfino S.r.l.	Director	Ongoing
	Aldebaran S.r.l.	Director and Chief Executive Officer	Ceased
	Immobile Lavinia S.r.l.	Director and Deputy Chairman of the Board of Directors	Ceased
Roberto Mazzotta	Fondazione Orchestra sinfonica e Coro sinfonico di Milano Giuseppe Verdi	Vice-President of the Board of Directors	Ongoing
	Associazione degli Amici dell'Ambrosiana	Chairman of the Board of Directors	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	Centro Culturale Europep Palazzo Arese	Member of the executive committee	Ongoing
	G,B. PAR. S.r.l.	Director	Ongoing
	Immobiliare Porta Volta S.r.l.	Director	Ongoing
Alessandra Perrazzelli	TIM S.p.A.	Director	Ongoing
	Copernico Holding S.p.A. in liquidazione	Shareholder	Ongoing

With the exception of the following, to the best of the Issuer's knowledge, as of the Admission Document / Information Document Date, none of the members of the Board of Directors has, in the last five years, been convicted of any fraudulent offence or been associated in the performance of their duties with bankruptcy receivership or involuntary liquidation nor, finally, have they been the subject of official charges and/or the recipient of sanctions by public or regulatory authorities (including designated professional associations) or of disqualifications by a court from serving as a member of the Issuer's administrative, management or supervisory bodies or from carrying out management or operating activities for any issuer.

Except as follows, to the best of the Issuer's knowledge, as of the Admission Document / Information Document Date, none of the members of the Board of Directors has a family relationship with the other members of the administrative, management or supervisory bodies, as well as with the Company's senior managers.

With the exception of the above, it should be noted that the Chairman of the Board of Directors, Vitaliano Paolo Federico Borromeo Arese Borromeo, is married to Director Marina Munafò. In addition, Giberto and Lodovico Borromeo Arese Borromeo are brothers, and also the sons of the Chairman of the Board of Directors, Vitaliano Paolo Federico Borromeo Arese Borromeo and Director Marina Munafò.

9.1.1.1 Powers of the Board of Directors and Managing Directors

Pursuant to Article 24 of the By-laws, the Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company and is also competent to take the resolutions provided for in the second paragraph of Article 2365 of the Italian Civil Code as well as the resolutions on mergers and demergers that pursuant to Articles 2505, 2505-bis and 2506-ter of the Italian Civil Code may be taken by the administrative body.

It has the power to perform all acts deemed appropriate for the achievement of the corporate purpose, excluding only those reserved to the shareholders' meeting by law and the By-laws.

Powers of the Chairman of the Board of Directors Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo

On 31 October 2025, the Board of Directors granted the director Vitaliano Paolo Federico Borromeo Arese Borromeo the broadest powers to perform all acts of ordinary and extraordinary administration, except for those which by law or by the By-laws are reserved to the Shareholders' Meeting or to the Board of

Directors, to be exercised with single signature and without any limitation of amount, except for the following matters which shall remain within the competence of the Board of Directors beyond the limits indicated below — whether such matters are to be considered as a single transaction or as a series of coordinated actions (carried out within the framework of a common executive program or strategic project) — and in any case where they exceed the values indicated in the annual budget/business plan or are not included, listed or contemplated therein:

- *(i)* the entering into or granting of loans exceeding Euro 3,000,000.00 in value and with a duration of more than 12 months;
- *(ii)* the granting of guarantees in favor of third parties for amounts exceeding Euro 500,000.00;
- *(iii)* the purchase or disposal of controlling or associated shareholdings in other companies for a value exceeding Euro 400,000.00;
- *(iv)* the purchase or disposal of strategic assets or other material assets, businesses or business units, in any case having a value exceeding Euro 400,000.00;
- *(v)* investments in fixed assets for a total value exceeding Euro 600,000.00.

Powers of the Chief Executive Officer Mr. Davide Angelo Francesco Molteni

On 31 October 2025, the Board of Directors confirmed the appointment of the director Davide Angelo Francesco Molteni as Chief Executive Officer, granting him all powers to oversee and coordinate the Company's functions, in coordination with the Chairman of the Board, Mr. Vitaliano Borromeo Arese Borromeo, and with the Executive Vice President, Mr. Giberto Borromeo Arese Borromeo, within the organizational structure in force from time to time for the exercise of operational activities, jointly defining the strategic lines of business development and supervising their implementation through the corporate structure.

The Board of Directors further resolved to grant him the powers and duties listed below, to be exercised with single signature and without limitation of amount:

- *(i)* to hire, promote, transfer, initiate disciplinary proceedings and dismiss employees (both wage- and salary-based), excluding those classified as Managers or Executives, determining their qualifications, duties, remuneration, bonds and severance payments, and to make statements to third parties in relation to such employment matters;
- *(ii)* to represent the Company before the Trade Unions of Workers and Employers, before the Labour Inspectorate, the Regional Labour and Employment Offices, and before the institutions for compulsory insurance against accidents, sickness, unemployment, disability and old age; and to settle, including amicably, any disputes relating to current or former employees;
- *(iii)* to represent the Company before the National Social Security Institute (Istituto Nazionale della Previdenza Sociale – INPS), the National Institute for Insurance against Accidents at Work (Istituto per l'Assicurazione contro gli Infortuni sul Lavoro – INAIL), and generally before any other welfare or social security body or institution;
- *(iv)* to approve, amend and/or repeal company procedures and regulations relating to employees;
- *(v)* to authorize transactions with banks with which the Company operates, for the following purposes:
  - a. payment of wages and salaries to all employees;
  - b. payment of social security contributions to the various welfare and insurance institutions;
  - c. payment to the tax authorities of withholding taxes related to wages and salaries;
- *(vi)* to handle and sign corporate correspondence within the scope of the powers set out above.

Powers of the director Mr. Giberto Borromeo Arese Borromeo

On 31 October 2025, the Board of Directors confirmed the appointment of the director Giberto Borromeo

Arese Borromeo as "Executive Vice President" of the Company and granted him all powers to supervise and coordinate the corporate functions, in coordination with the Chairman of the Board, Mr. Vitaliano Borromeo Arese Borromeo, and the Chief Executive Officer, Mr. Davide Angelo Francesco Molteni, within the organizational structure in force from time to time for the exercise of operational activities, defining among them the strategic lines of corporate development and the control over their implementation, and granting him the following powers for the administration of the Company:

<u>A) Powers to be exercised with single signature and without limitation of amount</u>:

- *(i)* To represent the Company, both actively and passively, before any Judicial or Administrative Authority, ordinary or special, at any level of jurisdiction, including before the Courts of Appeal and the Supreme Court (Corte di Cassazione), appointing lawyers and attorneys, and issuing, on behalf of the Company, the relevant powers of attorney for litigation purposes;
- *(ii)* to file claims and oppositions before any Administrative or Financial Authority, conducting before them the relevant discussions and constituting valid representation of the Company, also for the purpose of settling the related disputes, issuing on behalf of the Company the relevant powers of attorney;
- *(iii)* to represent the Company before any public or private office, and in particular before the Public Debt Office (Ufficio del Debito Pubblico), the Deposits and Loans Fund (Cassa Depositi e Prestiti), the Financial Administration, the State Treasury, the Treasuries of the Regions, Provinces and Municipalities, as well as Consortia and Credit Institutions, including the issuing bank, performing all operations, none excluded or excepted, provided for by the relevant special laws, including the establishment and release of guarantees in securities or in cash, obtaining and issuing receipts and discharges in due form, releasing the said offices and their officials from any obligation or liability in connection with such operations;
- *(iv)* to represent the Company before the central and peripheral branches of the Revenue Agency (Agenzia delle Entrate), the Land Registry Agency (Agenzia del Territorio), and the State Property Agency (Agenzia del Demanio), including — by way of example but not limitation — the Offices of Direct Taxes, VAT Offices, Land Registry Offices, Service Centers, Technical Revenue Offices, as well as Regional, Provincial and Municipal Offices, including those responsible for local taxes, drafting, signing and filing applications, petitions and appeals, the Company's tax returns, withholding tax returns, VAT returns, etc., and challenging tax assessments and levies before Commissions and Administrative Offices of any level and rank;
- *(v)* to represent the Company before the central and peripheral branches of the Customs Authorities — including the Customs Offices, Customs Chemical Laboratories, and Financial Technical Offices — as well as before the offices of General Warehouses, bonded areas and warehouses, and transportation companies by land, sea and air, whether private or under concession, both Italian and foreign, as well as insurance companies;
- *(vi)* to represent the Company before entities and companies managing public utilities, both for receiving and for providing supplies;
- *(vii)* to represent the Company before any Administrative Authority, both central and peripheral, including Ministries, Prefectures, Police Headquarters (Questure), local and territorial authorities, Chambers of Commerce, Industry, Handicraft and Agriculture, Companies Registers, and other public or private bodies and entities, for the issuance of concessions, licenses, authorizations, certificates and, in general, for any matter concerning the management of administrative procedures;
- *(viii)* to make, on behalf of the Company, declarations as third-party garnishee before the judicial authorities;
- *(ix)* to make and receive judicial deposits, issuing the relevant receipts and discharges;
- *(x)* to perform any operation with the Public Automobile Registry (Pubblico Registro Automobilistico),

the Ministry of Transport and Civil Motorization and their peripheral offices, requesting transfers, updates and status identifications, validly signing the relevant deeds and documents on behalf of the Company;

(xi) to participate and take part in judicial auctions and public tenders, to submit bids and participate in public and private tenders called by State or para-State Administrations, public entities in general, and private entities; to submit offers, including increased ones; to accept and sign provisional and definitive awards as well as the related contracts; to settle related disputes, to accept or reject settlement proposals; to initiate judicial seizure proceedings;

(xii) to issue, sign and receipt invoices, debit and credit notes, to receive them, to acknowledge and settle accounts with any party, to grant allowances, deferments and discounts, to collect and assign any sums owed to the Company, issuing receipts therefor, and to make payments;

(xiii) to draw bills of exchange on customers; to accept bills of exchange drawn by suppliers on the Company; to endorse for collection and discount promissory notes, bills and cheques of any kind and, in general, payment orders and mandates issued by third parties in favor of the Company;

(xiv) to collect receivables of any kind and amount, issuing full and final receipt and discharge, both from private parties and from public administrations, Public Debt Offices, Deposits and Loans Fund, State Treasury, Treasuries of the Regions, Provinces and Municipalities, as well as Consortia and Credit Institutions, including the issuing bank, Revenue Agencies and other Offices of the Financial Administration, Technical Revenue Offices, Customs Offices, Tax Collection Offices, etc., releasing the paying administrations from any liability;

(xv) to issue notices of default and to have protest deeds raised, to serve payment orders, to take precautionary and enforcement measures and, if necessary, to revoke them; to participate in bankruptcy, composition with creditors, controlled administration and extraordinary administration proceedings; to file and declare claims, certifying their truth; to take part in the appointment of supervisory committees and, if necessary, to serve as a member thereof;

(xvi) to hire, promote, transfer, initiate disciplinary proceedings and dismiss employees (both wage- and salary-based), excluding those classified as Managers or Executives, determining their qualifications, duties, remuneration, bonds and severance payments, and to make statements to third parties in relation to such employment matters;

(xvii) to represent the Company before the Trade Unions of Workers and Employers, before the Labour Inspectorate, the Regional Labour and Employment Offices, and before the institutions for compulsory insurance against accidents, sickness, unemployment, disability and old age; and to settle, including amicably, any disputes relating to current or former employees;

(xviii) to represent the Company before the National Social Security Institute (Istituto Nazionale della Previdenza Sociale – INPS), the National Institute for Insurance against Accidents at Work (Istituto per l'Assicurazione contro gli Infortuni sul Lavoro – INAIL), and generally before any other welfare or social security body or institution;

(xix) to approve, amend and/or repeal company procedures and regulations relating to employees;

(xx) to establish and suppress offices and branches, appointing their managers, determining their areas of jurisdiction and delegating the use of the Company's signature and representation;

(xxi) to make arrangements with credit institutions with which the Company operates, for the following purposes:

a. payment of wages and salaries to all employees;
b. payment of social security contributions to the various welfare and insurance institutions;
c. payment to the Treasury of withholding taxes;
d. payment to the Treasury of the Company's direct income taxes and VAT;
e. transfer of funds between bank accounts already held in the Company's name, by means of bank transfers;

(xxii) to collect valuables, parcels, packages, letters (including registered and insured mail) and money orders (ordinary and telegraphic) from Post and Telegraph Offices, and to carry out any act and operation with Railway, Customs, Postal and Telegraphic Offices;

(xxiii) to grant, within the limits of the powers listed above, special mandates to Company employees or to third parties, authorizing them to carry out, in the name and on behalf of the Company, specific operations or categories of operations, delegating to them the use of the Company's signature and representation; and, where necessary, to revoke such mandates even if originally granted by the Board;

(xxiv) to handle and sign the Company's correspondence within the scope of the powers listed above.

<u>B) Powers to be exercised with single signature up to Euro 100,000.00 (one hundred thousand/00) (or the corresponding amount in foreign currency) for each act or contract, and with joint signature either (i) with that of the Chairman, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, or (ii) with that of the Chief Executive Officer, Mr. Davide Angelo Francesco Molteni, for transactions exceeding Euro 100,000.00 (one hundred thousand/00) (or the corresponding amount in foreign currency) for each single act or contract</u>:

(i) to execute, conclude, sign, and perform:

a. contracts for the purchase, financial leasing and rental of motor vehicles;
b. contracts for the purchase of office machinery, furniture and equipment, computer hardware and related software, and the associated maintenance contracts;
c. supply contracts for the provision of telephone utilities;
d. consultancy contracts;
e. insurance and reinsurance contracts for any type of risk and for any amount;
f. banking contracts for current accounts, deposits, short- and medium-term financing, credit facilities, advances, discounts, and safe deposit boxes;
g. contracts or agreements having as their object intellectual works, patents, trademarks, models, designs, or other similar works.

(ii) to accept, impose and agree, in any of the aforesaid contracts, upon terms, conditions, prices, fees, considerations, commissions; to pay and collect them, also by way of adjustment or compensation, issuing and obtaining receipts and discharges in due form.

(iii) to amend, cancel, terminate, rescind or withdraw from any of the aforesaid contracts, even without payment or collection of indemnities.

(iv) to open and close bank current accounts, including correspondence accounts; to withdraw and make dispositions from any Bank or Institution, including the issuing bank, on accounts held in the name of the Company, either by issuing cheques or by giving written instructions, both against actual cash balances and against credit facilities granted by Banks on authorized overdrafts.

(v) to make payments to suppliers and third parties, either by issuing bank cheques, or by endorsing cheques or bank drafts issued by clients, or by accepting drafts drawn, by agreement, on the Company by suppliers, or by giving bank transfer instructions; to obtain the relevant receipts; to collect receivables of any kind and amount and any sums owed to the Company, including by means of factoring transactions, granting full and final receipt and discharge, both with private parties and with Public Administrations such as the Public Debt Offices, the Deposits and Loans Fund, the Treasuries of the State, Regions, Provinces and Municipalities, as well as Consortia and Credit Institutions (including the issuing bank), Stamp and Registry Offices, Regional Directorates of the Revenue Agency, Technical Revenue Offices, Technical Offices of Excise Taxes, Tax Concessionaires, etc., releasing the paying administrations from any and all liability.

(vi) to represent the Company before Poste Italiane S.p.A., with authority to open and close postal current accounts and to make deposits to and withdrawals from them.

Powers of the director Mrs. Marina Munafò

On 31 October 2025 the Board of Directors granted the director Marina Munafò the task of supervising the activities necessary for the organization of exhibitions and displays in the buildings leased by the Company, of managing the Company's marketing activities, as well as of managing and supervising the development of the historical archive owned by third parties and managed by the Company.

Powers of the director Mr. Lodovico Borromeo Arese Borromeo

On 31 October 2025, the Board of Directors granted the director Lodovico Borromeo Arese Borromeo the task of supervising the activities necessary for the management of the ordinary and extraordinary maintenance of the buildings and green areas leased by the Company, including the management of supplier contracts, in order to ensure their operational efficiency and cost optimization.

9.1.2 Board of Statutory Auditors

Pursuant to Article 26 of the By-laws, the Board of Statutory Auditors performs the functions provided for in Article 2403 of the Civil Code and is composed of three statutory auditors and two alternate auditors who remain in office for three financial years.

The current Board of Statutory Auditors was appointed by the Ordinary Shareholders' Meeting held on 20 October 2025 and will remain in office until the approval of the financial statements as of 31 December 2027.

The current composition of the Board of Statutory Auditors is as follows:

Office	Name and Surname	Place of birth	Date of birth
Chairman of the Board of Statutory Auditors	Luca Bertoli	Pavia (PV)	22 August 1980
Standing Auditor	Giovanni Rovetta	Milano (MI)	2 January 1962
Standing Auditor	Marco Bracchetti	Milano (MI)	25 January 1966
Alternate Auditor	Laura Acquadro	Milano (MI)	1 December 1967
Alternate Auditor	Anna Carini	Milano (MI)	2 July 1992

The members of the Board of Statutory Auditors are domiciled for office at the registered office of the Issuer.

All members of the Board of Statutory Auditors meet the requirements of integrity and professionalism set forth in Article 148(4) of the TUF.

Below is a brief overview of the *curriculum vitae* of each member of the Company's Board of Statutory Auditors.

Luca Bertoli - Chairman of the Board of Statutory Auditors

Mr. Luca Bertoli holds a degree in Economics and Business Law from Bocconi University (Università Commerciale Luigi Bocconi) in Milan, obtained in 2004. He is a Certified Public Accountant and Statutory Auditor, registered with the Association of Chartered Accountants and Accounting Experts of Milan and Lodi, and with the Register of Statutory Auditors (Ministerial Decree of 8 October 2008, published in the Gazzetta Ufficiale No. 85 of 31 October 2008). He is also listed among the Experts for the Negotiated Settlement of Business Crises at the Chamber of Commerce of Milan.

Since the beginning of his professional career, Mr. Bertoli has provided advisory services in corporate, financial, and tax matters to industrial, commercial, and financial companies, also assisting in the adoption of international accounting standards (IAS/IFRS). His professional activity focuses on extraordinary transactions, corporate restructurings, business valuations, and impairment tests. He has acted as expert witness in civil, criminal, and arbitration proceedings and has been involved in certification and analysis of business restructuring plans.

He currently serves as Statutory Auditor, Member of Boards of Directors, and Member of Supervisory Bodies pursuant to Legislative Decree 231/2001.

Mr. Bertoli is Adjunct Professor at Bocconi University, where he teaches *Accounting and Financial Statement Analysis* and *Extraordinary Transactions*, and has also taught *Financial Analysis* and *Extraordinary Operations* at the University of Pavia. He is the author of several publications on corporate finance, extraordinary transactions, and accounting, including *Bilancio e operazioni straordinarie* (Egea, 2024).

Giovanni Rovetta - Standing Auditor

After a brief experience as an Auditor at a leading auditing firm, Mr. Rovetta began practising as a traditional Chartered Accountant, focusing on corporate taxation and company law. Over the years, he has developed extensive experience in advising Italian and international corporate groups, with particular expertise in extraordinary transactions and corporate reorganisations, addressing their civil, economic, and tax implications.

In this context, he has gained in-depth knowledge of tax law and has held numerous positions on the boards of statutory auditors and control bodies of leading companies, including those listed on regulated markets. He is fluent in both spoken and written English.

He currently practises as a *Partner* at *Studio Rovetta Zanello e Associati*, a professional firm based in central Milan with a staff of approximately twenty people, providing specialised expertise across different areas of taxation and tax law.

Marco Bracchetti - Standing Auditor

Mr. Bracchetti holds a degree in Business Administration, with a specialisation in the Liberal Profession, obtained from Bocconi University (Università Commerciale Luigi Bocconi) in Milan in 1989. From September 1990 to September 1992, he gained professional experience at Bear Stearns & Co. Inc. in New York, working in the fields of Equity and Commodity Research and Investment Banking.

He has been registered in the official Register of Statutory Auditors since 1995 (Ministerial Decree of 12 April 1995, published in the Gazzetta Ufficiale No. 31 bis of 21 April 1995).

Since 1993, he has been practising as a Certified Public Accountant (Dottore Commercialista), primarily dealing with national and international tax matters, corporate and contractual issues. He has developed extensive experience in business valuations, extraordinary transactions, corporate restructurings, and tax litigation.

He is currently a Partner at Studio Associato Bracchetti D'Ignazio (an ACB Member firm) and holds several positions as Statutory Auditor, Independent Auditor, and Member of Boards of Directors.

Laura Acquadro - Alternate Auditor

Laura Acquadro is a member of the Association of Chartered Accountants and Accounting Experts of Milan (Ordine dei Dottori Commercialisti e degli Esperti Contabili di Milano), registration No. 3757.

She has been registered in the Official Register of Statutory Auditors (Registro dei Revisori Contabili) pursuant to Ministerial Decree published in the Gazzetta Ufficiale No. 87 of 2 November 1999.

She is also registered as a Court Expert (*Consulente Tecnico d'Ufficio*) with the Court of Milan, registration No. 9680.

Laura Acquadro is a Partner at Studio Acquadro e Associati in Milan, where she mainly provides corporate and tax advisory services to medium and large-sized groups operating in the industrial, real estate, financial, and services sectors. She also prepares sworn appraisal reports and business or asset valuations and provides advice in connection with extraordinary transactions and corporate reorganisations.

She currently holds positions as Statutory Auditor and Director in several companies and Foundations.

Anna Carini - Alternate Auditor

Anna Carini holds a master's degree in economics and business law, with a professional specialisation, obtained in 2016 from the Università Cattolica del Sacro Cuore in Milan.

In January 2019, she qualified to practise as a Chartered Accountant (*Dottore Commercialista*), having passed the State Examination at the Università Cattolica del Sacro Cuore in Milan.

She currently practises as a Chartered Accountant at Studio Rovetta Zanello e Associati, a professional firm providing tax and corporate advisory services to Italian and foreign companies operating in the industrial, financial, real estate, and services sectors. Through this experience, she has developed expertise across various areas of tax and corporate consultancy.

The following table indicates the main joint stock companies or partnerships of relevance to the Issuer in which the members of the Board of Statutory Auditors have been members of the administrative, management or supervisory bodies, or partners in the last five years, other than companies belonging to the Group, with an indication of their *status* as of the Admission Document / Information Document Date.

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
Luca Bertoli	ACHERNAR S.r.l.	Auditor	Ongoing
	ALNITAK S.r.l.	Auditor	Ongoing
	ALNILAM S.r.l.	Auditor	Ongoing
	BETTERCITY S.p.A.	Statutory Auditor	Ongoing
	SOFFI S.p.A.	Statutory Auditor	Ongoing
	CENTRAL SHIPPING AGENCY S.p.A.	Statutory Auditor	Ongoing
	DELFINO S.r.l.	Auditor	Ongoing
	DISMA S.p.A.	Statutory Auditor	Ongoing
	ESA S.p.A.	Statutory Auditor	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	EVOLVERE VENTURE S.p.A.	Statutory Auditor	Ongoing
	G.B.PAR. S.r.l.	Auditor	Ongoing
	MAGGIONI S.r.l.	Auditor	Ongoing
	MANTIKA S.r.l.	Auditor	Ongoing
	MGM S.r.l.	Auditor	Ongoing
	OLUVIA S.r.l.	Sole Director	Ongoing
	PROTEK S.r.l.	Auditor	Ongoing
	SAFAWY S.r.l.	Auditor	Ongoing
	AZULE ENERGY ANGOLA S.p.A.	Alternate Auditor	Ongoing
	CARL ZEISS S.p.A.	Alternate Auditor	Ongoing
	ENI CORPORATE UNIVERSITY S.p.A.	Alternate Auditor	Ongoing
	ENIMED S.p.A.	Alternate Auditor	Ongoing
	ENIPOWER S.p.A.	Alternate Auditor	Ongoing
	ENIVIBES S.p.A.	Alternate Auditor	Ongoing
	MARICONSULT S.p.A.	Alternate Auditor	Ongoing
	BE CHARGE S.p.A.	Statutory Auditor	Ceased
	BE POWER S.p.A.	Statutory Auditor	Ceased
	CASSA LOMBARDA S.p.A.	Alternate Auditor	Ceased
	C'ART GROUP S.r.l.	Statutory Auditor	Ceased
	GUT DISTRIBUTION S.r.l.	Statutory Auditor	

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	IDROCONSULTING S.p.A.	Statutory Auditor	Ceased
	LNG SHIPPING S.p.A.	Statutory Auditor	Ceased
	MAGNOLIA S.r.l.	Auditor	Ceased
	NAVA DESIGN S.r.l.	Statutory Auditor	Ceased
	SAG S.r.l.	Auditor	Ceased
	SEA S.p.A.	Statutory Auditor	Ceased
	SG2023 S.p.A.	Chairman of the Board of Statutory Auditors	Ceased
	TRANSMED S.p.A.	Alternate Auditor	Ceased
	ZELIG MEDIA COMPANY S.r.l.	Statutory Auditor	Ceased
Giovanni Rovetta	DIBIFIN S.r.l.	Sole Statutory Auditor	Ongoing
	FILTEX COMO S.r.l.	Sole Statutory Auditor	Ongoing
	SALDIPRIVATI S.r.l.	Sole Statutory Auditor	Ongoing
	COLUSSI S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	SO.GEST.I S.r.l.	Chairman of the Board of Statutory Auditors	Ongoing
	ALBEA 90 S.r.l.	Chairman of the Board of Statutory Auditors	Ongoing
	INDENA S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	LENTI S.r.l.	Chairman of the Board of Statutory Auditors	Ongoing
	MISTRAL S.r.l.	Chairman of the Board of Statutory Auditors	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	MANIFATTURA DEL SEVESO S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	Musement S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	MUSIXMATCH S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	PIOI SGRS PA Gestore Euveca	Chairman of the Board of Statutory Auditors	Ongoing
	TRENTI INDUSTRIA OCCHIALI S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	VISARD S.r.l.	Chairman of the Board of Statutory Auditors	Ongoing
	ANGE LO COLUSSI & FIGLI S.p.A.	Statutory Auditor	Ongoing
	B41 FUND SOC DI INVESTIM. S E MPLICE S.p.A.	Statutory Auditor	Ongoing
	LA SUISSA S.r.l.	Statutory Auditor	Ongoing
	CORTILIA S.p.A.	Statutory Auditor	Ongoing
	EICMA S.p.A.	Statutory Auditor	Ongoing
	EOS SERVIZI FIDUCIARI S.p.A.	Statutory Auditor	Ongoing
	IDB HOLDING S.p.A.	Statutory Auditor	Ongoing
	KERING EYE WEAR S.p.A.	Statutory Auditor	Ongoing
	MANPOWER S.r.l.	Statutory Auditor	Ongoing
	NEVER GIVE UP INVESTIMENTI S.r.l.	Statutory Auditor	Ongoing
	O.M.A. S.p.A.	Statutory Auditor	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	PENNY MARKET S.r.l.	Statutory Auditor	Ongoing
	PROGRAMMA 101 SICAF S.p.A.	Statutory Auditor	Ongoing
	SCHARPER S.p.A.	Statutory Auditor	Ongoing
	Fondazione AIRC per la ricerca sul cancro	Member of the Control Body	Ongoing
	Fondazione AIRC per la ricerca sul cancro	Member of the Supervisory Body (*ODV*)	Ongoing
	Università BOCCONI Milano	Member of the Board of Auditors	Ongoing
	COSMO S.r.l.	Sole Director	Ongoing
			Ongoing
	FOUR PARTNERS ADVISORY S.p.A.	Director	Ongoing
	TEKO S.r.l.	Director	Ongoing
	WORKWAVE ITALY S.r.l.	Director	Ongoing
	EPRICE OPERATION S.r.l.	Sole Statutory Auditor	Ceased
	NAVA DESIGN S.r.l.	Sole Statutory Auditor	Ceased
	C'ART GROUP S.r.l.	Sole Statutory Auditor	
	BUSINESS INNOVATION LAB S.p.A.	Chairman of the Board of Statutory Auditors	Ceased
	MLK DELIVERIES S.p.A.	Chairman of the Board of Statutory Auditors	Ceased

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	MELODY BIDCO S.p.A.	Statutory Auditor	Ceased
	AEREA S.p.A.	Statutory Auditor	Ceased
	BIGLI S.p.A.	Statutory Auditor	Ceased
	MANPOWER TSC S.r.l.	Statutory Auditor	Ceased
	MONDIAL S.p.A.	Statutory Auditor	Ceased
	OLPIDURR S.p.A.	Statutory Auditor	Ceased
	SG2023 S.p.A.	Statutory Auditor	Ceased
	TALENT SOLUTIONS S.r.l.	Statutory Auditor	Ceased
	COMPLESSO LA PILOTTA	Member of the Board of Auditors	Ceased
	COSTER GROUP S.r.l.	Director	Ceased
	SECURFIN HOLDINGS S.r.l.	Director	Ceased
Marco Bracchetti	MICROTEC S.P.A.	Chairman of the Board of Statutory Auditors	Ongoing
	MPG ITALIA S.R.L.	Chairman of the Board of Statutory Auditors and Independent Auditor	Ongoing
	ALSCO ITALIA S.r.l.	Alternate Statutory Auditor	Ongoing
	ROTTAPHARM BIOTEC S.r.l.	Chairman of the Board of Statutory Auditors	Ongoing
	RRL IMMOBILIARE S.p.A	Chairman of the Board of Statutory Auditors	Ongoing
	FIDIM S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	ATLANTICA PROPERTIES S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	FALCK S.p.A.	Statutory Auditor	Ongoing
	CAMFIN S.p.A.	Statutory Auditor	Ongoing
	IMMOBILIARE FONDIARIA S.S. di Beatrice Cappa	Shareholder and Director	Ongoing
	IMMOBILIARE LARINO S.S.	Shareholder and Director	Ongoing
	LORENZO GALTRUCCO S.p.A.	Statutory Auditor and Fiscal Auditor	Ongoing
	MEDIOLANUM FARMACEUTICI S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	SPENCER STUART ITALIA S.r.l.	Statutory Auditor	Ongoing
	MICHELI ASSOCIATI S.r.l.	Director	Ongoing
	TRE LAGHI S.p.A.	Statutory Auditor	Ongoing
	NEOPHARMED GENTILI S.p.A.	Statutory Auditor	Ongoing
	ETHICA HOLDING S.p.A.	Statutory Auditor	Ongoing
	LARRY S.p.A.	Statutory Auditor	Ongoing
	PIRELLI INTERNATIONAL TREASURY S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	EVERTON S.p.A.	Statutory Auditor	Ongoing
	NEON TOPCP S.p.A.	Statutory Auditor	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	NOVUM HOLDCO S.p.A.	Statutory Auditor	Ongoing
	NEON MIDCO S.p.A.	Statutory Auditor	Ongoing
	ALTEA S.p.A.	Statutory Auditor	Ongoing
	LEWIS S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	ETHICA ADVISORY S.p.A.	Statutory Auditor	Ongoing
	SPECTRA S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	SPECTRA BIS S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	YODA & C. S.r.l.	Sole Director	Ongoing
	ARTEC HOLDING S.r.l.	Sole Director	Ongoing
	LA PERLA ATELIER S.r.l.	Chairman of the Board of Statutory Auditors	Ongoing
	GRUPPO BARLETTA S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	PIAZZA DEL POPOLO S.r.l.	Sole Statutory Auditor	Ongoing
	FONDAZIONE HANGAR BICOCCA	Auditor and Statutory Auditor	Ongoing
	FONDAZIONE LUIGI ROVATI	Statutory Auditor	Ongoing
	MDM S.p.A.	Statutory Auditor	Ceased
	ADAMELLO S.p.A.	Statutory Auditor	Ceased
	VALEAS S.p.A.	Statutory Auditor	Ceased

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	Industria Chimica e Farmaceutica		
	SUEZ ITALIA S.p.A.	Chairman of the Board of Statutory Auditors	Ceased
	BIDCO NEOPHARMED S.p.A.	Statutory Auditor	Ceased
	LARRY S.p.A.	Alternate Statutory Auditor	Ceased
	SPACTIV S.p.A. (in liquidation)	Statutory Auditor	Ceased
	NEOPHARMED HOLDING S.p.A.	Statutory Auditor	Ceased
	CAMFIN INDUSTRIAL S.p.A. (in liquidation)	Statutory Auditor	Ceased
	GIACOMO HOLDING S.r.l.	Statutory Auditor	Ceased
	NEON BIDCO S.p.A.	Statutory Auditor	Ceased
	MELISSA S.p.A.	Statutory Auditor	Ceased
	AURORA DODICI S.p.A. (in liquidation)	Statutory Auditor	Ceased
	BIODUE S.p.A.	Statutory Auditor	Ceased
	MEDA PHARMA S.p.A.	Statutory Auditor	Ceased
	PRELIOS AGENCY S.p.A.	Alternate Statutory Auditor	Ceased
	ROTTAPHARM S.p.A.	Statutory Auditor	Ceased
	PRELIOS CREDIT	Statutory Auditor	Ceased

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	SERVICING S.p.A.		
	NIGRITELLA S.r.l.	Director	Ceased
	PRELIOS INTEGRA S.p.A.	Alternate Statutory Auditor	Ceased
	PRELIOS CREDIT SOLUTIONS S.p.A.	Statutory Auditor	Ceased
	PRELIOS VALUATIONS & E-SERVICES S.p.A.	Alternate Statutory Auditor	Ceased
	PRELIOS SGR S.p.A.	Statutory Auditor	Ceased
	GENEXTRA S.p.A.	Statutory Auditor	Ceased
	STRATEGICA GROUP S.p.A.	Director	Ceased
Laura Acquadro	Fondazione Cariplo	Statutory Auditor	Ongoing
	Quaestio Capital Management SGR S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	Ambienta SGR S.p.A.	Statutory Auditor	Ongoing
	Ambienta Holding S.p.A.	Statutory Auditor	Ongoing
	Siram S.p.A.	Statutory Auditor	Ongoing
	Logista Italia S.p.A.	Statutory Auditor	Ongoing
	Jcoplastic S.p.A.	Statutory Auditor	Ongoing
	Dom 2000 S.p.A.	Statutory Auditor	Ongoing
	Mucrone S.r.l.	Independent Auditor	Ongoing
	Alem S.p.A.	Statutory Auditor	Ongoing
	Metalcolor S.p.A.	Chairman of the Board of	Ongoing

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
		Statutory Auditors	
	Finbot S.p.A.	Statutory Auditor	Ongoing
	Diltom S.p.A.	Chairman of the Board of Statutory Auditors	Ongoing
	Enfab S.p.A.	Statutory Auditor	Ongoing
	Immobiliare Cavour Corsico S.p.A.	Statutory Auditor	Ongoing
	Crocus S.p.A.	Statutory Auditor	Ongoing
	Trenova S.p.A.	Statutory Auditor	Ongoing
	Fondazione VIDAS	Statutory Auditor	Ongoing
	Fondazione Comunità di Milano	Statutory Auditor	Ongoing
	Fondazione Equita	Statutory Auditor	Ongoing
	Cerved Master Services S.p.A.	Statutory Auditor	Ongoing
	Immobiliare Tibaldi S.r.l.	Sole Director	Ongoing
	Edilnovanta S.r.l.	Sole Director	Ongoing
	Netineti S.r.l.	Sole Director	Ongoing
	N. Benasedo S.p.A.	Statutory Auditor	Ceased
	Nira S.p.A.	Statutory Auditor	Ceased
	Metro Dolomiti S.p.A.	Statutory Auditor	Ceased
	Equita SIM S.p.A.	Statutory Auditor	Ceased
	Metro Italia S.p.A.	Statutory Auditor	Ceased
	Metalimmobiliare	Statutory Auditor	Ceased

Name and Surname	Company	Position in the company or shareholding held	*Status* as at the Admission Document / Information Document Date
	S.p.A.		
	Poliresin S.r.l.	Statutory Auditor	Ceased
	Idrosicilia S.p.A.	Statutory Auditor	Ceased
	Cerved Group S.p.A.	Statutory Auditor	Ceased
	Equita Group S.p.A.	Statutory Auditor	Ceased
	Residenza Galeno S.r.l.	Sole Director	Ceased
	Equita Capital SGR S.p.A.	Statutory Auditor	Ceased
	Ferrari Meccanica S.r.l.	Statutory Auditor	Ceased
Anna Carini	Lenti S.r.l.	Statutory Auditor	Ongoing
	Visard S.r.l.	Statutory Auditor	Ongoing
	Musement S.p.A.	Alternate Auditor	Ongoing

As of the Admission Document / Information Document Date, there are no family relationships between the members of the Board of Statutory Auditors, nor between them and the members of the Issuer's Board of Directors.

Furthermore, to the best of the Issuer's knowledge, none of the members of the Board of Statutory Auditors have, in the past five years, been convicted of any fraudulent offence, nor have they been associated, in the performance of their duties, with any bankruptcy, receivership or liquidation proceedings, nor have they been the subject of official incriminations and/or sanctions by public or regulatory authorities (including designated professional associations) or disqualifications by a Court from serving as a member of the Issuer's administrative, management or supervisory bodies or from carrying out management or operating activities for any issuer that may compromise the requirements of integrity and professionalism set forth in Article 148(4) of the TUF.

9.1.3 Senior Managers

As of the Admission Document / Information Document Date, the Company employs no. 4 senior executives.

9.1.4 Family relationship between the individuals mentioned at paragraphs 9.1.1 and 9.1.2

As of the Date of the Admission Document, there are no family relationships between members of the Board of Directors, the Board of Statutory Auditors and/or the main executives of the Issuer.

With the exception of the above, it should be noted that the Chairman of the Board of Directors, Vitaliano Paolo Federico Borromeo Arese Borromeo, is married to Director Marina Munafò. In addition, Giberto and Lodovico Borromeo Arese Borromeo are brothers, and also the sons of the Chairman of the Board of Directors, Vitaliano Paolo Federico Borromeo Arese Borromeo and Director Marina Munafò.

9.2 Conflicts of interest of administrative, management or supervisory bodies and senior management

9.2.1 Conflicts of Interest of Board Members

Except as indicated below, to the best of the Issuer's knowledge, as of the Admission Document / Information Document Date, none of the members of the Board of Directors has any interest that conflicts with their obligations arising from the office or position held in the Company.

Please note that, as of the Admission Document / Information Document Date, the Chairman of the Board of Directors Vitaliano Paolo Federico Borromeo Arese Borromeo holds indirect interests in the Issuer. Vitaliano Paolo Federico Borromeo Arese Borromeo holds, in fact, an indirect participation equal to 100% of the Issuer's share capital through L6A4, company of which Vitaliano Paolo Federico Borromeo Arese Borromeo is the sole shareholder.

It should be noted that, as of the Trading Start Date, assuming the full subscription of the Shares deriving from the Base Offer and the Extension Clause as well as the full exercise of the Greenshoe Option, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo will hold, directly and indirectly through L6A4, a participation at least equal to 67% of the Issuer's share capital.

9.2.2 Conflicts of Interest of the Members of the Board of Auditors

As of the Date of the Admission Document / Information Document, none of the members of the Board of Statutory Auditors has any interest in conflict with their obligations arising from the office or position held in the Company.

9.2.3 Conflicts of interest of senior management

As at the Admission Document / Information Document Date none of the senior managers has any interest in conflict with their obligations arising from the office or position held in the Company.

9.3 Any agreements with the Issuer's major shareholders, customers, suppliers or other arrangements as a result of which the members of the Board of Directors, Board of Statutory Auditors and senior management were appointed

As of the Admission Document / Information Document Date, there are no agreements or arrangements with major shareholders, customers, suppliers or other persons, pursuant to which the persons referred to in Chapter 9, Paragraph 9.1, of the Admission Document / Information Document have been appointed as members of the management, administration and supervisory bodies or as senior managers of the Company.

9.4 Any restrictions by virtue of which the members of the Board of Directors, the Board of Statutory Auditors and senior management have agreed to limit their rights to assign and transfer, for a certain period of time, the Issuer's financial instruments held by them

With the exception of Lock-up Agreements, as of the Admission Document / Information Document Date, the Issuer is not aware of any restrictions under which members of the Board of Directors and the Board of Statutory Auditors or senior executives have agreed to restrict their rights to assign or transfer, for a certain period of time, the Issuer Shares directly or indirectly owned by them.

For more information on Lock-up Agreements, see Section Two, Chapter 4, Paragraph 4.18 of the

Admission Document / Information Document.

10. BOARD PRACTICES

10.1 Term of office of the members of the Board of Directors and the members of the Board of Statutory Auditors

The Board of Directors that will be in office on the Trading Start Date will remain in office for three financial years and, in particular, until the Shareholders' Meeting that will be convened to approve the financial statements for the financial year ending on 31 December 2027.

The following table shows the date of first appointment of the members of the Board of Directors in office as of the Admission Document / Information Document Date.

Name and Surname	Charge
Vitaliano Paolo Federico Borromeo Arese Borromeo	Chairman of the Board of Directors
Davide Angelo Francesco Molteni	Chief Executive Officer
Giberto Borromeo Arese Borromeo	Director
Lodovico Borromeo Arese Borromeo	Director
Marina Munafò	Director
Roberto Mazzotta	Independent director
Alessandra Perrazzelli	Independent director

The Board of Statutory Auditors in office as of the Admission Document / Information Document Date shall remain in office for three financial years and, in particular, until the shareholders' meeting to be called to approve the financial statements for the financial year ending on 31 December 2027.

The following table shows the date of first appointment of the members of the Board of Statutory Auditors in office as of the Admission Document / Information Document Date.

Name and Surname	Charge
Luca Bertoli	Chairman of the Board of Auditors
Giovanni Rovetta	Standing auditor
Marco Bracchetti	Standing auditor
Laura Acquadro	Alternate Auditor
Anna Carini	Alternate Auditor

10.2 Employment contracts entered into by members of the Board of Directors and members of the Board of Statutory Auditors with the Issuer or other Group companies providing for severance indemnities

With the exception of the provisions of law and applicable collective bargaining agreements concerning severance indemnities provided for in the employment contracts entered into by the members of the

Issuer's Board of Directors, as of the Admission Document / Information Document Date, there are no employment contracts entered into with the members of the Board of Directors and the Board of Statutory Auditors that provide for other severance indemnities.

As of the Admission Document / Information Document Date, there are no employment contracts entered into by the members of the Board of Directors or the Board of Statutory Auditors with the Issuer that provide for severance payments.

10.3 Corporate governance rules

On 31 October 2025, the Issuer's Extraordinary Shareholders' Meeting approved the current version of the By-laws, effective as of the Admission Date.

As a company applying for admission to trading on Euronext Growth Milan, the Issuer is not obliged to comply with the rules of the Corporate Governance Code.

However, as of the Admission Document / Information Document Date, in accordance with the EGM Issuers' Regulation, the Issuer is required to adopt and maintain appropriate corporate governance rules. In particular, the Issuer is required to:

(a) appoint and retain at least one director in possession of the independence requirements established for auditors of listed companies pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance, as recalled by Article *147-ter*, paragraph 4, of the Consolidated Law on Finance, in compliance with the provisions of Article 6-bis of the EGM Issuers' Regulation;

(b) provide that all directors meet the requirements of honourableness set forth in Article *147-quinquies* of the Consolidated Law on Finance and all statutory auditors meet the requirements of professionalism and honourableness set forth in Article 148, paragraph 4, of the Consolidated Law on Finance, and to provide in the Bylaws for the Shareholders' Meeting's competence for reverse takeover transactions, substantial changes in business and withdrawal from trading on Euronext Growth Milan of the Shares;

(c) provide in the by-laws that, as of the moment in which the Issuer's shares will be traded on Euronext Growth Milan, the provisions on compulsory takeover and exchange offers relating to listed companies set forth in Articles 106 and 109 of the Consolidated Law on Finance, and Consob's implementing regulations, shall be applicable by voluntary call and to the extent compatible;

(d) provide for a disclosure obligation for shareholders whose shareholding reaches, or exceeds, one of the thresholds set by the EGM Issuers' Regulation.

In addition, the Issuer has, on a voluntary basis, provided in its By-laws that, starting from the time the Issuer's shares are traded on Euronext Growth Milan, the provisions of Articles 108 and 111 of the Consolidated Law on Finance, and Consob's implementing regulations, as well as certain provisions further aimed at favouring the protection of minority shareholders, shall apply by voluntary call and to the extent compatible. In particular, the Issuer has:

(a) provided for the appointment of at least two directors, if the Board of Directors is composed of more than seven members, who meet the independence requirements set forth in Article 148, paragraph 3, of the Consolidated Law on Finance, as referred to in Article 147-ter, paragraph 4, of the Consolidated Law on Finance, as well as any other requirement provided under the applicable laws and regulations, including the Euronext Growth Milan Issuers' Regulation;

(b) provided in the Bylaws for slate voting for the election of the Board of Directors, as established by Article 147-ter of the Consolidated Law on Finance, as well as of the Board of Statutory Auditors;

(c) provided in the By-laws that shareholders who alone or together with other shareholders hold a total of Shares representing at least 10% of the share capital are entitled to submit a slate of candidates;

(d) provided for the right of absent or dissenting shareholders to withdraw from the Company in the event that resolutions are passed that result in exclusion from listing on Euronext Growth Milan.

Furthermore, in order to adapt the corporate governance system to the rules applicable to companies with financial instruments admitted to trading on Euronext Growth Milan, the Issuer has adopted, inter alia:

(a) a procedure for the management of transactions with Related Parties;

(b) a procedure for managing inside information and compiling and maintaining a register for persons with access to inside information;

(c) a procedure for the management of *internal dealing* disclosure requirements;

(d) a procedure concerning mandatory disclosures to Euronext Growth Advisor.

Finally, on 31 October 2025, the Board of Directors appointed Mr. Alessandro Pedrazzini as investor relations manager.

10.4 Potential significant impacts on corporate governance

Without prejudice to what is stated in Paragraph 10.3 above, in the Issuer's opinion, as of the Admission Document / Information Document Date there are no significant impacts, even potential, on corporate governance that have already been decided by the Issuer's Board of Directors or Shareholders' Meeting.

11. EMPLOYEES

11.1 Group employees

The following table shows the number of total employees employed by the Group as of 31 December 2023, 31 December 2024 and 30 June 2025, broken down by main categories, as well as the number of fixed-term employees employed by the Group during the same periods.

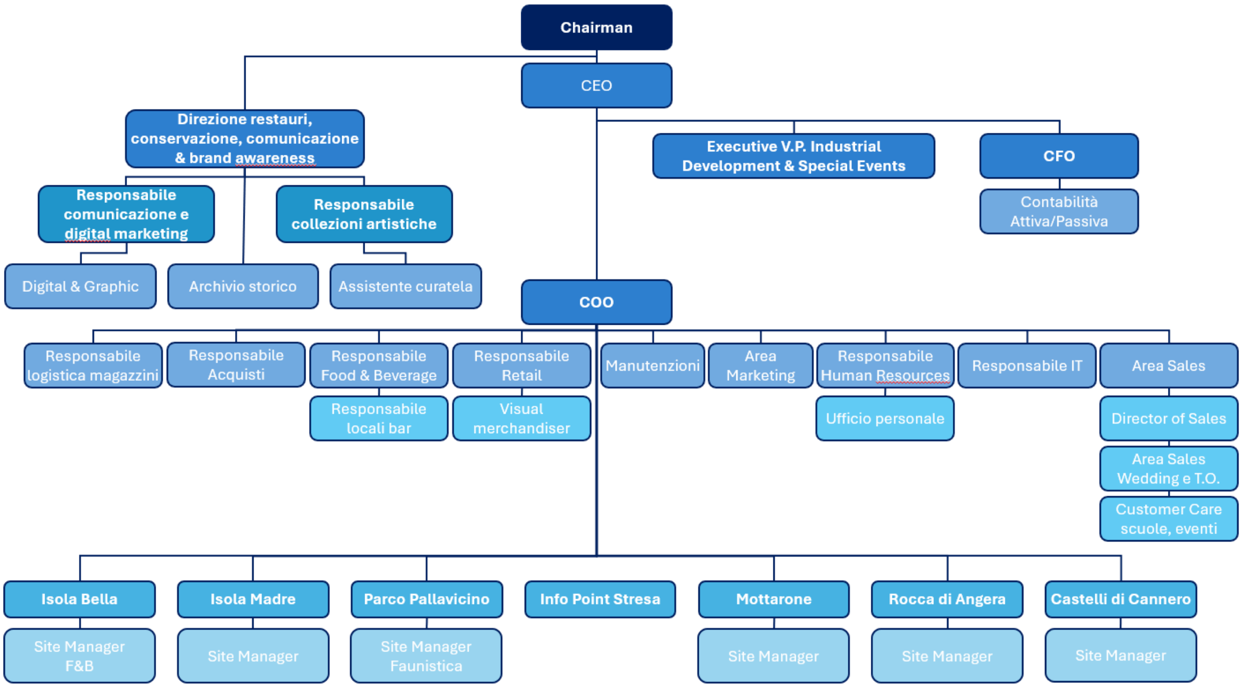
Category	31 December 2023	31 December 2024	30 June 2025	As of the Admission Document / Information Document Date
Managers	3	4	4	4
Middle managers (quadri)	5	5	5	6
Employees	15 (+ 1 seasonal employee)	19 (+ 1 seasonal employee)	24 (+ 23 seasonal employees)	21 (+ 2 seasonal employees)
Apprentices	3	0	0	0
Workers	49 (+ 6 seasonal employees)	51 (+ 2 seasonal employees)	59 (+ 79 seasonal employees)	48 (+ 4 seasonal employees)
Total(*)	75 (+ 7 seasonal employees)	79 (+ 3 seasonal employees)	92 (+ 102 seasonal employees)	79 (+ 6 seasonal employees)

Category	31 December 2023	31 December 2024	30 June 2025	As of the Admission Document / Information Document Date
Permanent employees	73	74	74	75
Fixed-term employees	2 (+ 7 seasonal employees)	5 (+ 3 seasonal employees)	18 (+ 102 seasonal employees)	4 (+ 6 seasonal employees)
Total(*)	75 (+ 7 seasonal employees)	79 (+ 3 seasonal employees)	92 (+ 102 seasonal employees)	79 (+ 6 seasonal employees)

(*) For the purposes of the above tables, the companies included in the consolidation perimeter have been taken into account.

11.2 Group organisation chart

The Group's functional organisation chart is shown below.



11.3 Shareholdings and stock options of members of the Board of Directors, the Board of Auditors or senior management

As of the Admission Document / Information Document Date, no stock option plans have been resolved upon for, inter alia, the Issuer's statutory auditors or directors, nor are there any contractual agreements that provide for forms of participation by members of the Board of Directors or the Board of Statutory Auditors in the Company's share capital.

With reference to the shareholdings in the Issuer held directly or indirectly by the members of the Board of Directors as at the Admission Document / Information Document Date, see Section One, Chapter 9, Paragraph 9.2.1 of the Admission Document / Information Document.

11.4 Description of any employee participation agreements in the issuer's capital. employee participation agreements in the share capital

As of the Admission Document / Information Document Date, there are no employee participation agreements in the capital of the Issuer.

12. MAIN SHAREHOLDERS

12.1 Shareholders holding interests in the share capital of the Issuer subject to notification

The following table shows the composition of the Issuer's shareholding structure with an indication of the shareholders holding more than 5% of the share capital, as of the date indicated below, with an indication of the number of Shares held by the shareholders, as well as their respective percentage incidence on the total share capital and total voting rights.

According to the results of the shareholders' register, as well as on the basis of the other information available to the Company, as of the Admission Document / Information Document Date, the Issuer's share capital is held as shown in the table below.

Shareholder	Number of shares held	% of voting rights	% of share capital
L6A4	10,000,000	100%	100%
Total	10,000,000	100%	100%

12.2 Different voting rights of the Issuer's major shareholders

For more information on the voting rights attributed to shareholders, see Section Two, Chapter 4, Paragraph 14 of the Admission Document / Information Document.

12.3 Issuer's controlling entity

As of the Admission Document / Information Document Date, the Issuer is controlled by Vitaliano Paolo Federico Borromeo Arese Borromeo, which holds, indirectly through L6A4 (of which Vitaliano Paolo Federico Borromeo Arese Borromeo is sole shareholder), 100% of the Issuer's share capital.

12.4 Agreements that may lead to a change in the Issuer's control structure

Without prejudice to the provisions of the By-laws in the event of a public takeover offer and the exercise of the shareholders' right of withdrawal, there are no agreements that could lead to a change in the control structure of the Issuer.

12.5 Any Shareholders' Agreements concerning the Issuer

Not applicable.

13. RELATED PARTY TRANSACTIONS

13.1 Introduction

The present Chapter describes the transactions carried out by the Issuer and the related parties during the periods ended 30 June 2025 and 2024 and 31 December 2024 and 2023, to which the financial information in the Admission Document / Information Document refers.

The Issuer has identified Related Parties in accordance with Article 2426, paragraph 2, of the Italian Civil Code, which provides that the definition of related party shall refer to the International Accounting Standards endorsed by the European Union and therefore to IAS 24, "Related Party Disclosures."

As of the Admission Document / Information Document Date, the Issuer has entered into, and in the course of its operations may in the future enter into, commercial and financial transactions with the related parties as defined above under the cited IAS 24. In the Issuer's judgment, these transactions, unless otherwise stated, are conducted on market terms and conditions. However, there can be no assurance that, had they been concluded with third parties, such third parties would have negotiated and executed the agreements or carried out the transactions on the same terms or in the same manner.

It should be noted that the Issuer has adopted the procedure for Related Party Transactions provided for and governed by the "Regulations on Related Party Transactions" issued by Borsa Italiana and by the regulation adopted under Consob Resolution no. 17221 of 12 March 2010, as subsequently amended, to the extent applicable (the "**Related Parties Procedure**"). From the Admission Date, the approval of transactions falling within the scope of the Related Parties Procedure will be subject to its safeguards. The Related Parties Procedure is available on the Issuer's website.

Subsequent to 30 June 2025 and up to the Admission Document / Information Document Date, the Group has not entered into any Related Party Transactions that are unusual in nature or significant in amount other than those described in this Chapter.

13.2 Related-Party Transactions of the Group

This section outlines the Group's related party transactions as of 30 June 2025 and 2024, as well as 31 December 2024 and 31 December 2023.

Transactions with key management

In the six-month periods ended 30 June 2025 and 2024, as well as in the year ended 31 December 2024 and 2023, transactions with key management consisted of fees paid to the Issuer's directors, amounting, respectively, to € 92 thousand in the first half of 2025 (€ 92 thousand in the first half of 2024) and € 184 thousand as of 31 December 2024 (€ 184 thousand as of 31 December 2023), and compensation to executive officers totaling € 324 thousand in the first half of 2025 (€ 272 thousand in the first half of 2024) and € 654 thousand as of 31 December 2024 (€ 649 thousand as of 31 December 2023).

Transactions with related parties

The Group's transactions for the six-month periods ended 30 June 2025 and 2024 are summarized in the following table.

	Six months ended 30 June 2025	Six months ended 30 June 2024

(amounts in thousands of Euro Related Parties)	Receivables	Payables	Revenues	Costs	Revenues	Costs
Sole shareholder (Rental fees)	-	8	-	590	-	561
Sole shareholder (Loan)	-	6,010	-	-	-	-
Sole shareholder (Accounting and administrative services)	4	-	1	-	-	-
Companies owned by the sole shareholder (Real estate leasing)	-	-	-	112	-	111
Companies owned by the sole shareholder (Accounting and administrative services)	74	-	42	-	210	-

The Group's transactions for the year ended 31 December 2024 and 2023 are summarized in the following table.

	Year ended 31 December 2024				Year ended 31 December 2023			
(amounts in thousands of Euro Related Parties)	Receivables	Payables	Revenues	Costs	Receivables	Payables	Revenues	Costs
Sole shareholder (Rental fees)	-	2	-	1,120	-	2	-	925
Sole shareholder (Loan)	-	6,010	-	-	-	6,010	-	-
Sole shareholder (Accounting and administrative services)	3	-	3	-	-	-	-	-
Companies owned by the sole shareholder (Real estate leasing)	-	-	-	219	-	-	-	213
Companies owned by the sole shareholder (Accounting and	237	-	497	-	136	-	437	1

administrative services and others)	

The Group had in place a financing agreement with the Sole Shareholder of Kaleon S.p.A. The loan was granted on an interest-free basis and was aimed at supporting the Group's investment and development activities. As of 30 June 2025, the outstanding amount under this agreement was equal to €6,010 thousand (€6,010 thousand as of 30 June 2024), while as of 31 December 2024, the outstanding amount under this agreement was equal to €6,010 thousand, compared to €6,010 thousand as of 31 December 2023.

For further information regarding the terms and conditions of the financing agreement, please refer to Chapter 16, Paragraph 16.1.4 of the Admission Document / Information Document.

The Group also entered into several lease agreements with the Sole Shareholder of Kaleon S.p.A. or with companies owned by the Sole Shareholder of Kaleon S.p.A. These agreements covered a wide range of assets, including residential units used as holiday homes, commercial premises, and cultural heritage sites such as Isola Bella, Isola Madre, Castelli di Cannero, and Rocca di Angera. The leased properties were used for hospitality, retail, ticketing, and administrative purposes. In the six-month period ended 30 June 2025, the total amount of costs incurred in relation to the aforementioned lease agreements with related parties was equal to €702 thousand, of which €590 thousand referred to the Sole Shareholder and €112 thousand to companies owned by the Sole Shareholder. In the six-month period ended 30 June 2024, the total was €672 thousand (€561 thousand to the Sole Shareholder and €111 thousand to companies owned by the Sole Shareholder). In the year ended 31 December 2024, the total amount of lease-related costs incurred with these related parties was equal to €1,339 thousand (€1,120 thousand to the Sole Shareholder and €219 thousand to companies owned by the Sole Shareholder), compared to €1,138 thousand in the year ended 31 December 2023 (€925 thousand to the Sole Shareholder and €213 thousand to companies owned by the Sole Shareholder).

For further information regarding the nature, scope and contractual terms of the lease agreements, please refer to 16, Paragraph 16.1.1 of the Admission Document / Information Document.

In addition, the Group provided administrative, accounting, and management services to companies controlled by the Sole Shareholder. These services were governed by formal agreements featuring fixed fees and automatic renewal clauses. In the six-month period ended 30 June 2025, revenues from services rendered to related parties amounted to €43 thousand, reflecting only two months of activity following the transfer of the relevant business line to the subsidiary Vigilo RE S.r.l. (now L6A4) in February 2025. In the six-month period ended 30 June 2024, revenues totalled €210 thousand. For the year ended 31 December 2024, total revenues from services provided to related parties amounted to €500 thousand, compared to €437 thousand in the year ended 31 December 2023.

For further information regarding the service agreements in place, please refer to Chapter 16, Paragraph 16.1.3 of the Admission Document / Information Document.

13.3 Related-Party Transactions of the Issuer

In addition to the transactions detailed above, the Company has conducted transactions with Group companies during the periods to which the financial information presented in this Admission Document / Information Document relates.

The transactions with companies within the Group's consolidation scope for the six-month periods ended 30 June 2025 and 2024 are summarized in the following table.

	Six months ended 30 June 2025				Six months ended 30 June 2024	
(amounts in thousands of Euro Related Parties)	Receivables	Payables	Revenues	Costs	Revenues	Costs
Parco del Mottarone S.r.l.	2,153	331	19	269	20	271
Vigilo RE S.r.l. (now L6A4)	236	-	36	-	-	-
Italian Heritage S.r.l.	4	-	-	-	-	-
Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l.	81	-	2	-	2	1

The transactions with companies within the Group's consolidation scope for the year ended 31 December 2024 and 2023 are summarized in the following table.

	Year ended 31 December 2024				Year ended 31 December 2023			
(amounts in thousands of Euro Related Parties)	Receivables	Payables	Revenues	Costs	Receivables	Payables	Revenues	Costs
Parco del Mottarone S.r.l.	2,135	166	44	545	2,407	166	47	534
Vigilo RE S.r.l. (now L6A4)	3	-	3	-	-	-	-	-
Italian Heritage S.r.l.	3	-	3	-	-	-	-	-
Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l.	52	-	5	1	32	-	22	1

The Issuer maintained commercial relationships with Parco del Mottarone S.r.l., a consolidated subsidiary, in connection with the lease of several business units, including ski lift systems, rental operations (bikes, ski equipment, deck chairs), the adventure park with suspended courses, and restaurant and refreshment services located within the Mottarone area. In the six-month period ended 30 June 2025, lease-related costs amounted to €269 thousand, with payables of €331 thousand, compared to €271 thousand in costs recorded as of 30 June 2024. For the year ended 31 December 2024, lease-related costs totalled €545 thousand, with payables of €166 thousand, in line with the previous year, which recorded €534 thousand in costs and €166 thousand in payables. In addition, the Issuer had in place a loan receivable from Parco del Mottarone S.r.l., bearing interest at a rate of 1.5% per annum. As of 30 June 2025, receivables from the financing arrangement amounted to €2,153 thousand, with revenues of €19 thousand, compared to €20 thousand in revenues as of 30 June 2024. For the year ended 31 December 2024, receivables totalled €2,135 thousand and revenues €44 thousand, compared to €2,407 thousand in receivables and €47 thousand in revenues in the year ended 31 December 2023.

For further information regarding the lease and financing agreements, please refer to Chapter 16, Paragraph 16.1.1 of the Admission Document / Information Document.

The Issuer also maintained a relationship with Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., an associate company, in connection with a non-interest-bearing loan. In the six-month period ended 30 June 2025, receivables from this company amounted to €81 thousand, revenues were €2 thousand, and no costs were incurred, while in the six-month period ended 30 June 2024, revenues amounted to €2 thousand and costs to €1 thousand. As of 31 December 2024, the outstanding amount of the loan was equal to €52 thousand, compared to €32 thousand as of 31 December 2023.

For further information regarding the lease and financing agreements, please refer to Chapter 16, Paragraph 16.1.1 of the Admission Document / Information Document.

14. FINANCIAL INFORMATION CONCERNING ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFIT AND LOSSES

14.1 Historical financial information

CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2024

Euros

BALANCE SHEET

	ASSETS	31 December 2024	31 December 2023
B	FIXED ASSETS		
I	Intangible fixed assets		
4	Concessions, licences, trademarks and similar rights	1,428,418	1,534,110
5	Goodwill	61,618	89,864
6	Assets under development and payments on account	2,496	2,496
7	Other	9,655,684	9,286,907
	Total intangible fixed assets (I)	**11,148,216**	**10,913,377**
II	Tangible fixed assets		
1	Land and buildings	69,744	82,039
2	Plant and machinery	5,015,481	3,733,418
4	Other assets	3,458,801	3,537,406
5	Assets under construction and payments on account	2,947,455	1,922,738
	Total tangible fixed assets (II)	**11,491,481**	**9,275,601**
III	Financial fixed assets		
1	Equity investments:		
	a) unconsolidated subsidiaries	20,000	0
	b) associates	5,000	117,000
	Total equity investments (1)	25,000	117,000
2	Financial receivables:		

	b) from associates:		
	- due after one year	50,000	30,000
	Total financial receivables (2)	50,000	30,000
	Total financial fixed assets (III)	**75,000**	**147,000**
	TOTAL FIXED ASSETS	**22,714,697**	**20,335,978**
C	CURRENT ASSETS		
I	**Inventory**		
1	Raw materials, consumables and supplies	518,126	678,110
	Total inventory (I)	**518,126**	**678,110**
II	**Receivables**		
1	Trade receivables:		
	- due within one year	359,266	298,774
3	From associates:		
	- due within one year	278	7,578
5bis	Tax receivables:		
	- due within one year	51,375	88,115
5ter	Deferred tax assets:		
	- due within one year	516,839	947,433
5quater	From others:		
	- due within one year	63,532	58,351
	Total receivables (II)	**991,290**	**1,400,251**
IV	**Liquid funds**		
1	Bank and postal accounts	51,446	24,040
3	Cash-in-hand and cash equivalents	34,476	26,598
	Total liquid funds (IV)	**85,922**	**50,638**

TOTAL CURRENT ASSETS	**1,595,338**	**2,128,999**
Other	770,035	651,369
TOTAL PREPAYMENTS AND ACCRUED INCOME	**770,035**	**651,369**
TOTAL ASSETS	**25,080,070**	**23,116,346**

	LIABILITIES	31 December 2024	31 December 2023
A	NET EQUITY		
I	Quota capital	1,500,000	1,500,000
II	Quota premium reserve	1,500,000	1,500,000
III	Revaluation reserves	1,556,104	1,556,104
IV	Legal reserve	300,000	300,000
VII	Other reserves:		
	- Negative goodwill	104,291	104,291
	- Reserve for suspension of 2020 amortisation/depreciation	1,019,373	0
	- Rounding reserve	4	3
VIII	Losses carried forward	(1,278,021)	(3,153,478)
IX	Net profit for the year	1,537,227	2,894,830
	Net equity pertaining to the group	**6,238,978**	**4,701,750**
C	**EMPLOYEES' LEAVING ENTITLEMENT**	**1,323,029**	**1,231,833**
D	PAYABLES		
3	Quotaholder loans:		
	- due after one year	6,010,400	6,010,400
4	Bank loans and borrowings:		
	- due within one year	4,224,533	3,165,641

	- due after one year	2,550,011	4,811,776
6	Payments on account:		
	- due within one year	103,338	3,858
7	Trade payables:		
	- due within one year	2,761,363	1,321,983
12	Tax payables:		
	- due within one year	508,725	419,563
13	Social security charges payable:		
	- due within one year	243,980	355,904
14	Other payables:		
	- due within one year	892,473	747,488
	TOTAL PAYABLES	17,294,823	16,836,613
E	ACCRUED EXPENSES AND DEFERRED INCOME		
	Other	223,240	346,150
	TOTAL ACCRUED EXPENSES AND DEFERRED INCOME	223,240	346,150
	TOTAL LIABILITIES	25,080,070	23,116,346

	PROFIT AND LOSS ACCOUNT	2024	2023
A	PRODUCTION REVENUES		
1	Turnover from sales and services	21,688,038	21,532,406
5	Other revenues and income:		
	- sundry	55,350	87,055
	- grants	48,300	106,972
	Total other revenues and income	103,650	194,027
	TOTAL PRODUCTION REVENUES (A)	**21,791,688**	**21,726,433**
B	PRODUCTION COST		
6	Raw materials, consumables, supplies and goods	1,271,541	1,633,105
7	Services	4,922,226	4,386,484
8	Use of third party assets	1,696,644	1,388,854
9	Personnel expenses:		
	a) wages and salaries	5,492,953	5,376,389
	b) social security contributions	1,706,733	1,645,113
	c) employees' leaving entitlement	392,470	361,949
	e) other costs	108,314	47,801
	total personnel expenses	*7,700,470*	*7,431,252*
10	Amortisation, depreciation and write-downs:		
	a) amortisation of intangible fixed assets	971,173	993,979
	b) depreciation of tangible fixed assets	1,444,261	1,293,211
	d) write-downs of current receivables and liquid funds	1,382	804
	Total amortisation, depreciation and write-downs	*2,416,816*	*2,287,994*
11	Change in raw materials, consumables, supplies and goods	159,984	(259,954)
14	Other operating costs	527,157	411,330

	TOTAL PRODUCTION COST (B)	**18,694,838**	**17,279,065**
	OPERATING PROFIT (A-B)	**3,096,850**	**4,447,368**
C	**FINANCIAL INCOME AND CHARGES**		
16	**Other financial income**		
	d) other income		
	- from others	1,378	10,918
	Total other financial income	**1,378**	**10,918**
17	**Interest and other financial charges:**		
	- on other payables	214,832	220,394
	Total interest and other financial charges	**214,832**	**220,394**
	NET FINANCIAL CHARGES (15+16-17+-17bis)	**(213,454)**	**(209,476)**
D	**ADJUSTMENTS TO FINANCIAL ASSETS**		
19	**Write-downs:**		
	a) equity investments	155,000	0
	Total write-downs	**155,000**	**0**
	TOTAL ADJUSTMENTS (18-19)	**(155,000)**	**0**
	PRE-TAX PROFIT (A-B+-C+-D+-E)	**2,728,396**	**4,237,892**
22	**INCOME TAXES**		
	Current taxes	(759,631)	(488,999)
	Deferred taxes	(430,594)	(852,424)
	Taxes relative to prior years	(944)	(1,639)
	TOTAL INCOME TAXES	**(1,191,169)**	**(1,343,062)**
23	**Net profit for the year before minority interests**	**1,537,227**	**2,894,830**
	Net profit (loss) pertaining to minority interests	0	0
	Net profit for the year pertaining to the group	**1,537,227**	**2,894,830**

A) Cash flows from operating activities	2024	2023
Net profit for the year	1,537,227	2,894,830
Income taxes	1,191,169	1,343,062
Net interest expense	213,454	209,476
1) Profit for the year before income taxes, interest, dividends and gains/losses from the sale of assets	**2,941,850**	**4,447,368**
Non-monetary adjustments that did not affect net working capital		
Accruals to provisions	1,382	804
Amortisation and depreciation	2,415,434	2,287,190
Other non-monetary adjustments	392,470	361,949
Total non-monetary adjustments that did not affect net working capital	**2,809,286**	**2,649,943**
2) Cash flows before changes in net working capital	**5,751,136**	**7,097,311**
Changes in net working capital		
Decrease/(increase) in inventory	159,984	(259,954)
Decrease/(increase) in trade receivables	(61,874)	(58,963)
Increase/(decrease) in trade payables	1,439,380	49,025
Decrease/(increase) in prepayments and accrued income	(118,666)	(41,001)
Increase/(decrease) in accrued expenses and deferred income	(122,910)	(43,757)
Other decreases/(other increases) in net working capital	134,661	106,316
Total changes in net working capital	**1,430,575**	**(248,334)**
3) Cash flow after changes in net working capital	**7,181,711**	**6,848,977**
Other adjustments		
Net interest paid	(213,454)	(209,476)
(Income taxes paid)	(634,673)	(500,964)
Other payments, net	(301,274)	(405,181)

Total other adjustments	**(1,149,401)**	**(1,517,077)**
Cash flow from operating activities (A)	**6,032,310**	**5,331,900**
B) Cash flows from investing activities		
Tangible fixed assets	(3,660,141)	(1,808,021)
Intangible fixed assets	(1,206,012)	(872,542)
Financial fixed assets	72,000	(15,000)
Cash flow used in investing activities (B)	**(4,794,153)**	**(2,695,563)**
C) Cash flows from financing activities		
Third-party funds		
Increase/(decrease) in short-term bank borrowings	(1,202,873)	(2,676,790)
Cash flows used in financing activities (C)	**(1,202,873)**	**(2,676,790)**
Increase (decrease) in liquid funds (A+/-B+/-C)	**35,284**	**(40,453)**
Exchange rate gains/(losses) on liquid funds		
Opening liquid funds		
Bank and postal accounts	24,040	23,091
Cash and cash equivalents	26,598	68,000
Total opening liquid funds	**50,638**	**91,091**
Of which, restricted		
Closing liquid funds		
Bank and postal accounts	51,446	24,040
Cash and cash equivalents	34,476	26,598
Total closing liquid funds	**85,922**	**50,638**
Increase (decrease)	**35,284**	**(40,453)**
Balancing	0	0

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31

DECEMBER 2024

Dear quotaholder,

The Group's consolidated financial statements as at and for the year ended 31 December 2024 have been prepared in accordance with the Italian Civil Code and the provisions of Legislative decree no. 127 of 9 April 1991, interpreted in the context of and integrated by the accounting standards promulgated by the Italian Accounting Standard Setter (the "OIC"). They consist of a balance sheet, a profit and loss account, a cash flow statement and these notes.

In the extraordinary meeting of 9 July 2025, the quotaholder resolved to change the parent's name from SAG S.r.l. to Kaleon S.r.l..

Although the parent, Kaleon S.r.l. (formerly SAG S.r.l.), does not exceed the quantitative thresholds provided for by article 27 of Legislative decree no. 127/1991, in view of its plan to trade its future quotas on the Euronext Growth Milan and the Euronext Growth Paris managed by Borsa Italiana S.p.A. and Euronext Paris S.A., respectively, the directors have prepared these consolidated financial statements on a voluntary basis in order to fairly present the Group's financial position, financial performance and cash flows for the year. The Group includes the parent's subsidiaries and associates pursuant to article 2359 of the Italian Civil Code and, for consolidation purposes, the wholly-owned subsidiary Parco del Mottarone S.r.l..

The Group's core business is visitor management at the Borromeo palaces and gardens, located on Isola Bella and Isola Madre on Lake Maggiore, as well as Villa Pallavicino and Rocca d'Angera, buildings and gardens featuring rare animals and plants and exotic flowers, and exhibitions of artistic and cultural significance, including paintings, furniture, dolls and porcelain. The buildings, together with part of the collections of furnishings, paintings and furniture on public display therein, are mostly under the protection of the Ministry for Cultural and Environmental Heritage pursuant to the laws for the conservation of assets of historical, artistic and cultural interest.

Moreover, as part of its non-core business, during the year, the Group manages other business units, such as:

- ski facilities and related activities: this business unit operates and manages ski lifts, ski facilities and slopes for Alpine skiing and winter sports and the sale of related equipment;
- rentals: this business unit manages the rental of bicycles, mountain bikes, as well as skis, ski boots and related sports equipment, chairs and deckchairs;
- "Parco Avventura": this business unit refers to the adventure park with aerial courses, consisted of paths placed at various heights above the ground which, with the help of lianas, Tibetan bridges, cableways, nets and walkways, which allow visitors to move from one tree to another in complete safety;
- restaurant – bar – lodge: this business unit manages bars, cafeterias, restaurants and restaurants with indoor and outdoor seating.

The consolidated financial statements have been prepared in accordance with the formats set out in articles 2424 and 2425 of the Italian Civil Code, supplemented by article 32 of Legislative decree no. 127/91, as amended following the reform of corporate law (Legislative decree no. 6 of 17 January 2003), effective since 1 January 2004.

These notes provide all the disclosures required by article 2427 of the Italian Civil Code or other related articles and also provide all additional information deemed necessary in order to give a true and fair view of the Group's financial position, financial performance and cash flows.

These notes describe, analyse and, in some cases, supplement the financial statements figures and provide all the information required by article 38 of Legislative decree no. 127 of 9 April 1991.

No exceptional events took place during the year which required the use of the waivers allowed under article 29.4-5 of Legislative decree no. 127/91.

Captions with a nil balance in both the current and previous years have been omitted.

The amounts presented in the balance sheet, profit and loss account, cash flow statement and these notes are in Euros.

The consolidated financial statements at 31 December 2024 show a net profit for the year of €1,537,227, entirely attributable to the Group, after amortisation/depreciation and write-downs of €2,571,816 and income taxes of €1,191,169.

CONSOLIDATION SCOPE

The consolidated financial statements of SAG S.r.l. include the financial statements of the parent and the wholly-owned subsidiary Parco del Mottarone S.r.l. (registered office: Via Borromei 1/A, Milan; quota capital: €165,000; tax code, VAT no. and company registration no.: 02445510031), consolidated on a line-by-line basis.

The investments in the wholly-owned newcos Italian Heritage S.r.l. (registered office: Stresa (Verbania); quota capital: €10,000; tax code, VAT no. and company registration no.: 02789030034) and Vigilo RE S.r.l. (now L6A4) (registered office: Milan; quota capital: €50,000; tax code, VAT no. and company registration no.: 13812410960) were not consolidated. Indeed, these companies, which were incorporated on 30 October 2024, will end their first year of operations on 31 December 2025 and are still inactive. Consequently, they have not been consolidated also pursuant to article 28.2 of Legislative decree no. 127/91 as their inclusion would be immaterial for the purposes of presenting the Group's financial position, financial performance and cash flows.

REPORTING DATE

The reporting date of these consolidated financial statements (31 December 2024) coincides with that of the parent's financial statements and that of the in-scope subsidiary.

FINANCIAL STATEMENTS USED FOR CONSOLIDATION PURPOSES

The financial statements used for consolidation purposes are those prepared by the companies at the reporting date of the consolidated financial statements and approved by the respective quotaholders.

BASIS OF CONSOLIDATION

The accounting policies used to prepare the consolidated financial statements are those adopted by the parent for its financial statements or those adopted by the consolidated company.
Assets and liabilities with the same or similar name and content recognised in the financial statements of the Group companies and classified in the same captions of the consolidated financial statements are measured using uniform accounting policies.
The assets and liabilities, costs and revenues and cash flows of the companies directly and indirectly controlled by the parent are consolidated on a line-by-line basis.
Line-by-line consolidation is carried out by:

- making adjustments for consistency with the Group accounting policies and any other adjustments necessary for consolidation purposes, such as reclassifications;

- combining the financial statements or reporting packages to be consolidated regardless of the Group's investment percentage. The profit and loss accounts of companies purchased or sold during the year are combined based on the period during which the Group held an investments therein;
- eliminating the carrying amounts of the investments in the consolidated companies against the Group's share of the subsidiaries' net equity at the acquisition date.

Any positive difference is allocated, where possible, to each identifiable asset acquired, to the extent of the assets' fair value, and, in any case, not exceeding their recoverable amount, and to each identifiable liability assumed, including the related tax.
Should any difference remain after such allocation, it is classified as goodwill arising on consolidation under intangible fixed assets, unless it should be entirely or partly recognised in the profit and loss account. The remaining difference is only allocated to goodwill if all the requirements for recognition as such are met under the relevant accounting standard.
If a negative difference emerges, it is recognised, where possible, as a decrease in the carrying amount of assets exceeding their recoverable amount or allocated to the liabilities that are carried at amounts smaller than their settlement amount, net of the related tax. Any negative difference that is not attributable to forecast losses but to a good deal is recognised in a specific net equity reserve, i.e., the consolidation reserve.
There are no investments attributable to minority interests.

BASIS OF PREPARATION

The consolidated financial statements captions are measured in accordance with the general principles of prudence and accruals on a going-concern basis. Captions are recognised and presented in accordance with the substance over form principle, if in compliance with the Italian Civil Code and the OIC. The Group also complies with the principles of the measurement consistency, materiality and comparability of information.

As a result:

- the Group measures the individual assets and liabilities separately, in order to avoid offsetting profits on certain items against losses on other items. Specifically, it recognises profits only if realised before the reporting date, whereas it considers risks and losses on an accruals basis, even when they become known after the reporting date;
- the Group recognises income and expense pertaining to the year regardless of when it is collected or paid. They are, therefore, recognised in the profit and loss account on an accruals basis in order to be included in the net profit or loss for the year;
- the parent's directors assessed the Group's ability to continue as a going concern in the foreseeable future, i.e., for at least twelve months from the reporting date. They did not identify any material uncertainties in this respect;
- identification of rights, obligations and conditions is based on the contractual terms of transactions and the reporting standards to check the correctness of the recognition or derecognition of assets and liabilities; the materiality of the financial statements captions was assessed considering the financial statements as a whole and both qualitative and quantitative factors;
- under the principle of materiality set out in article 2423.4 of the Italian Civil Code, these notes do not include disclosures on the consolidated financial statements captions whose amount or related disclosure are immaterial for the purposes of giving a true and fair view of the Group's financial position, financial performance and cash flows, including those specifically required by article 2427 of the Italian Civil Code or other provisions;
- each balance sheet, profit and loss account and cash flow statement caption presents the

corresponding figures of the previous year. Where necessary, the latter are adjusted for comparative purposes and the related effects are disclosed in the notes, if material;

- the accounting policies were not modified from the previous year to ensure the comparability of the consolidated financial statements from one year to the next. No exceptional events took place during the year, which would have led the Group to depart from the accounting policies, as permitted by article 2423.5 of the Italian Civil Code, in order to give a true and fair view of the Group's financial position, financial performance and cash flows. Moreover, the Group did not make any revaluations under specific laws.

APPLICATION OF THE NEW OIC

In 2024, the Group adopted OIC 34 on revenues, which was issued in April 2023 by the Italian Accounting Standard Setter and is effective for annual reporting periods beginning on or after 1 January 2024. The standard applies to all transactions entailing the recognition of revenues from the sale of goods or the provision of services, regardless of their classification in the profit and loss account. It does not apply to contract work in progress and certain specific types of revenues.

For a description of the new accounting standard, see the specific paragraph on "Revenues and Costs" in the "Accounting policies" section of these notes, while the information required by the Italian Civil Code and OIC 29 as well as OIC 34 on first-time application provisions is provided below.

Based on the nature and content of contracts with customers, the analysis of the impact of the application of OIC 34 did not identify any significant effects on the initial recognition and subsequent measurement of revenues. Indeed, the revenue recognition criteria already adopted by the Group are essentially in line with the requirements of the new standard.

ACCOUNTING POLICIES

The following accounting policies were adopted for the preparation of these consolidated financial statements:

Intangible fixed assets

Intangible fixed assets are recognised at cost and amortised over their useful life. They include multi-year costs which are amortised over the contractual term of the asset and/or the asset's expected useful life. They include leasehold improvement costs and are amortised on a straight-line basis as follows:

	Rate
Start-up and capital costs	20%
Concessions, licences, trademarks and similar rights	5% -12.50% - 20%
Patents	20%
Goodwill	20%
Other	16.67% - 20% - 14.29% - 12.50% - 10% - 6.67% - 5% -

	4.17%-5.56%

Starting from 2018, the parent has changed the amortisation criteria applied to leasehold improvements and charges. In particular, under OIC 24, the useful life of these costs has been estimated with greater reasonable certainty and in accordance with the principle of prudence, thereby bringing the useful life of the asset into line with their expected use. These new criteria are more appropriate considering the contract term of the leased buildings, are more in line with the current economic profile of the work performed and its ability to generate profit through cash flows.

In 2020, the parent also availed of the option provided by Law no. 126/2020, which converted Law decree no. 104/2020 (the "August Decree") and revalued only its trademarks. Accordingly, it recognised the increase in the trademarks' historical cost in the net equity caption Revaluation reserve pursuant to Law decree no. 104/2020, net of the substitute tax for the higher value of trademarks as the parent opted for the revaluation for both statutory and tax purposes. The net equity reserve - which derives from the revaluation of the asset (net of the above substitute tax), is a reserve taxable on distribution. The revalued amounts have been recognised for tax purposes as of the subsequent year (2021).

The higher amount attributed to trademarks (€1,600,000) is systematically amortised over 20 years and over 50 years for statutory and tax purposes, respectively.

<u>Tangible fixed assets</u>

Tangible fixed assets are recognised at purchase cost, net of accumulated depreciation.

Their carrying amount comprises the related charges and costs incurred to use the asset, net of trade and cash discounts of a significant amount.

Depreciation is expensed based on the use, allocation and useful life of the assets over their residual useful life. This criterion is held to be fairly represented by the following rates, which are halved in the first year in which the asset is available for use.

The depreciation rates applied during the year are as follows:

	Rate
Industrial and commercial equipment	12%
Plant and machinery	10% - 15%
Other assets:	
Boats	8%
Vehicles	25%
Office equipment	10%
Furniture and fittings	10%
Mobile phones and fixed landlines	25%

Assets worth less than €516.46	100%

Since 2018, the parent has recalculated the useful life of its lighting, intrusion detection, surveillance and irrigation systems, applying a depreciation rate of 10% instead of the previously-applied 15%, and of office and related equipment, applying a depreciation rate of 10% instead of previously-applied 20%. This is mainly due to the changes in the original conditions of the assets and, in particular, to technical and functional considerations. Indeed, these assets now have a longer useful life due to the constant and significant interventions carried out in recent years.

Furthermore, the parent has leased the following business units from its subsidiary Parco del Mottarone S.r.l.:

- *ski facilities and related activities*, this business unit operates and manages ski lifts, ski facilities and slopes for Alpine skiing and winter sports and the sale of related equipment;

- *rentals*, this business unit manages the rental of bicycles, mountain bikes, as well as skis, ski boots and related sports equipment, chairs and deckchairs;

- *"Parco Avventura"*, this business unit refers to the adventure park with aerial courses, consisted of paths placed at various heights above the ground which, with the help of lianas, Tibetan bridges, cableways, nets and walkways, which allow visitors to move from one tree to another in complete safety;

- *restaurant – bar – lodge,* this business unit manages bars, cafeterias, restaurants and restaurants with indoor and outdoor seating.

The individual leased business units also comprise the relevant tangible fixed assets. As no waiver was made to article 2561 of the Italian Civil Code, the parent, as the lessee, must ensure the efficiency of the leased assets and incurs the costs related to the wear and tear and the obsolescence of the leased assets. Therefore, it will recognise the depreciation charge for the year over the lease term by accruing an amount to the provision for the restoration of tangible fixed assets related to these business units. At 31 December 2024, this provision amounted to €776,660 and included the accruals for the year of €181,665.

As contractually agreed, the parent is also entitled, for tax purposes, to deduct the depreciation charges relating to the tangible fixed assets comprising the leased business units pursuant to article 102.8 of the Consolidated Income Tax Act (TUIR).

<u>Equity investments</u>

Equity investments which the parent intends and has the capacity to hold in the long term are recognised under financial fixed assets. Otherwise, they are recognised under current assets.

Transfers in or out of the two categories are recognised in accordance with the accounting policies applicable to the portfolio which the asset comes from.

Equity investments are measured at cost. They are initially recognised at acquisition or incorporation cost, including the related transaction costs. The latter comprise costs that are directly attributable to the transaction such as, for example, bank and financial brokerage fees, commissions, expenses and taxes. The carrying amount of equity investments rises as a result of capital increases against consideration or waivers of repayment of receivables by the investor. Any bonus issue does not increase the equity investments' carrying amount.

They are written down for impairment, when their carrying amount decreases to below their recoverable amount at the reporting date. They are written down to the extent of the carrying amount. If the parent has an obligation to cover an investee's losses, it sets up a provision under liabilities to cover its share of the investee’s deficit. Equity investments are written back up to their original cost if the reasons for the write-downs cease to exist.

Inventory

Inventory is recognised at the lower of the purchase cost (including related charges) and the estimated realisable value based on market trends. In particular, inventory, mainly relating to publications and sundry goods sold in museums, was measured using average purchase prices, taking into account the goods’ market value.

Receivables

Receivables are rights to receive fixed or determinable amounts of cash or its equivalent from customers or other third parties at identified or identifiable due dates. They are recognised at amortised cost.

The amortised cost method is not applied when its effects are irrelevant, which is usually the case for current receivables or when transaction costs, commissions paid between the parties and any other difference between the original and recoverable amounts at the due date are insignificant.

In this case, receivables are initially recognised at their nominal amount, net of bonuses, discounts and allowances contractually provided for or, in any case, granted. They are subsequently measured at their nominal amount plus interest calculated at the nominal interest rate, reduced by principal and interest collected and net of estimated write-downs and expected credit losses recognised to adjust their carrying amount to their estimated realisable value.

The Group did not apply the amortised cost method at 31 December 2024 as its effect was immaterial at that date.

The nominal amount of receivables is adjusted to their estimated realisable value through the provision for bad debts, taking into account general economic and sector conditions, as well as the country risk.

Loans are recognised under financial fixed assets in the balance sheet.

Payables

Payables are specific and certain liabilities that are obligations to pay fixed or determinable sums of cash or its equivalent to financial backers, suppliers or other parties.

Payables arising from the purchase of goods are recognised when the substantial transfer of title has taken place, with the transfer of risks and benefits being the key parameter. Payables relating to services are recognised once the services have been delivered, i.e., when they have been carried out. Loans and borrowings and payables unrelated to the procurement of goods and services are recognised when the Group has an obligation vis-a-vis the counterparty.

Payables are recognised at amortised cost, considering the time value of money.

The amortised cost method is not applied when its effects are irrelevant, which is usually the case for current payables or when transaction costs, commissions paid between the parties and any other difference between the original and settlement amounts at the due date are insignificant.

The Group did not apply the amortised cost method at 31 December 2024 as its effect was immaterial at that date.

Trade payables due after one year upon initial recognition that do not bear interest or bear contractual interest that significantly differs from market rates and the related costs are initially recognised at their present value by discounting future cash flows at market interest rates. The difference between the carrying amount at initial recognition and the terminal value is recognised in the profit and loss account as interest expense over the payable's life, using the effective interest method.

With regard to loans and borrowings, the Group recognises the difference between the cash received and the present value of future cash flows calculated using the market rate as financial income or charges upon initial recognition, except when the transaction's or contract's substance requires its allocation to another caption and a different accounting treatment.

Payables are derecognised, in whole or in part, when the relevant contractual and/or legal obligations are extinguished for settlement or other reasons, or are transferred.

<u>Liquid funds</u>

They are recognised at their year-end balance.

<u>Prepayments and accrued income, accrued expenses and deferred income</u>

These are calculated on an accruals basis and include revenues, income, costs and charges pertaining to more than one year.

<u>Provisions for risks and charges</u>

Provisions for risks and charges are recognised to cover specific liabilities that are certain or probable, but whose amount or due date is unknown at the reporting date. These provisions have been measured in accordance with the general principles of prudence and accruals, and no generic risk provisions were accrued without economic justification. Probable liabilities are recognised under provisions when the amount of the related outlay can be reasonably estimated.

Accruals to provisions for risks and charges are recognised in the profit and loss account section to which the transaction relates, privileging the classification of costs by nature.

The amount of the accruals to the provisions is based on the best estimate of costs, including the legal expenses, at each reporting date and is not discounted. If the measurement of the accruals gives a range of values, the accrual represents the best possible estimate between the upper and lower thresholds of the range.

The provisions are subsequently used directly and solely for those costs and liabilities for which they were originally set up. If they are not sufficient or are redundant, the shortfall or surplus is recognised in the profit and loss account in line with the original accrual.

These accruals are made on a best estimate basis.

<u>Employees' leaving entitlement</u>

The Italian employees' leaving entitlement (TFR) is the actual amount due to employees in compliance with the law and employment contracts, considering all types of continuous remuneration. The related liability is the amount that the Group would have paid, net of advances, had all employees left at the reporting date.

<u>Revenues and costs</u>

Revenues from the sale of goods and the provision of services relating to both core and non-core operations are recognised in accordance with the accounting model introduced by OIC 34, which consists of the following steps:

a) determining the transaction price;

b) identifying performance obligations;

c) measuring performance obligations; and

d) recognising revenues.

The transaction price is inferred from the terms of the contract. Discounts, rebates, penalties and returns are accounted for as a reduction in revenues based on the best estimate of the consideration, taking into account historical information and/or statistical analyses.

When determining the transaction price, an entity shall also consider any consideration payable to the customer, which is similar to discounts and is, therefore, accounted for as a reduction in the transaction price. On the other hand, if the consideration payable to the customer is a payment for services received as part of the same contract, it is accounted for as an expense.

The Group analyses sales contracts in order to identify the performance obligations, i.e., whether a single sales contract may give rise to several rights and obligations to be accounted for separately in relation to the individual goods, services or other obligations promised to the customer.

The individual performance obligations are not separated when the goods and services under the contract are complementary or inseparable, the services are unrelated to the Group's core business, each of the services covered by the sales contract are performed in the same year, and, for contracts not particularly complex, the effect of the separation of the individual performance obligations is immaterial on total revenues.

Production cost is recognised net of returns, allowances, discounts and premiums. Costs related to purchases of goods are recognised on an accruals basis upon the substantial transfer of risks and benefits. Those related to purchases of services are recognised over time if the contract provides that the buyer pays for the service as the service is received and the amount of the cost can be measured reliably. If these conditions are not met, the cost is recognised upon completion of the service.

Grants related to income due in accordance with the law or under the relevant contractual provisions are recognised on an accruals basis when the right to receive them is certain.

Income taxes

Income (IRES - corporate income tax - and IRAP - regional tax on production) and other taxes are calculated on the basis of a forecast of the taxable profit and are stated in the balance sheet, net of payments on account, withholdings and receivables exceeding the taxes payable.

Taxes that, although pertaining to future years, are due in the current year (deferred tax assets) and those that, although pertaining to the current year, will become collectable in future years (deferred tax liabilities) have also been recognised. Deferred tax assets and liabilities are recognised on temporary differences between the carrying amount of assets and liabilities and their tax base. They are measured applying the tax rates reasonably estimated for the coming years.

Deferred tax assets not offset by deferred tax liabilities are recognised as tax receivables under current assets, as their future recovery is reasonably certain since the Group will earn a taxable profit sufficient to offset the amount of the deductible temporary differences. No deferred tax assets have been recognised directly in net equity.

In the profit and loss account, current taxes include accruals for IRES and IRAP purposes on the profit for the year, while changes in deferred tax assets includes the deferred tax assets of the year, net of those which arose in previous years and were offset during the year.

Post-balance sheet events

These events modify conditions existing at the reporting date. They require adjustments to the carrying amounts of recognised assets and liabilities in accordance with the relevant accounting policy. They are recognised on an accruals basis to present their reporting-date effect on the Group's financial position, financial performance and cash flows.

The post-balance sheet events that modify situations existing at the reporting date but do not require adjustments to the carrying amounts under the relevant accounting policy as they relate to the subsequent year are not recognised but are disclosed in the notes if necessary to give a more complete view of the Group's position.

The date within which the event shall be considered is the date on which the parent's directors prepare the draft consolidated financial statements.

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ASSETS

B) FIXED ASSETS

I. Intangible fixed assets

Intangible fixed assets amount to €11,148,216 at 31 December 2024. Changes in this caption are broken down as follows:

	Carrying amount at 31/12/2023	Increases/ decreases	Amortisation	Carrying amount at 31/12/2024
Concessions, licences, trademarks and similar rights	1,534,110	35,429	(141,121)	1,428,418
Goodwill	89,864	0	(28,246)	61,618
Assets under development and payments on account	2,496	0	[redacted]	2,496
Other	9,286,907	1,170,583	(801,806)	9,655,684
Total	**10,913,377**	**1,206,012**	**(971,173)**	**11,148,216**

"Concessions, licences, trademarks and similar rights" mainly refer to the parent's software licences and trademarks, which were revalued as permitted by Law no. 126/2020 (which converted Decree law no. 104/2020) in 2020. They are amortised over 20 years, while costs related to trademarks, similar rights and concessions are amortised over 5 and 8 years.
"Goodwill" of €61,618 mainly relates to the business units acquired by the subsidiary Parco del Mottarone S.r.l..
"Other" mostly relates to the capitalisation of costs for extraordinary maintenance, improvements and expenses for compliance with safety regulations incurred on buildings and movable property owned by third parties and leased to carry out business activities.

II. Tangible fixed assets

Tangible fixed assets amount to €11,491,481 at 31 December 2024. Changes in this caption are broken down as follows:

	Carrying amount at 31/12/2023	Increases/ decreases	Depreciation	Accumulated depreciation - business unit	Carrying amount at 31/12/2024
Land and buildings	**82,039**	0	0	(12,294)	69,744
Plant and machinery	**3,733,418**	2,022,220	(655,634)	(84,523)	5,015,481
Other assets	3,537,406	528,357	(606,962)		3,458,801
Assets under construction and payments on account	**1,922,738**	1,109,565		(84,848)	2,947,455
Total	**9,275,601**	**3,660,142**	**(1,262,596)**	**(181,665)**	**11,491,481**

The increase in tangible fixed assets is mainly due to the purchases of plant, machinery and other assets which the parent uses for its core business, and to assets under construction which include assets purchased from third parties to be used over several years and not yet completed at the reporting date.

The depreciation of the assets belonging to the leased business units has been suspended in the financial statements of Parco del Mottarone S.r.l. and is provided for by SAG S.r.l. through the provision for the restoration of tangible fixed assets since the waiver permitted by article 2561 of the Italian Civil Code has not been applied. Indeed, the lessee (the parent) must ensure the efficiency of the leased assets and incurs the costs related to the wear and tear and the obsolescence of the leased assets.
In addition, in preparing the consolidated financial statements, the related provision amounting to €776,660 at 31 December 2024, was reclassified and allocated to the relevant captions and therefore treated as accumulated depreciation.

III. Financial fixed assets

Financial fixed assets amount to €20,000 at 31 December 2024. Changes in this caption are broken down as follows:

	31/12/2024	31/12/2023	Changes
Investments in unconsolidated subsidiaries	20,000	0	20,000
Total	**25,000**	**117,000**	**(92,000)**

They refer to:
- the investment in the newco Italian Heritage S.r.l. (registered office: Stresa (Verbania); quota capital: €10,000; tax code, VAT no. and company registration no.: 02789030034) for a nominal amount of €10,000 comprising the entire quota capital, recognised for €10,000, equal to the subscription cost.
- the investment in the newco Vigilo RE S.r.l. (now L6A4) (registered office: Milan; quota capital: €50,000; tax code, VAT no. and company registration no.: 13812410960) for a nominal amount of €50,000 comprising the entire quota capital, recognised for €10,000, equal to the subscription cost.

As already mentioned, these companies were incorporated on 30 October 2024, will end their first year of operations on 31 December 2025 and are still inactive. Therefore, they have not been consolidated.

Finally, the parent did not receive any dividends during the year from its investees.

Equity investments in associates
These amount to €5,000 and refer to:

- the investment of €2,000, representing 33.33% of the quota capital of Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l. (registered office: Stresa (Verbania); quota capital: €6,000) recognised for €2,000, equal to the subscription cost, the difference between new loans and waivers of receivables from said company equal to €155,000 net and shown net of the write-down of the year for the same amount.
  Based on the latest draft financial statements at 30 June 2024 approved by the associate's board of directors, its net equity amounts to €7,628 including the net loss for the year of €41,453;
- the investment of €3,000, representing 30% of the quota capital of Tutto Bene S.r.l. (registered office: Milan; quota capital: €10,000) recognised for €3,000, equal to the subscription cost.
  Based on the latest draft financial statements at 31 December 2024 approved by the associate's board of directors, its net equity amounts to €7,440 including the net loss for the year of €2,560.

Financial receivables from associates
This caption amounts to €50,000 and refers to the non-interest-bearing loan falling due on 30 June 2025 granted to Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., which decreased during the year following the parent's waiver of its right to repayment for €40,000 to cover the net loss for the year and increased as a result of the additional loan of €20,000 to meet the company's business needs.

C) CURRENT ASSETS

I. Inventory

Inventory amounts to €518,126 and consists mainly of goods for resale. This caption decreased by €159,984 compared to the previous year, mainly due to an increase in product sales.

II. Current receivables

Current receivables amount to €991,290 at 31 December 2024.

Before analysing the individual captions, the following table shows the composition and comparative figures of current assets:

	31/12/2024	31/12/2023	Changes
Trade receivables	359,266	298,774	60,492
Receivables from associates	278	7,578	(7,300)
Tax receivables	51,375	88,115	(36,740)
Deferred tax assets	516,839	947,433	(430,594)

Receivables from others	63,532	58,351	5,181
Total	**991,290**	**1,400,251**	**(408,961)**

These receivables are all due within one year.

Trade receivables, all due within one year, also include invoices to be issued (€90,823), net of credit notes to be issued (€14,161) and the provision for bad debts (€8,118). The increase over the previous year (€60,492) is related to the increase in turnover. However, no credit positions were exposed to the risk of uncollectibility at the reporting date.

Receivables from associates refer to trade receivables from Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l..

Tax receivables mainly refer to VAT receivables for the year and IRES and IRAP receivables.

Deferred tax assets amount to €516,839 and include the temporary differences which originated in current and prior years that, based on a specific valuation, were recognised in accordance with OIC 25. Specifically, they were recognised on prior year tax losses and on the misalignment between statutory and tax amortisation of goodwill and the revalued trademark.

Receivables from others mainly include guarantee deposits, amounts due from employees, receivables from INAIL (National Institute for Insurance against Accidents at Work) and advances to suppliers.

Receivables from foreign customers amount to €2,461 while the residual amount relates to Italian entities.

IV. Liquid funds

Liquid funds of €85,922 comprise current account balances held with banks with which the Group operates (€51,446) and cash and cash equivalents (€34,476). For more information on changes in liquid funds, reference should be made to the cash flow statement.

D) PREPAYMENTS AND ACCRUED INCOME

They refer to income or charges collected/paid before or after the year to which they pertain. They are recognised regardless of the payment or collection date when the related income and charges are common to two or more years and can be allocated over time. At 31 December 2024, there were no prepayments and accrued income relating to more than five years. They amount to €770,035 and relate to accrued interest income and grants related to income and prepaid leases, insurance premiums, advertising costs and service fees.

LIABILITIES

A) NET EQUITY

Net equity consists of the following items which have changed as follows:

	31/12/2024	31/12/2023	Changes
Quota capital	1,500,000	1,500,000	0
Quota premium reserve	1,500,000	1,500,000	0

Revaluation reserve	1,556,104	1,556,104	0
Legal reserve	300,000	300,000	0
Rounding reserve	4	3	1
Negative goodwill	104,291	104,291	0
Reserve for suspension of 2020 amortisation/depreciation	1,019,373	0	1,019,373
Losses carried forward	(1,278,021)	(3,153,478)	1,875,457
Net profit for the year	1,537,227	2,894,830	(1,357,603)
Total	**6,238,978**	**4,701,750**	**1,537,228**

The table below details the changes in net equity compared to the previous year:

	Quota capital	Quota premium reserve	Revaluation reserve	Legal reserve	Negative goodwill	Rounding reserve	Reserve for suspension of 2020 amortisation/depreciation	Losses carried forward	Net profit for the year	Total
Net equity at 31 December 2023	1,500,000	1,500,000	1,556,104	300,000	104,291	3	0	(3,153,478)	2,894,830	4,701,750
Allocation of 2023 net profit	0	0	0	0	0	0	1,019,373	1,875,457	(2,894,830)	**0**
Other changes	0	0	0	0	0	1	0	0	0	**1**
Net profit for 2024	0	0	0	0	0	0	0	0	1,537,227	**1,537,227**

Net equity at 31 December 2024	1,500,000	1,500,000	1,556,104	300,000	104,291	4	1,019,373	(1,278,021)	1,537,227	6,238,978

Quota capital

The parent's quota capital amounts to €1,500,000, is fully subscribed and paid up, and is divided into quotas in accordance with the law.

As these are the Group's first set of consolidated financial statements, the Consolidation reserve includes the prior year losses of the subsidiary Parco del Mottarone S.r.l..

The reconciliation of the net equity and net profit for the year of the parent SAG S.r.l. and the corresponding consolidated figures at 31 December 2024 are summarised in the table below:

	Net equity	Net profit for the year
Net equity and net profit for the year as per the parent's financial statements	**7,881,949**	**1,341,741**
Net profit/(loss) of subsidiaries	(1,818,627)	195,486
Other consolidation adjustments	175,656	0
	(1,642,971)	**195,486**
Net equity and net profit for the year as per the consolidated financial statements	**6,238,978**	**1,537,227**
Net equity and net profit for the year pertaining to minority interests	0	0
Net equity and net profit for the year	**6,238,978**	**1,537,227**

C) EMPLOYEES' LEAVING ENTITLEMENT

This caption has changed as follows:

	31/12/2023	Accruals	Utilisations	31/12/2024
EMPLOYEES'	**1,231,833**	392,470	(301,274)	**1,323,029**

LEAVING ENTITLEMENT				

This caption is the actual amount due to employees in compliance with the law and employment contracts, considering any type of continuous remuneration. The related liability is the amount that the Group would have paid, net of payments on account, had all employees left at the reporting date. This provision does not include the amounts accrued from 1 January 2007 which were transferred to supplementary pension funds pursuant to Legislative decree no. 252 of 5 December 2005, or the INPS (the Italian social security institution) treasury fund, which are taken directly to the profit and loss account.

D) PAYABLES

Payables amount to €17,195,436 at 31 December 2024.

Before analysing payables, the following table shows the composition and comparative figures of payables in the two years:

	31/12/2024	31/12/2023	Changes
Quotaholder loans	6,010,400	6,010,400	0
Bank loans and borrowings	6,774,544	7,977,417	(1,202,873)
Payments on account	5,805	3,858	1,947
Trade payables	2,761,363	1,321,983	1,439,380
Tax payables	508,725	419,563	89,162
Social security charges payable	244,076	355,904	(111,828)
Other payables	890,523	747,488	143,035
Total	**17,195,436**	**16,836,613**	**358,823**

All payables are due within one year, except for bank loans and borrowings as specified below.

Quotaholder loans of €6,010,400 refer to the non-interest-bearing loan granted to the company by the sole quotaholder to be repaid on 31 December 2025, unless extended.

Bank loans and borrowings relate to temporary current account overdrafts and the parent's two bank loans, namely:

- loan of €2,300,000, taken out in 2020 from a leading bank, bearing interest at one-month Euribor + 0.834% spread, expiring on 16 September 2028, repayment in 96 monthly instalments in arrears, first instalment due on 16 October 2020, of which the first 36 instalments will be interest only. Therefore, at 31 December 2024, the residual payable was €1,726,907, of which €576,145 is due after one year;
- loan of €5,000,000, taken out in 2021 from a leading bank, interest rate of 1.10%, expiring on 30 September 2027, repayment in 25 quarterly instalments in arrears, first instalment due on 30 September 2021, of which the first 7 instalments will be interest only. Therefore, at 31 December

2024, the residual payable was €3,084,870, of which €1,973,866 is due after one year. Finally, this loan has a covenant that subordinates the repayment of the quotaholder loan to the bank loan.

Trade payables include invoices to be received, net of credit notes to be received. The increase of €1,439,380 mainly refers to services received for the ERP changeover and related management, to suppliers to expand existing business sites (e.g., digital museum development and integration, etc.), and to the restructuring of Villa Pallavicino.

Tax payables relate to IRPEF (personal income tax) withholdings to be paid, regional and municipal surtaxes, virtual stamps on fees, and IRES and IRAP payables pertaining to the year, net of advances paid.

Social security charges payable relate to contributions for personnel and similar workers (INPS, INAIL, CAU, ENPAIA, etc.). The decrease of €111,828 refers mainly to the payment in 2024 of social security contributions for agricultural workers set aside in previous years for around €110 thousand.

Other payables relate to payables to personnel (salaries, holidays, leave and other), withholdings, credit cards and sundry amounts. The increase of €143,035 is mainly due to the rise in holidays and leave accrued during the year.

Payables are all due to Italian entities.

E) ACCRUED EXPENSES AND DEFERRED INCOME

They refer to income or charges collected/paid before or after the year to which they pertain. They are recognised regardless of the payment or collection date when the related income and charges are common to two or more years and can be allocated over time.

At 31 December 2024, there were no accrued expensed and deferred income relating to more than five years.

They amount to €322,627 and relate to accrued expenses, mainly bank interest and charges, insurance and contributions, and deferred income that chiefly refers to revenue pertaining to the subsequent year.

PROFIT AND LOSS ACCOUNT

Production revenues

	2024	2023
Turnover from sales and services	21,688,038	21,532,406
Sundry - core business	55,350	87,055
Grants related to income	48,300	106,972
Total	**21,791,688**	**21,726,433**

The following table shows the breakdown of the core business revenues:

	2024	2023

Admissions	16,043,851	15,269,975
Food and beverage	2,919,822	2,653,564
Shops	926,881	899,626
Hospitality	138,537	160,414
Events	432,382	1,282,743
Accounting and administrative services	513,000	444,000
Other	713,563	822,084
Total	**21,688,038**	**21,532,406**

Turnover increased by €155,632 in 2024 compared to 2023, an increase of approximately 1%. As shown in the table above, the reduction in turnover from the lease of venues for events was offset by the increase in turnover from core activities such as admissions, shops and food and beverage.

Other revenues and income

Other revenues comprise refunds, prior year income and sundry amounts.

Grants related to income

They refer to grants obtained in 2024 as part of the calls for proposals launched by Fondirigenti - Formazione and Voucher Digitalizzazione Regione Piemonte.

For more information, reference should be made to the section "Disclosure required by article 1.125 of Law no. 124 of 4 August 2017".

Production cost

This caption may be analysed as follows:

	2024	2023
Raw materials, consumables, supplies and goods	1,271,541	1,633,105
Services	4,922,226	4,386,484
Use of third party assets	1,696,644	1,388,854
Personnel expenses:	7,700,470	7,431,252
Amortisation, depreciation and write-downs:	2,416,816	2,287,994

Change in inventory	159,984	(259,954)
Other operating costs	527,157	411,330
Total	**18,694,838**	**17,279,065**

Raw materials

Costs for raw materials relate to food and beverage products necessary for the catering services, the animal and plant food for the wellbeing of the flora and fauna on the islands and to the generic material for onsite administration services.

Services

This caption comprises the costs incurred by the Group to obtain the services necessary to carry out its core business. This includes costs paid to consultants, the independent auditors, telephone services, electricity, advertising, transport and other services related to the performance of core business activities.

Use of third party assets

This caption essentially refers to rental/occupancy fees buildings used to carry out business activities, leases of business units and various rentals.

Personnel expenses

This caption includes all personnel expenses, including merit-based raises, promotions, seniority raises, accrued holidays and accruals required by the law and national labour contracts.

Other operating costs

This caption includes sundry taxes and duties (chamber of commerce fees, government concessions tax, etc.), prior year costs, losses, entertainment expenses, fines and penalties and other items.

Financial income and charges

Net financial charges amount to €213,454 and are the net balance of income of €1,378 and charges of €214,832 from banks and similar institutions.

Income taxes, current and deferred

Income taxes for the year amount to €1,191,169 and consist of current IRES/IRAP taxes of €759,631, the release of deferred taxes of €430,594, and taxes relative to prior years of €944.

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POST-BALANCE SHEET EVENTS

To date, no significant events have occurred after the reporting date that would require adjustments or integrations to the consolidated financial statements.

RELATED PARTY TRANSACTIONS

The parent has carried out transactions with the following related parties:

- the sole quotaholder for the non-interest-bearing loan of €6 million (unchanged since 31 December 2023), expiring on 31 December 2025;
- the sole quotaholder and its subsidiaries for the lease of the buildings in which the Group operates, with lease payments amounting to €1.3 million in 2024 (€1.1 million in 2023) and recognised under "use of third party assets", of which approximately €2 thousand outstanding at year end;
- the subsidiary Parco del Mottarone S.r.l. for the above-mentioned business unit leases and the interest-bearing loan with 1.5% interest rate, with interest accrued in 2024 for €33 thousand (€36 thousand in 2023), with a residual balance of €2.1 million at 31 December 2024 (€2.4 million at 31 December 2023);
- the associate Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l. for the non-interest-bearing loan of €30 thousand at 31 December 2024 (€40 thousand at 31 December 2023);
- the direct and indirect subsidiaries of the sole quotaholder for commercial transactions including data processing services to support the accounting and administrative department for about €513 thousand (2023: €444 thousand);
- directors, whose fees in 2024 amounted to approximately €184 thousand, and key managers with strategic, administrative and operational responsibilities, whose total remuneration in 2024 amounted to roughly €654 thousand (€649 thousand in 2023).

In particular, pursuant to article 2427.22-bis of the Italian Civil Code, the transactions carried out by the parent with related parties are part of its ordinary operations and are not particularly critical due to their characteristics or risks inherent in the nature of the counterparty or the time of their completion.

OTHER INFORMATION

Off-balance sheet agreements

Pursuant to article 2427.22-ter of the Italian Civil Code, it is noted that the Group has not entered into any off-balance sheet agreements or other arrangements, including related ones, which may expose the Group to significant risks or generate significant benefits, the knowledge of which is useful for an assessment of the Group's financial position, financial performance and cash flows.

Off-balance sheet commitments, guarantees and contingent liabilities

At 31 December 2024, there are two guarantees given by the parent SAG to the subsidiary Parco del Mottarone S.r.l. for a total of €124,500.

Furthermore, the parent has leased business units from Parco del Mottarone S.r.l., namely, ski facilities and related activities, rentals and "Parco Avventura", restaurant - bar - lodge. They all comprise tangible fixed assets pertaining to the business units, concessions, contracts pertaining to the business units and leases.

Finance leases

None.

Disclosure required by article 1.125 of Law no. 124 of 4 August 2017

With reference to the disclosure required by article 1.125 of Law no. 124/2017 about subsidies, grants, paid positions or any kind of economic advantage, it is noted that the Group received the following grants:

	Amount	Financial statements caption
Calls for proposals	10,800	Grants related to income

Fondirigenti - Formazione	12,500	Grants related to income
Voucher Digitalizzazione Regione Piemonte	25,000	Grants related to income

More information on state aid received can be found at www.rna.gov.it.

Workforce

The workforce, broken down by category, underwent the following changes:

	31/12/2023	Increases	Decreases	31/12/2024	Changes	Average
Directors	4	-	-	4	-	4
Managers	3	1	-	4	1	4
Junior managers	5	1	(1)	5	-	5
White collars and blue collars	75	145	(146)	74	(1)	75
Total	**87**	**147**	**(147)**	**87**	**-**	**87**

CONCLUSION

These consolidated financial statements, comprising the balance sheet, profit and loss account, cash flow statement and these notes, give a true and fair view of the Group's financial position, financial performance and cash flows and are consistent with the accounting records.

14.2 Auditing of historical annual financial information

14.2.1 Independent auditors' report consolidated financial statements as at and for the year ended 31 December 2024

To the board of directors of Kaleon S.r.l. (formerly SAG S.r.l.)

Opinion

We have audited the consolidated financial statements of the Kaleon Group (formerly the SAG Group) (the "Group"), which comprise the balance sheet as at 31 December 2024, the profit and loss account and cash flow statement for the year then ended and notes thereto.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Kaleon Group as at 31 December 2024 and of its financial performance and cash flows for the year then ended in accordance with the Italian regulations governing their preparation.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "*Auditors' responsibilities for the audit of the consolidated financial statements*" section of our report. We are independent of Kaleon S.r.l. (the "parent") in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matters

The consolidated financial statements have been prepared solely for the purpose of listing the parent's shares on the Euronext Growth Milan market, organised and managed by Borsa Italiana S.p.A..

The Group's 2024 consolidated financial statements present the corresponding figures for 2023 solely for comparative purposes. These figures have been prepared by the directors exclusively for inclusion in the 2024 consolidated financial statements and have not been audited or reviewed.

Responsibilities of the parent's directors for the consolidated financial statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the Italian regulations governing their preparation and, in accordance with the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Group's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the consolidated financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the parent or ceasing operations exist, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;

evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;

conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern;

evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Milan, 1 August 2025

KPMG S.p.A.

Vera Ravasi

Director of Audit

14.2.2 Report on review of condensed interim consolidated financial statements as at and for the six months ended 30 June 2025

To the board of directors of Kaleon S.r.l. (formerly SAG S.r.l.)

Introduction

We have audited the accompanying condensed interim consolidated financial statements of the Kaleon Group (formerly the SAG Group) (the "Group") which comprise the balance sheet as at 30 June 2025, the profit and loss account and cash flow statement for the six months then ended and notes thereto. The directors of Kaleon S.r.l. are responsible for the preparation of these condensed interim consolidated financial statements in accordance with the applicable Italian reporting standard (OIC 30). Our responsibility is to express a conclusion on these condensed interim consolidated financial statements based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of condensed interim consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the condensed interim consolidated financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed interim consolidated financial statements of the Kaleon Group as at and for the six months ended 30 June 2025 have not been prepared, in all material respects, in accordance with OIC 30.

Other matters

The condensed interim consolidated financial statements have been prepared solely for the purpose of listing the parent's shares on the Euronext Growth Milan market, organised and managed by Borsa Italiana S.p.A.

The Group's condensed interim consolidated financial statements at 30 June 2025 present the profit and loss account and cash flow statement figures for the same period of the previous year solely for comparative purposes. These figures have been prepared by the directors exclusively for inclusion in the condensed interim consolidated financial statements at 30 June 2025 and have not been audited or reviewed.

Milan, 30 September 2025

KPMG S.p.A.

Vera Ravasi

Director of Audit

14.3 Interim and other financial information

Condensed interim consolidated financial statements as at and for the six months ended 30 June 2025

	BALANCE SHEET ASSETS	30 June 2025	31 December 2024
B	**FIXED ASSETS**		
I	**Intangible fixed assets**		
3	Industrial patents and intellectual property rights	775,421	0
4	Concessions, licences, trademarks and similar rights	1,245,430	1,428,418
5	Goodwill	47,495	61,618
6	Assets under development and payments on account	1,891,013	2,496
7	Other	10,480,471	9,655,684
	Total intangible fixed assets (I)	**14,439,830**	**11,148,216**
II	**Tangible fixed assets**		
1	Land and buildings	130,072	69,744
2	Plant and machinery	4,766,649	5,015,481
4	Other assets	3,496,120	3,458,801
5	Assets under construction and payments on account	1,591,083	2,947,455
	Total tangible fixed assets (II)	**9,983,924**	**11,491,481**
III	**Financial fixed assets**		
1	Equity investments in:		
	a) unconsolidated subsidiaries	420,000	20,000
	b) associates	5,000	5,000
	Total equity investments (1)	425,000	25,000
2	Financial receivables:		
	a) from subsidiaries		

	- due within one year	200,000	0
	b) from associates:		
	- due after one year	80,000	50,000
	Total financial receivables (2)	280,000	50,000
	Total financial fixed assets (III)	**705,000**	**75,000**
	TOTAL FIXED ASSETS	25,128,754	22,714,697
C	CURRENT ASSETS		
I	**Inventory**		
1	Raw materials, consumables and supplies	582,210	518,126
	Total inventory (I)	**582,210**	**518,126**
II	**Receivables**		
1	Trade receivables:		
	- due within one year	607,340	359,266
3	From associates:		
	- due within one year	0	278
5bis	Tax receivables:		
	- due within one year	49,902	51,375
5ter	Deferred tax assets:		
	- due within one year	484,145	516,839
5quate r	From others:		
	- due within one year	177,450	63,532
	Total receivables (II)	**1,318,837**	**991,290**
IV	**Liquid funds**		
1	Bank and postal accounts	141,174	51,446
3	Cash-in-hand and cash equivalents	183,110	34,476
	Total liquid funds (IV)	**324,284**	**85,922**
	TOTAL CURRENT ASSETS	2,225,331	1,595,338
D	PREPAYMENTS AND ACCRUED INCOME		
	Other	763,130	770,035
	TOTAL PREPAYMENTS AND ACCRUED INCOME	763,130	770,035
	TOTAL ASSETS	28,117,215	25,080,070

	LIABILITIES	30 June 2025	31 December 2024
A	NET EQUITY		
I	Quota capital	1,500,000	1,500,000
II	Quota premium reserve	1,500,000	1,500,000
III	Revaluation reserves	1,556,104	1,556,104
IV	Legal reserve	300,000	300,000
VII	Other reserves:		
	- Negative goodwill	104,291	104,291
	- Reserve for suspension of 2020 amortisation/depreciation	1,019,373	1,019,373
	- Rounding reserve	1	4
VIII	Retained earnings (losses carried forward)	259,207	(1,278,021)

IX	Net profit for the period/year	1,287,851	1,537,227
	Net equity pertaining to the group	**7,526,827**	**6,238,978**
C	**EMPLOYEES' LEAVING ENTITLEMENT**	**1,362,261**	**1,323,029**
D	**PAYABLES**		
3	Quotaholder loans:		
	- due after one year	6,010,400	6,010,400
4	Bank loans and borrowings:		
	- due within one year	5,878,108	4,224,533
	- due after one year	1,605,904	2,550,011
6	Payments on account:		
	- due within one year	82,332	103,338
7	Trade payables:		
	- due within one year	2,670,715	2,761,363
9	Payables to subsidiaries:		
	- due within one year	1,672	0
12	Tax payables		
	- due within one year	911,216	508,725
13	Social security charges payable:		
	- due within one year	349,872	243,980
14	Other payables:		
	- due within one year	1,198,414	892,473
	TOTAL PAYABLES	**18,708,633**	**17,294,823**
E	**ACCRUED EXPENSES AND DEFERRED INCOME**		
	Other	519,494	223,240
	TOTAL ACCRUED EXPENSES AND DEFERRED INCOME	**519,494**	**223,240**
	TOTAL LIABILITIES	**28,117,215**	**25,080,070**

	PROFIT AND LOSS ACCOUNT	H1 2025	H1 2024
A	**PRODUCTION REVENUES**		
1	Turnover from sales and services	10,833,369	10,228,113
5	Other revenues and income:		
	- sundry	560,672	17,188
	- grants	42,659	10,800
	Total other revenues and income	603,331	27,988
	TOTAL PRODUCTION REVENUES (A)	**11,436,700**	**10,256,101**
B	**PRODUCTION COST**		
6	Raw materials, consumables, supplies and goods	857,136	782,780
7	Services	2,079,047	2,198,197
8	Use of third party assets	1,114,468	824,975
9	Personnel expenses:		
	a) wages and salaries	2,780,759	2,653,827
	b) social security contributions	846,523	788,916
	c) employees' leaving entitlement	195,137	181,711
	e) other costs	21,481	18,062
	total personnel expenses	*3,843,900*	*3,642,516*
10	Amortisation, depreciation and write-downs:		
	a) amortisation of intangible fixed assets	616,413	485,587
	b) depreciation of tangible fixed assets	768,216	728,068

	c) other write-downs of fixed assets	28,361	0
	Total amortisation, depreciation and write-downs	*1,412,990*	*1,213,655*
11	Change in raw materials, consumables, supplies and goods	(64,084)	(88,193)
14	Other operating costs	288,949	193,204
	TOTAL PRODUCTION COST (B)	9,532,406	8,767,134
	OPERATING PROFIT (A-B)	1,904,294	1,488,967
C	FINANCIAL INCOME AND CHARGES		
16	Other financial income		
	d) other income		
	- from others	2	2
	Total other financial income	2	2
17	Interest and other financial charges:		
	- on other payables	127,307	138,384
	Total interest and other financial charges	127,307	138,384
	NET FINANCIAL CHARGES (15+16-17+-17bis)	(127,305)	(138,382)
	PRE-TAX PROFIT (A-B+-C+-D+-E)	1,776,989	1,350,585
22	INCOME TAXES		
	Current taxes	(454,141)	(242,606)
	Deferred taxes	(32,694)	(384,991)
	Taxes relative to prior years	(2,303)	2,957
	TOTAL INCOME TAXES	(489,138)	(624,640)
23	Net profit for the period before minority interests	1,287,851	725,945
	Net profit (loss) for the period pertaining to minority interests	0	0
	Net profit for the period pertaining to the group	1,287,851	725,945

CASH FLOW STATEMENT	H1 2025	H1 2024
A) Cash flows from operating activities		
Net profit for the period	1,287,851	725,945
Income taxes	456,444	624,640
Net interest expense	127,305	138,382
1) Profit for the period before income taxes, interest, dividends and gains/losses from the sale of assets	**1,871,600**	**1,488,967**
Non-monetary adjustments that did not affect net working capital		
Accruals to provisions	195,137	181,711
Amortisation and depreciation	1,384,629	1,213,655
Write-downs for impairment losses	28,361	0
Other non-monetary adjustments	(420,847)	0
Total non-monetary adjustments that did not affect net working capital	**1,187,280**	**1,395,366**
2) Cash flows before changes in net working capital	**3,058,880**	**2,884,333**
Changes in net working capital		
Decrease/(increase) in inventory	(64,084)	(88,193)
Decrease/(increase) in trade receivables	(248,074)	(587,135)
Increase/(decrease) in trade payables	(90,648)	299,950
Decrease/(increase) in prepayments and accrued income	6,905	(487,476)

Increase/(decrease) in accrued expenses and deferred income	296,254	154,519
Other decreases/(other increases) in net working capital	283,362	237,850
Total changes in net working capital	**183,715**	**(470,485)**
3) Cash flow after changes in net working capital	**3,242,595**	**2,413,848**
Other adjustments		
Net interest paid	(127,305)	(138,382)
Income taxes paid	0	1,736
Utilisation of provisions	(155,905)	(74,317)
Total other adjustments	**(283,210)**	**(210,963)**
Cash flow generated by operating activities (A)	**2,959,387**	**2,202,885**
B) Cash flows from investing activities		
Tangible fixed assets		
(Investments)	(358,611)	(304,739)
Disinvestments	47,406	0
Intangible fixed assets		
(Investments)	(2,889,286)	(1,868,962)
Disinvestments	0	0
Financial fixed assets		
(Investments)	(230,000)	(60,000)
Disinvestments	0	0
Cash flow used in investing activities (B)	**(3,430,491)**	**(2,233,701)**
C) Cash flows from financing activities		
Third-party funds		
Increase/(decrease) in short-term bank borrowings	1,653,575	1,211,358
(Loans repaid)	(944,107)	(783,569)
Cash flows generated by financing activities (C)	**709,468**	**427,789**
Increase in liquid funds (A+/-B+/-C)	**238,362**	**396,973**
Exchange rate gains/(losses) on liquid funds		
Opening liquid funds		
Bank and postal accounts	51,446	24,040
Cash and cash equivalents	34,476	26,598
Total opening liquid funds	**85,922**	**50,638**
Closing liquid funds		
Bank and postal accounts	141,174	136,605
Cash and cash equivalents	183,110	311,006
Total closing liquid funds	**324,284**	**447,611**
Increase	**238,362**	**396,973**

The following table summarises the Group's financial position after the transfer of the business unit by Kaleon S.r.l. (the transferor) to Vigilo RE S.r.l. (now L6A4) (the transferee) during the period. The balances shown below are those at the effective date of the contribution:

	01.02.2025
Tangible fixed assets	3,444
Goodwill	464,835
Other receivables	1,672
TOTAL ASSETS	**469,951**

Employees' leaving entitlement	43,990
Personnel expenses	25,961
TOTAL LIABILITIES	**69,951**
Goodwill arising from the transfer	**400,000**

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE SIX MONTHS ENDED 30 JUNE 2025

The condensed interim consolidated financial statements of the Kaleon S.r.l. Group (formerly SAG S.r.l.; the "Group") at 30 June 2025 show a net profit for the period of €1,287,851, entirely attributable to the Group, after amortisation/depreciation and write-downs of €1,412,990 and income taxes of €489,138.

The directors have prepared these condensed interim consolidated financial statements in view of the Kaleon S.r.l.'s (the "parent") plan to trade its future quotas on the Euronext Growth Milan and the Euronext Growth Paris managed by Borsa Italiana S.p.A. and Euronext Paris S.A., respectively.

Basis of consolidation

The accounting policies used to prepare the condensed interim consolidated financial statements are the same as those used for the parent's consolidated financial statements at 31 December 2024.
Assets and liabilities with the same or similar name and content recognised in the financial statements of the Group companies and classified in the same captions of the condensed interim consolidated financial statements are measured using uniform accounting policies.
The assets and liabilities, costs and revenues and cash flows of the companies directly and indirectly controlled by the parent are consolidated on a line-by-line basis.
Line-by-line consolidation is carried out by:

- making adjustments for consistency with the Group accounting policies and any other adjustments necessary for consolidation purposes, such as reclassifications;
- combining the financial statements or reporting packages to be consolidated regardless of the Group's investment percentage. The profit and loss accounts of the companies purchased or sold during the period are combined based on the period during which the Group held an investments therein;
- eliminating the carrying amounts of the investments in the consolidated companies against the Group's share of the subsidiaries' net equity at the acquisition date.

Any positive difference is allocated, where possible, to each identifiable asset acquired, to the extent of the assets' fair value, and, in any case, not exceeding their recoverable amount, and to each identifiable liability assumed, including the related tax.
Should any difference remain after such allocation, it is classified as goodwill arising on consolidation under intangible fixed assets, unless it should be entirely or partly recognised in the profit and loss account. The remaining difference is only allocated to goodwill if all the requirements for recognition as such are met under the relevant accounting standard.
If a negative difference emerges, it is recognised, where possible, as a decrease in the carrying amount of assets exceeding their recoverable amount or allocated to the liabilities that are carried at amounts smaller than their settlement amount, net of the related tax. Any negative difference that is not attributable to forecast losses but to a good deal is recognised in a specific net equity reserve, i.e., the consolidation reserve.
There are no investments attributable to minority interests.

Brief description of the Group and scope of consolidation

The Group's activities are described below.

Ticketing

The Group's core business is visitor management at the Borromeo palaces and gardens, located on Isola Bella and Isola Madre on Lake Maggiore, as well as Villa Pallavicino, Rocca d'Angera and Castelli di Cannero, buildings and gardens featuring rare animals and plants and exotic flowers, and exhibitions of artistic and cultural significance, including paintings, furniture, dolls and porcelain. The buildings, together with part of the collections of furnishings, paintings and furniture on public display therein, are mostly under the protection of the Ministry for Cultural and Environmental Heritage pursuant to the laws for the conservation of assets of historical, artistic and cultural interest.
In addition to the sites described above, there is also the Parco del Mottarone, to be enjoyed year-round, which is composed of separate business units owned by the subsidiary Parco del Mottarone S.r.l. and managed by the parent Kaleon through separate business unit leases which refer to:

- ski facilities and related activities: this business unit operates and manages ski lifts, ski facilities and slopes for Alpine skiing and winter sports and the sale of related equipment;
- rentals: this business unit manages the rental of bicycles, mountain bikes, as well as skis, ski boots and related sports equipment, chairs and deckchairs;
- "Parco Avventura": this business unit refers to the adventure park with aerial courses, consisting of paths placed at various heights above the ground which, with the help of lianas, Tibetan bridges, cableways, nets and walkways, which allow visitors to move from one tree to another in complete safety;
- restaurant – bar – lodge: this business unit manages bars, cafeterias, restaurants and restaurants with indoor and outdoor seating.

All sites target different categories of visitors such as individual tourists, companies, Groups and also school Groups of all levels.

Food & Beverage and Hospitality

The Group seamlessly integrates the above activity with visits to Terre Borromeo and its museums, food & beverage services in Terre Borromeo restaurants and cafeterias, as well as the possibility of spending a weekend or several days relaxing in Terre Borromeo sites on Lake Maggiore thanks to its holiday apartments and/or for an even more exclusive solution, the two hotel suites located in the historic Albergo Ristorante Delfino.

Retail

The Group also carries out retail activities, both through its own sales outlets and its e-commerce website, for the sale of goods and accessories, including Terre Borromeo souvenirs such as stationery, books, perfumes, jewellery and various accessories.

Events

Rocca di Angera also leases venues for events, ceremonies and weddings.

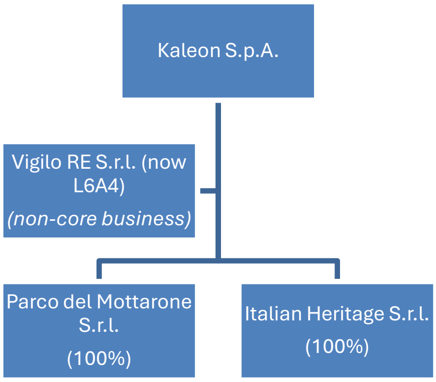
Administrative services

The parent also provided its Group companies with data processing activities to support administrative and accounting operations, as well as real estate management activities, including lease management and organisational planning and assistance in the drafting of budgets and proposals to improve the profitability of properties. This business unit, which is not part of the Group's core business, was

transferred to the unconsolidated subsidiary Vigilo RE S.r.l. (now L6A4) with effect from 1 February 2025. The latter company was subsequently sold on 29 July 2025.
The transfer entailed the administrative and management services carried out for the companies indirectly controlled by the sole quotaholder. However, this activity will continue to be carried out for the subsidiaries Parco del Mottarone S.r.l. and Italian Heritage S.r.l. and for the associate Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., which will generate annual revenues of about €16 thousand.

The Group's activities are still in the consolidation and expansion phase. Indeed, the Group continues to invest, innovate and develop, on the one hand to further improve the offering on the sites it already manages and, on the other, by continuously searching for potential new tourist sites in order to consolidate and further increase its positioning in the Italian and international tourism sector, especially with regard to sites with artistic and cultural significance.

The following table shows the Group's composition:



The Group companies that perform the activities listed above and constitute the scope of consolidation are as follows:

- **Kaleon S.r.l**., the parent, registered office: Via Borromei 1/A, Milan, quota capital: €1,500,000; tax code, VAT no. and company registration no.: 7040700150);
- **Parco del Mottarone S.r.l.,** wholly-owned subsidiary, registered office: Via Borromei 1/A, Milan, quota capital: €165,000; tax code, VAT and company registration no.: 02445510031, consolidated on a line-by-line basis.

The following wholly-owned companies were not consolidated:
- Italian Heritage S.r.l., with registered office in Stresa (Verbania), quota capital €10,000, tax code, VAT and company registration no. 2789030034, incorporated on 30 October 2024. This company, which is still inactive will end its first year of operations on 31 December 2025. Consequently, it has not been consolidated also pursuant to article 28.2 of Legislative decree no. 127/91 as its inclusion would be immaterial for the purposes of presenting the Group's financial position, financial performance and cash flows.
- Vigilo RE S.r.l. (now L6A4), with registered office in Milan, quota capital €50,000, tax code, VAT and company registration no. 13812410960. This company provides data processing activities to support administrative and accounting operations, as well as real estate management activities, including lease management and organisational planning and assistance in the drafting of budgets and proposals to improve the profitability of properties. Specifically, Vigilo RE S.r.l. (now L6A4) began these activities on 1 February 2025, the date the transfer of the business unit by Kaleon S.r.l. (the transferor) to Vigilo RE

S.r.l. (now L6A4) (the transferee) became effective. Therefore, the condensed interim consolidated financial statements of Kaleon S.r.l. only show the revenues from these activities pertaining to January 2025.
As mentioned earlier, Kaleon S.r.l. will continue to carry out these activities for the subsidiaries Parco del Mottarone S.r.l. and Italian Heritage S.r.l., as well as for the associate Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., while Vigilo RE S.r.l. (now L6A4) will carry out those for the indirect subsidiaries/associates.

Revenues from the services rendered by Kaleon through the transferred business unit amounted to €77 thousand at the reporting date, compared to €212 thousand in the first half of 2024 (net of the €3 thousand relating to the subsidiary Parco del Mottarone S.r.l.). As part of the business unit transfer, Kaleon also transferred the employment contracts of three employees to Vigilo Re S.r.l. (now L6A4).

The latter company has not been consolidated since it is held for sale.
The sale was actually completed on 29 July 2025.

Structure and content of the condensed interim consolidated financial statements

These condensed interim consolidated financial statements have been prepared in accordance with OIC 30, which governs the preparation of interim financial statements, the Italian Civil Code and the provisions of Legislative decree no. 127 of 9 April 1991.
Captions with a nil balance in both the current period and previous period/year have been omitted.
The amounts presented in the balance sheet, profit and loss account, cash flow statement and these notes are in Euros.
These condensed interim consolidated financial statements have been prepared on a going-concern basis.

For information on transactions made with subsidiaries and other related parties, reference should be made to the relevant section of these condensed interim consolidated financial statements.

Basis of preparation

The condensed interim consolidated financial statements captions are measured in accordance with the general principles of prudence and accruals on a going-concern basis. Captions are recognised and presented in accordance with the substance over form principle, if in compliance with the Italian Civil Code and the OIC. The Group also complies with the principles of measurement consistency, materiality and comparability of information.
As a result:

- the Group measures the individual assets and liabilities separately, in order to avoid offsetting profits on certain items against losses on other items. Specifically, it recognises profits only if realised before the reporting date, whereas it considers risks and losses on an accruals basis, even when they become known after the reporting date;
- the Group recognises income and expense pertaining to the period regardless of when it is collected or paid. They are, therefore, recognised in the profit and loss account on an accruals basis in order to be included in the net profit or loss for the period;
- the parent’s directors assessed the Group’s ability to continue as a going concern in the foreseeable future, i.e., for at least twelve months from the reporting date. They did not identify any material uncertainties in this respect;
- the identification of rights, obligations and conditions is based on the contractual terms of transactions and the reporting standards to check the correctness of the recognition or derecognition of assets and

liabilities; the materiality of the condensed interim consolidated financial statements captions was assessed by considering them as a whole and both qualitative and quantitative factors;
- under the principle of materiality set out in article 2423.4 of the Italian Civil Code, these notes do not include disclosures on the condensed interim consolidated financial statements captions whose amount or related disclosure are immaterial for the purposes of giving a true and fair view of the Group's financial position, financial performance and cash flows, including those specifically required by article 2427 of the Italian Civil Code or other provisions.

Accounting policies

Intangible fixed assets

Intangible fixed assets are recognised at cost and amortised over their useful life. They include multi-year costs which are amortised over the contractual term of the asset and/or the asset's expected useful life. They include leasehold improvement costs and are amortised on a straight-line basis as follows:

	Rate
Start-up and capital costs	20%
Concessions, licences, trademarks and similar rights	5% -12.50% - 20%
Patents	20%
Goodwill	20%
Other	16.67% - 20% - 14.29% - 12.50% - 10% - 6.67% - 5% - 4.17%-5.56%

Starting from 2018, the parent has changed the amortisation criteria applied to leasehold improvements and charges. In particular, under OIC 24, the useful life of these costs has been estimated with greater reasonable certainty and in accordance with the principle of prudence, thereby bringing the useful life of the asset into line with their expected use. These new criteria are more appropriate considering the contract term of the leased buildings, are more in line with the current economic profile of the work performed and its ability to generate profit through cash flows.
In 2020, the parent also availed of the option provided by Law no. 126/2020, which converted Law decree no. 104/2020 (the "August Decree") and revalued only its trademarks. Accordingly, it recognised the increase in the trademarks' historical cost in the net equity caption Revaluation reserve pursuant to Law decree no. 104/2020, net of the substitute tax for the higher value of trademarks as the parent opted for the revaluation for both statutory and tax purposes. The net equity reserve - which derives from the revaluation of the asset (net of the above substitute tax), is a reserve taxable on distribution. The revalued amounts have been recognised for tax purposes as of the subsequent year (2021).
The higher amount attributed to trademarks (€1,600,000) is systematically amortised over 20 years and over 50 years for statutory and tax purposes, respectively.

Tangible fixed assets

Tangible fixed assets are recognised at purchase cost, net of accumulated depreciation.
Their carrying amount comprises the related charges and costs incurred to use the asset, net of trade and cash discounts of a significant amount.
Depreciation is expensed based on the use, allocation and useful life of the assets over their residual useful life. This criterion is held to be fairly represented by the following rates, which are halved in the first year in which the asset is available for use.
The depreciation rates applied during the period are as follows:

	Rate
Industrial and commercial equipment	12%
Plant and machinery	10% - 15%
Other assets:	
Boats	8%
Vehicles	25%
Office equipment	10%
Furniture and fittings	10%
Mobile phones and fixed landlines	25%
Assets worth less than €516.46	100%

Since 2018, the parent has recalculated the useful life of its lighting, intrusion detection, surveillance and irrigation systems, applying a depreciation rate of 10% instead of the previously-applied 15%, and of office and related equipment, applying a depreciation rate of 10% instead of the previously-applied 20%. This is mainly due to the changes in the original conditions of the assets and, in particular, to technical and functional considerations. Indeed, these assets now have a longer useful life due to the constant and significant interventions carried out in recent years.
Furthermore, the parent has leased the following business units from its subsidiary Parco del Mottarone S.r.l.:
- *ski facilities and related activities*, this business unit operates and manages ski lifts, ski facilities and slopes for Alpine skiing and winter sports and the sale of related equipment;
- *rentals*, this business unit manages the rental of bicycles, mountain bikes, as well as skis, ski boots and related sports equipment, chairs and deckchairs;
- *"Parco Avventura"*, this business unit refers to the adventure park with aerial courses, consisting of paths placed at various heights above the ground which, with the help of lianas, Tibetan bridges, cableways, nets and walkways, which allow visitors to move from one tree to another in complete safety;
- *restaurant – bar – lodge,* this business unit manages bars, cafeterias, restaurants and restaurants with indoor and outdoor seating.
The individual leased business units also comprise the relevant tangible fixed assets. As no waiver was made to article 2561 of the Italian Civil Code, the parent, as the lessee, must ensure the efficiency of the leased assets and incurs the costs related to the wear and tear and the obsolescence of the leased assets. Therefore, it will recognise the depreciation charge for the period over the lease term by accruing an amount to the provision for the restoration of tangible fixed assets related to these business units. At 30 June 2025, this provision amounted to €863,836, and included the accruals for the period of €87,176.
As contractually agreed, the parent is also entitled, for tax purposes, to deduct the depreciation charges relating to the tangible fixed assets comprising the leased business units pursuant to article 102.8 of the Consolidated Income Tax Act (TUIR).

Equity investments

Equity investments which the parent intends and has the capacity to hold in the long term are recognised under financial fixed assets. Otherwise, they are recognised under current assets.
Transfers in or out of the two categories are recognised in accordance with the accounting policies applicable to the portfolio which the asset comes from.
Equity investments are measured at cost. They are initially recognised at acquisition or incorporation cost, including the related transaction costs. The latter comprise costs that are directly attributable to the transaction such as, for example, bank and financial brokerage fees, commissions, expenses and taxes. The carrying amount of equity investments rises as a result of capital increases against consideration or

waivers of repayment of receivables by the investor. Any bonus issue does not increase the equity investments' carrying amount.
They are written down for impairment, when their carrying amount decreases to below their recoverable amount at the reporting date. They are written down to the extent of the carrying amount. If the parent has an obligation to cover an investee's losses, it sets up a provision under liabilities to cover its share of the investee's deficit. Equity investments are written back up to their original cost if the reasons for the write-downs cease to exist.

Inventory

Inventory is recognised at the lower of the purchase cost (including related charges) and the estimated realisable value based on market trends. In particular, inventory, mainly relating to publications and sundry goods sold in museums, was measured using average purchase prices, taking into account the goods' market value.

Receivables

Receivables are rights to receive fixed or determinable amounts of cash or its equivalent from customers or other third parties at identified or identifiable due dates. They are recognised at amortised cost.
The amortised cost method is not applied when its effects are irrelevant, which is usually the case for current receivables or when transaction costs, commissions paid between the parties and any other difference between the original and recoverable amounts at the due date are insignificant.
In this case, receivables are initially recognised at their nominal amount, net of bonuses, discounts and allowances contractually provided for or, in any case, granted. They are subsequently measured at their nominal amount plus interest calculated at the nominal interest rate, reduced by principal and interest collected and net of estimated write-downs and expected credit losses recognised to adjust their carrying amount to their estimated realisable value.
The Group did not apply the amortised cost method at the reporting date as its effect was immaterial at that date.
The nominal amount of receivables is adjusted to their estimated realisable value through the provision for bad debts, taking into account general economic and sector conditions, as well as the country risk.
Loans are recognised under financial fixed assets in the balance sheet.

Payables

Payables are specific and certain liabilities that are obligations to pay fixed or determinable sums of cash or its equivalent to financial backers, suppliers or other parties.
Payables arising from the purchase of goods are recognised when the substantial transfer of title has taken place, with the transfer of risks and benefits being the key parameter. Payables relating to services are recognised once the services have been delivered, i.e., when they have been carried out. Loans and borrowings and payables unrelated to the procurement of goods and services are recognised when the Group has an obligation vis-a-vis the counterparty.
Payables are recognised at amortised cost, considering the time value of money.
The amortised cost method is not applied when its effects are irrelevant, which is usually the case for current payables or when transaction costs, commissions paid between the parties and any other difference between the original and settlement amounts at the due date are insignificant.
The Group did not apply the amortised cost method at the reporting date as its effect was immaterial at that date.
Trade payables due after one year upon initial recognition that do not bear interest or bear contractual interest that significantly differs from market rates and the related costs are initially recognised at their present value by discounting future cash flows at market interest rates. The difference between the

carrying amount at initial recognition and the terminal value is recognised in the profit and loss account as interest expense over the payable's life, using the effective interest method.
With regard to loans and borrowings, the Group recognises the difference between the cash received and the present value of future cash flows calculated using the market rate as financial income or charges upon initial recognition, except when the transaction's or contract's substance requires its allocation to another caption and a different accounting treatment.
Payables are derecognised, in whole or in part, when the relevant contractual and/or legal obligations are extinguished for settlement or other reasons, or are transferred.

Liquid funds
They are recognised at their period-end balance.

Prepayments and accrued income, accrued expenses and deferred income
These are calculated on an accruals basis and include revenues, income, costs and charges pertaining to more than one year

Provisions for risks and charges
Provisions for risks and charges are recognised to cover specific liabilities that are certain or probable, but whose amount or due date is unknown at the reporting date. These provisions have been measured in accordance with the general principles of prudence and accruals, and no generic risk provisions were accrued without economic justification. Probable liabilities are recognised under provisions when the amount of the related outlay can be reasonably estimated.
Accruals to provisions for risks and charges are recognised in the profit and loss account section to which the transaction relates, privileging the classification of costs by nature.
The amount of the accruals to the provisions is based on the best estimate of costs, including the legal expenses, at each reporting date and is not discounted. If the measurement of the accruals gives a range of values, the accrual represents the best possible estimate between the upper and lower thresholds of the range.
The provisions are subsequently used directly and solely for those costs and liabilities for which they were originally set up. If they are not sufficient or are redundant, the shortfall or surplus is recognised in the profit and loss account in line with the original accrual.
These accruals are made on a best estimate basis.

Employees' leaving entitlement
The Italian employees' leaving entitlement (TFR) is the actual amount due to employees in compliance with the law and employment contracts, considering all types of continuous remuneration. The related liability is the amount that the Group would have paid, net of advances, had all employees left at the reporting date.

Revenues and costs
Revenues from the sale of goods and the provision of services relating to both core and non-core operations are recognised in accordance with the accounting model introduced by OIC 34, which consists of the following steps:
a) determining the transaction price;
b) identifying performance obligations;
c) measuring performance obligations; and
d) recognising revenues.

The transaction price is inferred from the terms of the contract. Discounts, rebates, penalties and returns are accounted for as a reduction in revenues based on the best estimate of the consideration, taking into account historical information and/or statistical analyses.
When determining the transaction price, an entity shall also consider any consideration payable to the customer, which is similar to discounts and is, therefore, accounted for as a reduction in the transaction price. On the other hand, if the consideration payable to the customer is a payment for services received as part of the same contract, it is accounted for as an expense.
The Group analyses sales contracts in order to identify the performance obligations, i.e., whether a single sales contract may give rise to several rights and obligations to be accounted for separately in relation to the individual goods, services or other obligations promised to the customer.
The individual performance obligations are not separated when the goods and services under the contract are complementary or inseparable, the services are unrelated to the Group's core business, each of the services covered by the sales contract are performed in the same year, and, for contracts not particularly complex, the effect of the separation of the individual performance obligations is immaterial on total revenues.
Production cost is recognised net of returns, allowances, discounts and premiums. Costs related to purchases of goods are recognised on an accruals basis upon the substantial transfer of risks and benefits. Those related to purchases of services are recognised over time if the contract provides that the buyer pays for the service as the service is received and the amount of the cost can be measured reliably. If these conditions are not met, the cost is recognised upon completion of the service.
Grants related to income due in accordance with the law or under the relevant contractual provisions are recognised on an accruals basis when the right to receive them is certain.

Income taxes

Income (IRES - corporate income tax - and IRAP - regional tax on production) and other taxes are calculated on the basis of a forecast of the taxable profit and are stated in the balance sheet, net of payments on account, withholdings and receivables exceeding the taxes payable.
Taxes that, although pertaining to future years, are due in the current year (deferred tax assets) and those that, although pertaining to the current year, will become collectable in future years (deferred tax liabilities) have also been recognised. Deferred tax assets and liabilities are recognised on temporary differences between the carrying amount of assets and liabilities and their tax base. They are measured applying the tax rates reasonably estimated for the coming years.
Deferred tax assets not offset by deferred tax liabilities are recognised as tax receivables under current assets, as their future recovery is reasonably certain since the Group will earn a taxable profit sufficient to offset the amount of the deductible temporary differences. No deferred tax assets have been recognised directly in net equity.
In the profit and loss account, current taxes include accruals for IRES and IRAP on the profit for the period. Changes in deferred tax assets reflect the recognition of deferred tax assets, net of those which arose in previous years and reversed during the current period.

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BALANCE SHEET - ASSETS

B) FIXED ASSETS

I. Intangible fixed assets

Changes in this caption are broken down as follows:

	31.12.2024	Increases/ decreases	Amortisation of the period	30.06.2025
Industrial patents and intellectual property rights	0	869,451	(94,030)	775,421
Concessions, licences, trademarks and similar rights	1,428,418	(142,461)	(40,527)	1,245,430
Goodwill	61,618	0	(14,123)	47,495
Assets under development and payments on account	2,496	1,888,517	0	1,891,013
Other	9,655,684	1,292,520	(467,733)	10,480,471
Total	**11,148,216**	**3,908,027**	**(616,413)**	**14,439,830**

Industrial patents and intellectual property rights mainly refer to the costs of implementing the new ERP system and interfaces connected with other management and monitoring systems (e.g., treasury, logistics, order collection, sales planning and management control).
Concessions, licences, trademarks and similar rights mainly refer to the parent's software licences and trademarks, which were revalued in 2020 as permitted by Law no. 126/2020 (which converted Decree law no. 104/2020). They are amortised over 20 years, while the costs related to trademarks, similar rights and concessions are amortised over 5 and 8 years. The decreases are related to the reclassification of software under industrial patents and intellectual property rights. Therefore, there was no disposal.
Goodwill of €47,495 mainly relates to the business units acquired by the subsidiary Parco del Mottarone S.r.l..
Other mostly relates to the capitalisation of costs for extraordinary maintenance, improvements and expenses for compliance with safety regulations incurred on buildings and movable property owned by third parties and leased to carry out business activities.
Assets under development and payments on account relate to work or activities in progress but not yet completed at the reporting date. They mainly refer to extraordinary maintenance costs and renovation works in progress on the various tourist sites in which the company operates, such as Parco Pallavicino and Castelli di Cannero.

II. Tangible fixed assets

Changes in this caption are broken down as follows:

	31.12.2024	Increases/ decreases	Depreciation of the period and accumulated depreciation from the business unit	30.06.2025
Land and buildings	69,744	68,674	(8,347)	130,071
Plant and machinery	5,015,481	108,557	(357,389)	4,766,649
Other assets	3,458,801	439,799	(402,480)	3,496,120
Assets under construction and payments on account	2,947,455	(1,356,372)	0	1,591,083
Total	**11,491,481**	**(739,342)**	**(768,216)**	**9,983,924**

Land and buildings consist of light constructions and buildings owned by the subsidiary Parco del Mottarone S.r.l..
Plant and machinery include all installations on the various tourist sites where the Group operates. The increase in the period mainly refers to the plants installed on the new Castelli di Cannero tourist site, which became operational in June 2025.
Other assets include residual assets instrumental to the business activity, such as furniture and fittings, electronic office machines, telephones and motor vehicles. Some assets included in this caption were fully written down during the period for a total of €28,361, as they have reached the end of their useful life.
Assets under construction and payments on account refer to the purchase costs of assets (e.g., boats) related to the company's operations purchased from third parties and not yet completed at 30 June 2025.

The depreciation of the assets belonging to the leased business units has been suspended in the financial statements of Parco del Mottarone S.r.l. and is provided for by Kaleon S.r.l. through the provision for the restoration of tangible fixed assets since the waiver permitted by article 2561 of the Italian Civil Code has not been applied. Indeed, the lessee (the parent) must ensure the efficiency of the leased assets and incurs the costs related to the wear and tear and the obsolescence of the leased assets.

<u>III. Financial fixed assets</u>
Changes in this caption are broken down as follows:

	30.06.2025	31.12.2024	Changes
Investments in unconsolidated subsidiaries	420,000	20,000	400,000
Total	**420,000**	**20,000**	**400,000**

They refer to:
- the investment in Italian Heritage S.r.l. (registered office: Stresa (Verbania); quota capital: €10,000; tax code, VAT and company registration no.: 2789030034) for a nominal amount of €10,000 comprising the entire quota capital, recognised for €10,000, equal to the subscription cost.
- the investment in the Vigilo RE S.r.l. (now L6A4) (registered office: Milan; quota capital: €50,000; tax code, VAT and company registration no.: 13812410960) for a nominal amount of €50,000 comprising the entire quota capital, recognised for €410,000, equal to the subscription cost of €10,000 and the €400,000 increase from the business unit it received, effective from 1 February 2025 and comprising data processing activities to support administrative and accounting operations, as well as real estate management activities (purchasing, management, etc.).

The business unit transfer generated a gain of €465,785 for the transferor, which was recognised under other revenues and income.
As already stated in the introduction, Italian Heritage S.r.l. has not been consolidated as it is still inactive and its inclusion would be immaterial for the purposes of presenting the Group's financial position, financial performance and cash flows, while Vigilo RE S.r.l. (now L6A4) has not been consolidated as it was held for sale. This sale took place on 29 July 2025.

Finally, the parent did not receive any dividends during the period from its investees.

<u>Equity investments in associates</u>
These amount to €5,000 and refer to:
- the investment of €2,000, representing 33.33% of the quota capital of Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l. (registered office: Stresa (Verbania); quota capital: €6,000) recognised for €2,000, equal to the subscription cost, the difference between new loans and waivers of

receivables from said company equal to €155,000 net and shown net of the write-down of the previous period for the same amount.

- the investment of €3,000, representing 30% of the quota capital of Tutto Bene S.r.l. (registered office: Milan; quota capital: €10,000) recognised for €3,000, equal to the subscription cost.

Financial receivables from subsidiaries

This caption amounts to €200,000 and refers to the non-interest bearing loan expiring on 31 December 2026, granted to the unconsolidated subsidiary Vigilo RE S.r.l. (now L6A4).

Financial receivables from associates

This caption amounts to €80,000 and refers to the non-interest-bearing loan expiring on 30 June 2025 granted to Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., which increased during the period as a result of the additional loan of €30,000 to meet the associate's business needs.

C) CURRENT ASSETS

I. Inventory

Inventory consists mainly of consumables for food & beverage activities and goods for resale for the retail business.

Considering the current high season, the increase is due to higher purchases of goods to meet the sales of the season.

Changes in this caption are broken down as follows:

	30.06.2025	31.12.2024	Changes
Raw materials, consumables, supplies and goods	582,210	518,126	64,084
Total	**582,210**	**518,126**	**64,084**

II. Current receivables

Before analysing the individual captions, the following table shows the composition and comparative figures of current assets:

	30.06.2025	31.12.2024	Changes
Trade receivables	607,340	359,266	248,074
Receivables from associates	0	278	(278)
Tax receivables	49,902	51,375	(1,473)
Deferred taxes	484,145	516,839	(32,694)
Receivables from others	177,450	63,532	113,918
Total	**1,318,837**	**991,290**	**327,547**

These receivables are all due within one year.

Trade receivables, all due within one year, also include invoices to be issued (€129,214), net of the provision for bad debts (€8,118). This provision did not change during the period as there is no risk of uncollectibility at the reporting date.

Taking into account the current high season, the increase in trade receivables compared to 31 December 2024 mainly refers to receivables from tour operators for the sale of tickets and receivables from venue leases.

Receivables from foreign customers amount to €76,854, while the residual amount relates to Italian entities.

Receivables from others mainly include guarantee deposits, amounts due from employees, receivables from INAIL (National Institute for Insurance against Accidents at Work) and advances to suppliers. The increase of the period mainly refers to higher guarantee deposits of €71 thousand and advances to suppliers of €13 thousand.
Tax receivables mainly refer to the VAT receivables for the period.
Deferred tax assets include the temporary differences which originated in current period and prior years that, based on a specific valuation, were recognised in accordance with OIC 25. Specifically, they were recognised on prior year tax losses and on the misalignment between statutory and tax amortisation of goodwill and the revalued trademark.

IV. Liquid funds

Liquid funds of €324,284 comprise current account balances held with banks with which the Group operates (€141,174) and cash and cash equivalents (€183,110). Reference should be made to the cash flow statement for more information on changes in this caption during the period.

D) PREPAYMENTS AND ACCRUED INCOME

They refer to income or charges collected/paid before or after the period to which they pertain. They are recognised regardless of the payment or collection date when the related income and charges are common to two or more years and can be allocated over time. At 30 June 2025, there were no prepayments and accrued income relating to more than five years.
They amount to €763,130 and relate to accrued interest income and grants related to income and prepaid leases, insurance premiums, advertising costs and service fees.

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BALANCE SHEET - LIABILITIES

A) NET EQUITY

Net equity consists of the following items which have changed as follows:

	30.06.2025	31.12.2024	Changes
Quota capital	1,500,000	1,500,000	0
Quota premium reserve	1,500,000	1,500,000	0
Revaluation reserve	1,556,104	1,556,104	0
Legal reserve	300,000	300,000	0
Rounding reserve	1	4	(3)
Negative goodwill	104,291	104,291	0
Reserve for suspension of 2020 amortisation/depreciation	1,019,373	1,019,373	0
Retained earnings/(losses carried forward)	259,207	(1,278,021)	1,537,228
Net profit for the year/period	1,287,851	1,537,227	(249,376)
Total	**7,526,827**	**6,238,978**	**1,287,849**

The table below details the changes in net equity compared to the previous year:

	Quota capital	Quota premium	Revaluation reserve	Legal reserve	Negative	Rounding	Reserve for suspension of 2020	Retained earnings (losses	Net profit for the	Total

		reserve			goodwill	reserve	amortisation/depreciation	carried forward)	period/year	
Net equity at 31 December 2023	1,500,000	1,500,000	1,556,104	300,000	104,291	3	0	(3,153,478)	2,894,830	4,701,750
Allocation of 2023 net profit							1,019,373	1,875,457	(2,894,830)	0
Other changes						1				1
Net profit for 2024									1,537,227	**1,537,227**
Net equity at 31 December 2024	1,500,000	1,500,000	1,556,104	300,000	104,291	4	1,019,373	(1,278,021)	1,537,227	6,238,978
Allocation of 2024 net profit								1,537,227	(1,537,227)	0
Other changes						(3)				(3)
Net profit for the first half of 2025									1,287,851	**1,287,851**
Net equity at 30 June 2025	1,500,000	1,500,000	1,556,104	300,000	104,291	1	1,019,373	259,207	1,287,851	7,526,827

Quota capital

The parent's quota capital amounts to €1,500,000, is fully subscribed and paid up, and is divided into quotas in accordance with the law.

C) EMPLOYEES' LEAVING ENTITLEMENT

This caption has changed as follows:

	31.12.2024	Accruals	Utilisations	30.06.2025
Employees' leaving entitlement	**1,323,029**	195,137	(155,905)	**1,362,261**

This caption is the actual amount due to employees in compliance with the law and employment contracts, considering any type of continuous remuneration. The related liability is the amount that the Group would have paid, net of payments on account, had all employees left at the reporting date. This provision does not include the amounts accrued from 1 January 2007 which were transferred to supplementary pension funds pursuant to Legislative decree no. 252 of 5 December 2005, or the INPS (the Italian social security institution) treasury fund, which are taken directly to the profit and loss account.

D) PAYABLES

Payables amount to €18,840,086 at 30 June 2025.

Before analysing payables, the following table shows the composition and comparative figures of payables in the two periods:

	30.06.2025	31.12.2024	Changes
Quotaholder loans	6,010,400	6,010,400	0
Bank loans and borrowings	7,484,012	6,774,544	709,468
Payments on account	82,332	103,338	(21,006)
Trade payables	2,670,715	2,761,363	(90,648)
Payables to subsidiaries	1,672	0	1,672

Tax payables	911,216	508,725	402,491
Social security charges payable	349,872	244,076	105,796
Other payables	1,198,414	890,523	307,891
Total	**18,708,633**	**17,294,823**	**1,413,810**

All payables are due within one year, except for bank loans and borrowings as specified below.
Quotaholder loans of €6,010,400 refer to the non-interest-bearing loan granted to the parent by the sole quotaholder to be repaid on 31 December 2025.
Bank loans and borrowings relate to temporary current account overdrafts and the parent's two bank loans, namely:

- loan of €2,300,000, taken out in 2020 from a leading bank, bearing interest at one-month Euribor 360 + 0.834% spread, expiring on 16 September 2028, repayment in 96 monthly instalments in arrears, first instalment due on 16 October 2020, of which the first 36 instalments will be interest only. Therefore, at 30 June 2025, the residual payable was €1,497,314, of which €192,133 is due after one year;
- loan of €5,000,000, taken out in 2021 from a leading bank, interest rate of 1.10%, expiring on 30 September 2027, repayment in 25 quarterly instalments in arrears, first instalment due on 30 September 2021, of which the first seven instalments will be interest only. Therefore, at 30 June 2025, the residual payable was €2,530,893, of which €1,413,771 is due after one year. Finally, this loan has a covenant that subordinates the repayment of the quotaholder loan to the bank loan.

Taking into account the current high season, the increase on the balance at 31 December 2024 is due to the higher utilisation of bank account overdrafts.
Trade payables include invoices to be received of €570,249 and consist mainly of services received and the acquisition of fixed assets.
Payables to subsidiaries refer to the settlement of the transfer of the business unit for administrative and data management services described in the introduction, to the unconsolidated subsidiary Vigilo RE S.r.l. (now L6A4).
Tax payables relate to IRPEF (personal income tax) withholdings to be paid, regional and municipal surtaxes, virtual stamps on fees, and IRES and IRAP payables pertaining to the period, net of advances paid.
Social security charges payable relate to contributions for personnel and similar workers (INPS, INAIL, CAU, ENPAIA, etc.).
Other payables relate to payables to personnel (wages and salaries, holidays, leave and other) of €1,043,186, withholdings of €111,510, credit cards of €14,300 and sundry amounts. The increase for the period mainly reflects higher deferred personnel expenses of around €251 thousand and amounts retained as a guarantee of €36 thousand.

E) ACCRUED EXPENSES AND DEFERRED INCOME

They refer to income or charges collected/paid before or after the period to which they pertain. They are recognised regardless of the payment or collection date when the related income and charges are common to two or more years and can be allocated over time.
At 30 June 2025, there were no accrued expenses and deferred income relating to more than five years.
They amount to €519,494 and relate to accrued expenses, mainly bank interest and charges, insurance and contributions, and deferred income that chiefly refers to revenue pertaining to the subsequent year.

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PROFIT AND LOSS ACCOUNT

A) PRODUCTION REVENUES

The following table shows the breakdown of this caption:

	H1 2025	H1 2024	changes
Turnover from sales and services	**10,833,369**	**10,228,113**	**605,256**
Other revenues and income:			
- sundry	*560,672*	*17,188*	*543,484*
- grants	*42,659*	*10,800*	*31,859*
Total other revenues and income	**603,331**	**27,988**	575,343
Total	11,436,700	10,256,101	1,180,599

Turnover from sales and services

The following table shows the breakdown of the core business revenues:

	H1 2025	H1 2024	changes
Ticketing	8,377,779	7,657,048	720,731
F&B	1,439,788	1,300,259	139,529
Retail	448,632	471,201	(22,568)
Hospitality	77,055	55,365	21,690
Events	99,837	220,842	(121,005)
Administrative services	44,913	211,781	(166,868)
Other services	345,364	311,617	33,747
Total	**10,833,369**	**10,228,113**	**605,256**

Core business revenues showed a net increase of 6% compared to the first half of the previous year. This increase mainly refers to the rise in revenues from ticketing, which increased by approximately 10% compared to the same period of the previous year, while the fall in revenues from accounting and administrative services is due to, as already mentioned, the transfer of the related business unit, effective from 1 February 2025, to the subsidiary Vigilo RE S.r.l. (now L6A4) (a company which was subsequently sold as it was not part of the core business). Therefore, as of the same date, revenues from accounting and administrative services pertain to Vigilo RE S.r.l. (now L6A4).

Other revenues and income

Other revenues include €94,887 in repayments, prior-year income, and sundry revenues, while the remaining €465,785 refers to the gain on the transfer of the business unit described in detail in the introduction.

Grants related to income

This caption amounts to €42,659 and refers to the grant obtained during the first half of 2025 for the 2023/2024 ski season.

Production cost

The following table shows the breakdown of this caption:

	H1 2025	H1 2024	changes
Raw materials, consumables, supplies and goods	857,136	782,780	74,356
Services	2,079,047	2,198,197	(119,150)
Use of third party assets	1,114,468	824,975	289,493
Personnel expenses:			

a) wages and salaries	*2,780,759*	*2,653,827*	*126,932*
b) social security contributions	*846,523*	*788,916*	*57,607*
c) employees' leaving entitlement	*195,137*	*181,711*	*13,426*
e) other costs	*21,481*	*18,062*	*3,419*
Total personnel expenses	3,843,900	3,642,516	201,384
Amortisation, depreciation and write-downs:			
a) amortisation of intangible fixed assets	*616,413*	*485,587*	*130,826*
b) depreciation of tangible fixed assets	*768,216*	*728,068*	*40,148*
c) other write-downs of fixed assets	*28,361*	*-*	*28,361*
Total amortisation, depreciation and write-downs	1,412,990	1,213,655	199,335
Change in raw materials, consumables, supplies and goods	(64,084)	(88,193)	24,109
Other operating costs	288,949	193,204	95,745
Total	**9,532,406**	**8,767,134**	**765,272**

Raw materials
Costs for raw materials relate to food and beverage products necessary for the catering services, the animal and plant food for the wellbeing of the flora and fauna on the islands and to the generic material for onsite administration services.

Services
This caption comprises the costs incurred by the Group to obtain the services necessary to carry out its core business. This includes costs paid to consultants, the independent auditors, telephone services, electricity, advertising, transport and other services related to the performance of core business activities.

Use of third party assets
This caption essentially refers to rental/occupancy fees buildings used to carry out business activities, leases of business units and various rentals.

Personnel expenses
This caption includes all personnel expenses, including merit-based raises, promotions, seniority raises, accrued holidays and accruals required by the law and national labour contracts.

Amortisation, depreciation and write-downs
This caption amounts to €1,412,990 and consists of amortisation and depreciation of €1,384,629, of which €616,413 related to intangible fixed assets and €768,216 to tangible fixed assets, as well as €28,361 in write-downs of tangible fixed assets.

Other operating costs
This caption includes sundry taxes and duties (chamber of commerce fees, government concessions tax, etc.), prior year costs, losses, entertainment expenses, fines and penalties and other items.

Financial income and charges

Net financial charges amount to €127,305 and are the net balance of income of €2 and charges of €127,307 from banks and similar institutions.

Income taxes, current and deferred

Income taxes for the period amount to €489,138 and consist of current IRES/IRAP taxes of €454,141, the release of deferred taxes of €32,694, and taxes relative to prior years of €2,303.

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POST-BALANCE SHEET EVENTS

The Group ended the first half of 2025 on an upward trend from the same period last year. The Group is confident that 2025 will be another positive year, both in terms of increased tourist flow and from a financial point of view. Indeed, July, August and September, known as the high season, are still to come and the new Castelli di Cannero tourist site will open soon.

Furthermore, the Group continues to invest, innovate and develop its business, which includes the restructuring, renovation and improvement of the sites it already manages, and the constant search for new tourist sites to be developed and opened up to the public, with the continuous objective of consolidating and further increasing its position in the Italian tourist sector and possibly also internationally, especially with regard to sites with artistic and cultural significance.

Finally, on 27 July 2025, the Group sold its investment in Vigilo RE S.r.l. (now L6A4), with registered office in Milan, quota capital €50,000, tax code, VAT and company registration no. 13812410960. This company provides data processing activities to support administrative and accounting operations, as well as real estate management activities, including lease management and organisational planning and assistance in the drafting of budgets and proposals to improve the profitability of properties.

As already described in the introduction, this subsidiary has not been consolidated as its operations are different from the Group's core business. Furthermore, from inception, it has been held for sale.

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RELATED PARTY TRANSACTIONS

Related party transactions are detailed in the following table:

	30.06.2025	30.06.2025	H1 2025	H1 2025
	Receivables	Payables	Revenues	Costs
Indirect sole quotaholder (lease payments)		7,935		589,803
Direct sole quotaholder	4,282	6,010,400	510	
Companies held by the indirect sole quotaholder (property leases)				111,824
Companies held by the indirect sole quotaholder (accounting? and administrative services)	74,457		41,626	
Board of directors				92,000
Key management personnel				324,083

	31.12.2024	31.12.2024	H1 2024	H1 2024
	Receivables	Payables	Revenues	Costs
Indirect sole quotaholder (lease payments)		2,360		560,634
Direct sole quotaholder (non-interest bearing loan)	3,000	6,010,400		
Companies held by the indirect sole quotaholder (property leases)				110,802

Companies held by the indirect sole quotaholder (accounting? and administrative services)	237,076		210,415	
Board of directors				92,718
Key management personnel				271,830

Subsidiaries and associates	30.06.2025	30.06.2025	H1 2025	H1 2025
	Receivables	Payables	Revenues	Costs
Parco del Mottarone S.r.l. (consolidated subsidiary)	2,153,654	331,230	18,621	269,268
Vigilo RE S.r.l. (now L6A4) (unconsolidated subsidiary)	236,428		35,510	
Italian Heritage S.r.l. (unconsolidated subsidiary)	3,660			
Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l. (associate)	81,472		2,456	

Subsidiaries and associates	31.12.2024	31.12.2024	H1 2024	H1 2024
	Receivables	Payables	Revenues	Costs
Parco del Mottarone S.r.l. (consolidated subsidiary)	2,134,703	165,615	19,930	271,282
Vigilo RE S.r.l. (now L6A4) (unconsolidated subsidiary)	3,000			
Italian Heritage S.r.l. (unconsolidated subsidiary)	3,000			
Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l. (associate)	52,008		2,026	752

In particular, pursuant to article 2427.22-bis of the Italian Civil Code, the transactions carried out by the parent with related parties are part of its ordinary operations and are not particularly critical due to their characteristics or risks inherent in the nature of the counterparty or the time of their completion.

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OTHER INFORMATION

Off-balance sheet agreements

Pursuant to article 2427.22-ter of the Italian Civil Code, it is noted that the Group has not entered into any off-balance sheet agreements or other arrangements, including related ones, which may expose the Group to significant risks or generate significant benefits, the knowledge of which is useful for an assessment of the Group's financial position, financial performance and cash flows.

Off-balance sheet commitments, guarantees and contingent liabilities

At 30 June 2025, there are two guarantees given by the parent Kaleon S.r.l. to the subsidiary Parco del Mottarone S.r.l. for a total of €124,500.

Furthermore, the parent has leased business units from Parco del Mottarone S.r.l., namely, ski facilities and related activities, rentals and "Parco Avventura", restaurant - bar - lodge. They all comprise tangible fixed assets pertaining to the business units, concessions, contracts pertaining to the business units and leases.

Finance leases

None.

Workforce

The workforce, broken down by category, underwent the following changes:

	31/12/2024	Increases	Decreases	30/06/2025	Changes	Average
Directors	4	0	0	4	0	4
Managers	3	0	0	3	0	3
Junior managers	5	0	0	5	0	5
White collars and blue collars	75	134	(23)	186	111	131
Total	**87**	**134**	**(23)**	**198**	**111**	**143**

CONCLUSION

These condensed interim consolidated financial statements, comprising the balance sheet, profit and loss account, cash flow statement and these notes, give a true and fair view of the Group's financial position, financial performance and cash flows and are consistent with the accounting records.

14.4 First annual shareholder meeting

The Company will publish its annual financial statements as of 31 December 2025 no later than 30 April 2026.
The Company has not yet determined a specific date for the next shareholders' meeting for the approval of the annual financial statements as of 31 December 2025. However, it is expected to be held between 15 April and 30 April 2026.

14.5 Dividend distribution policy

14.5.1 Dividends paid in the last three financial years

The Company has not paid any dividends in the last three financial years. The Company's available cash has been used to support its growth strategy.

14.5.2 Dividend distribution policy

As of the date of this Admission Document / Information Document, the Issuer has adopted a dividend distribution policy for the financial years 2026-2028, starting from the approval of the financial statements as of December 31, 2026, approved by the Board of Directors, setting a target distribution of up to 50% of the profits generated and available for distribution from time to time following the admission to trading.

The actual amount and timing of any dividend distribution will, however, be determined annually by the management, taking into account the Issuer's investment commitments relating to potential transactions aimed at pursuing its growth strategy.

Notwithstanding the adoption of this policy, the Issuer may not generate distributable profits in the form of dividends in the future or, even if such profits are achieved, may decide not to distribute dividends to its shareholders.

Any decision on the distribution of dividends will be made by the Board of Directors and will be subject to the approval of the Shareholders' Meeting, in accordance with applicable laws and the Issuer's By-laws.

14.6 Legal and arbitration proceedings

The Company is currently not involved in any legal proceeding.

14.7 Description of any significant change in the Issuer's financial position

To the best of the Group's knowledge, there has been no significant change in its financial position since 30 June 2025.

With the exception of the above, it should be noted that on 20 October 2025, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo converted a portion of the Shareholder Loan into equity, for an amount equal to Euro 2,000,000.00.

As of the Date of the Admission Document / Information Document, the Company has completely repaid the Shareholder Loan.

15. ADDITIONAL INFORMATION ON THE STRUCTURE AND FUNCTIONING OF THE COMPANY

15.1 Share capital

15.1.1 Subscribed and paid-up share capital

As of the Admission Document / Information Document Date, the Issuer's subscribed and paid-up share capital amounts to Euro 1,500,000.00, divided into No. 10,000,000 Ordinary Shares, with no indication of par value.

15.1.2 Existence of shares not representing the capital, specification of their number and main characteristics

As of the Admission Document / Information Document Date, there were no shares not representing the capital of the Issuer.

15.1.3 Number, book value and nominal value of shares held by the Issuer itself or on its behalf or by subsidiaries of the Issuer

As of the Admission Document / Information Document Date, the Issuer does not hold, directly or indirectly, any treasury shares, nor has the Issuer's shareholders' meeting granted authorisation pursuant to Article 2357 of the Civil Code to purchase treasury shares.

15.1.4 Amount of securities convertible, exchangeable or with warrants

As of the Admission Document / Information Document Date, the Issuer has not issued any convertible, exchangeable or *cum warrant* securities.

15.1.5 Existence of rights and/or obligations to purchase authorised but unissued capital or a commitment to increase capital

With the exception of the Capital Increase, as of the Admission Document / Information Document Date, there are no rights and/or obligations to purchase authorised but unissued capital or commitments to increase capital.

15.1.6 Existence of option offers for the capital of any members the Group

Not applicable.

15.1.7 History of the share capital

As of the Admission Document / Information Document Date, the Issuer's share capital, subscribed and paid-up, amounts to Euro 1,500,000.00, divided into No. 10,000,000 Ordinary Shares.

On 31 October 2025, the Extraordinary Shareholders' Meeting resolved*, inter alia*, to:

(a) to increase the share capital by payment, in one or more *tranches*, with the exclusion of the option right pursuant to Article 2441, paragraph 5 and 6, of the Italian Civil Code, for a maximum nominal amount of Euro 25,000,000.00, plus share premium, through the issue of Ordinary Shares, with no par value, which will have regular dividend rights and characteristics identical to those of the other Ordinary Shares in circulation at the time of their issue, to be offered to Qualified Investors;

(b) to increase the share capital by payment, in one or more *tranches*, with the exclusion of the option right pursuant to Article 2441, paragraph 5 and 6, of the Italian Civil Code, for a maximum nominal amount of Euro 8,000,000.00, plus share premium, through the issue of Ordinary Shares, with no par value, which will have regular dividend rights and characteristics identical to those of the other Ordinary Shares in circulation at the time of their issue, to be offered to investors other than Qualified Investors, in such a manner, in terms of quality and/or quantity, as to fall within the cases of exemption from the obligation to publish a prospectus provided for by the Prospectus Regulation and of the applicable national laws in Italy and France, including Articles 100 of the TUF and *34-ter* of the Consob Issuers' Regulations and the equivalent legal and regulatory provisions applicable abroad, it being understood that, with reference to Retail Investors resident in France, the amount may in no case exceed 20% of the total consideration effectively subscribed in the context of the Offer.

On 14 November 2025, the Board of Directors, in exercising the proxy granted to it by the Shareholders' Meeting of 31 October 2025, established, as indicative issue price range of the Shares, the range between a minimum of Euro 4.00 and a maximum of Euro 4.50 for each Share. On the same day, the Board of Directors resolved to postpone any decision on the final issue price of the shares and the final number of shares to be issued, as well as the other terms and conditions for the execution of the capital increases necessary for the completion of the transaction.

15.2 Memorandum and By-laws

The Company is registered in the ordinary section at the Company Register of Milano Monza Brianza Lodi under number 07040700150 with R.E.A. no. MI - 1132883 tax code and VAT no. 07040700150.

15.2.1 Corporate purpose and aims of the Issuer

The activity that constitutes the corporate purpose of the Issuer is:

- the management of parks, gardens, private villas, castles, historical sites, and natural trails, as well as all activities and initiatives aimed at promoting and developing tourism in Italy and abroad, with particular focus on the area of Lake Maggiore and the Mottarone of Stresa. This activity also includes obtaining concessions for the extraction of potable water from the subsoil of the area and operating the related distribution network and fishery management, the operation of cable cars, toboggan runs, chairlifts, and ski lifts, the construction and management of holiday homes and apartments, the management and organization of cycling routes and adventure parks, and the rental of bicycles, skis, and sports equipment in general;
- the organization of exhibitions, shows, and cultural activities in general, as well as the sale of publications and artworks, lithographs, prints, catalogues, and various items for tourists;
- the production, wholesale and retail trade and sale, directly or indirectly, in all legally permitted forms, including e-commerce and mail-order sales, of clothing items, textile products, footwear, leather and leather goods and related accessories, including, by way of example and without limitation, clothing accessories and underwear, leather goods and travel items, sports articles, toiletries, cosmetics, perfumery products, costume jewellery, imitation jewellery for personal and home decoration, furniture and home products, household items including mirrors, frames, ceramics and glassware, stationery items, catalogues, magazines and publications in general, and gift items;
- the design and commercialization, both wholesale and retail, directly or indirectly, of jewellery, fine leather goods, gold items, pearls, and precious stones in general;
- the production and commercialization, both wholesale and retail, directly or indirectly, of agri-food products and beverages in general, with particular attention to traditional Italian products;
- the wholesale and retail trade and sale, directly or indirectly, in all legally permitted forms, including e-commerce and mail-order sales, of fresh flowers, plants, bulbs, seeds, gardening items, and the creation and maintenance of public and private green spaces;
- all activities concerning the production and sale of honey, beekeeping products and apicultural items, and food products based on honey, as well as the packaging of apicultural products on

behalf of third parties;

- the acquisition, use, and transfer, in any form, of national and foreign trademarks; the provision of services and assistance for the optimal exploitation of trademarks, licenses, and patents owned by the Company and/or third parties;
- the provision of commercial services for the purchase, sale, and management of showrooms, marketing, advertising, and public relations services, technical services for the design, creation and installation of showcases and exhibition stands, the management of cultural, sports, and leisure activities (libraries, summer and winter centres, conference rooms, convention centres, sports facilities), services related to the planning and implementation of business and promotional meetings, press conferences, exhibitions, fairs, events, and promotional, advertising, and cultural initiatives in general;
- the provision of training courses relating to agricultural activities in general, with particular reference to botany and wildlife;
- the planning, organization, and implementation of individual and group travel and stays, including their sale to private individuals, public bodies, and travel and tourism agencies, including land and lake transport, coach, minibus, car and taxi rental, boat hire, tailor-made trips, honeymoons and group travel, the transport of goods and people, porterage, removals, and internal handling, as well as the management of private roads and parking areas;
- restaurant activities, self-service, pizzerias, trattorias, canteens, and within this context, the provision of food and beverages (non-alcoholic, alcoholic, and spirits), both on and off premises, takeaway food services, catering for banquets and receptions at the client's home or third-party venues, and catering services in general;
- the establishment, organization, acquisition, administration, and management of hotel, para-hotel, and tourist businesses in general, such as hotels, motels, residences, holiday villages, campsites, bars, restaurants, sports facilities, and recreational venues;
- the provision of services to businesses for data processing in support of accounting and administrative management, technical and commercial assistance to such businesses, the development of management control systems, the study of corporate strategies, as well as any other activity aimed at providing business consultancy services;
- the purchase, sale, exchange, construction, and renovation of all types of real estate (residential, industrial, commercial, and agricultural), as well as the lease of real estate owned by the Company;
- the performance or support of any operation related to the functioning of real estate, on its own behalf or on behalf of third parties, the full or partial management and/or the provision of all or part of the services directly or indirectly related to the operation and maintenance of any property, as well as the management and maintenance of all or part of the systems and equipment installed therein, including gardening services, maintenance and care of green areas, and related services, including the maintenance and arrangement of parks, gardens, and green spaces, and the management of outdoor areas;
- agricultural activities, including the cultivation of flowers and plant propagation, beekeeping with the management and maintenance of hives, including when not directly linked to land use, animal husbandry, and in general, any activity provided for under Article 2135 of the Italian Civil Code.

The Company may carry out any commercial, real estate, and financial operations deemed useful by the administrative body for the achievement of the corporate purpose and may acquire interests or shareholdings in other companies with a similar or related purpose, excluding any financial activities involving the public.

15.2.2 Rights, privileges and restrictions attached to each existing class of shares

Not applicable.

15.2.3 Provisions in the by-laws that could have the effect of delaying, postponing or preventing a change in the Issuer's control structure

The By-laws do not contain any provisions aimed at delaying, postponing or preventing a change of control over the Issuer.

It should be noted, however, that the Statute provides that:

(a) pursuant to Article 15 of the By-laws, when the Company's Shares are admitted to trading on a multilateral trading system and unless otherwise provided for by the Euronext Growth Milan Issuers' Regulations and/or by a provision of Borsa Italiana, the prior authorisation of the Ordinary Shareholders' Meeting is required, pursuant to Article 2364, paragraph 1, no. 5, of the Italian Civil Code, as well as in the cases provided for by the law and the By-laws, in the following cases: (i) acquisitions of shareholdings or companies or other assets that realise a "*reverse take-over*" pursuant to the EGM Regulation; (ii) transfers of shareholdings or companies or other assets that realise a "*substantial change of business*" pursuant to the EGM Regulation; (iii) request for the delisting of the Company's Shares from trading on Euronext Growth Milan;

(b) starting from the moment when the Shares of the Company are listed on Euronext Growth Milan, in case the Company requests to Borsa Italiana revoke the admission of its financial instruments to Euronext Growth Milan, it must communicate such revocation intention also informing the Euronext Growth Advisor and must separately inform Borsa Italiana of the preferred date for the revocation at least twenty trading days before such date. Subject to the exceptions provided for in the Euronext Growth Milan Issuers' Regulation, the request must be approved by the Shareholders' Meeting of the Company with a majority of 90% of the participants. This quorum will apply to any resolution of the Company that may result, even indirectly, in the exclusion from trading of the Euronext Growth Milan financial instruments, as well as to any resolution to amend the relevant provision of the By-laws. This provision does not apply in case of withdrawal from trading on Euronext Growth Milan due to the admission to trading of the Shares of the Company on a regulated market of the European Union or on a multilateral trading facility registered as "*SME Growth Market*" pursuant to Article 33 of the Directive 2014/65 MIFID (and its subsequent amendments or additions) which has provided for equivalent protections for investors or - under particular conditions - unless Borsa Italiana decides otherwise;

(c) pursuant to Article 10 of the By-laws, if the shares are traded on Euronext Growth Milan, the right of withdrawal is also granted to shareholders who did not take part in the approval of the resolutions that lead, even indirectly, to the exclusion or withdrawal from trading, except in the case where as a result of the execution of the resolution, the shareholders of the Company hold, or are assigned to them, only ordinary shares admitted to trading on Euronext Growth Milan or on a regulated market in the European Union or on a multilateral trading facility registered as an "*SME Growth Market*" pursuant to Art. 33 of Directive 2014/65 MIFID (as amended or supplemented) that has provided equivalent investor protections.

(d) It should also be noted that Article 13 of the By-Laws contains, in compliance with the provisions of Article 6-bis of the Euronext Growth Milan Regulation on Issuers, the clause on tender offers set forth in Schedule Six of the Euronext Growth Milan Regulation on Issuers. Furthermore, article 13-bis of the By-Laws provides that the provisions relating to listed companies set forth in the Consolidated Law on Finance and Consob's implementing regulations on mandatory tender offers (limited to the provisions set forth in Articles 108 and 111 of the Consolidated Law on Finance) shall apply, by voluntary reference and to the extent compatible.

16. IMPORTANT CONTRACTS

As of the Admission Document / Information Document Date, the Group has entered into the following main contracts, which are different from those entered into in the ordinary course of business.

16.1 Related parties agreements

Agreement	Parties	Scope	Term	Tacit renewal (same term)
LEASE AGREEMENTS				
CASTELLI DI CANNERO				
1. **Castelli di Cannero Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Lodovico Borromeo Arese Borromeo (landlord)	Monumental complex composed of the Malpaga and Castelli di Cannero	15 years, until 31 May 2039	Yes
ISOLA BELLA				
2. **Isola Bella Lease agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo (landlord)	Borromeo Palace, and gardens located on Isola Bella	15 years, until 31 December 2038	Yes
3. **Ex Hotel Delfino Lease agreement 1**	Issuer (tenant) Delfino S.r.l. (landlord)	Restaurant (former Hotel Delfino)	6 years, until 31 March 2028	Yes
4. **Isola Bella Stables Lease**	Issuer (tenant) Mr. Vitaliano	Coach houses and stables on Isola Bella	15 years, until 31 December 2038	Yes

Agreement	Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo (landlord)			
5. **Isola Bella Shops Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Shops on Isola Bella	6 years, until 31 May 2028	Yes
6. **Isola Bella Holiday Home Lease Agreement 1**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Holiday homes on Isola Bella	6 years, until 28 February 2029	Yes
7. **Isola Bella Holiday Home Lease Agreement 2**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Holiday homes on Isola Bella	6 years, until 30 April 2028	Yes
8. **Ex Hotel Delfino Lease agreement 2**	Issuer (tenant) Delfino S.r.l. (landlord)	Two residential unit (former Hotel Delfino)	4 years, until 31 March 2026	Yes
9. **Isola Bella Warehouse Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Warehouse on Isola Bella	6 years, until 28 February 2029	Yes

PARCO DEL MOTTARONE				
10. **Mottarone Station and Road Lease Agreement**	Issuer (tenant) Mr. Federico Marcantonio Borromeo Arese Borromeo (landlord)	Alpine pasture, railway infrastructure, and roadways on Parco del Mottarone	18 years, until 31 March 2035	Yes, for 6 years
11. **Mottarone Sky Slopes Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Ski lift systems, artificial snowmaking infrastructure, sports areas, and ski slopes on Parco del Mottarone	6 years, until 31 December 2027	Yes
12. **Vetta al Mottarone Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Bar and refreshment facility on Parco del Mottarone	6 years, until 14 December 2027	Yes
13. **Residence Mottarone Lease Agreement 1**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Residential unit on Parco del Mottarone	6 years, until 30 November 2027	Yes
14. **Residence Mottarone Lease Agreement 2**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Residential unit on Parco del Mottarone	6 years, until 30 November 2027	Yes
15. **Ski School Sublease Agreement**	Issuer (sublessee) Scuola Sci	Ski School on Parco del Mottarone	1 year, until 31 October 2026	No

	Stella Alpina Mottarone S.t.p. S.r.l. (sublessor)			
ISOLA MADRE				
16. **Isola Madre Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo (landlord)	Palace, together with the adjoining gardens, chapel, greenhouses, and two residential units on Isola Madre	15 years, until 31 December 2038	Yes
17. **La Piratera Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (landlord)	Restaurant and shop on Isola Madre	6 years, until 30 April 2028	Yes
ROCCA DI ANGERA				
18. **Rocca di Angera Lease Agreement**	Issuer (tenant) Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo (landlord)	Complex of properties comprising premises used for tours of the Rocca di Angera	15 years, until 31 December 2038	Yes
19. **Osteria del Castello Lease Agreement**	Issuer (tenant) Mr. Federico Marcantonio Borromeo Arese	Restaurant in Rocca di Angera	6 years, until 30 June 2025	Yes

	Borromeo (landlord) and Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo.			
OTHER RENTS FOR LOCATIONS				
20. **Ski Lift Business Operations Lease Agreement**	Issuer (lessee) Parco del Mottarone (lessor)	Sky lift systems on Parco del Mottarone	6 years, until 30 November 2025	Yes
21. **Adventure Park Business Operations Lease Agreement**	Issuer (lessee) Parco del Mottarone (lessor)	Adventure Park on Parco del Mottarone	6 years, until 30 November 2025	Yes
22. **Restaurant Business Operations Lease Agreement**	Issuer (lessee) Parco del Mottarone (lessor)	Restaurant on Parco del Mottarone	6 years, until 30 November 2025	Yes
23. **Rental Business Operations Lease Agreement**	Issuer (lessee) Parco del Mottarone (lessor)	Rental actvities (bikes, skiis, boots, accessories, chair)	6 years, until 30 November 2025	Yes
OTHER TRANSACTION WITH RELATED PARTIES				
24. **Collaboration Agreement with the Ski School**	Issuer Mr. Paolo Vallero, and Scuola Sci Stella Alpina Mottarone	Ski school activities and administrative services	One year, until 30 November 2025	Yes
25. **Agreement for the provision of administrative and management services to Italian Heritage S.r.l.**	Issuer and Italian Heritage S.r.l.	Administrative, management and accounting services	One year, until 31 December 2025	Yes
26. **Agreement for the provision of**	Issuer and Parco del	Administrative, management and	One year, until 30 June 2026	Yes

administrative and management services to Parco del Mottarone	Mottarone	accounting services		
27. **Shareholder Loan**	Issuer and L6A4	Euro 6,010,400.00	31 December 2025	/
28. **Surety Bond no. 727409 – Banco BPM S.p.A.**	Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (guarantor) Banco BPM S.p.A. (creditor) Issuer (principal debtor)	Guarantee of the obligations undertaken by the Company toward the bank, up to a maximum amount of Euro 5,000,000.00 in connection with the loan referred to in the loan agreement n. 05360139.		
29. **Surety bond no. 1/2016 – Intesa Sanpaolo S.p.A.**	Company (guarantor) Intesa Sanpaolo S.p.A. (creditor) Parco del Mottarone S.r.l. (principal debtor)	Guarantee of the obligations to the bank, both present and future, up to a maximum amount of Euro 100,000.00, plus default interest, costs, and related expenses in connection wtih the loan agreement n. OIC1010423116.	/	/
30. **Subordination Letter**	Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo (guarantor) Banco BPM S.p.A. (creditor) Issuer (principal debtor)	Full subordination of the claims held by the shareholder against the Company – for a total amount of Euro 6,010,400.00 – as well as any future claims, in relation to the claims held by Banco BPM S.p.A. against the Company, in connection with the loan agreement n. 05360139.	Until the full extinguishment of the Company's obligations to Banco BPM S.p.A	/

31. Trademark license	Lodovico Borromeo Arese Borromeo (licensor) Issuer (licensee)	The agreement grants the Issuer an exclusive, non-transferable trademark license to use the marks "Castelli di Cannero" in Italy and Switzerland for promotional and commercial purposes.	10 years, until 11 November 2035	Yes

For further information concerning the related parties transaction please refer to Section One, Chapter 13 of the Admission Document/Information Document.

16.1.1 Lease Agreements

As of the date of the Admission Document/Information Document, the Company directly manages the activities carried out under the "Terre Borromeo" brand, which encompasses a portfolio of cultural and natural sites historically associated with the Borromeo family and primarily located in the Lake Maggiore area. This management is conducted pursuant to lease agreements and a business lease agreement entered into with related parties, including members of the Borromeo family.

These sites include iconic destinations such as Isola Bella, Isola Madre, Rocca di Angera, Parco Pallavicino, Parco del Mottarone, and Castelli di Cannero. A detailed description of the relevant agreements, organised by location, is provided below.

CASTELLI DI CANNERO

1. Castelli di Cannero Lease Agreement

On 16 June 2025, the Issuer, acting in its capacity as tenant, entered into a lease agreement (the ***"Castelli di Cannero Lease Agreement"***) with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Lodovico Borromeo Arese Borromeo, acting in their capacity as landlords, concerning the monumental complex composed of the Malpaga and Castelli di Cannero, dating back to the 13th and 15th centuries, respectively, and situated on the shores of Lake Maggiore, in the municipality of Cannobio (VB).

The Castelli di Cannero Lease Agreement provides for a fixed contractual term of fifteen (15) years, commencing on 1 June 2025 and expiring on 31 May 2039, with automatic renewal for an additional fifteen-year term. At the initial expiration date, the landlords shall be entitled to terminate the Castelli di Cannero Lease Agreement exclusively in accordance with the provisions set forth under Article 29 of Italian Law No. 392/1978, subject to a prior written notice period of twelve (12) months.

The annual rent is established in the amount of Euro 90,000.00, payable in four (4) quarterly advance installments of Euro 22,500.00 each. Starting from the second year of the lease term, the rent shall be subject to annual adjustment in an amount equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement date of the agreement.

In the event of late payment of the rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall be applied to the tenant. Moreover, failure to timely pay rent or ancillary charges in an amount exceeding the equivalent of two (2) months' rent shall constitute grounds for early termination of the Castelli di Cannero Lease Agreement.

Should the landlord undertake, during the term of the lease, any works necessary to preserve the condition of the property or to prevent further deterioration compromising its suitability for the agreed use, or perform extraordinary maintenance of material significance, the annual rent shall be increased by an amount corresponding to the legal interest accrued on the capital invested in the execution of such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for any other repairs and maintenance activities, including, but not limited to, those concerning water, gas, electrical and sanitary systems; locks and keys; hinges of windows and doors; surfaces of walls and ceilings; window and door frames; and all floor and wall tiling.

With regard to any improvements, additions, repairs, or alterations made by the tenant — including those executed with the landlord's tolerance — the landlord shall be entitled to retain such works without being subject to any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives in advance. Failing that, the tenant shall be obliged to restore the premises to their original condition at its sole cost and expense.

Lastly, the tenant has expressly waived any right of first refusal in the event the landlord intends to transfer the leased property for consideration.

ISOLA BELLA

2. Isola Bella Lease Agreement

On 24 January 2024, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**Isola Bella Lease Agreement**") with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo, acting in their capacity as landlords, concerning the complex of properties comprising part of the Borromeo Palace, and more specifically including premises used for Palace tours, administrative offices, ticketing and entrance management, a clubhouse, the boiler room, the chapel, a section of the tourist route known as the *'grotte'* (caves), as well as the gardens and related fishing rights, located on Isola Bella, Lake Maggiore, in the municipality of Stresa (VB).

The Isola Bella Lease Agreement was entered into for a fixed term of fifteen (15) years, commencing on 1 January 2024 and expiring on 31 December 2038. Upon the expiration of the initial term, the landlords may withdraw from the agreement solely for the reasons set forth in Article 29 of Law No. 392 of 27 July 1978, by providing written notice of termination at least twelve (12) months prior to the relevant expiration date.

The lease shall be automatically renewed for successive fifteen-year terms.

The annual rent is set at Euro 512,000.00, payable in four (4) equal quarterly instalments in advance of Euro 128,000.00 each. Commencing from the second year of the lease term, the rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement of the lease term.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, a delay in payment resulting in arrears exceeding the amount of two (2) months' rent shall constitute just cause for termination of the Isola Bella Lease Agreement.

Should the landlords carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for all other maintenance and repair works, including, without limitation, those relating to water, gas, electrical and sanitary systems; locks and keys; window and door hinges; wall and ceiling surfaces; window and door frames; and all floor and wall coverings.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration.

Subsequently, on 29 July 2025, the parties entered into an addendum to the agreement for the purpose of excluding the fishing rights from the scope of the lease and, consequently, redefining the annual rent.

3. Ex Hotel Delfino Lease Agreement 1

On 15 April 2022, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**Ex Hotel Delfino Lease Agreement 1**") with Delfino S.r.l., acting in his capacity as landlord, concerning the non-residential unit (former Hotel Delfino) designated for restaurant use, located in Via Vittorio Emanuele n. 40, Isola Bella on the Lake Maggiore, in the municipality of Stresa (VB).

The Ex Hotel Delfino Lease Agreement 1 has a fixed term of six years, commencing on 1 April 2022 and expiring on 31 March 2028, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the Ex Hotel Delfino Lease Agreement 1, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The annual rent is set at Euro 190,000.00, payable in four (4) equal quarterly instalments in advance of Euro 47,500.00 each. Commencing from the second year of the lease term, the rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement date of the agreement.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, the failure to timely pay rent or any ancillary charges in a total amount exceeding the equivalent of two (2) monthly rent payments shall constitute grounds for termination of the Ex Hotel Delfino Lease Agreement 1.

Should the landlord carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for all other maintenance and repair works, including, without limitation, those relating to water, gas, electrical and sanitary systems; locks and keys; window and door hinges; wall and ceiling surfaces; window and door frames; and all floor and wall coverings.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration.

4. Isola Bella Stables Lease Agreement

On 24 January 2024, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**Isola Bella Stables Lease Agreement**") with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo, acting in their capacity as landlords, concerning the complex of properties comprising the coach houses and stables in the municipality of Stresa (VB).

The Stables Lease Agreement was entered into for a fixed term of fifteen (15) years, commencing on 1 January 2024 and expiring on 31 December 2038. Upon the expiration of the initial term, the landlords may withdraw from the agreement solely for the reasons set forth in Article 29 of Law No. 392 of 27 July 1978, by providing written notice of termination at least twelve (12) months prior to the relevant expiration date.

The lease shall be automatically renewed for successive fifteen-year terms.

The annual rent is payable in four (4) equal quarterly instalments in advance. Commencing from the second year of the lease term, the rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement of the lease term.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, the failure to timely pay rent or ancillary charges in a total amount exceeding the equivalent of two (2) monthly installments shall constitute grounds for termination of the Stables Lease Agreement.

Should the landlords carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for all other maintenance and repair works, including, without limitation, those relating to water, gas, electrical and sanitary systems; locks and keys; window and door hinges; wall and ceiling surfaces; window and door frames; and all floor and wall coverings.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives.

Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration.

5. Isola Bella Shops Lease Agreement

On 20 June 2022, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**Isola Bella Shops Lease Agreement**") with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting in their capacity as landlord, concerning the complex of properties comprising the non-residential units, designated to be used as shops on Isola Bella on Lake Maggiore, in the municipality of Stresa (VB).

The Isola Bella Shops Lease Agreement has a fixed term of six years, commencing on 1 June 2022 and expiring on 31 May 2028, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing at least three months prior to the expiration date.

Pursuant to the Isola Bella Shops Lease Agreement, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The annual rent is payable in four (4) equal quarterly instalments in advance. Commencing from the third year of the lease term, the rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement of the lease term.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, a failure in payment resulting in arrears exceeding the amount of two (2) months' rent shall constitute grounds for termination of the Isola Bella Shops Lease Agreement.

Should the landlords carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant’s expense. The tenant shall also be responsible for all other maintenance and repair works, including, without limitation, those relating to water, gas, electrical and sanitary systems; locks and keys; window and door hinges; wall and ceiling surfaces; window and door frames; and all floor and wall coverings.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords’ acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration

6. Ex Hotel Delfino Lease Agreement 2

On 15 April 2022, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**Ex Hotel**

Delfino Lease Agreement 2") with Delfino S.r.l., acting in his capacity as landlord, concerning two residential unit (former Hotel Delfino), located in Via Vittorio Emanuele n. 40, second floor, Isola Bella on the Lake Maggiore, in the municipality of Stresa (VB), designated as holiday homes.

The Ex Hotel Delfino Lease Agreement 2 has a fixed term of four years, commencing on 1 April 2022 and expiring on 31 March 2026, and shall be automatically renewed for an additional four-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the Ex Hotel Delfino Lease Agreement 2, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The annual rent is payable in four (4) equal quarterly instalments in advance. The rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement date of the agreement.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, the failure to timely pay rent or ancillary charges in a total amount exceeding the equivalent of two (2) quarterly rent payments shall constitute grounds for termination of the Ex Hotel Delfino Lease Agreement.

Should the landlord carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for all other maintenance and repair works, including, without limitation, those relating to water, gas, electrical and sanitary systems; locks and keys; window and door hinges; wall and ceiling surfaces; window and door frames; and all floor and wall coverings.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration.

7. Isola Bella Holiday Homes Lease Agreement 1

On 1 March 2023, the Issuer, acting in its capacity as tenant, entered into a lease agreement (the ***"Isola Bella Holiday Homes Lease Agreement 1"***) with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting in his capacity as landlord, concerning the following residential unit designated for tourist use:

- Stresa (VB), Isola Bella, via Gaetano Villa n. 9, second and third floor; and
- Stresa (VB), Isola Bella, via Stretta n. 51.

The Isola Bella Holiday Homes Lease Agreement 1 has a fixed term of six years, commencing on 1 March 2023 and expiring on 28 February 2029, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the Isola Bella Holiday Homes Lease Agreement 1, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The annual rent is payable in four (4) quarterly advance installments. Starting from the third year of the lease term, the rent shall be subject to annual adjustment in an amount equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement date of the agreement.

In the event of late payment of the rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall be applied to the tenant. Furthermore, a failure to timely pay rent or ancillary charges in a total amount exceeding the equivalent of two (2) monthly installments shall constitute grounds for termination of the Isola Bella Holiday Homes Lease Agreement 1.

Should the landlord undertake, during the term of the lease, any works necessary to preserve the condition of the property or to prevent further deterioration compromising its suitability for the agreed use, or perform extraordinary maintenance of material significance, the annual rent shall be increased by an amount corresponding to the legal interest accrued on the capital invested in the execution of such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for any other repairs and maintenance activities, including, but not limited to, those concerning water, gas, electrical and sanitary systems; locks and keys; hinges of windows and doors; surfaces of walls and ceilings; window and door frames; and all floor and wall tiling.

With regard to any improvements, additions, repairs, or alterations made by the tenant — including those executed with the landlord's tolerance — the landlord shall be entitled to retain such works without being subject to any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives in advance. Failing that, the tenant shall be obliged to restore the premises to their original condition at its sole cost and expense.

Lastly, the tenant has expressly waived any right of first refusal in the event the landlord intends to transfer the leased property for consideration.

8. Isola Bella Holiday Homes Lease Agreement 2

On 2 May 2022, the Issuer, acting in its capacity as tenant, entered into a lease agreement (the *"**Isola Bella Holiday Homes Lease Agreement 2**"*) with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting in his capacity as landlord, concerning the following residential unit designated for tourist use:

- Stresa (VB), Isola Bella, via del Voltone n. 10, ground, first, second and third floor;
- Stresa (VB), Isola Bella, via della Posta n. 23 ground, first and second floor;
- Stresa (VB), Isola Bella, via Gaetano Villa n. 9 ground, first and second floor;
- Stresa (VB), Isola Bella, via Vittorio Emanuele n. 10, second floor.

The Isola Bella Holiday Homes Lease Agreement 2 has a fixed term of six years, commencing on 1 May 2022 and expiring on 30 April 2028, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the Isola Bella Holiday Homes Lease Agreement 2, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The annual rent is payable in four (4) quarterly advance installments. Starting from the third year of the lease term, the rent shall be subject to annual adjustment in an amount equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement date of the agreement.

In the event of late payment of the rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall be applied to the tenant. Furthermore, a failure to timely pay rent or ancillary charges in a total amount exceeding the equivalent of two (2) monthly rent payment shall constitute grounds for termination of the Isola Bella Holiday Homes Lease Agreement 2.

Should the landlord undertake, during the term of the lease, any works necessary to preserve the condition of the property or to prevent further deterioration compromising its suitability for the agreed use, or perform extraordinary maintenance of material significance, the annual rent shall be increased by an amount corresponding to the legal interest accrued on the capital invested in the execution of such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for any other repairs and maintenance activities, including, but not limited to, those concerning water, gas, electrical and sanitary systems; locks and keys; hinges of windows and doors; surfaces of walls and ceilings; window and door frames; and all floor and wall tiling.

With regard to any improvements, additions, repairs, or alterations made by the tenant — including those executed with the landlord's tolerance — the landlord shall be entitled to retain such works without being subject to any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives in advance. Failing that, the tenant shall be obliged to restore the premises to their original condition at its sole cost and expense.

Lastly, the tenant has expressly waived any right of first refusal in the event the landlord intends to transfer the leased property for consideration.

9. Isola Bella Warehouse Lease Agreement

On 1 March 2023, the Issuer, acting in its capacity as tenant, entered into a lease agreement (the ***"Isola Bella Warehouse Lease Agreement"***) with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting in his capacity as landlord, concerning two units designated for warehouse use.

The Isola Bella Warehouse Lease Agreement has a fixed term of six years, commencing on 1 March 2023 and expiring on 28 February 2029, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the Isola Bella Warehouse Lease Agreement, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The annual rent is payable in four (4) quarterly advance installments. Starting from the third year of the lease term, the rent shall be subject to annual adjustment in an amount equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement date of the agreement.

In the event of late payment of the rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall be applied to the tenant. Furthermore, a failure to timely pay rent or ancillary charges which results in arrears exceeding two (2) months' rent shall constitute just cause for termination of the Isola Bella Warehouse Lease Agreement.

Should the landlord undertake, during the term of the lease, any works necessary to preserve the condition of the property or to prevent further deterioration compromising its suitability for the agreed use, or perform extraordinary maintenance of material significance, the annual rent shall be increased by an amount corresponding to the legal interest accrued on the capital invested in the execution of such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for any other repairs and maintenance activities, including, but not limited to, those concerning water, gas, electrical and sanitary systems; locks and keys; hinges of windows and doors; surfaces of walls and ceilings; window and door frames; and all floor and wall tiling.

With regard to any improvements, additions, repairs, or alterations made by the tenant — including those executed with the landlord's tolerance — the landlord shall be entitled to retain such works without being subject to any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives in advance. Failing that, the tenant shall be obliged to restore the premises to their original condition at its sole cost and expense.

Lastly, the tenant has expressly waived any right of first refusal in the event the landlord intends to transfer the leased property for consideration.

PARCO DEL MOTTARONE

10. Mottarone Station and Road Lease Agreement

On 1 April 2017, Parco del Mottarone, in its capacity as tenant, entered into a lease agreement (the "**Mottarone Station and Road Lease Agreement**") with Mr. Federico Marcantonio Borromeo Arese Borromeo, acting in his capacity as landlord, concerning certain non-residential real estate assets, specifically alpine pasture, railway infrastructure, and roadways located in the municipalities of Gignese and Stresa (VB).

Effective as of 1 December 2019, the position of tenant under the Mottarone Station and Road Lease Agreement was transferred to the Issuer.

The Mottarone Station and Road Lease Agreement was executed for a fixed term of eighteen (18) years, commencing on 1 April 2017 and expiring on 31 March 2035. It shall be automatically renewed for an additional term of six (6) years, given that the landlord has formally waived its right to oppose such renewal. Upon expiration of the first renewal term, the lease shall be further renewed for successive six-year periods, unless either party gives written notice of termination at least twelve (12) months prior to the relevant expiry date.

Pursuant to the Mottarone Station and Road Lease Agreement, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six (6) months.

The annual rent is payable in four (4) quarterly instalments in advance. Starting from third year, the rent is subject to an annual adjustment equal to 100% of the absolute change, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement of the lease term.

In the event of late payment of the rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall be applied to the tenant. Furthermore, a failure to timely pay rent or ancillary charges which results in arrears exceeding two (2) months' rent shall constitute grounds for termination of the Mottarone Station and Road Lease Agreement.

Should the landlord undertake, during the term of the lease, any works necessary to preserve the condition of the property or to prevent further deterioration compromising its suitability for the agreed use, or perform extraordinary maintenance of material significance, the annual rent shall be increased by an amount corresponding to the legal interest accrued on the capital invested in the execution of such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for any other repairs and maintenance activities, including, but not limited to, those concerning water, gas, electrical and sanitary systems; locks and keys; hinges of windows and doors; surfaces of walls and ceilings; window and door frames; and all floor and wall tiling.

With regard to any improvements, additions, repairs, or alterations made by the tenant — including those executed with the landlord's tolerance — the landlord shall be entitled to retain such works without being subject to any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives in advance. Failing that, the tenant shall be obliged to restore the premises to their original condition at its sole cost and expense.

Lastly, the tenant has expressly waived any right of first refusal in the event the landlord intends to transfer the leased property for consideration.

11. Mottarone Ski Slopes Lease Agreement

On 1 January 2016, Parco del Mottarone (formerly 360 Mottarone S.r.l.), in its capacity as tenant, entered into a lease agreement (the "**Mottarone Ski Slopes Lease Agreement**") with Mr. Federico Marcantonio Borromeo Arese Borromeo, in his capacity as landlord, concerning certain non-residential immovable assets, specifically mountain land located in the Mottarone area of the municipality of Stresa (VB). Pursuant to the agreement, such land is to be used exclusively for the operation of ski lift systems, artificial snowmaking infrastructure, sports areas, and ski slopes during the winter season, as well as for the installation of recreational and leisure facilities and structures dedicated to sports and outdoor activities during the remaining seasons.

Effective as of 28 June 2017, the position of tenant under the Mottarone Ski Slopes Lease Agreement was transferred to the Issuer, and the position as landlord was transferred to Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo.

Under the terms of the Mottarone Ski Slopes Lease Agreement, any use of the leased property for purposes other than those expressly contemplated therein shall constitute an event of default, entitling the landlord to terminate the agreement.

The lease agreement was executed for a fixed term of six (6) years, commencing on 1 January 2016 and expiring on 31 December 2021. Upon expiration of the initial term, the agreement was renewed for an additional six-year period, expiring on 31 December 2027, and shall be further renewed automatically for successive six-year terms unless either party provides written notice of termination at least twelve (12) months prior to the relevant expiry date.

The annual rent is payable in two (4) quaterly instalments in advance. Commencing from the fourth year of the lease term, the rent shall be subject to annual adjustment in an amount equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement of the lease term.

Should the tenant delay payment of rent by more than five (5) business days, default interest shall accrue on the overdue amount at a rate equal to the three-month EURIBOR plus two (2) percentage points. Such delay shall also constitute grounds for termination of the lease in accordance with Article 1456 of the Italian Civil Code.

The tenant is contractually obliged to operate the leased facilities with all appropriate measures to ensure the safety of both facility users and third parties, and to comply with all applicable legal and regulatory obligations regarding the operation, maintenance, and safety of the facilities, without any obligation or liability on the part of the landlord. The tenant further undertakes to fully indemnify and hold harmless the landlord against any and all claims raised by third parties arising from or in connection with the tenant's activities on the premises. In this regard, the tenant has undertaken to maintain an appropriate insurance policy for the entire duration of the lease.

To guarantee the proper and punctual fulfilment of all obligations under the lease, the tenant has delivered to the landlord a surety bond, with a term aligned to the duration of the lease. The value of such guarantee shall be proportionally adjusted to reflect any increase in the rent.

In the event that the tenant fails to return, in whole or in part, the leased premises upon expiration or earlier termination of the agreement, the tenant shall be liable to pay an occupancy indemnity equal to the daily rent for each day of continued occupation, in addition to an equivalent penalty amount, without prejudice to the landlord's right to claim for any greater damages.

12. Vetta al Mottarone Lease Agreement

On 15 December 2015, Parco del Mottarone S.r.l. (formerly 360 Mottarone S.r.l.), in its capacity as tenant, entered into a lease agreement (the "**Vetta al Mottarone Lease Agreement**") with Comunità Montana Due Laghi Cusio Mottarone e Val di Strona, in its capacity as landlord, concerning the lease of a property located in Omegna, Vetta del Mottarone, first floor, designated for use as a bar and refreshment facility.

Effective as 1 December 2019, the position of tenant under Vetta al Mottarone Lease Agreement was transferred to the Issuer as well as the position of landlord was transferred to Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo.

The Vetta al Mottarone Lease Agreement was entered into for a fixed term of six (6) years, commencing on 15 December 2015 and expiring on 14 December 2021. Upon expiration, the agreement was renewed for an additional six-year term, expiring on 14 December 2027, and shall be further renewed automatically for subsequent six-year terms, unless either party provides written notice of termination at least six (6) months prior to the relevant expiration date.

Pursuant to the terms of the lease agreement, the tenant is entitled to withdraw unilaterally at any time, subject to a six (6) month prior written notice. Conversely, in the event of non-operation of the bar for a period exceeding six (6) consecutive months, the landlord is similarly entitled to withdraw from the agreement at any time, subject to the same notice period.

The annual rent is payable in four (4) quarterly instalments in advance. The rent is subject to an annual adjustment equal to 75% of the absolute change, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month of July of every year of the lease term.

Furthermore, all repair and maintenance obligations shall be borne exclusively by the tenant.

Pursuant to the Vetta al Mottarone Lease Agreement, any costs related to additional certifications or regulatory compliance works required for the operation of the food service activity shall be initially borne by the tenant and subsequently offset against the rent due.

Under penalty of termination of the lease, the tenant is obliged to procure and maintain adequate insurance coverage for fire damage, tenant's liability, and third-party liability.

To secure the proper performance of its contractual obligations, the tenant has provided a security deposit by way of an insurance surety, valid for the entire duration of the lease.

13. Residence Mottarone Lease agreement 1

On 30 November 2021, the Issuer, in its capacity as tenant, entered into a lease agreement (the ***"Residence Mottarone Lease Agreement 1"***) with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting as landlord, concerning a residential unit designated for tourist use, located in Omegna (VB), Mottarone locality, via Mottarone, first floor.

The *Residence Mottarone L*ease Agreement 1 has a fixed term of six years, commencing on 1 December 2021 and expiring on 30 November 2027, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the *Residence Mottarone* Lease Agreement 1, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The agreed rent is payable in four quarterly advance installments. The rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the month immediately preceding the commencement of the agreement.

In the event of late payment of rent or ancillary charges, a penalty equal to 5% of the outstanding amount shall be applied to the tenant. Furthermore, a failure to timely pay rent or ancillary charges which results in arrears exceeding two (2) months' rent shall constitute grounds for termination of the *Residence Mottarone* Lease Agreement 1.

Should the landlord, during the term of the lease, carry out works necessary for the preservation of the property or to prevent damage compromising its suitability for use, or undertake significant extraordinary maintenance works, the rent shall be increased by an amount corresponding to the legal interest rate applied to the capital invested in the execution of such works.

All repair and maintenance obligations set forth under Article 1609 of the Italian Civil Code shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. In addition, the tenant shall be responsible for the full cost of both ordinary and extraordinary maintenance, including but not limited to repairs related to water, gas, electrical and sanitary systems, locks and keys, window and door hinges, wall and ceiling surfaces, window and door frames, and all flooring and wall tiles.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly waived any right of first refusal in the event the landlord intends to transfer the leased property for consideration.

14. Residence Mottarone Lease agreement 2

On 30 November 2021, the Issuer, in its capacity as tenant, entered into a lease agreement (the ***"Residence Mottarone Lease Agreement 2"***) with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting as landlord, concerning a residential unit designated for tourist use, located in Omegna (VB), Mottarone locality, via Mottarone, second floor.

The *Residence Mottarone* Lease Agreement 2 has a fixed term of six years, commencing on 1 December 2021 and expiring on 30 November 2027, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the *Residence Mottarone* Lease Agreement 2, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The agreed rent amounts to is payable in four quarterly advance installments. The rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the month immediately preceding the commencement of the agreement.

In the event of late payment of rent or ancillary charges, a penalty equal to 5% of the outstanding amount shall be applied to the tenant. Furthermore, a failure to timely pay rent or ancillary charges which results in arrears exceeding two (2) months' rent shall constitute grounds for termination of the Residence Mottarone Lease Agreement 2.

Should the landlord, during the term of the lease, carry out works necessary for the preservation of the property or to prevent damage compromising its suitability for use, or undertake significant extraordinary maintenance works, the rent shall be increased by an amount corresponding to the legal interest rate applied to the capital invested in the execution of such works.

All repair and maintenance obligations set forth under Article 1609 of the Italian Civil Code shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. In addition, the tenant shall be responsible for the full cost of both ordinary and extraordinary maintenance, including but not limited to repairs related to water, gas, electrical and sanitary systems, locks and keys, window and door hinges, wall and ceiling surfaces, window and door frames, and all flooring and wall tiles.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly waived any right of first refusal in the event the landlord intends to transfer the leased property for consideration.

15. Ski School Sublease Agreement

On 17 October 2025, the Issuer, acting as sublessee, entered into a sublease agreement (the "**Ski School Sublease Agreement**") with Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l., in its capacity as sublessor, concerning a portion of a non-residential unit located in Stresa (VB), Località Mottarone, Via Mottarone, ground floor.

The sublease agreement was executed on the basis of the existing lease agreement between Italsite S.r.l. and Scuola Sci Stella Alpina Mottarone S.t.p. S.r.l.

The Ski School Sublease Agreement has a term of one year, commencing on 1 November 2025 and expiring on 31 October 2026. Upon expiration, the agreement shall not be automatically renewed, unless the parties expressly agree to enter into a new lease agreement under revised terms and conditions.

Pursuant to the terms of the agreement, the sublessee may unilaterally terminate the sublease at any time by providing six (6) months prior written notice.

The annual rent is payable in advance in four (4) equal quarterly instalments.

In accordance with Article 1609 of the Italian Civil Code, all maintenance and repair obligations relating to the leased premises are the sole responsibility of the sublessee. Should the sublessee fail to comply with these obligations, the sublessor reserves the right to carry out any necessary works at the sublessee's expense.

ISOLA MADRE

16. Isola Madre Lease Agreement

On 24 January 2024, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**Isola Madre Lease Agreement**") with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo, acting in their capacity as landlords, concerning the real estate complex consisting of the fully furnished entire palace, together with the adjoining gardens, chapel, greenhouses, and two residential units on Isola Madre, Lake Maggiore, in the municipality of Stresa (VB).

The Isola Madre Lease Agreement was entered into for a fixed term of fifteen (15) years, commencing on 1 January 2024 and expiring on 31 December 2038. Upon the expiration of the initial term, the landlords may withdraw from the agreement solely for the reasons set forth in Article 29 of Law No. 392 of 27 July 1978, by providing written notice of termination at least twelve (12) months prior to the relevant expiration date.

The lease shall be automatically renewed for successive fifteen-year terms.

The annual rent is set at Euro 212,000.00, payable in four (4) equal quarterly instalments in advance of Euro 53,000.00 each. Commencing from the second year of the lease term, the rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement of the lease term.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, a failure to timely pay rent or ancillary charges which results in arrears exceeding the amount of two (2) months' rent shall constitute grounds for termination of the Isola Madre Lease Agreement.

Should the landlords carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for all other maintenance and repair works, including, without limitation, those relating to water, gas, electrical and sanitary systems; locks and keys; window and door hinges; wall and ceiling surfaces; window and door frames; and all floor and wall coverings.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration.

17. La Piratera Lease Agreement

On 2 May 2022, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**La Piratera Lease Agreement**") with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting in his capacity as landlord, concerning the non-residential unit, designated to be used as restaurant and shop on the Isola Madre on Lake Maggiore, in the municipality of Stresa (VB).

The La Piratera Lease Agreement has a fixed term of six years, commencing on 1 May 2022 and expiring on 30 April 2028, and shall be automatically renewed for an additional six-year term. At the end of the renewal term, the parties may initiate negotiations either for a further renewal under new terms or for the non-renewal of the agreement, by providing written notice at least three months prior to the expiration date.

Pursuant to the La Piratera Lease Agreement, the tenant is entitled to unilaterally withdraw from the contract at any time, subject to a prior written notice of six months.

The annual rent is payable in four (4) equal quarterly instalments in advance. Commencing from the second year of the lease term, the rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement date of the agreement.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, a failure to timely pay rent or ancillary charges which results in arrears exceeding the amount of two (2) months' rent shall constitute grounds for termination of the Piratera Lease Agreement.

Should the landlord carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration.

ROCCA DI ANGERA

18. Rocca di Angera Lease Agreeement

On 24 January 2024, the Issuer, in its capacity as tenant, entered into a lease agreement (the "**Rocca di Angera Lease Agreement**") with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo and Mr. Giberto Borromeo Arese Borromeo, acting in their capacity as landlords, concerning the complex of properties comprising premises used for tours of the Rocca di Angera, including those designated for administrative purposes, a bookshop, a bar, conference facilities, and areas forming part of the tourist route, located on Rocca di Angera in Lake Maggiore, in the municipality of Stresa (VB).

The Rocca di Angera Lease Agreement was entered into for a fixed term of fifteen (15) years, commencing on 1 January 2024 and expiring on 31 December 2038. Upon the expiration of the initial term, the landlords may withdraw from the agreement solely for the reasons set forth in Article 29 of Law No. 392 of 27 July 1978, by providing written notice of termination at least twelve (12) months prior to the relevant expiration date.

The lease shall be automatically renewed for successive fifteen-year terms.

The annual rent is payable in four (4) equal quarterly instalments in advance. Commencing from the second year of the lease term, the rent shall be subject to an annual adjustment equal to 100% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the month immediately preceding the commencement of the lease term.

In the event of late payment of rent or any ancillary charges, a penalty equal to five percent (5%) of the outstanding amount shall apply. Furthermore, a failure to timely pay rent or ancillary charges which results in arrears exceeding the amount of two (2) months' rent shall constitute grounds for termination of the Rocca di Angera Lease Agreement.

Should the landlords carry out, during the lease term, any works necessary to preserve the condition of the property or to prevent deterioration that could compromise its fitness for the agreed use, or undertake extraordinary maintenance of material significance, the annual rent shall be increased by an amount equal to the legal interest accrued on the capital invested in such works.

Pursuant to Article 1609 of the Italian Civil Code, all repair and maintenance obligations in respect of the leased property shall be borne exclusively by the tenant. Should the tenant fail to perform such obligations, the landlords shall be entitled to carry out the necessary works at the tenant's expense. The tenant shall also be responsible for all other maintenance and repair works, including, without limitation, those relating to water, gas, electrical and sanitary systems; locks and keys; window and door hinges; wall and ceiling surfaces; window and door frames; and all floor and wall coverings.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Lastly, the tenant has expressly and irrevocably waived any right of first refusal in the event that the landlords intend to dispose of the leased property for consideration.

19. Osteria del Castello Lease Agreement

On 1 July 2013, Osteria del Castello di Cebrelli Silvia, in its capacity as tenant, entered into a lease agreement (the "**Osteria del Castello Lease Agreement**") with Mr. Federico Marcantonio Borromeo Arese and Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, acting in their capacity as landlords, concerning the non-residential unit, designated to be used as restaurant in Via Rocca Castello n. 1 in the municipality of Angera (VA).

Effective as of 18 November 2016, the position of tenant under the Osteria del Castello Lease Agreement was transferred to the Issuer.

The Osteria del Castello Lease Agreement has a fixed term of six years, commencing on 1 July 2013 and expiring on 30 June 2019. Upon expiration, the agreement was renewed for an additional six-year term, expiring on 30 June 2025, and shall be further renewed automatically for subsequent six-year terms, unless either party provides written notice of termination no less than twelve (12) months prior to the expiration date.

The tenant shall be responsible for requesting, obtaining, and maintaining all authorisations and permits necessary for the conduct of its business activity and shall carry out, at its sole cost and expense, all required compliance works and adjustments.

Should the leased property be used for purposes other than that of restaurant operations, the landlord shall be entitled to terminate the lease agreement.

The annual rent is payable in four (4) equal quarterly instalments in advance. Commencing from the fourth year of the lease term, the rent shall be subject to an annual adjustment equal to 75% of the absolute variation, if any, in the ISTAT consumer price index, calculated with reference to the index applicable to the previous year.

In the event of a delay exceeding twenty (20) days in the payment of rent or any ancillary charges, default interest shall apply, calculated pursuant to Article 5 of Legislative Decree No. 231/2002, without prejudice to the landlord's right to terminate the lease agreement.

Upon expiration or early termination of the lease, should the tenant unlawfully retain possession of the premises, it shall be liable to pay the landlord an occupancy indemnity equal to the rent, as well as an additional indemnity by way of penalty in an amount equal to 100% of the rent.

Any improvements, additions, repairs or alterations carried out by the tenant — including those made with the landlords' acquiescence or tolerance — shall become the property of the landlords without any obligation of indemnification or compensation, which the tenant hereby expressly and irrevocably waives. Failing such waiver, the tenant shall be required to restore the leased premises to their original condition, at its sole cost and expense.

Pursuant to Articles 1576, 1609 and 1610 of the Italian Civil Code, all repair and maintenance obligations relating to the leased property, including extraordinary works, shall be borne exclusively by the tenant.

Should the leased property, in whole or in part, become uninhabitable, unusable, or unfit for the contractually agreed use during the lease term, the landlord shall reimburse the tenant the portion of the rent already paid in advance, in proportion to the period and portion of the premises not enjoyed.

16.1.2 OTHER RENTS WITH RELATED PARTIES

20. Ski Lift Business Operations Lease Agreement

On 26 November 2019, Parco del Mottarone, as lessor, and the Issuer, as lessee, entered into a lease agreement concerning the lease of the business operations relating to the operation and management of ski lift systems, the management of facilities and slopes for alpine skiing and other winter sports, as well as the sale of related equipment to the Issuer.

The agreement has a fixed term of 6 years from 1 December 2019 until 30 November 2025, with the option to extend it for an additional twenty-four (24) months, unless terminated by either party with at least three (3) months' prior written notice before the expiry date.

The annual lease fee is payable in four (4) equal quarterly instalments in advance.

Failure to pay two instalments of the lease fee, even if non-consecutive, for more than ten (10) days after their respective due dates, shall result in the automatic termination of the agreement.

21. Adventure Park Business Operations lease agreement

On 26 November 2019, Parco del Mottarone, as lessor, and the Issuer, as lessee, entered into a lease agreement concerning the lease of the Business Operations relating to the "adventure park with suspended courses", specifically referring to a type of amusement park consisting of various aerial routes set at different heights above the ground, which, with the aid of lianas, Tibetan bridges, zip lines, nets, and walkways, allow participants to move from tree to tree in complete safety.

The agreement has a fixed term of 6 years from 1 December 2019 until 30 November 2025, with the option to extend for an additional twenty-four (24) months, under the same commercial terms, unless terminated by either party with at least three (3) months' prior written notice before the expiry date.

The annual lease fee is payable in four (4) equal quarterly instalments in advance.

Failure to pay two instalments of the lease fee, even if non-consecutive, for more than ten (10) days shall result in termination of the agreement.

22. Restaurant Business Operations Lease Agreement

On 26 November 2019, Parco del Mottarone, as lessor, and the Issuer, as lessee, entered into a lease agreement concerning the lease of the Business Operations relating to the bar, café, refreshment services, and full-service restaurant operations.

The agreement has a fixed term of 6 years from 1 December 2019 until 30 November 2025, with the option to extend for an additional twenty-four (24) months, under the same commercial terms, unless terminated by either party with at least three (3) months' prior written notice before the expiry date.

The annual lease fee is payable in four (4) equal quarterly instalments in advance.

Failure to pay two instalments of the lease fee, even if non-consecutive, for more than ten (10) days after their respective due dates, shall result in the automatic termination of the agreement.

23. Rental Business Operations Lease Agreement

On 26 November 2019, Parco del Mottarone and the Issuer entered into a lease agreement concerning the lease of the Business Operations relating to the rental activities of bikes and mountain bikes, skiis, boots and accessories, chair and deck chairs to the Issuer.

The agreement has a fixed term of 6 years from 1 December 2019 until 30 November 2025, with the option to extend for an additional twenty-four (24) months, unless terminated by either party with at least three (3) months' prior written notice before the expiry date.

The annual lease fee is payable in four (4) equal quarterly instalments in advance.

Failure to pay two instalments of the lease fee, even if non-consecutive, for more than ten (10) days shall result in termination of the agreement.

16.1.3 OTHER TRANSACTIONS WITH RELATED PARTIES

24. Collaboration Agreement with the Ski School

On 26 November 2019, the Issuer, Mr. Paolo Vallero, and Scuola Sci Stella Alpina Mottarone entered into a collaboration agreement (the "**Ski School Collaboration Agreement**"), pursuant to which the ski instructors of the school undertake to perform, on an exclusive basis, professional ski instruction activities within the territory of the Parco del Mottarone for the benefit of the Company, as well as to provide certain ancillary services aimed at promoting the activities carried out by the Issuer.

Under the terms of the Ski School Collaboration Agreement, the Issuer undertakes to carry out ticketing and pass sales to the ski school's customers, to collect the related payments in the name and on behalf of the school, and to handle the payment of fees due to the ski instructors for their professional services. In addition, the Company is required to ensure a commercial presence on the premises through the rental and sale of suitable sports equipment and to provide further ancillary services related to the ski school's operations.

The agreement having a term of one year until 30 Novembre 2022 was renewed for additional two-year periods, up to 30 November 2025.

Pursuant to the Ski School Collaboration Agreement, the Issuer undertakes to pay Mr. Vallero a fixed annual fee of Euro 45,000, as well as a variable annual share equal to 50% of the profit before taxes generated (i) by the ski school's activities carried out during each year of the agreement's validity, and (ii) by the sports equipment rental and sale activities performed by the Company, up to a maximum amount of Euro 40,000.00.

Failure by the Issuer to make these payments in favour of Mr. Vallero constitutes grounds for termination of the agreement, in which case the Issuer shall be required to transfer to Mr. Vallero, who shall be obliged to purchase: (i) its shareholding interest in the ski school at nominal value, in addition to the amount of any outstanding shareholder loans granted by the Issuer to the school, and (ii) certain equipment identified in the agreement, for a total amount of Euro 18,000.00.

In addition to the foregoing, the Issuer has undertaken to cover any losses of the ski school, ensuring that its net equity at the end of each financial year remains at no less than Euro 6,000.00.

In consideration of the services rendered in favour of the ski school, Kaleon shall be entitled to receive a variable fee to be agreed from time to time between the parties based on the actual use of ticketing and administrative services, as well as a fixed gross fee of Euro 5,000.00.

Subsequently, on 30 November 2020, the parties entered into an addendum to the agreement in order to extend its duration until 30 November 2025.

Lastly, on 24 October 2023, the parties executed a second addendum to provide for the automatic annual renewal of the agreement, unless terminated with sixty (60) days' prior written notice.

25. Agreement for the provision of administrative and management services

Agreement for the provision of administrative and management services to Italian Heritage S.r.l.

On 31 October 2024, the Issuer and Italian Heritage S.r.l. entered into an agreement pursuant to which the Company undertakes to provide certain administrative, management and accounting services in favour of Italian Heritage.

The agreement provides for an annual fee, payable to the Issuer.

The agreement has an initial term from 31 October 2024 until 31 December 2024 and shall be automatically renewed on a yearly basis, unless terminated by either party with thirty (30) days' prior written notice before the relevant expiry date.

26. Agreement for the provision of administrative and management services to Parco del

Mottarone

On 1 July 2016, the Issuer and Parco Mottarone S.r.l. (former 360 Mottarone S.r.l.) entered into an agreement pursuant to which the Company undertakes to provide certain administrative, management and accounting services in favour of Parco Mottarone.

The agreement provides for a minimum quarterly fee, payable to the Issuer.

The agreement has an initial term from 1 July 2016 until 30 June 2017 and shall be automatically renewed on a yearly basis, unless terminated by either party with thirty (30) days' prior written notice before the relevant expiry date.

Subsequently, on 27 January 2020, the parties entered into an addendum to the agreement in order to edit the minimum quarterly fee.

27. Shareholder loan

As of 31 December 2024, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo held a receivable from the Issuer in the form of a shareholder loan in the amount of Euro 6,010,400.00 (six million ten thousand four hundred/00) (the ***Shareholder Loan***).

Subsequently, on June 25, 2025, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, in his capacity as sole shareholder of L6A4, informed the Company of the transfer of the Shareholder Loan to L6A4 – sole shareholder of the Company – which, as a result, took over from Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo as creditor pursuant to Articles 1260 et seq. of the Italian Civil Code.

On 20 October 2025, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo converted a portion of the Shareholder Loan into equity, for an amount equal to Euro 2,000,000.00.

As of the Date of the Admission Document, the Company has completely repaid the Shareholder Loan.

28. Surety bond no. 727409 – Banco BPM S.p.A.

The surety bond no. 727409, signed on July 2nd, 2021, by Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo in favour of Banco BPM S.p.A., guarantees the obligations undertaken by the Company toward the bank, up to a maximum amount of Euro 5,000,000.00 (five million/00), in connection with the loan referred to in the loan agreement n. 05360139. The guarantee covers all sums owed by the principal debtor, including principal, interest (including default interest), ancillary costs, legal fees, and tax liabilities, as well as obligations arising from any renewals or extensions of the guaranteed obligations, unless the surety revokes the guarantee in a timely manner.

The surety bond is granted on a joint and several basis, with the waiver of the benefits of prior recourse and the exceptions provided under Articles 1955 and 1957 of the Italian Civil Code and remains effective until the full discharge of all debts owed by the bank to the debtor, even in the event of invalidity of the guaranteed obligations. The surety is obligated to make immediate payment, upon simple written request from the bank, of the amounts owed, with an obligation to pay default interest in the event of delay.

The surety may withdraw from the guarantee by written notice; however, the withdrawal is only effective from the fifth working day following the receipt of the notice by the bank and does not release the guarantor from obligations incurred up to that point. The surety bond expires with the extinguishment of the guaranteed obligations or, in the event of withdrawal, upon payment of all obligations incurred up to that time.

The surety is responsible for all costs related to the guarantee. The surety bond is governed by Italian law, and the competent court is the one located at the bank's registered office, unless otherwise agreed. The guarantee may be reported by the bank to audit firms appointed by the debtor. No automatic renewal mechanisms are provided.

29. Surety bond no. 1/2016 – Intesa Sanpaolo S.p.A.

The omnibus surety bond, signed on August 1st, 2016, by the Company, as guarantor, and Intesa Sanpaolo S.p.A., as creditor, for the benefit of 360 Mottarone S.r.l. (now Parco del Mottarone S.r.l.), as principal debtor, guarantees obligations to the bank, both present and future, up to a maximum amount of Euro 100,000.00 (one hundred thousand/00), plus default interest, costs, and related expenses. The guarantee covers any banking relationship, including loans, credit lines, advances, the issuance of guarantees, securities transactions, and financial instruments, as well as any other obligations arising from existing or future agreements between the bank and the principal debtor.

The guarantee is provided on a joint and several basis, with a waiver of the benefits of prior recourse and the exceptions outlined in Articles 1955 and 1957 of the Italian Civil Code. It remains effective until the full discharge of all debts owed by the principal debtor to the bank. The surety is required to make immediate payment, upon simple written request from the bank, of any amounts owed, with an obligation to pay default interest in case of delay. In the event of invalidity of the guaranteed obligations, the guarantee extends to cover the repayment of any amounts already disbursed.

The surety may withdraw from the guarantee by providing written notice. However, the withdrawal will only be effective on the fifth working day following the receipt of the notice by the bank and will not release the guarantor from obligations incurred up to that point or those arising from existing relationships as of the date the withdrawal takes effect. The surety expires only upon the complete discharge of the guaranteed obligations.

The agreement includes subordination clauses, ensuring the surety's rights are ranked behind those of the bank, as well as giving the bank the discretion to apply payments to any obligations it considers appropriate. The surety is governed by Italian law, and the competent court is located at the bank's registered office. All related costs are borne by the surety. The guarantee may be reported by the bank to audit firms or regulatory authorities. No automatic renewal mechanisms are provided. The guarantee will expire with the full discharge of the guaranteed debts. The competent court is the Milan Court.

30. Subordination letter

The subordination letter, signed on July 6th, 2021, by Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo in favour of Banco BPM S.p.A., governs the full subordination of the claims held by the shareholder against the Company – for a total amount of Euro 6,010,400.00 (six million ten thousand four hundred/00) – as well as any future claims, in relation to the claims held by Banco BPM S.p.A. against the Company, in connection with the loan agreement n. 05360139. Under this agreement, the shareholder undertakes not to request the repayment of his claims or to offset them against The Company until the company has fully settled all its debts towards Banco BPM S.p.A., including principal, interest, and related charges on the aforementioned loan.

In the event of non-compliance with this obligation, the shareholder commits to immediately paying to the bank any amounts collected. Furthermore, if The Company is subject to any insolvency proceedings, the shareholder agrees to transfer to Banco BPM S.p.A. any amounts he may have received from the procedure, up to the remaining debt owed to the bank. The agreement also provides that The Company, as the party receiving the notice, acknowledges the subordination and commits to respecting the priority of the bank's claims over those of the shareholder.

The subordination takes effect immediately upon signing and remains in force until the full extinguishment of the Company's obligations to Banco BPM S.p.A. No suspensive or resolutive conditions are provided, other than the full settlement of the bank's debt. The agreement is governed by Italian law, and all related costs are borne by the shareholder. This arrangement strengthens the bank's creditor position by subordinating any claim from the shareholder to the full satisfaction of the bank's claims.

31. Castelli di Cannero Trademark License

On 12 November 2025, the Issuer, as licensee, and Lodovico Borromeo Arese Borromeo, as licensor, entered into an agreement pursuant to which the latter granted the Company n exclusive, non-transferable trademark license to use the marks "Castelli di Cannero" in Italy and Switzerland for promotional and commercial purposes.

Lodovico Borromeo Arese Borromeo guarantees full ownership and maintenance of the trademarks and bears all costs related to their defense and renewal.

The contract has a 10-year duration, until 11 November 2035, automatically renewable for additional 10-year terms unless terminated with six months' notice.

Kaleon shall pay an annual royalty and bear registration costs.

16.2 Villa Pallavicino Lease Agreement

On 6 July 2017, Mr. Domenico Antonio Pallavicino, in his capacity as landlord, entered into a lease agreement (the "**Villa Pallavicino Lease Agreement**") with the Company, in its capacity as tenant, concerning a non-residential real estate complex located in the municipality of Stresa (VB), Italy, known as the "*Compendio Immobiliare di Villa Pallavicino*", as further described in the agreement and its annexes.

The Villa Pallavicino Lease Agreement has a fixed term of twenty-four (24) years, commencing on 7 July 2017 and expiring on 6 July 2041. Upon expiration, the agreement shall be automatically renewed for additional six (6) year terms, unless either party provides written notice of termination at least twelve (12) months prior to the expiration date.

Pursuant to the agreement, the tenant is entitled to exclusive use of the leased premises for the purposes of operating a public park, wildlife exhibition, retail sale of souvenirs, and food and beverage services (the "**Permitted Activities**"). The tenant is expressly prohibited from carrying out any activities other than the Permitted Activities.

The annual rent is payable in two (2) equal semi-annual instalments in advance, by bank transfer to the landlord's designated account. In consideration of the initial restoration and adaptation works to be carried out by the tenant at its sole cost and responsibility, the obligation to pay rent shall commence from the eleventh (11th) year of the lease term (i.e., from 7 July 2027). The rent shall be subject to annual adjustment equal to 75% of the increase, if any, in the ISTAT consumer price index for blue- and white-collar households, with the first adjustment to be calculated on the basis of the index variation between the commencement date and the tenth year of the lease.

All ordinary maintenance obligations, as well as the costs of utilities, taxes, and ancillary charges, are borne exclusively by the tenant. Extraordinary maintenance is the responsibility of the landlord, up to maximum annual cap; any excess shall be borne by the tenant, subject to specific procedures for notification and reimbursement.

The tenant is entitled to carry out improvements and additions to the leased premises, subject to the landlord's prior written consent, which may not be unreasonably withheld. All improvements and additions made by the tenant shall become the property of the landlord upon termination of the lease, without any obligation of indemnification or compensation, except as otherwise expressly agreed.

The tenant may freely withdraw from the lease at any time, by giving at least six (6) months' prior written notice to the landlord by registered letter with return receipt.

The agreement contains a pre-emption right in favour of the tenant in the event of a sale of the leased property by the landlord, with detailed procedures for the exercise of such right. Any assignment of the lease or subletting of the premises by the tenant is subject to the landlord's prior written consent, except in the case of assignment to companies controlled by the current shareholders or their direct descendants.

On 6 July 2017, Mr. Domenico Antonio Pallavicino, in his capacity as landlord, entered into a lease agreement with the Company, concerning a compendium of real estate assets located in the municipality of Stresa (VB), including Villa Pallavicino, various buildings, warehouses, and surrounding land, as further detailed in the annexed plan.

Effective as of 23 June 2020, the parties executed an amendment to the Villa Pallavicino Lease Agreement (the "**Amendment to the Villa Pallavicino Lease Agreement**"). Pursuant to the Amendment to the Villa Pallavicino Lease Agreement, the scope of the lease was expanded to include additional buildings and land that were previously excluded from the original lease agreement.

As a result of the expansion of the leased property, the annual rent was increased. This replaces the previous rent amount and is set out in the amended financial terms.

The amending agreement also modifies the landlord's obligations regarding extraordinary maintenance. The landlord's responsibility for extraordinary maintenance is now limited to maximum amountmaximum amount per year (including VAT) for each year of the lease.

The lease was further amended to expressly include the furniture present in the leased buildings, as identified in a shared inventory. The tenant is released from liability for loss or damage to such furniture and is authorised to dispose of any items considered unusable or deteriorated.

The amending agreement also records the delivery and acknowledgment of the energy performance certificates (APE) for the newly included units, in accordance with applicable regulations.

16.3 Loan agreements

Loan agreement n. OIC1010423116 – Intesa Sanpaolo S.p.A.

On September 16th, 2020, the Company, as borrower, entered into a loan agreement with Intesa Sanpaolo S.p.A., as lender, for a total amount of Euro 2,300,000.00 (two million three hundred thousand/00), intended to support working capital following the Covid-19 emergency. The financing is specifically allocated for the payment of salaries, suppliers, taxes, and duties.

The loan agreement has a duration of 72 months, starting from the disbursement date, which includes a 36-month pre-amortization period during which only interest payments are due. Capital repayment is to be made in 36 monthly instalments, with the first instalment due on October 16, 2023, and the last instalment due on September 16, 2026, in accordance with the amortization schedule.

The applicable interest rate is variable, consisting of a fixed spread of 0.70% and the one-month EURIBOR rate. In the event of payment delays, late payment interest is charged at the contractual rate plus an additional 2 percentage points.

The borrower is subject to specific obligations, including: the timely submission of annual financial statements and requested corporate documentation, immediate notification of events that may negatively affect the financial position, the maintenance of a dedicated bank account, and the use of the loan for the contractually agreed purposes (Articles 7 and 7bis). Failure to comply, even partially, with these obligations is expressly considered a cause for termination of the contract pursuant to Article 1456 of the Italian Civil Code.

Additionally, the contract provides for automatic termination in the event of a request for bankruptcy or similar proceedings, falsification of data provided, a change in the purpose of the loan, significant corporate events (such as liquidation, mergers, demergers, or unauthorized transfers of business), or failure to meet credit obligations with third parties (Article 9). The bank also reserves the right to unilaterally terminate the contract in the presence of specific events that negatively affect the borrower's position.

Other notable clauses for the borrower include: the possibility of early repayment, either in full or partially, with a 0.5% charge on the repaid capital within the first 36 months, and no charge thereafter; rules regarding the debtor's responsibility for expenses; the indivisibility of the obligations even in the case of succession or transfer of the debt; the proof of debt through the bank's accounting records; and the subjecting of the contract to Italian law.

The loan is secured by a guarantee from the SME Guarantee Fund, with additional obligations for the borrower related to documentation and the proper allocation of the financed amounts.

In conclusion, the agreement thoroughly governs the terms of disbursement, repayment, and resolution of the loan, imposing stringent obligations and significant responsibilities on the borrower, with particular attention to the proper use of funds and transparency in communication with the bank.

Loan agreement n. 05360139 – Banco BPM S.p.A.

On July 7th, 2021, the Company, as borrower, entered into a loan agreement with Banco BPM as lender, for a total amount of Euro 5,000,000.00 (five million/00), aimed at supporting the business activities of the borrower.

The financing has a duration of 54 months, in addition to any pre-amortization and instalment alignment period, with repayment structured in 7 pre-amortization quarterly instalments and 18 quarterly amortization instalments, in accordance with the amortization plan. The interest rate applied is fixed for the entire term of the loan, as of 2021 set at 1.10% nominal, with an APR (TAEG) of 1.22%. In the event of payment delays, late payment interest is due at the contractual rate plus an additional 2 percentage points.

As collateral for the obligations undertaken, the borrower has provided a specific guarantee for the entire amount. The borrower is required to comply with various informational obligations, including the timely communication of detrimental events, submission of annual financial statements, maintenance of guarantees, and the allocation of the financed amounts for the contractually intended purposes. There are also obligations to refrain from actions that could harm the bank's position, as well as a negative pledge commitment.

The contract includes numerous express termination clauses pursuant to Article 1456 of the Italian Civil Code, including non-payment of obligations, falsification of statements, failure to meet informational obligations, the initiation of bankruptcy proceedings, reduction of share capital, voluntary liquidation, and failure to make early repayment in the event of a change of control of the borrower. In such cases, the bank may declare the loss of the benefit of the term and require the immediate repayment of the outstanding debt.

The contract provides for the possibility of early repayment, either in full or in part, with a fee of 0.25% on the amount repaid. The agreement does not include provisions for automatic renewal. Additional relevant clauses concern the bank's right to unilaterally modify certain economic conditions for justified reasons, the assignment of receivables, and the regulation of communications and disputes, with the exclusive jurisdiction of the Milan courts and the application of Italian law.

16.4 Sale and purchase agreements

Sale and purchase agreement concerning Lago Alto S.r.l.

The Company, as buyer, entered into a preliminary agreement with Mr. Stefano Corvisiero and Mrs. Michaela Maria Theresia Corvisiero, as sellers, to acquire 100% of the share capital of Lago Alto S.r.l., an Italian company owning the "*Caffè Lago*" bar, located along the shoreline of Isola Bella.

In line with its growth strategy, the Company has therefore entered into this agreement with the aim of expanding its service offering at the site through the acquisition of a new food touchpoint.

The parties have agreed that the closing shall take place no later than November 30th, 2025.

The provisional purchase price for the quota is set at €1,045,493, subject to adjustment based on the company's balance sheet as of 15 November 2025. An advance payment of €60,000 has been made upon signing.

The sellers provide comprehensive representations and warranties covering ownership, solvency, absence of pending litigation or tax liabilities, and full compliance with applicable regulations.

A first-demand bank guarantee of €200,000, issued by a leading Italian bank, secures the sellers' indemnity obligations toward the Company.

All disputes shall fall under the exclusive jurisdiction of the Court of Milan.

Furthermore, in execution of the same agreement, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo acquired, *inter alia*, the real estate property in which the "*Caffè Lago*" bar is located.

Accordingly, upon completion of the acquisition of the company's shares, it is envisaged that the company will enter into a lease agreement with Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo in order to continue the food service operations.

It is noted that neither Lago Alto S.r.l. nor Mr. Stefano Corvisiero and Mrs. Michaela Maria Theresia Corvisiero are related parties of the Issuer or of the Group.

Finally, the parties are discussing to postpone the closing of the transaction to a date to be mutually agreed upon, in any case no later than 31 January 2026.

17. REGULATORY FRAMEWORK

17.1 Regulatory framework in which the Issuer operates

The main provisions applicable to the areas in which the Group carries out its activities are set out below. The Issuer believes that it complies with these provisions and is substantially in conformity with them.

17.1.1 Intellectual and industrial property regulations

In addition to the provisions contained in the Italian Civil Code, the main sources of law governing intellectual property in Italy are: (a) Legislative Decree No. 30 of 10 February 2005, known as the Italian Industrial Property Code ("**CPI**"); and (b) Law No. 633 of 22 April 1941, concerning copyright and related rights ("**LDA**").

Since their enactment, both the CPI and the LDA have undergone numerous amendments and revisions, including those implementing EU directives. Italy is also a party, inter alia, to the Paris Convention for the Protection of Industrial Property of 20 March 1883 — as revised several times and currently in force in Italy in the Stockholm Act of 14 July 1967 — and to the "TRIPs" Agreements ("**Trade-Related Aspects of Intellectual Property Rights**"), adopted in Marrakesh on 15 April 1994, aimed at ensuring the adoption of adequate standards for the protection of intellectual property in all member countries, inspired by the fundamental obligations set out by the World Intellectual Property Organization (WIPO). Italian law (Article 64 CPI) provides, *inter alia*, that where no specific remuneration has been agreed for inventive activity carried out in the performance or fulfilment of a contract or employment relationship, the inventors — if the employer obtains a patent or otherwise exploits the invention under industrial secrecy — are entitled to claim an equitable reward. In determining the amount of such equitable reward, consideration is given to the importance of the invention developed, the inventor's duties and remuneration, and any assistance received from the employer. This risk particularly concerns employees who are identified as inventors in patents owned by the Issuer.

(a) Trademarks

Registered trademarks are governed by Articles 7–28 CPI. Provided that they are new and possess distinctive character, all signs may be registered, including, in particular, words (including personal names), designs, logos, letters, numbers, sounds, the shape of goods or their packaging, and colour combinations or tonalities, provided they are capable of (i) distinguishing the goods or services of one undertaking from those of another and (ii) being represented, in any suitable form and by any technology, in the register so as to enable authorities and the public to determine clearly and precisely the object of protection. In Italy, the authority responsible for assessing trademark applications is the Italian Patent and Trademark Office (Ufficio Italiano Brevetti e Marchi, "**UIBM**"). Registration grants the holder the exclusive right to use the mark throughout the national territory for identical or similar goods or services to those for which the mark is registered. If the mark enjoys reputation — i.e., is "well-known" in Italy — protection may, under certain conditions, extend also to dissimilar goods or services. The exclusive right arises from the date of filing of the application and lasts for ten years, provided that the requirements of distinctiveness and lawfulness continue to be met; it is renewable indefinitely. In addition to registered trademarks, Italian law also protects distinctive signs used de facto ("de facto trademarks"), pursuant to Articles 1 and 2(4) CPI, where their use confers non-local notoriety, meaning they are recognized by the relevant public over a relatively wide territorial area as distinctive signs.

Alongside trademarks registered with the UIBM and de facto marks, Italy also protects EU trademarks ("**EU Trademarks**"), governed by Regulation (EU) No. 1101/2017 of 14 June 2017 (EUTMR), as subsequently amended and supplemented. The EU Trademark is a unitary title valid throughout all EU Member States and automatically extends to new Member States. The competent authority for receiving EU trademark applications is the European Union Intellectual Property Office ("**EUIPO**"). The most important international conventions on trademarks are: (i) the Madrid Agreement of 14 April 1891; (ii) the Madrid Protocol of 27 June 1989; and (iii) the Nice Agreement of 15 June 1957, establishing the international classification of goods and services for registration purposes. The holder of an Italian or EU trademark, or of a corresponding application, may, by written request to the UIBM or EUIPO, apply for the extension of protection to countries adhering to the Madrid Agreement and Protocol, designated by the applicant (the so-called "international trademark"), through transmission to WIPO (the World Intellectual Property Organization) in Geneva.

Company names, trade names, and domain names are also considered distinctive signs protected under certain conditions and are further governed by the rules on unfair competition (Article 2598 of the Italian Civil Code).

(b) Patents

Patents for inventions are governed by Articles 45–81-octies CPI and protect new solutions involving an inventive step to a technical problem, understood as a body of knowledge capable of achieving a useful result concerning a tangible object, suitable for industrial application, and possibly relating to a product or process.

Utility models are governed by Articles 82–86 CPI and protect solutions or configurations suitable for improving the effectiveness, convenience, or practicality of use of already known objects, machines, or machine parts. The typical effects of a patent — namely, the exclusive right over the invention — arise from the date of publication of the patent (not the filing date) and last for 20 years for inventions and 10 years for utility models. However, the patent applicant may render the application effective inter partes before publication by notifying the full text of the application. In Italy, patents for inventions and utility models are examined and granted by the UIBM. Since 1 July 2008, examination of invention patent applications has been preceded by a prior art search conducted by the European Patent Office ("**EPO**") on behalf of the UIBM.

The most important international treaties governing patents for inventions are (i) the Patent Cooperation Treaty ("**PCT**") and (ii) the European Patent Convention ("**EPC**"), which regulate multiple filings across several States through a centralized and simplified procedure. The European patent granted under the EPC is not a unitary right but rather a bundle of national patents, equivalent to a national patent in each member State in which a translation has been filed by the holder.

Furthermore, the Agreement on a Unified Patent Court ("**UPC**") introduced the European patent with unitary effect (the so-called "unitary patent"). Applications for unitary patents must be filed with the EPO. Once granted, the unitary patent provides simultaneous patent protection in all EU countries that have ratified the UPC Agreement, without the need for separate national extensions. The unitary patent complements, rather than replaces, existing national and European patent protection systems.

(c) Trade Secrets and Know-how

The term know-how or trade secrets refers to the body of information that may confer a competitive advantage in the market as a result of the company's ongoing activities and investments in the relevant sector. Under Italian law, and in particular Articles 98 and 99 CPI, for such information to be legally protected as an industrial property right, it must meet the following criteria: (i) it must be secret (i.e., not generally known or easily accessible to experts or operators in the sector); (ii) it must have commercial value because it is secret; and (iii) it must be subject to measures designed to maintain its secrecy. Protection of trade secrets was further strengthened in Italy following the implementation of EU Directive 2016/943 through Legislative Decree No. 63/2018. The definition of trade secret also includes business information and technical or industrial experience, including commercial ones. Confidentiality measures aimed at protecting trade secrets may be (a) contractual (e.g., execution of NDAs, staff training, internal company policies); (b) physical (e.g., locks on cabinets containing such information, restricted access to certain rooms, use of video surveillance systems); and (c) technological (e.g., password-based authentication, two-factor identification). Trade secrets are protected against unauthorized acquisition, use, and disclosure by third parties, provided they remain confidential and undisclosed. Consequently, they may benefit from potentially unlimited duration of protection. In addition to the protection provided under the CPI, broader protection is afforded under Article 2598(3) of the Italian Civil Code concerning unfair competition.

(d) Software and Databases

Software is protected by copyright (see, inter alia, Articles 1–12-bis and 64-bis–64-quater LDA), which covers the expression of the code and preparatory materials for its design, but excludes the ideas and principles underlying any element of a program, including those underlying its interfaces. Although software as such is excluded from patentability, it may, under certain conditions, be protected by the patent system where it provides a technical contribution beyond mere interaction between software and hardware. The duration of protection for non-patented software is 70 years after the death of the author, or, in general, of the last surviving author in the case of multiple authors. For evidentiary purposes concerning authorship and the date of publication, software may be registered in the Special Public Register for Computer Programs maintained by SIAE.

While data and information as such are not protectable, compilations of data may qualify for copyright protection if they are considered creative in the selection or arrangement of their content. Databases — i.e., collections, in electronic or non-electronic form, of data, elements, or works arranged systematically or methodically to allow individual access — are protected where they exhibit originality, understood as the expressive form of their structure or selection (see, inter alia, Articles 1–12-bis and 64-quinquies–64-sexies LDA).

Copyright protection extends only to the expressive form of the database, not to its content. Independently of such copyright protection, the law grants the maker of a database a "*sui generis*" right aimed at safeguarding substantial investment and resources devoted to the collection and verification of the database's contents (Articles 102-bis–102-quater LDA).

The exclusive right of the maker of a database lasts 15 years from 1 January of the year following the date on which the database was completed or made available to the public (Article 102-bis(6)–(7) LDA).

17.1.2 Occupational health and safety regulations

With regard to occupational health and safety, the Group is required to comply with laws and regulations aimed at preventing accidents and at identifying, mapping and managing risks at its production sites, in accordance with the applicable legislation in force from time to time.

The rules concerning the health and safety of workers in the workplace are contained in Legislative Decree No. 81 of 9 April 2008 ("**Decree 81/08**"), enacted to reorganize and coordinate the relevant legislation. Decree 81/08 sets out how a series of mandatory preventive actions must be carried out, such as the assessment of workplace risks, and consequently requires the adoption of various measures to improve workers' safety and health, including: (a) the upgrading of facilities, systems and equipment; (b) health surveillance and medical checks; (c) training courses and all other mandatory aspects, the lack or deficiency of which may expose the company to significant penalties. Decree 81/08 also provides for the establishment and appointment within the company of specific figures (such as the Head of the Prevention and Protection Service — R.S.P.P., the workers' representative, etc.), including the employer, who must carry out a risk assessment within the company, adopt prevention and protection measures designed to eliminate or mitigate such risks, and ensure that each employee is adequately trained and informed.

17.1.3 European data protection regulations

In the course of its business operations, the Group processes personal data, including special categories of personal data, relating to natural persons (e.g., employees, customers, suppliers, etc.), and is therefore required to comply with the applicable national and/or EU provisions on data protection in force from time to time.

The main sources of law governing data protection are as follows:

- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, which repeals Directive 95/46/EC (the "**GDPR**");
- Legislative Decree No. 196/2003, the "Personal Data Protection Code," as subsequently amended and supplemented;
- Legislative Decree No. 101/2018, adapting the Personal Data Protection Code to the provisions of the GDPR; and
- the measures and guidelines issued by the Italian Data Protection Authority (*Garante per la Protezione dei Dati Personali*) and the European Data Protection Board.

The GDPR imposes significant obligations and requirements regarding the processes and measures to be adopted to ensure the protection of personal data, with the overarching objective of safeguarding individuals' rights and freedoms. It also provides for a sanctions regime applicable to data controllers and data processors in the event of non-compliance with its provisions.

Under the GDPR, any processing of personal data must comply with fundamental principles and be based on appropriate legal grounds, such as the data subject's consent, the performance of contractual or pre-contractual obligations, legal obligations to which the controller is subject, the vital interests of the data subject or third parties, the legitimate interests pursued by the controller or by third parties to whom the data are disclosed, or the performance of a task carried out in the public interest or in the exercise of official authority. Furthermore, the GDPR grants data subjects specific rights in relation to the processing of their personal data, including the right of access, the right to object, the right to erasure ("right to be forgotten"), among others.

With regard to the security measures required to ensure a level of protection appropriate to the risks to the rights and freedoms of natural persons, Article 32 of the GDPR provides, where appropriate, for the following:

i. the pseudonymisation and encryption of personal data;
ii. the ability to ensure the ongoing confidentiality, integrity, availability and resilience of processing systems and services;
iii. the ability to restore the availability and access to personal data in a timely manner in the event of a physical or technical incident;
iv. a process for regularly testing, assessing and evaluating the effectiveness of technical and organisational measures to ensure the security of processing.

As regards personal data breaches, the GDPR requires that the data controller notify the Italian Data Protection Authority of any such breaches within 72 hours of becoming aware of them, unless the breach is unlikely to result in a risk to the rights and freedoms of natural persons.

Where a personal data breach is likely to result in a high risk to the rights and freedoms of natural persons, the controller must also, without undue delay, inform the affected data subjects in a transparent, intelligible and easily accessible manner, using clear and plain language, and provide information on how to mitigate the potential adverse consequences. In certain cases (e.g., breaches involving encrypted data, or where risk-mitigation measures have been implemented following the breach), notification to the affected data subjects may not be required.

Regarding the sanctions regime, the GDPR provides for administrative fines of up to Euro 20 million or up to 4% of the total worldwide annual turnover of the infringing entity, whichever is higher.

17.1.4 Cultural heritage and landscape protection regulations

The protection and preservation of cultural heritage in Italy are governed primarily by Legislative Decree No. 42 of 22 January 2004 (the "**Cultural Heritage and Landscape Code**"), which consolidates and coordinates the legislative framework concerning the safeguarding and enhancement of cultural and landscape assets. The Cultural Heritage and Landscape Code defines "cultural property" as all movable and immovable assets of artistic, historical, archaeological, ethno-anthropological, archival, or bibliographic interest that are declared to be of cultural significance, as well as those belonging to the State, regions, or other public entities that are more than fifty years old and of recognised cultural value.

Article 4 of the Cultural Heritage and Landscape Code entrusts the Ministry of Culture (*Ministero della Cultura*) and its peripheral offices, in particular the Soprintendenze Archeologia, Belle Arti e Paesaggio, with the supervision, protection, and authorisation of interventions concerning cultural assets. Any works, restorations, maintenance, or alterations affecting such assets must be previously authorised by the competent Soprintendenza, which may impose specific technical and conservation requirements. The same authorisation regime applies to interventions that may affect the setting or visibility of protected properties, including landscape areas of cultural relevance.

The Cultural Heritage and Landscape Code also regulates the use, management, and enhancement (*valorizzazione*) of cultural properties, including their possible concession to private entities for compatible economic or cultural purposes, subject to strict compliance with conservation obligations. Moreover, the Cultural Heritage and Landscape Code provides specific rules governing publicity, photographic reproduction, and the organisation of public events within or in relation to protected properties, for which prior authorisation and the payment of relevant fees may be required.

Violations of the provisions of the Cultural Heritage and Landscape Code may result in administrative or criminal sanctions, including fines, the suspension of unauthorised works, and the restoration of the property to its previous state.

17.1.5 Wildlife facilities and faunal management regulations

The establishment and management of wildlife facilities in Italy—such as breeding centres, wildlife farms, hunting reserves, and rehabilitation or repopulation areas—are primarily governed by Law No. 157 of 11 February 1992 (*Norme per la protezione della fauna selvatica omeoterma e per il prelievo venatorio*, "**Law 157/1992**"). Under Law 157/1992, wild fauna forms part of the State's inalienable public domain (*patrimonio indisponibile*). The Regions and Autonomous Provinces are responsible for authorising and supervising wildlife facilities, with implementation delegated in part to Provinces through fauna–hunting plans that also designate areas for private breeding centres and wildlife estates.

Wildlife facilities include:

- breeding centres and wildlife farms (*centri di riproduzione and allevamenti faunistici*), where wild species may be bred for restocking, scientific or exhibition purposes;
- game and agritourism hunting estates (*aziende faunistico-venatorie and aziende agrituristico-venatorie*), where hunting and fauna-management activities are carried out under strict regulatory control; and
- wildlife recovery and rehabilitation centres, intended for the care and reintegration into the wild of protected species.

The establishment and operation of such facilities require prior authorisation from the competent regional (or delegated provincial) authority, which verifies compliance with environmental, health and veterinary, and species-protection standards. Authorisations typically specify the permitted species, the surface area and structures of the facility, and the relevant management and reporting obligations.

In addition, wildlife facilities are subject to broader EU and national legislation, including: the Environmental Code (Legislative Decree No. 152/2006)—covering environmental impact assessment and related permits; where facilities or projects may affect Natura 2000 sites, an Appropriate Assessment (*Valutazione di Incidenza*) under Presidential Decree No. 357/1997 is required; Council Regulation (EC) No. 338/97 (CITES) on trade in endangered species; and, where facilities keep wild animals for scientific purposes, Legislative Decree No. 26/2014 implementing Directive 2010/63/EU. Wildlife parks open to the public may also fall under Legislative Decree No. 73/2005 implementing the Zoos Directive 1999/22/EC.

Within the framework of the applicable regulations concerning wildlife facilities and faunal management, reference must also be made to Legislative Decree No. 73/2005, which governs authorizations and exemptions related to the keeping of wild animal species, as well as to Royal Decree No. 773/1931 (T.U.L.P.S. – Consolidated Law on Public Security), which addresses public security matters in connection with the public exhibition of wildlife.

Non-compliance may lead to administrative sanctions, the suspension or revocation of the operating licence/authorisation, and—where illegal capture, detention or trade in protected species is involved—criminal liability under national and EU wildlife-trade rules.

17.1.6 Regulations on cadastral, building, and urban planning compliance of properties subject to commercial authorisations

Any Group's real estate assets must comply with cadastral, building, and urban planning regulations, as well as with specific sectoral legislation concerning fire prevention, and structural and seismic certification. Such compliance constitutes a prerequisite for the lawful operation of the entrepreneurial and commercial activity, which must be authorised in accordance with applicable national and regional legislation.

Cadastral and building compliance (i.e., compliance with the building permits or other authorising titles issued by the competent municipal authority, or otherwise duly perfected in accordance with law) requires that the actual condition of each property corresponds respectively to: (i) the information and plans filed with the Land Registry (*Catasto*); and (ii) the legitimate status (*stato legittimo*), meaning the set of valid building authorisations filed with and/or issued by the competent municipal authority, pursuant to and for the purposes of Article 9-bis of Presidential Decree No. 380 of 6 June 2001 (the "**Testo Unico Edilizia**").

With specific regard to urban planning compliance, the assets must conform to the applicable territorial and zoning plans, the permitted land uses under such plans, as well as the requirements set forth by the regional laws governing tourism and commerce.

In accordance with the Testo Unico Edilizia, Law No. 13 of 9 January 1989, and Ministerial Decree No. 236 of 14 June 1989, properties must also comply with the provisions on accessibility and the removal of architectural barriers.

Furthermore, each property must comply with the fire prevention regulations set forth by Presidential Decree No. 151 of 1 August 2011, as well as with the specific provisions governing the structural safety of buildings, particularly regarding static and seismic conformity, as regulated by Law No. 1086 of 5 November 1971 and the relevant regional implementing rules.

Any commercial activities carried out by the Group (including retail trade, provision of food and beverage services — such as restaurants, cafés, and itinerant sales — as well as accommodation facilities) shall comply with, and continuously maintain without interruption, the requirements and conditions set out in the commercial authorisations issued for the performance of the respective activities, pursuant to the following regulations (by way of example and without limitation): Legislative Decree No. 114/1998 (Trade Code), Regional Law of Piedmont No. 28/1999 (on trade matters), Regional Law of Lombardy No. 6/2010 (on trade matters), Law No. 287/1991 (on public establishments/activities), Legislative Decree No. 504/1995 (on the supply and sale of alcoholic beverages), Legislative Decree No. 79/2011 (Tourism Code), and Regional Law of Piedmont No. 13/2007 (on non-hotel accommodation facilities – *attività extralberghiere*). Finally, each property must hold a Certificate of Habitability (*Certificato di Agibilità*) or a Certified Notice of Habitability (*Segnalazione Certificata per l'Agibilità*, or "S.C.E.A."), depending on the time when habitability was obtained or applied for, pursuant to the applicable legislation. Under Article 24 of the Testo Unico Edilizia, the Certificate of Habitability certifies compliance with the applicable safety, hygiene, and health regulations, as well as conformity of the works with the approved project and, consequently, with the building permits issued by the competent municipal authority and duly perfected under law.

18. TREND INFORMATION

18.1 Trends in production, sales and stocks and in the evolution of costs and sales prices, significant changes in the issuer's financial results

In the Issuer’s opinion, from the closing date of the last financial year (i.e., 31 December 2024) up to the date of this Admission Document / Information Document, no significant trends have emerged in the evolution of production, sales, inventories, costs, or sales prices that could materially affect—either positively or negatively—the Group’s business operations.

18.2 Significant changes in the issuer’s financial performance since the end of the last financial year

From 31 December 2024 up to the date of this Admission Document / Information Document, the Issuer has not recorded any significant changes in its financial performance.

18.3 Trends, uncertainties, demands, commitments or known facts that could reasonably have a material effect on the issuer’s prospects for at least the current financial year

Other than as described in Section One, Chapter 3 “Risk Factors”, as at the date of this Admission Document / Information Document, the Issuer is not aware of any trends, uncertainties, demands, commitments or known facts that could reasonably be expected to have a material effect on the Issuer’s prospects for at least the current financial year.

19. OTHER ADDITIONAL INFORMATION

19.1 Advisors connected with the transaction

For information on advisors connected with the transaction, see Section Two, Chapter 6 of the Admission Document / Information Document.

19.2 Other information verified by the statutory auditor

Not applicable.

19.3 Expert's report

Not applicable.

19.4 Information contained in the information document from a third-party

Not applicable.

20. DOCUMENTS ACCESSIBLE TO THE PUBLIC

A press release regarding the admission of the Company’s shares to Euronext Growth Paris market, mentioning the availability of the Admission Document / Information Document free of charge at the Company’s registered office in Milan (MI), Via Privata Maria Teresa 4, as well as in electronic format on the Company’s website (www.kaleon.com) and on Euronext Growth Paris website, will be published on 17 November 2025.

A press release regarding the admission of the Company’s shares to Euronext Growth Milan market, mentioning the availability of the Admission Document / Information Document free of charge as well as in electronic format on Borsa Italiana website, is expected to be published on 27 November 2025.

The Company's articles of association, minutes of general meetings and other corporate documents, as well as historical financial information and any valuation or statement drawn up by an expert at the Company's request, which must be made available to shareholders in accordance with legal and regulatory provisions, may be consulted free of charge at the Company's registered office.

As from the admission of the Company's shares to trading on the Euronext Growth market, periodic and ongoing information will be available on the Company's website (www.kaleon.com).

The Company does not intend to publish quarterly information.

21. GLOSSARY

The following is a list of terms used within this Admission Document / Information Document which, unless otherwise specified, have the meanings indicated below.

ADSI	means *Associazione Dimore Storiche Italiane* (Italian Historic Mansions Association)
Castelli di Cannero	means Castelli di Cannero, located in the Verbania area, owned by Borromeo Family since 1519 and managed by Kaleon since 2025, has just completed its restoration and renovations activities.
Events	means events such as corporate functions, weddings and other private events hosted on the Issuer sites.
Food & Beverages	means all restaurants, bars and food truck services hosted on the Issuer sites.
Hospitality Services	means the lodging solutions which have been developed in Isola Bella, as well as new accommodation facilities currently in the development in Stresa, along the shores of Lake Maggiore.
Isola Bella	means Isola Bella on Lake Maggiore, located in Stresa (VB), owned by Borromeo Family since 1604 and managed by Kaleon since 1983, is the main and most famous Borromean Islands, renowned for its baroque palace and terraced gardens filled with exotic flowers and statues.
Isola Madre	means Isola Madre, owned by Borromeo Family since 1501 and managed by Kaleon since 1983, is the largest of the Borromean Islands and is known for its historic palace and lush botanical gardens, hosting rare plants and exotic birds, combines high cultural value with services such as a café, a restaurant, a street food vendor, a boutique and a bookshop, and offers the possibility of hosting private visits.
Other Services	means activities such as lake transportation, and toll-based access to mountain parks.
Parco del Mottarone	means Parco del Mottarone, located near Stresa (VB), owned by Borromeo Family since 1680 and managed by Kaleon since 2016, offers breathtaking views of Lake Maggiore and the Alps, with outdoor activities including hiking, biking, and skiing.
Parco Pallavicino	means Parco Pallavicino, located in Stresa (VB) on Lake Maggiore, owned by Borromeo Family since 2021 and

	managed by Kaleon since 2017, is a picturesque park featuring botanical gardens, centuries-old trees, and a wildlife area with exotic animals.
Retail	means souvenir shops, bookstores, and outlets offering unique experiences and rental services (e.g., sports and outdoor equipment).
Rocca di Angera	means Rocca di Angera, located in Angera (VA) on the Lombard shores of Lake Maggiore, owned by Borromeo Family since 1449 and managed by Kaleon since 1983, is a medieval fortress renowned for its historical museum and panoramic views over the lake.
Terre Borromeo	means the brand which identifies the portfolio of cultural and natural sites historically linked to the Borromeo Family located primarily in the Lake Maggiore area.

22. APPENDIX

The following documents are available to the public at the Issuer's registered office in Milan (MI), Via Privata Maria Teresa 4, as well as on the Company's *website* www.kaleon.com:

1. the Admission Document / Information Document;
2. the By-laws;
3. the Group's Consolidated Financial Statements as at and for the year ended 31 December 2024 prepared in accordance with Italian GAAP and the Auditing Firms' audit report issued on 1 August 2025;
4. the Issuer's financial statements as of 31 December 2024 prepared in accordance with Italian GAAP, together with the management report prepared by the Board of Directors and the Auditing Firm's audit report issued on 13 June 2025;
5. the Group's consolidated interim financial statements as at and for the six months ended 30 June 2025 prepared in accordance with Italian accounting principles (OIC 30) and the Auditing Firms' review report issued on 30 September 2025;
6. *corporate governance* procedures.

SECTION TWO

1. RISK FACTORS ASSOCIATED WITH THE OFFER AND ADMISSION TO TRADING ON EURONEXT GROWTH MILAN AND EURONEXT GROWTH PARIS OF THE FINANCIAL INSTRUMENTS OFFERED

The Company, as summarised in the table below, has divided the risk factors into different categories, listing them, within each category, according to their overall level of significance, which is based on the joint analysis of two estimation criteria: (a) the probability of occurrence and (b) the extent of the negative impact on the Issuer and the Group, should the risk actually occur. The probability of occurrence and the magnitude of the risk are assessed on three levels: (i) low; (ii) medium and (iii) high.

RISK		Probability of occurrence	Magnitude of negative impact
RISK FACTORS RELATING TO THE ISSUER AND THE GROUP			
1.1	Risks associated with trading on Euronext Growth Milan and Euronext Growth Paris, market liquidity and possible price volatility of ordinary shares	medium	medium
1.2	Risks associated with the limited contestability of the Issuer	high	low
1.3	Risks associated with the possibility of delisting of Shares	low	high
1.4	Risks associated with limited free float	medium	low
1.5	Risks associated with the uncertainty of earnings and dividend distribution	medium	low
1.6	Risks associated with stabilisation activities	low	low
1.7	Risks associated with the temporary unavailability of the Issuer's Ordinary Shares	low	low
1.8	Risks associated with the conflicts of interest of Euronext Growth Advisor and Global Coordinator and the Listing Sponsor and Co-Global Coordinator	low	low

1.1. Risks associated with trading on Euronext Growth Milan and Euronext Growth Paris, market liquidity and possible price volatility of ordinary shares

Following completion of the Offer (therefore assuming full subscription of the Extension Clause and the full exercise of Greenshoe Option based on the minimum amount of the Price Range), only 33% of the Company’s share capital will be freely tradable (free float) on Euronext Growth Milan and Euronext Growth Paris, an unregulated multilateral trading facilities. As such, there is no assurance that a liquid and active market for the Ordinary Shares will develop or be maintained over time. Limited liquidity may adversely affect the market price of the Shares and could make it difficult for investors to sell their holdings promptly or at favourable prices, especially in the case of substantial or short-term sales.

Euronext Growth Milan and Euronext Growth Paris are multilateral trading facilities primarily intended for small and medium-sized enterprises (SMEs) and growth companies, which are typically associated with a higher risk profile than larger or more established issuers listed on regulated markets. Accordingly, investing in financial instruments admitted to trading on Euronext Growth Milan and Euronext Growth

Paris entail greater risks and may not be suitable for all categories of investors.

It should also be noted that Euronext Growth Milan and Euronext Growth Paris are not regulated markets within the meaning of European law. Although the Ordinary Shares will be traded on a continuous basis, there can be no guarantee that active and sustained trading will occur. Consequently, the Ordinary Shares may experience limited liquidity, and orders to sell may not find matching purchase orders in a timely or efficient manner. The market price may be subject to high volatility and may not necessarily reflect the actual performance or fundamentals of the Issuer or the Group.

Moreover, the market price of the Ordinary Shares following admission to trading may be influenced by a variety of factors, many of which are outside the control of the Issuer and the Group. These include, but are not limited to:

a) fluctuations in market liquidity;
b) variances between actual and forecasted financial results;
c) changes in analysts' recommendations or market expectations;
d) developments in the macroeconomic environment;
e) significant movements in financial markets or peer group valuations.

Additionally, companies admitted to trading on Euronext Growth Milan and Euronext Growth Paris are not subject to the same regulatory requirements applicable to companies listed on regulated markets, particularly in relation to corporate governance. For instance, although certain provisions of the Italian Consolidated Law on Finance (TUF) may apply in limited circumstances to the issuers listed on Euronext Growth Milan —such as in the case of issuers with widely held financial instruments or under the takeover bid regime as referenced in the Company's By-laws pursuant to the EGM Issuers' Regulation—many of the governance safeguards applicable to regulated markets are not mandatory for Euronext Growth Milan issuers.

For these reasons, investors should be aware that the Ordinary Shares may be subject to greater volatility, lower liquidity, and reduced transparency compared to securities traded on regulated markets, potentially resulting in a more uncertain return on investment.

The Issuer considers the probability and materiality of the occurrence of these risks to be medium and medium, respectively.

1.2. Risks associated with the limited contestability of the Issuer

Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo, indirectly through L6A4, as the current controlling shareholder of the Issuer pursuant to Article 2359, paragraph 1, no. 1, of the Italian Civil Code, will continue to exercise legal control over the Issuer even after its admission to trading on Euronext Growth Milan and Euronext Growth Paris. This may inhibit potential transactions aimed at acquiring control of the Issuer and could have adverse effects on the market price of the Ordinary Shares.

As of the date of this Admission Document / Information Document, and even assuming the full subscription of the Shares issued in connection with the Capital Increase and the Retail Capital Increase, as well as the full exercise of the Greenshoe Option, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo — indirectly through L6A4 — will continue to hold legal control of the Issuer pursuant to Article 2359, paragraph 1, no. 1, of the Italian Civil Code, maintaining a majority of the voting rights exercisable at the shareholders' meeting.

As a result, Mr. Vitaliano Paolo Federico Borromeo Arese Borromeo will retain a decisive role in the adoption of resolutions by the Issuer's shareholders' meeting, including but not limited to: the approval of financial statements, the distribution of dividends, the appointment and dismissal of the administrative and supervisory bodies, changes in share capital, and amendments to the By-laws. Consequently, the

Issuer will not be contestable.

The presence of a controlling shareholder and a highly concentrated shareholding structure may deter or delay takeover attempts or other change-of-control transactions, thereby preventing minority shareholders from benefiting from the potential premium typically associated with such events. This circumstance may, in turn, adversely affect the market price of the Issuer's Ordinary Shares and limit investor appeal.

The Issuer considers the probability and materiality of the occurrence of these risks to be high and low, respectively.

1.3. Risks associated with the possibility of delisting of Shares

Pursuant to the Euronext Growth Milan Issuers' Regulation and the Euronext Growth Paris Rule Book, respectively Borsa Italiana and Euronext Paris, may order the delisting of the Ordinary Shares under specific circumstances.

Should the Ordinary Shares be delisted, investors could find themselves holding shares that are no longer traded on an organised market and are therefore difficult to liquidate.

According to the EGM Issuers' Regulation, Borsa Italiana may order the delisting of the Ordinary Shares in the following cases:

(a) if the Issuer fails to appoint a new Euronext Growth Advisor within six months of a trading suspension due to the absence of such an advisor;
(b) if the Ordinary Shares have been suspended from trading for a continuous period of at least six months;
(c) if the shareholders' meeting approves the delisting resolution with the favourable vote of shareholders representing at least 90% of the votes cast.

According to the Euronext Growth Paris Rule Book, Euronext Paris may order the delisting of the Ordinary Shares in the following cases:

(a) failure of the Issuer to comply with the obligations imposed and the requirements set pursuant to the Euronext Growth Paris Rule Book;
(b) the Issuer has been declared bankrupt;
(c) facts or developments occur or have occurred with regad to the Ordinary Shares which prevent the continued listing of the Shares or which cause Euronext Growth Paris to believe that a fair, orderly and efficient market for such Shares cannot be maintained;
(d) the Issuer or its beneficial owners are on the EU Sanction List or the list drawn up by the Office of Foreign Assets Control.

In the event of delisting, the Ordinary Shares would cease to be traded on Euronext Growth Milan, potentially resulting in illiquidity and reduced marketability for shareholders.

The Issuer considers the probability and materiality of the occurrence of these risks to be low and high, respectively.

1.4. Risks associated with limited free float

Following the subscription of the Capital Increase, the Issuer may have a limited free float and market capitalisation, which could contribute to increased volatility in the price of the Ordinary Shares.

Should such a risk materialise, it could have a material adverse impact on the market price and liquidity of the Ordinary Shares.

It should be noted that, assuming full subscription of the maximum n. Ordinary Shares deriving from the

Offer (therefore assuming full subscription of the Extension Clause and the full exercise of the Greenshoe Option based on the minimum amount of the Price Range), the free float—as calculated in accordance with the Euronext Growth Milan Issuers' Regulation—will amount to 33% of the Issuer's share capital.

Compared to issuers with a higher free float or larger capitalisation, this limited level of tradable shares may lead to a greater risk of price volatility and may result in reduced liquidity, potentially making it more difficult for investors to sell their holdings at prevailing market prices.

The Issuer considers the probability and materiality of the occurrence of such risk events to be medium and low, respectively.

1.5. Risks associated with the uncertainty of earnings and dividend distribution

As of the date of this Admission Document / Information Document, the Issuer has adopted a dividend distribution policy for the financial years 2026-2028, starting from the approval of the financial statements as of December 31, 2026, approved by the Board of Directors, setting a target distribution of up to 50% of the profits generated and available for distribution from time to time following the admission to trading.

The actual amount and timing of any dividend distribution will, however, be determined annually by the management, taking into account the Issuer's investment commitments relating to potential transactions aimed at pursuing its growth strategy.

Notwithstanding the adoption of this policy, the Issuer may not generate distributable profits in the form of dividends in the future or, even if such profits are achieved, may decide not to distribute dividends to its shareholders.

Any decision on the distribution of dividends will be made by the Board of Directors and will be subject to the approval of the Shareholders' Meeting, in accordance with applicable laws and the Issuer's By-laws.

The Company has not paid any dividends in the last three financial years.

Any future distribution of dividends by the Issuer will depend on several factors, including but not limited to: future revenues, financial performance, cash flows, working capital requirements, capital expenditures, and other relevant considerations.

Accordingly, even in the presence of net income and subject to the above-mentioned 2026-2028 dividend distribution policy, the Issuer may decide not to distribute dividends or may distribute them at a different level than in prior years. In the absence of dividend distributions, shareholders may realise a return on their investment in the Shares only through a potential increase in the market price of the Shares and their subsequent sale at a price higher than the purchase cost.

The Issuer considers the probability and materiality of the occurrence of this risk to be medium and low, respectively.

1.6. Risks associated with stabilisation activities

The Issuer is exposed to the risk that any stabilisation activity intended to support the market price of the Ordinary Shares may not be carried out or, if undertaken, may be interrupted at any time.

The absence or early cessation of stabilisation activities could have an adverse effect on the market performance of the Shares, particularly during the initial trading period.

Equita, from the Trading Start Date and for a period of 30 days thereafter, may carry out stabilisation activities in accordance with applicable laws and regulations and in connection with the granting of the Greenshoe Option by the Issuer. These activities may result in a market price higher than that which would prevail in the absence of stabilisation. However, there is no assurance that such activities will be conducted, or that they will not be suspended or discontinued at any time.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

1.7. Risks associated with the temporary unavailability of the Issuer's Ordinary Shares

As of the date of this Admission Document / Information Document, certain Lock-up Agreements have been entered into by L6A4 and the Issuer, on one side, and the Global Coordinator and the Co-Global Coordinator, on the other, whereby the parties have undertaken not to sell, directly or indirectly, any of their Shares respectively for a period of 12 and 24 months following the Trading Start Date. The expiration of these lock-up undertakings and any subsequent sale of Shares by the aforementioned parties may have a negative impact on the trading price of the Shares.

As part of the agreements entered into in connection with the Offer, Lock-up Agreements have been signed pursuant to which the Issuer and L6A4 have undertaken not to issue new Shares and/or not to dispose of their existing Ordinary Shares respectively for a period of 12 and 24 months from the Trading Start Date, without the prior written consent of the Global Coordinator and the Co-Global Coordinator.

The Lock-up undertakings are subject to certain customary exceptions, including but not limited to:

a) transactions required to comply with legal or regulatory obligations or requests from competent authorities;
b) transfers mortis causa or intra-group transfers pursuant to Article 2359, paragraph 1, of the Italian Civil Code, provided that the transferee adheres to the Lock-up undertakings and the control relationship is maintained;
c) participation in public takeover or exchange offers addressed to all shareholders;
d) share lending activities related to the Specialist role or in connection with the exercise of the Greenshoe Option;
e) disposals of Shares acquired by the Issuer or restricted shareholders after the Trading Start Date;
f) disposals linked to incentive plans for company officers and employees;
g) transactions concerning share capital adjustments under Articles 2446 or 2447 of the Italian Civil Code.

Following the expiration of the lock-up period, any significant sales of Shares by L6A4, or the market's perception that such sales may occur, could adversely affect the trading price of the Ordinary Shares.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

1.8. Risks associated with the conflicts of interest of Euronext Growth Advisor and Global Coordinator and the Listing Sponsor and Co-Global Coordinator

Equita is acting as Euronext Growth Advisor, Global Coordinator, Joint Bookrunner, and Specialist in relation to the admission of the Shares to trading on Euronext Growth Milan. TP ICAP is acting as Listing Sponsor, Co-Global Coordinator, Joint Bookrunner, and Liquidity Provider in connection with the admission of the Shares to trading on Euronext Growth Paris. These roles may give rise to potential conflicts of interest as both firms are involved in the placement of the Shares and will receive fees and commissions in respect of the services rendered.

Pursuant to the relevant agreements entered into with the Issuer and in accordance with applicable regulatory requirements, Equita and TP ICAP will receive compensation for the roles they assume in the Offer. This includes fees related to their respective roles as Euronext Growth Advisor, Global Coordinator, Joint Bookrunner, Specialist (in the case of Equita), and Listing Sponsor, Co-Global Coordinator, Joint Bookrunner, and Liquidity Provider (in the case of TP ICAP).

Furthermore, as of the date of this Admission Document / Information Document, Equita and TP ICAP, and/or their respective group companies, in the ordinary course of business, have provided, are providing, or may in the future provide lending, advisory, corporate finance, investment banking, and equity research services to the Issuer and/or its Group. In connection with such services, they have received, receive, or may receive commissions or other forms of remuneration.

Such existing or potential business relationships may create situations of conflict of interest in the context of the Offer and the admission to trading of the Ordinary Shares.

The Issuer considers the probability and materiality of the occurrence of such risk events to be low and low, respectively.

For a description of the risk factors relating to the Issuer, as well as to the market in which they operate and to the Shares offered, see Section One, Chapter 3 of the Admission Document / Information Document.

2. ESSENTIAL INFORMATION

2.1. Working capital statement

The Directors, having made all necessary and thorough investigations, are of the opinion that the working capital available to the Issuer and the Group will be sufficient to meet its needs for at least 12 months from the Admission Date.

2.2. Reasons for the offer and use of proceeds

The Issuer believes that the listing of the Shares on Euronext Growth Milan and Euronext Growth Paris will allow it to obtain further visibility on its reference markets. The proceeds from the Capital Increase will be used to provide the Group with additional financial resources to pursue its growth strategy. For further information on the Group's future plans and strategy, please refer to Section One, Chapter 5, Paragraph 5.3 of the Admission Document / Information Document.

3. INFORMATION CONCERNING THE FINANCIAL INSTRUMENTS TO BE OFFERED AND ADMITTED TO TRADING

3.1. Description of the Financial Instruments to be offered and/or admitted to trading

The financial instruments for which Admission has been requested are the Issuer's Shares.

The ISIN (*International Security Identification Number*) assigned to the Shares traded on Euronext Growth Milan and Euronext Growth Paris is IT0005678104.

3.2. Legislation under which the Financial Instruments are issued

The Shares are issued under Italian law.

3.3. Characteristics of Financial Instruments

The Ordinary Shares of the Company, without par value, have regular dividend entitlement, are freely transferable and subject to the dematerialisation regime pursuant to Articles 83-bis et seq. of the Consolidated Law on Finance and its implementing regulations, and are entered into the centralised management system managed by Monte Titoli.

3.4. Currency of issue of the Financial Instruments

The issue currency of the Shares is the Euro.

3.5. Description of Rights attached to the Financial Instruments

The Ordinary Shares are and shall be freely transferable and indivisible, have regular dividend rights and confer on their holders equal rights. Each Ordinary Share confers the right to one vote in the Ordinary and Extraordinary Shareholders' Meetings of the Company, as well as other patrimonial and administrative rights in accordance with the applicable provisions of law and the By-laws. Ordinary Shares confer full rights to dividends resolved upon by the Shareholders' Meeting, in accordance with applicable provisions of law and the By-laws.

3.6. Resolutions, authorisations and approvals by virtue of which the Financial Instruments have been or will be issued

The Ordinary Shares offered under the Offer are derived from the Capital Increase and the Retail Capital Increase. For information on the resolutions of the Extraordinary Shareholders' Meeting and the Board of Directors of the Issuer relating to the issue of the Shares, please see Section One, Chapter **Error! Reference source not found.**, Paragraph 15.1.7 15.1.7 of the Admission Document / Information Document.

3.7. Planned Issue Date of the Financial Instruments

Upon payment of the relevant subscription price, the newly issued Shares will be made available to those entitled thereto no later than the Trading Start Date on Euronext Growth Milan, in dematerialised form, by means of entry in the deposit accounts held with Monte Titoli.

3.8. Description of any restrictions on the transferability of securities

There are no restrictions on the free transferability of the Shares pursuant to the law and the By-laws.

For further information on the Lock-Up Agreements see Section Two, Chapter 4, Paragraph 4.4 of the Admission Document / Information Document.

3.9. Indication of the existence of any rules on compulsory tender offers and/or residual tender offers in relation to the Shares

Article 13 of the By-Laws contains, in compliance with the provisions of Article 6-*bis* of the EGM Issuers'

Regulation, the clause on tender offers set forth in Schedule 6 of the EGM Issuers' Regulation. Furthermore, Article 13-bis of the By-laws provides that the provisions relating to listed companies set forth in the Consolidated Law on Finance and Consob's implementing regulations on mandatory tender offers (limited to the provisions set forth in Articles 108 and 111 of the Consolidated Law on Finance) shall apply, by voluntary reference and to the extent compatible. For further information, please refer to Articles 13 and 13-bis of the By-laws.

3.10. Tender offers made by third parties on the Issuer's Shares during the last financial year and the current financial year

During the last financial year and the current financial year, the Issuer's Shares were not subject to any public purchase and/or exchange offers.

3.11. Tax Profiles

It should be noted that the tax legislation of the investor's State and that of the Issuer's country of incorporation may have an impact on the income generated by the Shares. Therefore, investors should consult their own advisors in order to assess the tax regime applicable to the purchase, holding and disposal of the Shares, also taking into consideration the tax legislation of the investor's State in the case of non-Italian residents. Non-tax residents must also comply with the tax legislation in force in their country of residence, as possibly amended by any applicable international tax treaty.

In particular, under the current state of French and Italian legislation (the states where the Company will be listed), and the applicable regulations, the following developments summarise certain tax consequences that may apply to persons who become investors in the Company.

However, attention is drawn to the fact that this information constitutes only a brief summary, provided for general information purposes. The rules mentioned below may be affected by possible legislative or regulatory changes (which may, where applicable, have retroactive effect), or by a change in their interpretation by the French or Italian tax authorities.

In that respect, it should be noted that the regimes and rules described below are those applicable and in force as of the date of the information documentation. The below does not take into account any potential changes that may arise as part of the negotiation of the French Finance Bill for 2026 (currently under discussion) or any other law.

In any event, this information is not intended to constitute a comprehensive analysis of all the tax effects that may apply to persons who become investors of the Company.

The following regimes apply to the investors that are French tax residents of the Company.

3.11.1. Regime of the PEA ("Plan d'Epargne en Actions")

The ordinary Shares of the Company constitute, for investors who are tax residents in France, assets eligible for the special PEA.

The maximum contribution limit for a PEA is €150,000 (it being noted that, for a married or civil partnership couple, each individual may subscribe to a PEA).

Subject to certain conditions, in particular, the absence of any withdrawal or redemption involving the shares registered in the PEA before the fifth year of its opening[16], the PEA regime entitles the holder to:

- during the life of the PEA, an exemption from income tax and social contributions on dividends, net capital gains, and other income generated by investments made within the PEA, provided, in

[16] It should be noted that the opening date of a PEA is the date of the first payment made on the account and not the signing date to open such plan.

particular, that such income is reinvested in the PEA; and

- upon closure of the PEA (if it occurs more than five years after the date of opening) or in the event of a partial withdrawal (if it occurs more than five years after the date of opening), an exemption from income tax on the net gain realised since the opening of the plan. However, this net gain remains subject to the social contributions described above, at an overall rate which may vary depending on the date on which the gain was acquired or realised.

Losses realised on shares held within the PEA are, in principle, only off-settable against gains realised within the same framework (specific rules nevertheless apply in certain cases of closure of the PEA). Investors are advised to consult their tax adviser on this matter.

If the exemption conditions are not met (i.e. any withdrawal or redemption made the end of the fifth year of the opening of the plan or absence of reinvestment), pursuant to the provisions of Article 200 A of the French Tax Code, the net gain realised on a PEA is taxable at a rate of 12,8% of personal income tax (unless an election for the application of the progressive income tax scale has been made), plus 17,2% of social contributions.

3.11.2. Specific regime of the PEA – "PME-ETI" ("Plan d'Epargne en Actions pour les PME- ETI")

Since 2014 (as amended by the law no. 2024-537 dated 13 June 2024), a new category of PEA, known as "PEA PME-ETI", benefits from the same tax advantages as the standard PEA.

The eligible shares must, in particular, have been issued by a company whose market capitalisation does not exceed €2 billion at the close of the calendar years preceding the financial year used to assess the eligibility of the shares or was less than 2 billion euros at the end of at least one of the four calendar years preceding the financial year used to assess the eligibility of the shares of the issuing company.

The contribution limit is set at €225,000 (it being noted that, for a married or civil partnership couple, each individual may subscribe to a PEA PME-ETI). This PEA PME-ETI can be combined with a standard PEA, subject to the global limit of €225,000.

Investors are advised to consult their usual tax adviser or the institution managing their PEA or PEA "PME-ETI" in order to determine the tax consequences applicable to their particular situation.

The ordinary Shares of the Company constitute, for investors who are tax residents in France, assets eligible for the special PEA PME-ETI.

3.11.3. Income tax reduction in respect of capital subscription in small and medium sized companies (Article 199 terdecies – O A of the French tax code)

Payments made in respect of direct subscriptions to the share capital of certain companies may give rise to an income tax reduction pursuant to Article 199 terdecies-0 A of the French tax code. The benefit of this tax reduction is available only to individuals who are French tax residents.

To be eligible for this scheme, the taxpayer must invest in a company that meets the various conditions set out in Article 199 terdecies – 0 A, I-C of the French tax code, the main requirements of which are as follows:

- Size condition: the company must meet the European definition of a Small and Medium-sized company[17];
- Age condition: the company must either not carry on its activity in any market, or have been operating in any market for less than ten years following its registration or less than seven years

[17] These are companies with fewer than 250 employees and with an annual turnover of less than €50 million or a total balance sheet not exceeding €43 million.

after its first commercial sale[18], or require an initial investment which, based on a business plan drawn up for a new economic activity, exceeds 50% of its average annual turnover over the previous five years;

- Activity condition: the company must carry out an industrial, commercial, craft, agricultural or liberal activity, to the exclusion of activities generating guaranteed income, financial activities, portfolio management activities, property development activities and real estate activities;
- Payment ceiling: the total amount of payments received by the company in respect of the tax reduction and other risk financing aid may not exceed €15 million.

The tax reduction is, in principle, equal to 18% of the amounts paid during the tax year. The payments made (in respect of the subscription to the Company's capital increase, as well as any other subscription to the share capital or capital increase of another company eligible for this tax reduction) are taken into account up to an overall annual limit of €50,000 for single, widowed or divorced taxpayers, and €100,000 for married couples or civil partnership couple subject to joint taxation. The portion of investments exceeding the above annual limit entitles the taxpayer to the same tax reduction under the same conditions over the following four years.

In the case of an indirect subscription via a local investment fund (FIP) or an innovation mutual fund (FCPI), which includes in its investment quota shares of the eligible company, the above annual limits are reduced to €12,000 or €24,000 respectively. The assets of these tax funds must be composed of at least 70% of investments made in small and medium-sized companies that either do not yet carry on any activity in a market or have been operating in a market for less than seven years in the case of FIPs, and less than ten years in the case of FCPIs.

Furthermore, the income tax reduction is taken into account in the calculation of the overall cap on tax benefits provided for in Article 200-OA of the French tax code. In the case of a direct subscription, the portion of the tax reduction that exceeds the overall cap may be carried forward to income tax due for the following five years.

In addition, the shares for which the subscription has given rise to the income tax reduction cannot be held in a PEA or a PEA "PME-ETI" or in an employee savings plan (company savings plan, inter-company savings plan, collective retirement savings plan).

The Company reserves the right to close the receipt of subscriptions entitling to the income tax reduction early if the aforementioned €15 million cap is reached. Consequently, investors' attention is drawn to the fact that the Company cannot, in any way, guarantee that they will be able to benefit from the income tax reduction for all or even part of their subscription.

The income tax reduction is subject to the maintenance of the current tax provisions mentioned above or, in the event that these tax provisions are amended, to the non-retroactivity of the new measures to subscriptions made as part of the offer on Euronext Growth.

Investors who may be eligible for this income tax reduction are advised to consult their usual tax adviser in order to assess their personal situation with regard to the specific applicable regulations.

3.11.4. Economic reinvestment carried out under *a contribution-sale arrangement – Tax deferral (Article 150-0 B ter of the French tax code)*

As a general rule, when shares are contributed to a controlled company, the capital gain is placed under a tax deferral (Article 150-0 B *ter* of the French tax code).

If the contributed shares are sold within three years of the contribution, the tax deferral ends, unless the

[18] The turnover threshold that characterises the first commercial sale, as well as the methods for determining it, are set by decree.

company undertakes to reinvest 60% of the proceeds from the sale in an economic activity within two years of the sale.

The proceeds from the sale may notably be invested in a cash subscription to the initial share capital or to a capital increase of one or more companies meeting the following conditions:

- Corporate taxation: the company is subject to corporate income tax (or an equivalent tax);
- Place of effective management: the company's place of effective management is located within the European Union, or in Iceland, Norway, or Liechtenstein;
- Nature of activity: the company must carry on a commercial, industrial, craft-based, liberal, agricultural, or financial activity within the meaning of Articles 34 or 35 of the French tax code.

Persons who have sold contributed shares within three years of the contribution may benefit from the maintenance of the tax deferral if they subscribe in cash to the Company's planned capital increase, provided that the Company meets the conditions set out in Article 150-0 B ter of the French Tax Code.

Other conditions independent of the Company (such as the reinvestment timeframe and threshold, or the holding period for the new shares) must also be complied with by the subscriber.

Investors who may be eligible for this regime are advised to consult their usual tax advisor in order to assess their personal situation in light of the specific applicable regulations.

3.12. Further impacts

As at the Admission Document / Information Document Date in the Issuer's opinion, there is no impact on the investment in the event of termination pursuant to Directive 2014/59/EU of the European Parliament and of the Council.

3.13. Bidder

Not applicable.

4. TERMS AND CONDITIONS OF THE OFFERING OF NEW SHARES OF THE COMPANY AND ADMISSION OF THE COMPANY'S SHARES TO TRADING ON EURONEXT GROWTH MILAN AND EURONEXT GROWTH PARIS

4.1. Conditions to which the Offering is subject

The Offer consists in a private placement conducted prior to the Trading Start Date aimed at constituting the minimum free float for the admission of the Ordinary Shares to trading on Euronext Growth Milan and Euronext Growth Paris, concerning a maximum amount equal to Euro 18,750,000.00 assuming the: (i) full subscription of the Shares deriving from the Base Offer for a maximum amount equal to Euro 15,000,000.00 and from the Extension Clause for a maximum amount equal to Euro 2,250,000.00, and (ii) the full exercise of the Greenshoe Option for a maximum amount equal to Euro 1,500,000.00.

The Offer does not require the approval of the *Commissione Nazionale per le Società e la Borsa* ("CONSOB") nor the one of the *Autorité des Marchés Financiers* ("AMF").

Based on the minimum amount of the Price Range, the Offer relates to a maximum of no. 4,687,500 Shares, deriving from: (i) the issuance of no. 3,750,000 Shares in the context of the Base Offer and maximum no. 562,500 Shares in the event of full subscription of the Extension Clause and (ii) the sale of maximum no. 375,000 Shares in the event of full exercise of the Greenshoe Option, in order to cover potential over-allotments.

The Company's securities to be admitted to trading on the EGM and EGP:

- the share capital consisting in 10,000,000 Shares; and
- the newly issued Shares deriving from the Base Offer and the Extension Clause, with a maximum no. 4,312,500 Shares.

4.2. Offering price

On 14 November 2025, the Board of Directors, in exercising the proxy granted to it by the Shareholders' Meeting of 31 October 2025, established, as indicative issue price range of the Shares, the *range* between a minimum of Euro 4.00 and a maximum of Euro 4.50 for each Share. On the same day, the Board of Directors resolved to postpone any decision on the final issue price of the shares and the final number of shares to be issued, as well as the other terms and conditions for the execution of the capital increases necessary for the completion of the transaction.

4.3. Transaction timetable

Filing date of the Admission Document / Information Document with Euronext Paris	7 October 2025
Submission date of pre-admission communication on Euronext Growth Milan	4 November 2025
Submission date of the Admission request on Euronext Growth Milan	4 November 2025
Euronext Paris S.A. Board of Directors approving the listing project on Euronext Growth Paris	14 November 2025
Publication of the press release announcing the Offer Euronext notice regarding the opening of the Offer and publication of the	17 November 2025

Admission Document / Information Document Opening of the Retail Offer and the Qualified Placement	
Closing of the Retail Offer at 5:00pm (Paris Time) for subscriptions at counters and at 8:00 p.m. for online subscriptions	25 November 2025
Closing of the Qualified Placement at 12:00pm (Paris Time) Publication of the press release announcing the results of the Offer Euronext notice regarding the results of the Offer	26 November 2025
Admission Date on Euronext Growth Milan	27 November 2025
Settlement of the Offer	28 November 2025
Trading Start Date of the shares on Euronext Growth Paris and Milan	1 December 2025

4.4. Amount of the Offering

The purpose of the Offer and the listing on Euronext Growth Milan and Euronext Growth Paris is to provide the Company with the resources it needs to support its development. The net proceeds of the Offer will be allocated to (i) the enhancement of its existing portfolio and current offering, (ii) improvement of the offer, by cross-selling and bundling exploiting even more the proximity of venues, investing in marketing activities and introducing the dynamic pricing system and (iii) the expansion through the integration of third-party sites.

Amount of the Offering (in €M)	In case of subscription at 75%	Base Offer	After Base Offer and exercise of the Greenshoe Option	After exercise of the Extension Clause	After exercise of the Extension Clause and Greenshoe Option
Total Offering size	11.25	15.00	16.50	17.25	18.75
Gross amount of the Offering (primary proceeds)	11.25	15.00	15.00	17.25	17.25
Estimated costs of the IPO	1.45	1.64	1.71	1.76	1.82
Estimated Net	9.80	13.36	13.29	15.49	15.43

Proceeds of the Offering	

4.5. Main Features of the Retail Offering

4.5.1. Duration of the Retail Offering

The Retail Offering will begin on November 17, 2025, and end on November 25, 2025, at 5:00 p.m. (Paris time) for subscriptions at counters and at 8:00 p.m. for online subscriptions. The closing date of the Retail Offering may be changed (*see* section 4.8 "Early Closing or Extension of the Offer").

4.5.2. Number of Shares offered under the Retail Offering

A minimum of 10% of the number of Shares will be offered under the Retail Offering. Consequently, if demand expressed under the Retail Offering allows, the number of shares allocated in response to orders placed under the Retail Offering will be at least equal to 10% of the Shares. The number of Shares under the Retail Offering may be increased or decreased according to the terms detailed above.

4.5.3. Eligible persons, receipt and transmission of orders

Eligible persons to place orders under the Retail Offering are mainly individuals of French nationality or residents in France or nationals of one of the States party to the agreement and protocol of the European Economic Area (EEA), as well as French legal entities or nationals of EEA States not controlled by entities or persons from non-EEA States, and associations and investment clubs domiciled in France or EEA States whose members are French or EEA nationals, subject to the stipulations in section 4.11 "Offering and Offering Restrictions". Other persons should check local placement restrictions as indicated in section 4.13.

Individuals, legal entities, and mutual funds not having accounts in France allowing subscription or acquisition of the Shares under the Retail Offering must open such an account with an authorized intermediary when placing their orders.

The subscription or purchase order must be signed by the order giver or their representative, or, in case of discretionary management, their agent. In the latter case, the manager must either have a mandate with specific provisions or implement reasonable measures to prevent multiple orders.

4.5.4. Categories of orders that may be placed in response to the Retail Offering

Persons wishing to participate in the Retail Offering must submit their orders to an authorized financial intermediary in France, no later than November 25, 2025, at 5:00 p.m. (Paris time) for counter subscriptions or purchases and at 8:00 p.m. for online subscriptions, unless early closing or extension.

Orders will be split according to the number of shares requested:

- Order fraction A1: from 1 share up to 250 shares inclusive
- Order fraction A2: above 250 shares

The Retail Offering result notice published by Euronext Paris will indicate any reductions applied to orders, with A1 fractions receiving preferential treatment over A2 fractions if all A orders cannot be fully satisfied.

Additional rules include:

- Each order must be for a minimum of 1 Share
- Each order giver may place only one order, which cannot be split among several intermediaries

- For joint accounts, a maximum of two orders may be placed
- Each member of a tax household may submit an order; a minor's order is submitted by their legal representative
- No order may be for more than 20% of the Shares under the Retail Offering
- Orders may be reduced; if the reduction results in a non-integer number of Shares, it will be rounded down
- Orders are expressed in number of Shares without price indication and are deemed stipulated at the offer price

Authorized financial intermediaries in France will transmit orders to Euronext Paris according to the schedule and procedures specified in the Retail Offering opening notice.

Orders will be void if the Company's press release indicating the final terms of the Offer will not be published.

4.5.5. Order reduction

A1 order fractions have priority over A2 fractions. A reduction rate of up to 100% may be applied to A2 fractions to serve A1 fractions. Reductions are made proportionally within each order category.

4.5.6. Order revocation

Subscription orders received from individuals via the Internet under the Retail Offering are revocable online until the Retail Offering closes, November 25, 2025, at 8:00 p.m. Investors should check with their financial intermediary for revocation procedures.

Orders received under the Retail Offering will thereafter be irrevocable, even in the event of a reduction.

4.5.7. Notification of subscribers, Retail Offering result, reduction, and allocation procedures

Investors who have placed subscription orders under the Retail Offering will be informed of their allocations by their financial intermediary. The Retail Offering result will be the subject of a Company press release and a Euronext Paris notice scheduled for November 26, 2025, unless early closing.

4.6. Main features of the Qualified Placement

4.6.1. Duration of the Qualified Placement

The Qualified Placement will begin on November 17, 2025, and end on November 26, 2025, at 12:00 p.m. (Paris time), according to the indicative schedule.

The Placement may be closed early without notice.

4.6.2. Eligible persons for Qualified Placement orders

The Qualified Placement will be addressed exclusively to Qualified Investors in Italy, France and abroad (except notably in the United States, Canada, Australia, and Japan).

4.6.3. Orders in the Qualified Placement

Orders may be expressed in number of shares or in total amount requested and may include price-related conditions. There is no minimum or maximum amount applicable to orders submitted in the Qualified Placement.

4.6.4. Receipt and transmission of Qualified Placement orders

To be considered, orders must be received by Equita or TP ICAP no later than November 26, 2025, at

12:00 p.m. (Paris time), unless early closing.

Only orders at a price expressed in euros, equal to or greater than the offer price, will be considered in the allocation procedure.

4.6.5. Order reduction

Orders in the Qualified Placement may be subject to total or partial reduction.

4.6.6. Order revocation

Any order in the Qualified Placement may be revoked with Equita or TP ICAP until November 26, 2025, at 12:00 p.m. (Paris time), unless early closing or extension.

4.6.7. Notification of subscribers and Qualified Placement result

Investors who have placed subscription orders under the Qualified Placement will be informed of their allocations by Equita or TP ICAP. The result will be announced by Company press release and Euronext Paris notice scheduled for November 26, 2025, unless early closing.

4.7. Revocation and Suspension of the Offer

The Offer will be made subject to the signing and non-termination of the placement agreement by the settlement-delivery date and the issuance of the depositary certificate confirming subscription of the Shares.

Consequently, in the event that the placement agreement is not signed or is terminated, or the certificate is not issued, the subscription orders and the Offer will be retroactively cancelled. In such case, all trading in the shares conducted up to (and including) the settlement-delivery date of the Offering would be retroactively annulled and would have to be unwound.

4.8. Early closing or extension of the Offer

The closing dates of the Qualified Placement and Retail Offering may be brought forward (but the Retail Offering duration cannot be less than three trading days) or extended under certain conditions. Any change will be announced by Company press release and Euronext Paris notice.

4.9. Payment of funds and delivery of the Shares

The price of the Shares purchased or subscribed under the Offer must be paid in cash by order givers no later than the settlement-delivery date, scheduled for December 1, 2025.

Shares will be credited to order givers' accounts as soon as possible after the Retail Offering result notice is published by Euronext Paris, scheduled for November 26, 2024, and no later than the settlement-delivery date.

4.10. Offer and Offer restrictions

4.10.1. Lead Manager and Bookrunner Contact Details

TP ICAP Europe S.A., 42 rue Washington 75008, Paris.

Equita SIM S.p.A., via Filippo Turati no. 9, Milan (MI).

4.10.2. Registrar, Financial Service, and Depositary Contact Details

Monte Titoli S.p.A. Piazza degli Affari 6, 20123 Milan (MI).

4.10.3. Simultaneous Offers of Company Shares

None.

4.10.4. Placement agreement

The Offer will not be subject to a guarantee agreement.

Equita and TP ICAP will assist the Company under a placement agreement, to be signed on the day the offer price is set (scheduled for November 26, 2025).

Equita and TP ICAP does not act as guarantor for the Offer, and the placement agreement does not constitute a completion guarantee.

If the placement agreement is not signed, the admission to trading on Euronext Growth Milan and Paris and the Offer will be canceled.

4.11. Categories of potential investors and countries where the offer will be open

The Offer includes:

- A public offer in the form of an open price offer mainly for investors other than Qualified Investors.
- A Qualified Placement exclusively for Qualified Investors, including private placement in France, Italy and abroad (except notably the United States, Canada, Australia, and Japan).

4.12. Offer restrictions

Distribution of the Admission Document / Information Document, its summary, or any other document or information relating to the operations provided for in the Admission Document / Information Document or the offer or sale or subscription of the Shares may be subject to specific regulations in certain countries, including the United States. Persons in possession of these documents must inform themselves of and comply with local regulations.

4.12.1. Restrictions regarding the United States

The Shares have not been and will not be registered under the U.S. Securities Act of 1933. Therefore, Shares may not be offered, sold, pledged, delivered, or otherwise transferred in the United States except pursuant to registration or exemptions.

4.12.2. Restrictions regarding EEA States (other than France)

In EEA States, the Prospectus Regulation applies. Securities may only be offered to the public after prior publication of a prospectus.

4.12.3. Restrictions regarding the United Kingdom

No action has been taken to permit a public offer of the Shares requiring publication of a prospectus in the UK. Therefore, the Shares may only be offered in the UK to qualified investors or fewer than 150 persons, or in other circumstances not requiring a prospectus.

4.12.4. Restrictions regarding Australia, Canada, and Japan

The Shares may not be offered or sold in Australia, Canada, or Japan.

4.13. Dilution value

4.13.1. Comparison of shareholdings and voting rights before and after the Offer

The following table illustrates the composition of the Issuer's share capital, as of the Trading Start Date, as a result of the full subscription of the maximum no. 3,750,000 Shares resulting from the Base Offer, with a comparison to the shareholdings and voting rights before the Offer (based on the minimum value of the Price Range).

Shareholder	Number of shares before the Offer	% of share capital	% of voting rights	Number of shares after the Offer	% of share capital after the Offer	% of voting rights after the Offer
L6A4	10,000,000	100%	100%	10,000,000	73%	73%
Market	0	0%	0%	3,750,000	27%	27%
Total	**10,000,000**	**100%**	**100%**	**13,750,000**	**100%**	**100%**

The following table illustrates the composition of the Issuer's share capital, as of the Trading Start Date, as a result of (a) the full subscription of the maximum No. 3,750,000 Shares resulting from the Base Offer and (b) assuming the full exercise of the right to purchase the maximum No. 375,000 Shares pursuant to the Greenshoe Option, with indication of the number of Shares held by the shareholders, as well as their respective percentage incidence on the total share capital and on the total voting rights (based on the minimum amount of the Price Range) .

Shareholder	Number of shares	% of share capital	% of voting rights
L6A4	9,625,000	70%	70%
Market	4,125,000	30%	30%
Total	**13,750,000**	**100%**	**100%**

The following table illustrates the composition of the Issuer's share capital, as of the Trading Start Date, as a result of (a) the full subscription of the maximum No. 3,750,000 Shares resulting from the Base Offer and (b) assuming the full subscription of maximum no. 562,500 Shares deriving from the Extension Clause with indication of the number of Shares held by the shareholders, as well as their respective percentage incidence on the total share capital and on the total voting rights (based on the minimum amount of the Price Range).

Shareholder	Number of shares	% of share capital	% of voting rights
L6A4	10,000,000	70%	70%
Market	4,312,500	30%	30%
Total	**14,312,500**	**100%**	**100%**

The following table illustrates the composition of the Issuer's share capital, as of the Trading Start Date, as a result of (a) the full subscription of the maximum No. 3,750,000 Shares resulting from the Base Offer and (b) assuming the full subscription of maximum no. 562,500 Shares deriving from the Extension Clause with indication of the number of Shares held by the shareholders and (c) assuming the full exercise of the right to purchase the maximum No. 375,000 Shares pursuant to the Greenshoe Option, with indication of the number of Shares held by the shareholders, as well as their respective percentage incidence on the total share capital and on the total voting rights (based on the minimum amount of the Price Range).

Shareholder	Number of shares	% of share capital	% of voting rights
L6A4	9,625,000	67%	67%
Market	4,687,500	33%	33%
Total	**14,312,500**	**100%**	**100%**

The following table illustrates the composition of the Issuer's share capital, as of the Trading Start Date, as a result of a subscription of 2,815,500 Shares corresponding to 75% of the Base Offer (based on the minimum amount of the Price Range).

Shareholder	Number of shares	% of share capital	% of voting rights
L6A4	10,000,000	78%	78%
Market	2,812,500	22%	22%
Total	**12,812,500**	**100%**	**100%**

4.13.2. Comparison of the net asset value and the offer price following the Offer

The following table shows the comparison between the net asset value per Share, taking into account the split, as at the date of the last balance sheet prior to the Capital Increase and the Retail Capital Increase and the offer price per Share under the Offering.

Equity per share as at 30 June 2025	Offer Price Range per Share
Euro 0.75	Euro 4.00 – Euro 4.50

4.13.3. Information in the case of a subscription offer to existing shareholders

Not applicable.

4.14. Selling Shareholders

In the framework of the agreements entered into for the Offering, L6A4 has granted to Equita and TP ICAP (a) the Over Allotment Option relating to the loan of Shares of the Issuer up to a maximum amount of Shares, up to 10% of the number of shares resulting from the Base Offer, for the purpose of a possible over-allotment in the context of the Offering and (b) the Greenshoe Option for the purchase, at the offer price, of a maximum amount of Shares, up to 10% of the number of shares subject resulting from Offer. The Greenshoe Option may be exercised, in whole or in part, up to 30 days following the Trading Start Date.

It should be noted that Equita, from the Trading Start Date and until 30 days following such date, may carry out stabilisation activities on the Ordinary Shares in compliance with the regulations in force. Such activity may be carried out on the understanding that: (a) there can be no assurance that stabilisation activity will actually be carried out; (b) if undertaken, such activity could be discontinued at any time at the sole discretion of Equita; and (c) if undertaken, such activity could result in a higher market price of the Shares than would otherwise occur.

There are no holders of financial instruments proceeding with the sale.

4.15. Number and class of the financial instruments offered by each of the holders of the financial instruments making the sale

Not applicable.

4.16. If a principal shareholder sells securities, the extent of its holding both before and immediately after the issue

For information on the development of the Issuer's shareholding structure in the event of a full placement of the Shares and full exercise of the Greenshoe Option, see Section Two, Chapter 4, Paragraph 4.5.1 of the Admission Document / Information Document.

4.17. Lock-Up Agreements

Subject to the limitations set forth below, there are no limitations on the transferability and availability of the Shares.

It should be noted that on 14 November 2025 a lock-up agreement with the Global Coordinator and the Co-Global Coordinator (the "**Lock-Up Agreements"**) was entered into by L6A4 (the "**Restricted Shareholder**") and the Issuer, under the main terms and conditions described below.

Pursuant to the Lock-Up Agreements, the Restricted Shareholder have undertaken, without any solidarity obligation among themselves, for a period of 24 months commencing from the Trade Commencement Date (the "**Lock-Up Period**") to:

a) not to offer, undertake or carry out, directly or indirectly, any sale, transfer, deed of disposal or any other transaction whose purpose or effect is, directly or indirectly, to assign or transfer to third parties, for any reason and in any form whatsoever (including, by way of example, the granting of option rights grant of option rights, pledges or other encumbrances, securities lending) of the Restricted Shares (or of other financial instruments, including, inter alia, participatory financial instruments, which grant the right to purchase, subscribe for, convert into, or exchange with, Restricted Shares or other financial instruments, including participatory financial instruments, which grant rights inherent in or similar to such shares or financial instruments), except for the execution of the Share Capital Increases, as defined in the Lock-Up Agreements;
b) not to approve and/or carry out transactions in derivative instruments that have the same effects, even if only economic, as the transactions referred to above.

The aforesaid commitments assumed by the Restricted Shareholders can be derogated only with the prior written consent of the Global Coordinator and the Co-Global Coordinator (upon motivated request), consent that cannot be unreasonably withheld. They remain in any event excluded from the commitments assumed by the Restricted Shareholders and, therefore, permitted even without the prior written consent of the Global Coordinator and the Co-Global Coordinator:

a) operations performed in compliance with legal or regulatory obligations or measures or requests by competent authorities;
b) transfers in adherence to a public offer to purchase or exchange the Company's Shares and addressed to all holders of Company Shares, it being understood that, should the public tender and/or exchange offer on the Company's ordinary shares be unsuccessful, the restrictions contained in the Lock-Up Agreements shall become effective again until their natural expiration;
c) for the pledge or assignment of the Restricted Shares, as defined in the Lock-Up Agreements, on the sole condition that the Restricted Shareholder shall have the right to vote;

d) for any lending transactions in favour of the Specialist on the Company's Shares, pursuant to the relevant mandate, or the Shares loaned to the Global Coordinator and the Co-Global Coordinator pursuant to the Over-Allotment Option, as defined in the Lock-Up Agreements;
e) any transfers by the Restricted Shareholders to one or more companies directly and/or indirectly controlled by or controlling the same, pursuant to Article 2359, paragraph 1, of the Italian Civil Code.
In addition, Intermediaries may authorise the transfer of restricted shares, provided that the person who becomes the owner of such restricted shares for any reason executes the Lock-Up Agreements, adhering to them to the extent of their competence.

Pursuant to the Lock-Up Agreements, the Issuer has committed to the Global Coordinator and the Co-Global Coordinator for a period of 12 (twelve) months following the commencement of trading of the Shares on EGM and EGP, to:

a) not to carry out any sale, transfer, deed of disposition or other transaction whose object or effect is, directly or indirectly, the allocation or transfer to third parties, for any reason and in any form whatsoever, of Shares issued by Kaleon owned by the Company itself;
b) not to propose or resolve on operations to increase the Company's share capital, nor issue new Shares, nor place (including through third parties) on the market equity securities, either directly or in the context of the issue of bonds convertible into Shares by the Company or by third parties, and/or in the context of the issue of warrants by the Company or by third parties, or in any other manner, except for any capital increases carried out pursuant to Articles 2446 and 2447 of the Italian Civil Code, up to the threshold necessary to comply with the legal limit, with the exception of the Share Capital Increases, as defined in the Lock-Up Agreements;
c) not to issue and/or place on the market bonds convertible into or exchangeable for the Company's Shares or into vouchers for the purchase or subscription of the Company's Shares, or other financial instruments, including participatory ones, which grant rights inherent to or similar to such Shares or financial instruments;
d) not to make, without having previously informed the Global Coordinator and the Co-Global Coordinator, any change to the size and composition of its capital (including capital increases), as well as to the corporate structure of the Issuer;
e) not to approve and/or carry out transactions in derivative instruments that have the same effects, even if only economic, as the transactions referred to above.

The aforementioned commitments undertaken by the Issuer may be derogated only with the prior written consent of the Global Coordinator and the Co-Global Coordinator (subject to a motivated request), which consent may not be unreasonably withheld. They remain in any case excluded from the commitments undertaken by the Issuer and, therefore, permitted even without the prior written consent of the Global Coordinator and the Co-Global Coordinator:

a) operations performed in compliance with legal or regulatory obligations or measures or requests by competent authorities;
b) operations in compliance with a public tender and/or exchange offer on the Company's shares and addressed to all the holders of the Company's financial instruments, it being understood that, should the public tender and/or exchange offer on the Company's ordinary shares be unsuccessful, the restrictions contained in the Lock-Up Agreements shall become effective again until their natural expiration;
c) transactions on the share capital in the cases provided for in Article 2446 or Article 2447 of the Civil Code;
d) for the pledge or assignment of the Shares owned by the Company, as the case may be;

e) in the event of purchases and disposals of the Company's financial instruments and treasury shares as part of buy-back plans and/or incentive plans for company executives and employees of the Company and the group it heads;
f) in the event of any share capital transactions carried out pursuant to Article 2446, paragraph 1, or Article 2447 of the Italian Civil Code.

The Lock-Up commitments referred to above shall relate to 100% of the Shares held by the Restricted Shareholder and the Issuer, respectively, as at the Admission Document / Information Document Date, with the express exclusion of the Shares to be granted by L6A4 for the purposes of the Greenshoe Option and the Over Allotment Option.

5. ADMISSION TO TRADING AND DEALING ARRANGEMENTS

5.1. Admission of financial instruments to other markets

The Shares will not be admitted to trading on any market other than Euronext Growth Milan and Euronext Growth Paris.

5.2. Liquidity provider and Specialist

Before the Trading Start Date, the Company will enter into a liquidity agreement with TP ICAP, in accordance with article L. 22-10-62 of the French Commercial Code and the accepted market practices as defined by the AMF.

On 7 October 2025, the Company appointed Equita as Specialist.

6. LISTING SPONSORS AND OTHER ADVISORS

6.1. Advisors with connection to the transaction

Not applicable.

6.2. Participation in the Company's share capital held by the Listing Sponsor, its beneficial owners or its executives

The Listing Sponsor, its beneficial owners, or its executives do not hold any participation in the Company's share capital.

6.3. Listing Sponsor and Market Maker

The Company's Listing Sponsor is TP ICAP Europe S.A., 42 rue Washington, 75008, Paris.

The Company's Euronext Growth Advisor is Equita SIM S.p.A. with registered office in Milan (MI), via Filippo Turati n. 9, registration number with the Companies' Register of Milan, Monza, Brianza Lodi, tax code and VAT number 10435940159, REA number: MI-1372364.

7. LARGE TRANSACTIONS

7.1. Significant transactions carried out after June 30, 2025 involving more than 25% of the Group’s total assets, revenue, or results

To the best of the Group's knowledge, there has been no significant transactions carried out after 30 June 2025 involving more than 25% of the Group’s total assets, revenue or results.

8. BY-LAWS

Subject to the condition precedent of the admission of the Company's shares to trading and their initial listing on Euronext Growth Milan and Euronext Growth Paris, the By-laws of the Company are as follows:

TITLE I

COMPANY NAME - REGISTERED OFFICE - PURPOSE -DURATION

Article 1 – (Company Name)

1.1 A joint-stock company under Italian law is incorporated under the name: "Kaleon S.p.A.".

Article 2 – (Registered Office)

2.1. The company's registered office is located in Milan (MI).

2.2. The administrative body has the right to establish or close branch offices, to transfer the registered office – with the formalities provided for by Article 2365 of the Italian Civil Code – within the national territory and to establish and close local operating units anywhere (branches, secondary offices, subsidiaries, administrative offices without permanent representation, contacts, etc.).

2.3. The shareholders' domicile, in their relations with the company or with each other, shall be that which appears in the shareholders' register, unless the administrative body is informed otherwise in writing.

Article 3 – (Company Purpose)

3.1. The company has as its purpose:

- the management of parks, gardens, private villas, castles, historical sites and natural trails, as well as all activities and initiatives aimed at promoting and developing tourism in Italy and abroad, with particular reference to the Lake Maggiore area and the Mottarone of Stresa; such activity shall also include the acquisition of concessions for the extraction of drinking water from the local underground sources and the operation of the related distribution network, the management of fishing resources, the operation of cableways, ski lifts, chairlifts and drag lifts, the construction and management of holiday houses and apartments, the management and organization of cycling routes and adventure parks, the rental of bicycles, skis and sports equipment in general;
- the organization of exhibitions, shows and cultural activities in general, as well as the trade of publications and works of art, lithographs, prints, catalogues and various items for tourists;
- the production, wholesale trade and retail trade, both directly and indirectly, in any form permitted by law, including electronic commerce and mail order, of clothing articles, textile products, footwear, leather and hide goods and related accessories, footwear and accessories of any kind, including, by way of example and without limitation, fashion accessories and underwear, leather goods and travel articles, sporting goods, toiletries, cosmetics, perfumery products, costume jewellery, imitation jewellery items for personal and home adornment, furniture and home products, household goods in general including mirrors, frames, ceramics and glassware, stationery products, catalogues, magazines and publications in general, gift items;
- the design and marketing, both wholesale and retail, directly or indirectly, of jewellery, fine leather goods, goldsmith articles, pearls and precious stones in general;
- the production and marketing, both wholesale and retail, directly or indirectly, of agri-food products and beverages in general, with particular focus on typical Italian products;

- the wholesale and retail trade, both directly and indirectly, in any form permitted by law, including electronic commerce and mail order, of fresh flowers, plants, bulbs, seeds, gardening articles, as well as the creation and maintenance of public and private green areas;
- all activities relating to the production and trade of honey, beekeeping products and apicultural goods, including food products based on honey; packaging of apicultural products on behalf of third parties;
- the purchase, use and transfer, in any form, of trademarks, both national and international; the performance of services and assistance for the optimal exploitation of trademarks, licences and patents owned by the Company and/or third parties;
- the provision of commercial services of assistance in the purchase, sale and management of showrooms, commercial services of marketing, advertising and public relations, technical services for the design, realization and installation of shop windows and exhibition stands, as well as the management of cultural, sporting and leisure activities (libraries, summer and winter centres, conference halls, congress centres, sports facilities), the provision of services relating to the organization and support of corporate and promotional meetings, press conferences, exhibitions, fairs, events and parties, promotional, advertising and cultural initiatives in general;
- the provision of training courses relating to agricultural activity in general, with particular reference to botany and wildlife management;
- the study, organization and execution of individual and group travel and stays, with related sale to private individuals, public bodies and travel and tourism agencies, including the organization of land and lake transport, bus, minibus, car rental, taxi service, boats, tailor-made trips, honeymoons and group tours, the transport of goods and people, porterage, removals and internal handling, as well as the management, also on behalf of third parties, of parking areas, private roads, piers and beaches with related services;
- the business of restaurants, self-service establishments, pizzerias, trattorias, snack bars, canteens, including the serving of food and beverages (non-alcoholic, alcoholic and spirits), both on Company premises and elsewhere, takeaway meals, catering for banquets and receptions at the domicile of the client or third parties, and the provision of catering services in general;
- the establishment, organization, acquisition, administration and management of hotel, para-hotel and tourist enterprises in general, such as hotels, motels, residences, tourist villages, campsites, bars, restaurants, sports facilities, leisure centres;
- the provision to enterprises of data processing services in support of accounting and administrative management, technical and commercial assistance to such entities, the preparation of management control systems, the study of corporate strategies, as well as any other activity aimed at providing business consultancy services;
- The purchase, sale, exchange, construction and renovation of any type of property, whether residential, industrial, commercial or agricultural, as well as the lease of real estate owned by the Company;
- the performance or assistance in any activity relating to the operation of real estate, on its own behalf or on behalf of third parties, the global or partial management and/or the provision of all or part of the services directly or indirectly connected with the operation and maintenance of

any property, as well as the management and maintenance of all or part of the plants and equipment therein installed, including gardening activities, maintenance and care of green areas and related services, including the maintenance and arrangement of parks, gardens and green areas, management of outdoor spaces;

- agricultural activities including the cultivation of flowers and plant reproduction, the breeding of bees with the maintenance and management of beehives, even if not connected with the management of land, the breeding of animals and, in general, any activity provided for by Article 2135 of the Italian Civil Code;
- the Company may carry out all commercial, real estate and financial transactions deemed useful by the Board of Directors for the achievement of the corporate purpose, as well as acquire interests and shareholdings in other companies with similar or related purposes, with the exclusion of financial activities involving the public.

The Company – provided that such activities are deemed by the administrative body to be necessary or useful for the achievement of the corporate purpose, and on a non-prevalent basis – may carry out all the activities constituting the corporate purpose either directly or through subsidiaries, and may also carry out any commercial, industrial, movable or immovable transactions deemed necessary or useful for the achievement of the corporate purpose, as well as perform financial transactions (both active and passive), including the taking out of mortgage and non-mortgage loans, in any form, with private individuals, companies and credit institutions, and provide sureties, guarantees and any other form of security, whether personal or in rem, including in favour of third parties, as well as participate in consortia or temporary business associations, all with the exclusion of the exercise of any reserved activity. In any event, activities reserved to financial intermediaries as well as those reserved to real estate brokerage companies, as regulated by current or future legislation, are expressly and strictly excluded from the corporate purpose.

Article 4 (Duration)

4.1. The duration of the company is fixed until 31 December 2070 (two thousand and seventy) and may be extended by resolution of the Extraordinary Shareholders' Meeting.

TITLE II

SHARES, BONDS, SHARE CAPITAL

Article 5 (Share capital and shares)

5.1. The share capital amounts to Euro 1,500,000.00 and is represented by 10,000,000 ordinary shares, with no indication of nominal value.

On 31 October 2025, the Extraordinary Shareholders’ Meeting resolved, inter alia:

(i) to increase the share capital against payment by up to a maximum amount of Euro 25,000,000.00 (twenty-five million and zero cents), to be allocated between share capital and share premium as determined by the Board of Directors, through the issuance of ordinary shares, without indication of nominal value and with regular dividend rights, to be fully paid in cash upon subscription, in one or more tranches, on a divisible and progressive basis, with the exclusion of pre-emptive rights, to be offered for subscription:
(i) to qualified investors as defined in Article 2(e) of the Prospectus Regulation within the European Union and other countries of the European Economic Area;
(ii) to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129 in the United

Kingdom, as national law pursuant to the European Union (Withdrawal) Act 2018 (as amended); (iii) to institutional investors abroad, pursuant to Regulation S of the United States Securities Act of 1933, as amended, expressly excluding institutional investors located in Australia, Canada, Japan, the United States, and any other foreign jurisdiction where the placement is not possible without prior authorisation from the competent authorities;
with the final subscription deadline set for 30 June 2026 (the "**Qualified Capital Increase**", as defined in the minutes of the shareholders' meeting held on 31 October 2025);

(ii) to increase the share capital against payment by up to a maximum amount of Euro 8,000,000.00 (eight million and zero cents), to be allocated between share capital and share premium as determined by the Board of Directors, through the issuance of ordinary shares, without indication of nominal value and with regular dividend rights, to be fully paid in cash upon subscription, in one or more tranches, on a divisible and progressive basis, with the exclusion of pre-emptive rights, in service of a so-called "retail" offering, in any case to be carried out in such manner — in terms of quality and/or quantity — as to allow the Company to benefit from an exemption from the obligation to publish a prospectus, with the final subscription deadline set for 30 June 2026 (the "**Retail Capital Increase**", as defined in the minutes of the shareholders' meeting held on 31 October 2025).

On 31 October 2025, the Extraordinary Shareholders' Meeting also resolved to grant the Board of Directors a delegation pursuant to Article 2443 of the Italian Civil Code to increase the share capital up to a maximum overall amount equal to 10% of the share capital existing at the date of the first exercise of the delegation, including any share premium, in one or more tranches, on a divisible basis, against payment — also with exclusion of pre-emptive rights pursuant to Article 2441, paragraphs 4, 5 and/or 8 of the Italian Civil Code — and/or free of charge pursuant to Article 2349 of the Italian Civil Code, through the issuance of ordinary shares, within a maximum period of five (5) years from the date of the relevant resolution (the "**Delegated Capital Increase**", as defined in the minutes of the shareholders' meeting held on 31 October 2025).

5.2. The shares are subject to the dematerialisation regime and have been entered into the centralised management system of financial instruments pursuant to Articles 83-bis et seq. of Legislative Decree No. 58/1998, as subsequently amended (the "**TUF**").

5.3. The shares may be admitted to trading on multilateral trading facilities pursuant to applicable laws, with particular reference to the multilateral trading facilities known as Euronext Growth Milan, organised and managed by Borsa Italiana S.p.A. ("**Euronext Growth Milan**"), and Euronext Growth Paris, organised and managed by Euronext Paris S.A.

5.4. The Company may issue, pursuant to applicable laws from time to time in force, special classes of shares with different rights, including with respect to the participation in losses, determining their characteristics in the resolution of issuance, as well as participatory financial instruments (*strumenti finanziari partecipativi)*.

Article 6 (Transfer of shares)

6.1. Shares are registered, indivisible, freely transferable and give their holders equal rights. More specifically, each share gives the right to one vote at the company's ordinary and extraordinary shareholders' meetings as well as other property and administrative rights in accordance with the Bylaws and the law.

Article 7 (Bonds and other financial instruments)

7.1 The company may issue any class of bonds, convertible or non-convertible, registered or bearer, ordinary or index-linked, in accordance with then current regulatory provisions.

7.2. The company, by resolution to be adopted by the Extraordinary Shareholders' Meeting, may issue financial instruments endowed with financial rights or administrative rights, except for the right to vote at the Ordinary Shareholders' Meeting.

Article 8 (Share capital increase)

8.1. The share capital may be increased against payment, by means of new contributions in cash or in kind, or free of charge, by transferring reserves or other available funds to the share capital, by resolution of the Extraordinary Shareholders' Meeting.

8.2. Shareholders' subscription rights may be excluded, in accordance with Article 2441(4), second sentence, of the Italian Civil Code, up to a limit of 10% (ten per cent) of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and this is confirmed in a special report by a statutory auditor or independent auditing firm.

8.3. The Shareholders' Meeting may grant the Board of Directors the power to increase the share capital on one or more occasions up to a determined amount and for a maximum period of 5 (five) years from the date of the resolution.

8.4. In accordance with Article 2349 of the Italian Civil Code, the Extraordinary Shareholders' Meeting may resolve to allocate profits to the employees of the company or its subsidiaries by issuing, for an amount corresponding to the profits, special categories of shares to be allocated individually to the employees, with special rules regarding the form, method of transfer and rights due to the shareholders. The share capital must be increased accordingly.

8.5. The Extraordinary Shareholders' Meeting may also resolve to assign to the employees of the company or of its subsidiaries financial instruments, other than shares, providing equity rights or even administrative rights, with the exception of voting in the Ordinary Shareholders' Meeting. In such a case, special rules may be established concerning the conditions for the exercise of the rights granted, the possibility of transfer and any grounds for forfeiture or redemption.

Article 9 (Shareholders' capital contributions and financing)

9.1. Shareholders' capital contributions may be in the form of cash, assets in kind or receivables, as resolved by the Ordinary Shareholders' Meeting, also in derogation of the provisions of Article 2342, first paragraph, of the Italian Civil Code.

9.2 Shareholders may finance the company by means of interest-bearing or non- interest-bearing deposits, into the share capital account or otherwise, even with an obligation to repay, in accordance with the laws and regulations in force.

Article 10 (Withdrawal)

10.1. Shareholders have the right to withdraw in the cases and with the effects provided for by law.

10.2. However, shareholders shall not be entitled to withdraw if they did not take part in the approval of resolutions concerning the extension of the Company's term of duration or the introduction, amendment or removal of restrictions on the transfer of shares..

10.3. Shareholders who have not taken part in the approval of resolutions that involve, even indirectly, the exclusion or withdrawal from trading, are also entitled to withdraw from the company, unless, as a result of the implementation of the resolution, the shareholders of the company hold, or have assigned to them, only shares admitted to trading on Euronext Growth Milan or on a regulated market in the European Union or on a multilateral trading facility registered as an "SME Growth Market" in accordance with Article 33 of the 2014/65 MiFID Directive (and its subsequent amendments or supplements) which has provided equivalent investor protections.

Article 11 (Identification of shareholders)

11.1 The company may, at any time and at its own expense, request from intermediaries, in the manner provided for by the laws and regulations in force from time to time, the identification data of shareholders holding shares amounting to more than 0.5% of the share capital, together with the number of shares registered in their accounts.

11.2. The company is required to make the same request upon the application of one or more shareholders representing, alone or together with other shareholders, at least 5% of the share capital with voting rights in the Ordinary Shareholders' Meeting, to be proven by filing an appropriate certificate. Unless otherwise provided by law or regulations in force from time to time, the costs relating to the request for the identification of shareholders upon the application of shareholders shall be borne equally (except only for the costs of updating the shareholder register, which shall be borne by the company) by the company and the requesting shareholders.

11.3. The request for the identification of shareholders, whether at the request of the company or upon the application of the shareholders, may also be partial, i.e., limited to the identification of shareholders who have not expressly prohibited the disclosure of their data and who hold a shareholding equal to or above a certain threshold.

11.4. The company must inform the market, in the manner provided for by the laws and regulations in force from time to time, of the submission of the request for identification, either upon the application of the company or upon the application of the shareholders, disclosing, as the case may be, respectively, the relevant reasons or the identity and total shareholding of the applying shareholders. The data received are made available to all shareholders without charge.

Article 12 (Disclosure of significant shareholdings)

12.1. As from the time the shares are admitted to trading on Euronext Growth Milan, the rules applicable to listed companies regarding transparency and disclosure — and in particular those concerning the obligation to disclose significant shareholdings — as set forth in the Euronext Growth Milan Issuers' Regulations approved and published by Borsa Italiana S.p.A., as subsequently amended and supplemented (the "**Euronext Growth Milan Issuers' Regulations**"), and pursuant to the TUF and the implementing regulations issued by Consob from time to time in force (the "**Transparency Regulations**"), shall apply, except as otherwise provided herein. Shareholders shall notify the Company's Board of Directors of the attainment or exceeding of the shareholding thresholds provided for by the regulations in force from time to time, as well as of any reduction below such thresholds (the "**Significant Shareholding**").

12.2. The notification shall be made, by registered letter with acknowledgement of receipt to be sent to the administrative body at the company's registered office or by notification to the company's certified e-mail address, without delay and in any event within 4 (four) trading days from the date of completion of the act or event giving rise to the obligation, regardless of the date of implementation, in accordance with the terms and procedures provided for by the Transparency Rules.

12.3. Failure to inform the Board of Directors of the exceeding of the relevant threshold or of changes in Significant Shareholdings will result in the application of the Transparency Rules.

12.4. In any case, the Board of Directors has the right to ask shareholders for information on their shareholdings in the share capital.

Article 13 (intra-company tender offer)

13.1. As soon as the shares issued by the company are admitted to trading on Euronext Growth Milan, the provisions on compulsory takeover bids and exchange offers for listed companies set forth in the

TUF and Consob implementing regulations (hereinafter, the "**Referred Rules**") become applicable, on a voluntary basis and to the extent compatible, limited to the provisions referred to in the Euronext Growth Milan Issuers' Regulations as subsequently amended.

13.2. It is understood that the bid obligation provided for by Article 106, paragraph 3, letter b) of the TUF will not apply, under the conditions provided for by paragraph 3-quater of the same provision, until the date of the Ordinary Shareholders' Meeting called to approve the financial statements for the fifth financial year following the admission of the company's shares to Euronext Growth Milan.

13.3. Any determination that is appropriate or necessary for the proper conduct of the bid (including those relating to the determination of the bid price) will be adopted in accordance with and for the purposes of Article 1349 of the Italian Civil Code, at the request of the company and/or the shareholders, by the Panel referred to in the Euronext Growth Milan Issuers' Regulations prepared by Borsa Italiana, which will also provide for the timing, methods and costs of the related procedure, and the publicity of the measures thus adopted in accordance with the same Rules.

13.4. Without prejudice to any legal right of the bid's recipients, the exceeding of the shareholding threshold provided for by Article 106, paragraphs 1, 1-bis, 1-ter, 3 letter (a), 3 letter (b) - without prejudice to the provision of paragraph 3-quater - and 3-bis of the TUF, if not accompanied by the notification to the Board of Directors and the presentation of a total public bid within the terms provided for by the aforementioned rules and any determination that may be made by the Panel with reference to the bid itself, as well as any failure to comply with such determinations, shall result in the suspension of the right to vote on the excess shareholding.

Article 13 bis (Obligation to Purchase and Right to Purchase)

13bis.1. In addition, the provisions on the obligation to purchase and the right to purchase relating to listed companies as set forth in Articles 108 and 111 of the TUF and Consob's implementing regulations, respectively, are also applicable by way of voluntary reference and to the extent compatible.

13 bis.2 Article 11 of the TUF, and, for the purposes of its application, the provisions of these bylaws and the rules set forth in paragraph 13-bis.1 above, shall also apply to any financial instruments that may be issued by the Company, in the event that the percentage required for the exercise of the purchase right referred to in the aforementioned article is reached with respect to such financial instruments.

13 bis.3 Without prejudice to any different provisions of law or regulation, in all cases in which Consob is required to determine the price for the exercise of the obligation and the right to purchase pursuant to Articles 108 and 111 of the *TUF* and it is not possible to obtain such determination from Consob, that price shall be equal to the higher of: (i) the weighted average market price over the six (6) months preceding the occurrence of the obligation or the right to purchase; and (ii) the highest price paid for the purchase of financial instruments of the same category during the twelve (12) months preceding the occurrence of the right or the obligation to purchase by the person required to do so, as well as by persons acting in concert with such person, to the extent known to the Board of Directors.

13 bis.4 For the purposes of these bylaws, "shareholding" means an interest, held also indirectly through trustees or intermediaries, in the securities issued by the Company that confer voting rights at shareholders' meetings concerning the appointment or removal of directors.

13 bis.5. It should be noted that the provisions of this Article shall apply only in cases where the takeover bid and exchange offer is not otherwise subject to Consob's supervisory powers and to the provisions on takeover bids and exchange offers established in the TUF.

13 bis.6. Without prejudice to any legal right of the bid's recipients, the exceeding of the shareholding threshold provided for by Article 108, paragraphs 1 and 2, not accompanied by the purchase of the securities by the requesting parties in the cases and within the time periods provided for by the above-mentioned regulations, entails the suspension of the voting right on the excess shareholding.

TITLE III

SHAREHOLDERS' MEETING, ADMINISTRATION, CONTROLS

Article 14 (Calling the Shareholders' Meeting)

14.1. The Ordinary Shareholders' Meeting for the approval of the financial statements must be called within 120 days of the end of the financial year, or, in the cases provided for in Article 2364, paragraph 2, of the Italian Civil Code, within 180 days of the end of the financial year.

14.2. Ordinary and Extraordinary Shareholders' Meetings may be called in Italy, also outside the municipality in which the registered office is located. The Ordinary Shareholders' Meeting is called within the time periods prescribed by the law and regulations in force at the time by means of a notice published on the company's website, as well as, also in abstract form according to the regulations in force, in the Official Gazette of the Republic or in at least one of the following newspapers: il Sole 24 Ore, Milano Finanza and Italia Oggi. The call must contain the information required by the regulations in force, also in view of the matters dealt with.

14.3. Shareholders who, also jointly, represent at least 10% (ten per cent) of the share capital with voting rights in the Ordinary Shareholders' Meeting may request, within 5 (five) days from the publication of the Meeting's call notice, the supplementation of the items to be dealt with, indicating in the request the additional items proposed. The agenda supplementation notice shall be published in at least one of the daily newspapers indicated in this article, at the latest by the seventh day prior to the date of the Shareholders' Meeting on first call. Agenda supplementation requests must be accompanied by an explanatory report, which must be filed at the company's registered office and delivered to the administrative body by the deadline for submitting supplementation requests. Supplementations to the list of items to be dealt with are not allowed for matters on which the Shareholders' Meeting resolves, in accordance with the law, on proposals submitted by the directors or on the basis of a plan or a report prepared by them.

14.4. Shareholders may submit questions on the agenda items also before the Shareholders' Meeting. Questions received before the Shareholders' Meeting shall be answered at the latest during the Shareholders' Meeting. The company may provide a uniform answer to questions with the same content.

Article 15 (Majorities and powers of the Shareholders' Meeting)

15.1. Resolutions of the Ordinary and Extraordinary Shareholders' Meeting are passed with the majorities required by law, with the exception of the provisions of Article 30 below.

15.2. If the company's shares or financial instruments are admitted to trading on a multilateral trading system, and unless otherwise provided for by the Euronext Growth Milan Issuers' Regulations and/or by a provision of Borsa Italiana S.p.A., the prior authorisation of the Ordinary Shareholders' Meeting is required, in accordance with Article 2364, paragraph 1, of the Italian Civil Code, in addition to the cases provided for by law, in the following cases: (i) acquisitions of shareholdings, companies or other assets that effect a "reverse takeover" in accordance with the Euronext Growth Milan Issuers' Regulations; (ii) a disposal of shareholdings, companies or other assets that effect a "substantial change in business" in accordance with the Euronext Growth Milan Issuers' Regulations; (iii) a request for the withdrawal from trading on Euronext Growth Milan of the company's shares as better described in Article 30 below.

Article 16 (Conduct of the Shareholders' Meeting by means of tele-video conference)

16.1. It is possible to hold Shareholders' Meetings, whether ordinary or extraordinary, with participants located in several places, whether adjacent or distant, connected by means of conference call or video conference, on the condition that the formal meeting method, principles of good faith and equal treatment of shareholders are honoured, and more specifically provided that:

a. the Chairperson of the Shareholders' Meeting, also by means of his or her Chairpersonship position, is allowed to ascertain the identity and legitimacy of the participants, to regulate the holding of the meeting, and to establish and announce the results of the voting;

b. the minute-taker can adequately understand the meeting events that he/she is to record;

c. the participants are permitted to take part in simultaneous discussions and voting on the items on agenda; and

d. the notice of the meeting indicates the places connected by means of conference call or video conference by the company where the participants may gather to attend.

As long as the conditions set out in section 16.1 above are met, it is also not necessary for the chairperson and the minute-taker to be present at the same place. The meeting is deemed to be held at the place where the minute-taker is present.

Article 17 (Chairpersonship of the Shareholders' Meeting)

17.1. The Shareholders' Meeting is chaired by the Chairperson of the Board of Directors. In case of absence or impediment of this person, the Shareholders' Meeting shall be chaired by the person designated by a majority of the participants. The function, powers and duties of the Chairperson are regulated by law.

Article 18 (Minutes of the Shareholders' Meeting)

18.1. The Shareholders' Meeting's resolutions shall be recorded in the form of minutes drawn up by the minute-taker appointed by the Shareholders' Meeting and signed by the Chairperson and the minute-taker or by the notary if required by law or if the governing body or the Chairperson of the Shareholders' Meeting deems it appropriate. In such a case, the assistance of the minute-taker is not necessary.

Article 19 (Right to participate)

19.1. Shareholders with voting rights are entitled to participate in the Shareholders' Meeting.

19.2. Entitlement to participate in the Shareholders' Meeting and to exercise voting rights is attested by a notification to the company, made by the intermediary, in accordance with its accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in first call, in favour of the person to whom the right to vote is assigned.

19.3. Unless otherwise provided for, participation and voting shall be governed by law.

Article 20 (Number, term and remuneration of directors)

20.1. The company is managed by a Board of Directors consisting of three to nine members.

20.2. The directors remain in office for a term of three years, such term ceasing on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their office, except for the causes of cessation from office and expiry of office provided for by law and by these Bylaws, and may be re-elected.

20.3. Directors must meet the eligibility requirements provided for by law and other applicable provisions, and the integrity requirements provided for by Article 147- quinquies of the TUF or any other requirement provided for by the applicable regulations. At least one of the members of the Board of Directors, or two directors if the Board of Directors is made up of more than 7 (seven) members, must also meet the independence requirements set forth in Article 147-ter, paragraph 4, of the TUF. At least one (1) of the independent directors shall be appointed on the basis of the criteria, if any, in force from time to time pursuant to the Euronext Growth Milan Issuers' Regulations.

20.4. Directors are entitled to reimbursement of expenses incurred in the performance of their duties. The Ordinary Shareholders' Meeting may also grant the directors a remuneration and an end-of-service allowance, also in the form of an insurance policy, as well as an attendance fee, or provide that the remuneration shall consist, in whole or in part, of participation in profits or of the granting of the right to subscribe, at a predetermined price, for newly issued shares pursuant to Article 2389, paragraph 2, of the Italian Civil Code. The shareholders' meeting has the power to determine an overall amount for the remuneration of all directors, including those entrusted with special offices (including executive directors), to be allocated by the Board of Directors in accordance with the law. If the shareholders' meeting does not exercise the above power, the remuneration of the directors holding the office of chief executive officer, managing director, chairman or deputy chairman of the Board of Directors shall be established by the Board of Directors, after obtaining the opinion of the Board of Statutory Auditors pursuant to Article 2389, paragraph 3, first sentence, of the Italian Civil Code, and in compliance with any limits that may have been set by the shareholders' meeting pursuant to Article 2389, paragraph 3, second sentence, of the Italian Civil Code. The directors may waive their remuneration or, in any case, accept the office free of charge.

20.5. Without prejudice to the concurrent competence of the Extraordinary Shareholders' Meeting, the Board of Directors is empowered to pass resolutions concerning mergers and demergers in the cases provided for in Articles 2505,2505-bis and 2506-ter of the Italian Civil Code, the establishment or closing of secondary offices, the designation of directors to represent the company, the reduction of share capital in the event of the withdrawal of a shareholder, adjustments of the Bylaws to comply with regulatory provisions, and the transfer of the registered office within Italy, all in accordance with Article 2365, paragraph 2, of the Italian Civil Code.

Article 21 (Appointment of directors)

21.1. Directors are appointed on the basis of lists submitted by shareholders in which candidates are assigned a sequential number.

21.2. Only those shareholders who, alone or together with other shareholders, on the date of filing the lists, hold a total of shares representing at least 10% (ten percent) of the share capital with voting rights at the Ordinary Shareholders' Meeting, have the right to submit lists, to be proven by filing the appropriate certification. The certification proving the holding of the number of shares necessary for the presentation of the list shall be produced at the time of the filing of the list itself or at a later date, provided that it is submitted within the deadline for the filing of the list.

21.3. The lists submitted by the shareholders must contain a number of candidates that is at least equal to three, each of which must be matched to a sequential number, and must contain and expressly indicate at least one director who meets the independence requirements provided for by the applicable regulations, or two independent candidates if the list is composed of more than 7 (seven) members.

21.4. The lists must be deposited at the company's registered office at least 7 (seven) days before the date set for the Shareholders' Meeting on first call. Moreover, the lists must be made available to the public by the company at least 6 (six) days before the date of the aforementioned Shareholders' Meeting in the manner prescribed by the regulations in force.

21.5. Together with and at the same time as each list, the following shall be filed, under penalty of inadmissibility: (i) the curriculum vitae of the candidates; (ii) information on the identity of the shareholders who have submitted them, with an indication of the total percentage of shareholding held; (iii) a declaration by the candidates containing their acceptance of the candidacy and a statement certifying that they meet the requirements provided for by law, by the applicable regulations and by these bylaws, as well as the independence requirements, where the candidates are indicated as independent directors; and (iv) the designation of at least one candidate meeting the requirements of an independent director on the basis of the criteria, if any, in force from time to time pursuant to the Euronext Growth Milan Issuers' Regulations, except for lists that include a number of candidates lower than half of the maximum number of directors to be elected..

21.6. Lists submitted without complying with the above provisions shall be deemed not to have been submitted.

21.7. Each shareholder, shareholders belonging to the same corporate group as well as shareholders who are members of a shareholders' agreement in accordance with Article 122 of the TUF, may not submit or vote for more than one list, even if through a third party or trust company. Each candidate may stand for election on only one list, under penalty of ineligibility.

21.8. Elections of directors shall be conducted in accordance with the following provisions:

if more than one list is submitted, (i) a number of directors equal to the total number of members to be elected, except for one, shall be drawn from the list obtaining the highest number of votes, in the sequential order in which they are submitted; (ii) one director shall be drawn from the second list obtaining the highest number of votes that is not connected, even indirectly, with the shareholders who submitted or voted for the list obtaining the highest number of votes, i.e., the person who was indicated first on that list.

21.9. Lists which have not attained a percentage of votes equal to at least half the percentage required for submission of the same, shall not be taken into account.

21.10. If no list, other than the one that has obtained the highest number of votes, has reached the threshold of votes described in point 21.9 above, then all the members of the Board of Directors shall be drawn from that list in accordance with the provisions of the law and regulations in force at the time.

21.11. In the event of a tie between several lists, a new vote shall be taken by the Shareholders' Meeting and the candidates obtaining a simple majority of votes shall be elected without the application of the list voting mechanism.

21.12. If only one list is submitted, the Shareholders' Meeting shall vote on it and, if it obtains a relative majority of votes required for the relevant shareholders' resolution, all the members of the Board of Directors shall be drawn from that list in accordance with the law and regulations in force at the time.

21.13. The chairman of the Board of Directors shall be the candidate, if any, indicated as such in the list that has obtained the highest number of votes or in the sole list submitted. In the absence thereof, the chairman shall be appointed by the shareholders' meeting with the ordinary majorities required by law or by the Board of Directors.

21.14. The appointment of directors, in any case other than the renewal of the entire board, shall be made by the shareholders' meeting with the majorities required by law, without prejudice to the obligation to comply with the minimum number of independent directors established above; the directors so appointed shall cease from office at the same time as those in office at the time of their appointment.

21.15 If, during the course of the financial year, a director leaves office, the others shall replace him/her through the co-optation system with a person included in the same list that had obtained the highest number of votes or with persons not belonging to the aforementioned list, with a resolution approved by the Board of Statutory Auditors, provided that the majority is still made up of directors appointed by the Shareholders' Meeting, in accordance with Article 2386 of the Italian Civil Code. The director thus appointed shall remain in office until the next Shareholders' Meeting, which shall appoint the director already appointed by co-optation. If the person co- opted do not meet the requirements of the laws and regulations in force for assuming the office, the next Shareholders' Meeting - unless called for the renewal of the entire Board of Directors, in which case the procedure set out in this Article shall apply - shall replace them in accordance with the majorities established by law.

21.16. If, due to resignations or any other cause, the majority of the directors appointed by the shareholders’ meeting should cease to hold office, the entire Board of Directors shall be deemed to have resigned, and the remaining directors shall promptly convene the shareholders’ meeting for the appointment of a new administrative body.

21.7 In the event that no lists are submitted, or in any other case in which, for any reason, it is not possible to appoint the directors through the procedures set forth in this article, the shareholders’ meeting shall resolve with the majorities required by law, without prejudice to compliance with the requirements set forth in these Bylaws.

Article 22 (Chairperson and delegated bodies)

22.1. If the Shareholders' Meeting has not done so when appointing the Board, the Board must designate a Chairperson from among its members.

22.2. If it deems it appropriate, the Board may also appoint a vice-chairperson, acting as deputy to the Chairperson, as well as one or more managing directors and an executive committee, determining their functions and powers, within the limits provided for by law.

Article 23 (Resolutions of the Board of Directors)

23.1. The Board meets, even outside the registered office of the company if it is in the European Union, Switzerland or the United Kingdom, whenever the Chairperson or the Chief Executive Officer deems it appropriate, as well as when requested by at least one third of the directors in office.

23.2. The Board shall be called by the Chairperson or the Chief Executive Officer by means of a notice sent by post, telegram, telefax or e-mail at least three days before the meeting or, in case of urgency, at least twenty-four hours before the meeting. Board meetings, otherwise called, shall in any case be valid if all directors and statutory auditors in office participate.

23.3. The effective presence of the majority of the directors and the favourable vote of the majority of those present are required for the validity of the Board's resolutions.

23.4. Meetings of the Board of Directors can also be held by tele-video conference, provided that: (a) the Chairperson of the meeting is allowed to ascertain the identity of those present, regulate the conduct of the meeting, ascertain and announce the outcome of the vote; (b) the minute-taker is allowed to adequately perceive the events of the meeting recorded in the minutes; (c) those in attendance are allowed to participate in the discussion and vote simultaneously on the items on the agenda, as well as view, receive or transmit documents. As long as these conditions are met, it is also not necessary for the chairperson and the minute-taker to be present at the same place. The meeting is deemed to be held at the place where the minute-taker is present.

Article 24 (Management powers)

24.1. The administrative body is vested with the broadest powers for the ordinary and extraordinary management of the company, with the power to perform all acts deemed appropriate for the achievement of the corporate purpose, excluding only those reserved to the Shareholders' Meeting by law.

24.2. In the event of the appointment of managing directors or of the executive committee, they shall be vested with the management powers attributed to them at the time of their appointment.

Article 25 (Representation powers)

25.1. The power to represent the company vis-à-vis third parties and in court is vested in the managing directors, if appointed, and within the limits of the management powers granted to them and, in their absence, in the Chairperson of the Board of Directors, without any limit, as well as, if appointed, in the vice-chairperson, within the limits established by the resolution appointing him/her.

25.2. Within the limits of the conferred management powers, the power of representation is conferred on the Chairperson of the executive committee, if any.

25.3. Company representation is also vested on the general manager, managers, agents and those with power of attorney, within the limits of the powers conferred on them upon appointment.

Article 26 (Supervisory body)

26.1. The management of the Company shall be supervised by a Board of Statutory Auditors, composed of 3 (three) standing auditors and 2 (two) alternate auditors, who meet the professional and integrity requirements set forth in Article 148, paragraph 4, of the TUF and any other applicable legal requirements. For the purposes of Article 1, paragraph 2, letters b) and c), and paragraph 3 of Ministerial Decree No. 162 of 30 March 2000, the following are deemed to be strictly related to the Company’s business: commercial law, corporate law, business economics, accounting, public finance, statistics, and subjects of a similar or related nature, as well as matters and sectors connected with the Company’s field of activity.

26.2. The statutory auditors shall remain in office for 3 (three) years, expiring on the date of the shareholders’ meeting convened to approve the financial statements for the third financial year of their term, and may be re-elected. The shareholders’ meeting shall determine the remuneration due to the auditors at the time of their appointment, in addition to reimbursement of expenses incurred in performing their duties.

26.3. The appointment of the members of the Board of Statutory Auditors shall take place by means of lists submitted by the shareholders, in accordance with the procedure set forth below.

26.4. Shareholders who, at the time of submission of the list, hold individually or jointly an interest representing at least 10% (ten percent) of the subscribed share capital at such time may submit a list for the appointment of the auditors.

26.5. The lists must be filed at the Company’s registered office no later than the 7th (seventh) day prior to the date of the first call of the shareholders’ meeting convened to resolve upon the appointment of the auditors.

26.6. For the purposes set out above, each list submitted by shareholders must be divided into two sections: one for candidates for the office of standing auditor and the other for candidates for the

office of alternate auditor.
Within each section, the candidates must be listed in numerical order.
The lists must also include, or have attached thereto: (i) information regarding the identity of the shareholders submitting them, indicating the overall percentage of shareholding held, certified by a statement issued by an intermediary; (ii) a curriculum vitae providing complete information on the personal and professional characteristics of each candidate, including a list of the administrative and control positions held; (iii) a declaration by each candidate confirming acceptance of the candidacy and certifying that the candidate meets the requirements established by law, by the applicable regulations, and by these bylaws.

26.7. No shareholder may submit or vote for more than one list, even through an intermediary or fiduciary company. A candidate may appear in only one list, under penalty of ineligibility.

26.8. Any list that does not comply with the provisions of the preceding paragraphs shall be deemed not to have been submitted.

26.9. The election of the statutory auditors shall be carried out as follows: (i) from the list that has obtained the highest number of votes at the shareholders' meeting, the following shall be elected, according to the order in which they are listed in the respective sections of the list: 2 (two) standing auditors and 1 (one) alternate auditor; (ii) from the second list that has obtained the highest number of votes and is not connected, even indirectly, with the shareholders who submitted or voted for the list that obtained the highest number of votes, the following shall be elected, according to the order in which they are listed in the respective sections of the list: 1 (one) standing auditor and 1 (one) alternate auditor.

26.10. Lists that have not obtained a percentage of votes at least equal to that required for their submission shall not be taken into account.

26.11. In the event that two or more lists obtain the same number of votes, a new ballot shall be held among those lists, and the candidates from the list receiving a simple majority of votes shall be elected.

26.12. The chairmanship of the Board of Statutory Auditors shall be assigned to the candidate listed first in the section of candidates for the office of standing auditor of the list that obtained the highest number of votes pursuant to point (i) of Article 26.9 above.

26.13. If only one list has been submitted, the shareholders' meeting shall vote on that list; if the list obtains the majority required under Article 2368 of the Italian Civil Code and following, the 3 (three) candidates listed in numerical order in the section for standing auditors shall be elected as standing auditors, and the 2 (two) candidates listed in numerical order in the section for alternate auditors shall be elected as alternate auditors. The chairmanship of the Board of Statutory Auditors shall be assigned to the person listed first in the section of candidates for the office of standing auditor in the submitted list.

26.14. In the absence of lists, or in the event that, through the list voting mechanism, the number of elected candidates is lower than the number established in these Bylaws, the Board of Statutory Auditors shall be appointed or supplemented, as the case may be, by the shareholders' meeting with the majorities required by law.

26.15. In the event of the termination of office of an auditor, where more than one list has been submitted, the alternate auditor belonging to the same list as the outgoing auditor shall replace him or her. In all other cases, as well as in the event of the absence of candidates in that same list, the shareholders' meeting shall appoint the standing or alternate auditors necessary to complete the Board of Statutory Auditors by relative majority vote, without being bound to any list. If the chairman of the Board of Statutory Auditors is replaced, the incoming auditor shall also assume the office of chairman of the Board of Statutory Auditors.

26.16. The powers, duties and functions of the auditors are established by law. Meetings of the Board of Statutory Auditors may be held by means of audio or video conference, in accordance with the provisions governing meetings of the Board of Directors.

Article 27 (Independent audit)

27.1. The independent audit of accounts is carried out by an independent auditor or by an independent auditing firm enrolled in the appropriate register, or, in accordance with Article 2409-bis, paragraph 2, of the Italian Civil Code, at the choice of the Ordinary Shareholders' Meeting, provided that there are no legal impediments and within the limits envisaged therein, by the supervisory body referred to in the previous Article.

27.2. The alternative option granted to the Ordinary Shareholders’ Meeting may not, in any case, give rise to a revocation of the mandate granted to the certified auditor/auditing firm that is already in effect.

TITLE IV

FINANCIAL STATEMENTS AND PROFITS

Article 28 (Financial statements)

28.1. Each financial year shall close on 31 December of each year.

28.2. At the end of each financial year, the Board of Directors provides for the preparation of the financial statements and the related formalities in accordance with the applicable legal provisions.

Article 29 (Distribution of profits)

29.1. 5% (five percent) of any net profits for a financial year shall be allocated to the legal reserve until this is equal to one fifth of the share capital.

29.2. The resolution on the distribution of profits shall be adopted by the Ordinary Shareholders' Meeting; the Shareholders' Meeting may resolve on special allocations to extraordinary reserves or for other purposes, or postpone the distribution of profits in whole or in part to the following financial year.

TITLE V

WITHDRAWAL OF ADMISSION TO TRADING

Article 30 (Withdrawal)

30.1. The company, when requesting Borsa Italiana to withdraw the admission to trading of its Euronext Growth Milan financial instruments, must notify this withdrawal intention by also informing the Euronext Growth Advisor and must separately inform Borsa Italiana of the preferred withdrawal date at least twenty trading days prior to this date.

30.2. Subject to the exceptions provided for in the Euronext Growth Milan Issuers’ Regulations, the request must be approved by the company's Shareholders' Meeting with a majority of 90% of the participants or with the different percentage established in the Euronext Growth Milan Issuers’ Regulations. This deliberative quorum will apply to any resolution of the company that may result, even indirectly, in the exclusion from trading of Euronext Growth Milan financial instruments, as well as to any resolution amending this provision of the Bylaws, except in the following cases in which, as a result of the implementation of the resolution, the company’s shareholders hold, or have assigned to them, only shares admitted to trading on Euronext Growth Milan or on a regulated market in the European Union or on a multilateral trading facility registered as an "SME Growth Market" in accordance with Article 33 of the 2014/65 MiFID Directive (and its subsequent amendments or additions) which has provided equivalent protection for investors or - in the event of particular conditions - unless Borsa Italiana S.p.A. decides otherwise.

TITLE VI

DISSOLUTION AND LIQUIDATION

Article 31 (Dissolution and liquidation)

31.1. If the company is dissolved at any time and for any reason, the Shareholders' Meeting shall appoint one or more liquidators and pass a resolution in accordance with the law.

TITLE VII

FINAL PROVISIONS

Article 32 (Jurisdiction)

32.1. For any dispute that should arise out of company business and of the interpretation or implementation of these Bylaws, the court of the place where the company has its registered office has jurisdiction.

Article 33 (Possible qualification of the company as a public company)

33.1. If, as a result of admission to Euronext Growth Milan, the Shares are found to be widely distributed among the public, in accordance with the current regulations, the provisions stated by such regulations regarding companies with shares widely distributed among the public shall apply and the clauses of these Bylaws that are incompatible with the rules established for such companies will automatically lapse.

9. ISSUERS WITHOUT DOCUMENTED EARNINGS CAPACITY

9.1. Profitability and operating financing

The Group recorded a consolidated net profit of Euro 1,287,851 for the six-month period ended 30 June 2025.
This consolidated net profit amounted to Euro 1,537,227 and Euro 2,894,830 for the financial years ended 31 December 2024 and 2023, respectively.

10. OTHER SIGNIFICANT MATTERS

10.1. Other material information about the Group or the Company shares relating to transactions planned prior to admission to trading on Euronext Growth Paris

Not applicable.

10.2. Press releases and miscellaneous announcements

For the duration of validity of the Admission Document /Information Document, the following documents (or copies thereof) may be consulted:

- the deed of incorporation and the by-laws of the Company;
- all reports, letters and other documents, including historical financial information;
- valuations and statements prepared by an expert at the Company's request, where part of such information is included in or referenced by the Admission Document /Information Document; and
- the historical financial information included in the Admission Document /Information Document.

All of the above-mentioned legal and financial documents relating to the Group and required to be made available to shareholders in accordance with applicable regulations may be consulted at the Company's registered office.

The Company intends to publish its financial results in accordance with applicable laws and regulations. In this respect, the Company does not intend to publish its financial results on a quarterly basis. As from the admission of the Company's shares to trading on Euronext Growth Milan and Euronext Growth Paris, the regulated information pursuant to the provisions of the Euronext Growth Milan Issuers' Regulation and of the General Regulation of the AMF and the Euronext Growth Market Rules will also be available on the Company's website (www.kaleon.com).