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Oggetto : GIGLIO GROUP: SUBSCRIPTION OF A TERM SHEET RELATED TO A MERGER OPERATION BETWEEN GIGLIO GROUP S.P.A. AND URBAN VISION S.P.A.

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

### SUBSCRIPTION OF A TERM SHEET RELATED TO A MERGER OPERATION BETWEEN GIGLIO GROUP S.P.A. AND URBAN VISION S.P.A.

**Milan, September 26, 2024** – The Board of Directors of Giglio Group S.p.A. (“GG”), an omnichannel solution company listed on the Euronext Milan market organized and managed by Borsa Italiana S.p.A., has today approved the subscription of a term sheet (“Term Sheet”) concerning, inter alia, the general principles of a potential merger operation between GG and Urban Vision S.p.A. (“UV”), a company operating in the communication sector and a leader in Out of Home advertising (“Operation”).

Based on the agreements reached in the Term Sheet, the Operation will be carried out, inter alia, through a capital increase of GG via the issuance of new ordinary shares (having the same characteristics as the currently outstanding ordinary shares of GG and regular enjoyment) with the exclusion of the option rights pursuant to and for the effects of Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be subscribed and paid by UV, via the transfer to GG of the entire business of UV (resulting in UV acquiring a majority stake in GG).

The number of GG shares to be issued to UV as part of the capital increase (in exchange for the transfer of UV's business), as well as the relevant calculation parameters, will be negotiated in good faith between GG and UV and formalized during the signing of the Investment Agreement, based on values determined by applying commonly accepted valuation methodologies.

The completion of the Operation will be subject to the occurrence of certain conditions precedent, including that:

- (i) GG and UV have positively completed, with results deemed mutually satisfactory, the ongoing legal, tax, business, and economic-financial due diligence related respectively to UV's business and to GG;
- (ii) an investment agreement regulating the Operation has been signed, reflecting, inter alia, the terms and conditions of the Term Sheet;
- (iii) the competent corporate bodies of GG and UV, as well as the competent Supervisory Authorities, have approved the Operation in accordance with the applicable market regulations;
- (iv) the admission to listing of the new shares issued by GG as part of the capital increase (in exchange for the transfer of UV's business) has been completed in accordance with the applicable regulatory and market regulations;
- (v) as a result of the Operation, no obligation arises for UV to make a public offer as per articles 106 and following of Legislative Decree No. 58 of February 24, 1998 (“TUF”).

Furthermore, considering that Meridiana S.p.A., the controlling shareholder of GG, is also part of the Term Sheet, the necessary safeguards provided for by the regulations on transactions with related parties have been activated.

If completed, the Operation could create a synergy between GG's OMNIA platform, powered by artificial intelligence and applied to e-commerce, and UV's experience in developing innovative solutions for urban communication, enabling the creation of a new listed business reality on the regulated market capable of developing innovative digital usage methods in urban environments and seizing new business opportunities.

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### ***About Giglio Group***

*Founded in 2003 by Alessandro Giglio, Giglio Group has embarked on a path of innovation and growth that has led it to become a leader in the integration of artificial intelligence into omnichannel solutions. Listed on Borsa Italiana since 2015 and currently on the EURONEXT MILAN market, the company has consistently expanded its presence in the international landscape, consolidating its reputation as a trusted partner for companies looking to digitize their business. Giglio Group is distinguished by the design, implementation, and management of high-value-added solutions, specializing in key sectors such as Fashion, Design, Lifestyle, Food, Healthcare, and Merchandising. The cornerstone of the business model is the OMNIA platform, based on artificial intelligence, which offers an integrated end-to-end approach.*

### ***About Urban Vision***

*Founded in 2004 by Gianluca De Marchi, Fabio Mazzoni, and Daniela Valenza, Urban Vision is a leading group in Out of Home advertising, established as a pioneer in redefining urban communication by tackling contemporary challenges through an innovative approach that integrates architectural restoration, creativity, and advanced digital technologies to make urban life more vibrant and dynamic.*

*With a heritage in fundraising aimed at the recovery of artistic heritage, the Urban Vision Group is now a creative-tech media company promoting sustainable urban renaissance by bridging the physical and digital realms. It currently operates in 18 countries and has 4 offices in Italy, England, and Spain. Urban Vision has obtained ISO 14064-1:2018 certification, which certifies its management, monitoring, and reporting system for greenhouse gas emissions, and has been publishing a Sustainability Report since 2022. In 2024, it began its ESG journey and integrated Gender Equality Policies, recognized with the PdR UNI 125:2022 certification. It is also certified*

### **For Further Information:**

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