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Societa' : YOLO GROUP

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Oggetto : YOLO Group establishes terms and conditions
for capital increase

Testo del comunicato

Vedi allegato



YOLO Group establishes terms and conditions for capital increase to be offered as an option to shareholders in support of the 2026-2028 Strategic Plan

Definition of the financial calendar

Milan, 21 January 2025 - YOLO Group S.p.A. ("YOLO" or the "Company"), one of the leading players in the Italian insurtech market of digital insurance services, listed on Euronext Growth Milan, today defined the terms and conditions of a paid-in, divisible share capital increase to be offered on a preemptive basis to the Company's shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code (the "Capital increase").

The Capital Increase, for a maximum amount of 6.000.000 euro, including any share premium, was approved on December 15, 2025 by the Board of Directors, in accordance with the mandate granted on April 29, 2025 by the Extraordinary Shareholders' Meeting, which conferred on the Chairman and Chief Executive Officer the powers to determine the main elements of the transaction and allow its execution. The new financial resources will be used to implement the 2026-2028 Strategic Plan ("Plan") approved on December 15, 2025 by the Board of Directors.

The Plan is divided into three strategic areas: (i) organic and inorganic growth of the digital insurance brokerage business; (ii) enhancement of the Tech Services business line, including through the identification of a strategic partner; and (iii) rationalization and optimization of the cost structure. The Plan forecasts revenues of approximately 17 million euro in 2026 and over 29 million euro in 2028 (CAGR '25-'28 >30%), with positive and growing profitability, an Adjusted EBITDA margin increasing from ~11% in 2026 to ~23% in 2028, positive Operating Free Cash Flow starting in 2026 and equal to ~3 million euro in 2028, as well as a reduction in operating costs from approximately 35% in 2026 to approximately 25% in 2028.

The Capital Increase provides, in particular, for the issue of a maximum of no. 7.027.035 new YOLO ordinary shares with no par value, having the same characteristics as those in circulation and with regular dividend rights ("New Shares"), to be offered as an option to the Company's shareholders, at a ratio of 5 New Shares for every 9 option rights held, to be paid in cash, at a unit subscription price of 0,85 euro, of which 0,01 euro is to be allocated as capital and 0,84 euro as share premium, for a total amount of up to 5.972.979,75 euro, with a subscription deadline of December 31, 2026.

In accordance with the provisions of the Shareholders' Meeting the unit subscription price was determined taking into account the general market conditions and the performance of the stock, with a discount of -4,5% compared to the official price of YOLO shares on January 20, 2026, as well as a discount of -9.0%, -18.8% and -26,7% compared to the weighted average prices of the shares over the last 1, 3, and 6 months, respectively.

The no. 12.648.663 option rights, which will entitle the holder to subscribe for newly issued shares ("Option Rights") marked with coupon no. 2, will be made available to those entitled through Monte Titoli S.p.A. and will have the ISIN code: IT0005691420.



The Option Rights must be exercised, under penalty of forfeiture, during the period between January 26 and February 19, 2026 (inclusive) (the “**Offer Period**”), with trading of the rights on the Stock Exchange during the period between January 26 and February 13 (inclusive).

Any option rights not exercised at the end of the Offer Period will be offered on the stock exchange, pursuant to Article 2441, paragraph 3, of the Italian Civil Code, within the month following the end of the Offer Period for at least two (2) trading sessions, unless closed early. The start and end dates of the stock exchange offer period will be disclosed to the public in a press release that will also contain the number of unexercised Option Rights.

The subscription to the Capital Increase with preemptive rights must be made using a specific subscription form, which must be completed, signed, and delivered to the authorized intermediary participating in the centralized management system operated by Monte Titoli S.p.A., where the rights are deposited. Intermediaries will be required to give the relevant instructions to Monte Titoli S.p.A. by 2:00 p.m. on February 19, 2026. Therefore, each subscriber must submit a subscription request in the manner and within the terms communicated by their depositary intermediary to ensure compliance.

Acceptance of the offer will be irrevocable and cannot be subject to conditions. Full payment for the new shares must be made to the authorized intermediary to whom the subscription request is submitted in accordance with the terms and conditions indicated in the subscription form itself. No additional charges or expenses are expected to be incurred by the Issuer on behalf of the applicant. New Shares subscribed by the end of the Offer Period will be credited to the accounts of intermediaries participating in the centralized management system operated by Monte Titoli S.p.A. at the end of the settlement phase on the last day of the Offer Period, with availability on the same date.

The Company informs that some shareholders and third-party investors have expressed their preliminary interest in subscribing to part of the Capital Increase, including any unopted portion. Discussions are underway on this matter with a view to formalizing subscription commitments, which will be promptly disclosed to the market.

Please note that no underwriting and/or placement syndicate is envisaged.

Due to the maximum amount of 5.972.979,75 euro, the capital increase with preemptive rights falls within one of the cases of exemption from the obligation to publish a prospectus pursuant to Regulation (EU) 2017/1129, Article 100 of Legislative Decree No. 58 of February 24, 1998, and Article 34-ter, paragraph 01, of the Regulation adopted by Consob Resolution No. 11971 of May 14, 1999.

The option offer will be filed, in accordance with the law, with the Milan Companies Register and published on the Company's website.

In the Capital Increase, YOLO will be assisted by EnVent Italia SIM S.p.A. as Global Coordinator, Arranger and Bookrunner, and by ADVANT Nctm as legal advisors.

The KID on Option Rights will be published on the Company's website (www.yolo-insurance.com), in the “Investor Relations” section.



2026 Financial Calendar

YOLO announces that the 2026 financial calendar includes the following events.

Board of Directors Meetings

March 27, 2026. Approval of the draft financial statements and consolidated financial statements for 2025.

September 28, 2026. Approval of the 2026 half-yearly financial report.

Shareholders' meetings

April 29, 2026. Approval of the financial statements and presentation of the consolidated financial statements as at 31 December 2025.

The press release is available in the Investor/Press Release section of the website www.yolo-insurance.com.

For the transmission and storage of Regulated Information, YOLO Group S.p.A. uses the eMarket SDIR dissemination system and the eMarket STORAGE storage mechanism available at www.emarketstorage.com operated by Teleborsa S.r.l. - based in Piazza di Priscilla, 4 - Rome.

YOLO GROUP

YOLO Group is an insurtech company, among the main ones in Italy and with a presence abroad, with two lines of offer: services to enable the digital distribution of insurance products of insurance companies, banks and retailers (e.g., utilities and large-scale distribution); distribution, through partnership agreements, of insurance products made in collaboration with companies. Since its establishment at the end of 2017, YOLO has developed numerous partnerships, in Italy and abroad, to enable digital insurance offerings.

In direct distribution, YOLO has adopted, in addition to a digital model, a hybrid model combining digital and physical channels (so-called phygital). In 2022, it launched the Yolo Insurance Network (YIN), a platform that allows smaller insurance agencies and brokers to integrate digital into the physical management and distribution model. Around 600 brokers have joined YIN.

YOLO has been listed in the ordinary segment of Euronext Growth Milan since 2022. The main shareholders, in addition to the two co-founders (Gianluca De Cobelli and Simone Ranucci Brandimarte), include Generali Italia, Intesa Sanpaolo Vita, Neva SGR, Primo Capital SGR S.p.A., Enablia, IBL Banca, Net Insurance, Smart4Tech, Banco di Desio e della Brianza. Website: www.yolo-insurance.com

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