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Societa' : YOLO GROUP

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Oggetto : YOLO Group Notice of option offer

Testo del comunicato

Vedi allegato



YOLO Group Notice of option offer

Milan, 22 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, following the announcement made on January 21, 2026, we hereby announce that the notice of option offer pursuant to Article 2441, paragraph 2, of the Italian Civil Code has been filed today with the competent Companies Register and made available at the same time at the registered office and on the Company's website www.yolo-insurance.com in the "Investor Relations" section, the full text of which is provided below.

NOTICE OF OPTION OFFER PURSUANT TO ARTICLE 2441, PARAGRAPH 2, OF THE ITALIAN CIVIL CODE, RELATING TO THE OPTION OFFER TO SHAREHOLDERS

YOLO Group S.p.A. ("**Company**") approved, by resolution of the extraordinary shareholders' meeting held on April 29, 2025, as recorded in the minutes drawn up by Notary Mathias Bastrenta, ref. no. 12,108, file no. 6,482, to grant the Board of Directors a mandate pursuant to Article 2443 of the Italian Civil Code to increase, divisible and paid-in, the share capital by a maximum amount of 6,000,000 euros, including any premium price, by issuing ordinary shares pursuant to Article 2441, paragraphs 1, 4 and 5 of the Italian Civil Code ("**Delegation**").

On December 15, 2025, the Company's Board of Directors, as recorded in the minutes of Notary Mathias Bastrenta, rep. no. 12,859, reg. no. 6,963, exercised the Delegation by resolving to increase the share capital for a maximum of 6,000,000 euros, including any premium price, in divisible form, to be offered as an option to shareholders and to be implemented through the issue in one or more tranches of ordinary shares, without indication of nominal value, with regular dividend rights and the same characteristics as those already in circulation, granting the Chairman of the Board of Directors and the Chief Executive Officer all necessary powers to determine the maximum amount, the maximum number of ordinary shares to be issued, and the issue price ("**Capital Increase**").

The Capital Increase involves the issue of a maximum of no. 7,027,035 new ordinary shares of the Company, without par value and with regular dividend rights, having the same characteristics as those currently in circulation, at a price of 0.85 euros each, for a total maximum value of 5,972,979.75 euros.

The offer to shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code, of the shares resulting from the Capital Increase is governed by the terms and conditions set out below ("**Offer**").

DESCRIPTION OF THE OFFER

The Offer consists of an option offer to the Company's shareholders for a maximum of no. 7,027,035 new ordinary shares ("**New Ordinary Shares**") resulting from the Capital Increase for a maximum total value of 5,972,979.75 euros at the offer price indicated below, based on a ratio of 5 newly issued shares for every 9 option rights held, to be paid in cash, at a unit subscription price of 0.85 euros, of which 0.01 euros is capital and 0.84 euros is premium price.

PRICE OF THE NEW SHARES

The Offer price of each of the New Ordinary Shares is 0.85 euros.



CHARACTERISTICS OF THE NEW SHARES

The New Ordinary Shares will have regular dividend rights and will therefore be interchangeable with the Company's ordinary shares traded on Euronext Growth Milan, a multilateral trading facility organized and managed by Borsa Italiana S.p.A. ("**Euronext Growth Milan**").

The New Ordinary Shares will be subject to dematerialization pursuant to Legislative Decree 58/1998 and related implementing regulations, and will be entered into the centralized management system managed by Monte Titoli S.p.A. ("**Monte Titoli**").

The no. 12,648,663 option rights valid for the subscription of the New Ordinary Shares ("Option Rights") have been assigned the ISIN code IT0005691420 and are identified by coupon no. 1.

OFFER PERIOD AND SUBSCRIPTION PROCEDURES

The Option Rights for the subscription of the New Ordinary Shares will be made available to those entitled through Monte Titoli. The date of detachment of the Option Rights is January 26, 2026. The Option Rights must be exercised, under penalty of forfeiture, during the Offer Period established between January 26, 2026, and February 19, 2026, inclusive ("**Offer Period**"). The same option rights will be negotiable on Euronext Growth Milan from January 26, 2026, to February 13, 2026, inclusive.

Option rights valid for the subscription of New Ordinary Shares not exercised by the end of the Offer Period will be offered by the Company on Euronext Growth Milan within one month following the end of the Option Period, for at least two trading days and unless they have already been sold in full, pursuant to Article 2441, paragraph 3, of the Italian Civil Code. The start and end dates of the offer period on Euronext Growth Milan will be communicated to the public by means of a specific notice.

Acceptance of the Offer will be irrevocable and cannot be subject to conditions.

Acceptance of the Offer must be made using a specific acceptance form, which must be completed, signed, and delivered to the authorized intermediary participating in the centralized management system operated by Monte Titoli. Intermediaries will be required to provide the relevant instructions to Monte Titoli by 2:00 p.m. on February 19, 2026. Therefore, each subscriber must submit a specific subscription request in the manner and within the deadline communicated by their depositary intermediary to ensure compliance with the above deadline.

PAYMENT AND DELIVERY OF NEW SHARES

Full payment and transfer of the New Ordinary Shares will take place once the relevant settlement process has been completed. No additional charges or expenses will be incurred by the Company and borne by subscribers.

The New Ordinary Shares subscribed by the end of the Option Period will be credited to the accounts of intermediaries participating in the centralized management system operated by Monte Titoli at the end of the settlement phase on the last day of the Option Period, with availability on the same date.

BENEFICIARIES OF THE OFFER

The New Ordinary Shares subject to the Offer are offered for subscription to the holders of shares in the Company, and the Offer is promoted exclusively in Italy.

The New Ordinary Shares and the related Option Rights have not been and will not be registered under the United States Securities Act of 1933, as amended, in force in the United States of America, nor under the corresponding regulations in force in Australia, Canada, Japan, and in the other countries, as defined below, and may not therefore be offered, sold, or otherwise delivered, directly or indirectly, in the United States of America, Canada, Japan, Australia, or in



the other countries. No financial instrument may be offered or traded in the United States of America, Australia, Canada, Japan, or Other Countries without specific registration in accordance with applicable legal provisions or exemption from such provisions.

The Offer is therefore not directed, directly or indirectly, and cannot be accepted, directly or indirectly, in or from the United States of America, Canada, Australia, Japan, or in or from any other country other than Italy in which the Offer is not permitted ("**Other Countries**") without authorisation from the competent authorities or relevant legal or regulatory exemptions, through the services of any regulated market in the United States of America, Canada, Australia, Japan, as well as the other Countries, nor through postal services or any other means of communication or national or international trade involving the United States of America, Canada, Australia, Japan, as well as the other Countries (including, by way of example and without limitation, the postal network, fax, telex, e-mail, telephone and the internet and/or any other means or IT support). Similarly, acceptances made through such services, means, or instruments will not be accepted.

Any acceptance of the Offer made, directly or indirectly, in violation of the above restrictions will be considered invalid and will not be accepted. The Issuer reserves the right not to allow such persons to exercise or sell the Option Rights if it finds that doing so would violate applicable laws or regulations in the United States of America, Canada, Japan, and Australia and in the other Countries.

Shareholders of the Issuer who are not located in Italy or who are not resident in Italy may be precluded from exercising such rights under foreign laws that may apply to them. Shareholders are therefore invited to carry out specific checks in this regard before taking any action.

ADMISSION TO TRADING

The New Ordinary Shares will be traded on Euronext Growth Milan in the same way as the Issuer's ordinary shares outstanding as of today's date.

This notice is filed with the Registro delle Imprese di Milano pursuant to Article 2441, paragraph 2, of the Italian Civil Code and made available to the public at the Issuer's registered office and on its website (www.yolo-insurance.com).

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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