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CONCLUSION OF RIGHTS OFFERING
PERIOD OF THE RIGHTS
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Testo del comunicato

Vedi allegato

TREVI Group

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SUCCESSFUL CONCLUSION OF THE RIGHTS OFFERING PERIOD OF THE RIGHTS ISSUE

AT THE END OF THE RIGHTS OFFERING PERIOD, APPROXIMATELY 99.51% OF THE TOTAL OFFERED SHARES WERE SUBSCRIBED, FOR AN AGGREGATE AMOUNT OF EURO 99,438,432

THE UNEXERCISED SUBSCRIPTION RIGHTS WILL BE OFFERED ON EURONEXT MILAN ON 29 AND 30 JUNE 2026

Cesena, June 25, 2026 – Trevi – Finanziaria Industriale S.p.A. (“**Trevifin**” or the “**Company**”) announces that today the Rights Offering Period (as defined below) relating to Trevifin shareholders for up to a maximum of No. 49,964,352 newly issued ordinary Trevifin shares (the “**New Shares**”), deriving from the rights issue offered for a maximum aggregate amount of Euro 100 million, including share premium, resolved by the Company’s Board of Directors on May 22, 2026, pursuant to the delegation granted by the extraordinary shareholders’ meeting on May 13, 2026 as per Article 2443 of the Italian Civil Code, and whose final terms and conditions were set by the Board of Directors on June 4, 2026 (the “**Rights Issue**” and the related subscription rights, the “**Subscription Rights**”), has ended.

During the rights offering period (the “**Rights Offering Period**”), which commenced on June 8, 2026 and ended today, June 25, 2026, No. 15,537,255 Subscription Rights were exercised for the subscription of No. 49,719,216 New Shares, representing approximately 99.51% of the total New Shares offered, for a total consideration of Euro 99,438,432.

Shareholder CDP Equity S.p.A. (“**CDPE**”), in accordance with its commitment to subscribe for its pro rata portion of the Rights Issue entered into on March 29, 2026, subscribed for No. 10,626,992 New Shares, for a total consideration of Euro 21,253,984. Shareholder Polaris Capital Management LLC (“**Polaris**”), in accordance with its commitment to subscribe for its pro rata portion of the Rights Issue entered into on May 29, 2026, subscribed for No. 3,298,720 New Shares, for a total consideration of Euro 6,597,440.

The remaining No. 76,605 Subscription Rights not exercised during the Rights Offering Period (the “**Unexercised Rights**”), which entitle the holder to subscribe for up to No. 245,136 New Shares, representing approximately 0.49% of the total New Shares offered, for an aggregate price of Euro 490,272, will be offered on the stock exchange by Trevifin, pursuant to Article 2441, paragraph 3, of the Italian Civil Code, during the trading sessions of June 29, 2026 and June 30, 2026, unless the offer is closed early in the event that all Unexercised Rights are sold during the first trading session (the “**Stock Exchange Offer**”).

The Unexercised Rights will be offered on Euronext Milan, the regulated market organised and managed by Borsa Italiana S.p.A. (“**Euronext Milan**”), under ISIN code IT0005712598. All Unexercised Rights will be offered during the first trading session, and any Unexercised Rights not placed during that session will be offered in the following trading session. Mediobanca – Banca di Credito Finanziario S.p.A. will coordinate the Stock Exchange Offer of the Unexercised Rights.

The Unexercised Rights entitle their holders to subscribe for the New Shares at a price of Euro 2.00 per New Share (the “**Offer Price**”), at a ratio of 16 New Shares for every 5 Unexercised Rights purchased.

The exercise of the Unexercised Rights purchased in the Stock Exchange Offer and, consequently, the subscription of the New Shares must be carried out, under penalty of forfeiture, through authorised intermediaries participating in the centralised clearing system managed by Monte Titoli S.p.A.:

- no later than June 30, 2026, with same-day value, in the event that the Stock Exchange Offer is closed early following the full placement of the Unexercised Rights during the trading session of June 29, 2026; or
- no later than July 1, 2026, with same-day value, in the event that the Unexercised Rights are not fully placed during the first trading session and the Stock Exchange Offer is closed during the trading session of June 30, 2026.
- The New Shares subscribed by the end of the Stock Exchange Offer will be credited to the accounts of the intermediaries participating in the centralised clearing system managed by Monte Titoli S.p.A. at the end of the accounting day of the last day for the exercise of the Unexercised Rights, with availability on the same date.

It should be recalled that, as already announced on June 4, 2026, CDPE has irrevocably undertaken, under the terms and conditions set forth therein, to fully subscribe for and pay in any New Shares that remain unsubscribed following the Stock Exchange Offer of the Unexercised Rights, with priority over the underwriting commitment of the Underwriters pursuant to the Underwriting Agreement (as defined below), for a maximum amount of No. 4,791,152 New Shares, corresponding to a maximum aggregate consideration of Euro 9,582,304, based on the Offer Price (the “**First Assumption Undertaking**”).

It should also be noted, as already announced on 4 June 2026, that Trevifin and Mediobanca – Banca di Credito Finanziario S.p.A., acting as sole global coordinator (the “**Sole Global Coordinator**”), and Banca Akros S.p.A. – Gruppo Banco BPM and Equita SIM S.p.A., acting as joint bookrunners (the “**Joint Bookrunners**”) and, together with the Sole Global Coordinator, the “**Underwriters**”), have entered into an underwriting agreement (the “**Underwriting Agreement**”) in relation to the Rights Issue pursuant to such Underwriting Agreement, the Underwriters have undertaken, severally and not jointly, to subscribe for and pay in, in accordance with the terms and conditions set forth therein and in proportion to their respective commitments, any New Shares that may remain unsubscribed at the end of the Stock Exchange Offer and following the subscription of the New Shares subject to the First Assumption Undertaking, up to a maximum aggregate amount of approximately Euro 62.5 million, corresponding to the difference between the total value of the Offering and the portion covered by the subscription commitments undertaken by shareholders CDPE and Polaris—each with respect to its full pro rata share of the Rights Issue—as well as the New Shares subject to the First Assumption Undertaking. In light of the aggregate value of the Unexercised Rights and the operation of the First Assumption Undertaking, no intervention by the Underwriters pursuant to the Underwriting Agreement is expected.

The Prospectus, together with the notice containing information on the Offer Price and the additional information relating to the Offering, have been filed with CONSOB and are available to the public on the Company's website (<https://www.trevifin.com>) as well as at the Company's registered office in Cesena, via Larga di Sant'Andrea, No. 201.

Finally, it should be noted that, on June 27, 2026, a notice similar to this press release will be published in the newspaper Corriere della Sera, pursuant to Article 89 of the regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented. Such notice will indicate the number of unexercised subscription rights to be offered on the stock exchange pursuant to Article 2441, paragraph 3, of the Italian Civil Code, as well as the dates of the trading sessions during which the offer will be carried out.

DISCLAIMER

This press release is not for publication, distribution or release, directly or indirectly, in whole or in part, in the United States of America, Canada, Japan, Australia or any other jurisdiction where such publication, distribution or release would be unlawful (the "Other Countries"). The information contained herein does not constitute or form part of an offer to sell securities or a solicitation of an offer to purchase securities in the United States of America, Australia, Canada or Japan, nor in any other country where such offer or solicitation would be subject to authorisation by local authorities or otherwise prohibited by law. Any public offering will be conducted in Italy on the basis of the Prospectus, in accordance with applicable laws and regulations. This press release, in whole or in part, does not constitute and may not be used as the basis for, nor may it be relied upon in connection with, any contract or investment decision.

This press release does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for securities in the United States of America. The securities of TREVI – Finanziaria Industriale S.p.A. (the "Company") have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), nor under the applicable laws of the Other Countries, and the Company does not intend to register any offering of securities in the United States of America under Regulation S of the Securities Act, nor to conduct a public offering of securities in the United States of America. Accordingly, unless an exemption under applicable law applies, the securities may not be offered, sold, resold, delivered or distributed, directly or indirectly, in any jurisdiction where doing so would constitute a violation of applicable law or require registration in such jurisdiction.

This press release does not constitute a public offering of securities in the United Kingdom. No prospectus relating to such securities has been or will be approved in the United Kingdom. In the United Kingdom, this press release is directed only at "qualified investors" (as defined under paragraph 15, Schedule 1 of the Public Offer and Admission to Trading Regulations 2024), including, among others, (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (ii) high net worth entities and other persons to whom it may lawfully be communicated, in accordance with Article 49(2)(a)-(d) of the Order (all such persons together being referred to as "Relevant Persons"). Any investment activity to which this press release relates will be available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons who are not Relevant Persons must not act upon or rely on this document or any of its contents.

This press release has been prepared on the assumption that any offer of securities referred to herein in any

*Member State of the European Economic Area (“EEA”) in which the Prospectus Regulation applies (each, a “**Relevant Member State**”) will be made on the basis of a prospectus approved by the competent authorities and published in accordance with the Prospectus Regulation and/or pursuant to an exemption from the obligation to publish a prospectus for offers of securities under the Prospectus Regulation (a “**Permitted Public Offering**”). Accordingly, any person making or intending to make an offer of securities in a Relevant Member State other than a Permitted Public Offering may do so only in circumstances in which there is no obligation for the Company or any of its consolidated subsidiaries or any financial intermediary acting on behalf of the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or a supplement to a prospectus pursuant to Article 23 of the Prospectus Regulation in connection with such offer.*

*For the purposes of the product governance requirements set out in: (a) Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Subscription Rights and the New Shares have been subject to a product approval process, which has determined that the New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, as defined in MiFID II (with respect to firms subject to UK MiFID II, references to MiFID II in this section shall be to the respective provisions as forming part of UK MiFID II); and (ii) eligible for distribution through all distribution channels permitted by MiFID II (the “**Target Market Assessment**”). Any person subsequently offering, selling or recommending the Subscription Rights and the New Shares (a “distributor”) should take into consideration the manufacturer’s Target Market Assessment; however, a distributor subject to the MiFID II Product Governance Requirements is responsible for undertaking its own target market assessment in respect of the Subscription Rights and the New Shares (by either adopting or refining the manufacturer’s Target Market Assessment) and determining appropriate distribution channels. Notwithstanding the Target Market Assessment, distributors should note that the price of the Subscription Rights and the New Shares may decline and investors could lose all or part of their investment; the Subscription Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Subscription Rights and the New Shares is only suitable for investors who do not require guaranteed income or capital protection and who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such investment and have sufficient resources to be able to bear any losses which may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Subscription Rights and the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Subscription Rights and the New Shares and determining appropriate distribution channels.*

The Underwriters and their respective directors, officers, employees, advisers and representatives assume no responsibility and make no representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this press release regarding the Company, its subsidiaries or affiliates, nor for any loss arising from or in connection with the use of this press release or its contents. Accordingly, each of the Underwriters and the other aforementioned persons disclaims, to the fullest extent permitted by applicable law, any liability, whether arising in tort, contract or otherwise, which they might otherwise be found to have in respect of this press release and/or any such statement. Such persons will not regard any person as their client in relation

to the Rights Issue referred to herein and will not be responsible to any person other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Rights Issue, the contents of this press release or any other matter or arrangement referred to herein.

In connection with the Rights Issue, the Underwriters and their affiliates may take up a portion of the Subscription Rights or the New Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own account such securities and other securities of the Company or related investments. Accordingly, references in this press release and in the Prospectus to the Subscription Rights and the New Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Underwriters and any of their affiliates acting in such capacity. In addition, the Underwriters and their affiliates may enter into financing arrangements (including swaps, warrants or contracts for difference) with investors in connection with which they may from time to time acquire, hold or dispose of Subscription Rights or New Shares. The Underwriters do not intend to disclose the extent of any such investments or transactions except as required by applicable laws or regulations.

*For the purposes hereof, “**Prospectus Regulation**” means Regulation (EU) 2017/1129, as subsequently amended, together with any delegated acts and implementing measures. This document is a press release and does not constitute a prospectus within the meaning of the Prospectus Regulation.*

About the Trevi Group:

The Trevi Group is a global leader in 360-degree subsurface engineering (special foundations, soil consolidation, and contaminated site remediation), as well as in the design and marketing of specialized technologies for the sector.

Founded in Cesena in 1957, the Group comprises approximately 60 companies and, through its dealers and distributors, operates in 90 countries. Among the reasons for the Trevi Group’s success are its international reach, integration, and the continuous exchange between its two divisions: Trevi, which carries out special foundation and soil consolidation works for major infrastructure projects (subways, dams, ports and docks, bridges, rail and highway lines, and industrial and civil buildings), and Soilmec, which designs, manufactures, and markets machinery, equipment, and services for subsurface engineering.

The parent company, Trevi – Finanziaria Industriale S.p.A., has been listed on the Milan Stock Exchange since July 1999 and is part of the Euronext Milan segment under the ticker: TFIN.

For more information:

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