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DECREE NO. 58/98 - UPDATED JUNE 30,
2026

Testo del comunicato

Vedi allegato

THE ITALIAN SEA GROUP

PRESS RELEASE

THE ITALIAN SEA GROUP S.P.A.

MONTHLY INFORMATION PURSUANT TO ART. 114, PARAGRAPH 5, LEGISLATIVE DECREE NO. 58/98

UPDATED JUNE 30, 2026

Marina di Carrara, Carrara, July 30, 2026. **The Italian Sea Group S.p.A.** (hereinafter, "TISG" or the "Company"), whose ordinary shares are listed on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A., hereby informs the market, at the request of the Italian Companies and Exchange Commission ("Consob") pursuant to Article 114, paragraph 5, of Legislative Decree No. 58/1998 (the "Consolidated Financial Act" or "TUF"), of the updated information as at 30 June 2026 set out below.

It should be noted that:

- on 16 March 2026, the Company commenced the Negotiated Settlement procedure pursuant to Legislative Decree No. 14/2019 (the "Italian Code of Business Crisis and Insolvency" or "CCII") with an application for protective measures;
- on 20 April 2026, the Court of Florence granted protective measures in favour of the Company vis-à-vis its creditors pursuant to Articles 18 and 19 of the CCII, for a period of 120 days commencing on 16 March 2026 (until 14 July 2026);
- on 21 May 2026, the Board of Directors acknowledged the existence of losses giving rise to the circumstances set forth under Article 2447 of the Italian Civil Code, resulting in the Company's share capital being reduced below the statutory minimum provided for under Article 2327 of the Italian Civil Code;
- the Ordinary Shareholders' Meeting has been convened for 22 July 2026 to consider the Company's financial position pursuant to Article 2447 of the Italian Civil Code;
- on 30 June 2026, the Company requested the closure of the Negotiated Settlement procedure

A) NET FINANCIAL POSITION

(Information required pursuant to Article 114, paragraph 5, of the Consolidated Financial Act (TUF), point (a) of Consob's request)

The Company's and the Group's Net Financial Position ("NFP") as at 30 June 2026 is summarised in the tables below.

Methodological note: The Net Financial Position has been prepared in accordance with the guidelines set out in ESMA Recommendation No. 2021/32 and the ESMA/2022/1268 Reporting Format, where applicable. The information presented herein has not been audited.

THE ITALIAN SEA GROUP

A.1 — CONSOLIDATED NET FINANCIAL POSITION (TISG GROUP)

As at 30 June 2026, the TISG Group's net financial indebtedness amounted to 181,064 thousand, comprising 148,231 thousand of bank borrowings, all classified as current following the non-payment of instalments, including those relating to medium- and long-term loan facilities, and 2,910 thousand of cash and cash equivalents.

Non-current financial liabilities also include a shareholders' loan granted by GC Holding S.p.A. in the amount of Euro 25,000 thousand. In addition, the item "Other non-current liabilities", amounting to Euro 10,743 thousand, includes lease liabilities recognised pursuant to IFRS 16.

TISG Group Net Financial Debt		30-June-26
		Euro thousand
A	Cash	2,910
B	Cash equivalents	
C	Other current financial assets	
D	Liquidity (A + B + C)	2,910
E	Current financial debt	148,231
F	Current portion of non current financial debt	
G	Current financial indebtedness (E + F)	148,231
H	Net current financial indebtedness (G - D)	145,321
I	Non-current financial debt	25,000
J	Debt instruments	
K	Non-current trade and other payables	10,743
L	Non-Current financial indebtedness (I + J + K)	35,743
M	Total financial indebtedness (H + L)	181,064

THE ITALIAN SEA GROUP

A.2 — PARENT COMPANY NET FINANCIAL POSITION (TISG S.p.A.)

As at 30 June 2026, TISG S.p.A.'s Net Financial Position amounted to Euro 181,343 thousand, comprising bank debt of Euro 148,231 thousand, all classified as current following the non-payment of instalments, including those relating to medium- and long-term loan facilities, and 2,631 thousand of cash and cash equivalents.

Non-current financial liabilities also include a shareholders' loan granted by GC Holding S.p.A. in the amount of Euro 25,000 thousand. In addition, the item "Other non-current liabilities", amounting to Euro 10,743 thousand, includes lease liabilities recognised pursuant to IFRS 16.

Indebitamento Finanziario Netto TISG S.p.A.		30-June-26
		Euro thousand
A	Cash	2,631
B	Cash equivalents	
C	Other current financial assets	
D	Liquidity (A + B + C)	2,631
E	Current financial debt	148,231
F	Current portion of non current financial debt	0
G	Current financial indebtedness (E + F)	148,231
H	Net current financial indebtedness (G - D)	145,599
I	Non-current financial debt	25,000
J	Debt instruments	
K	Non-current trade and other payables	10,743
L	Non-Current financial indebtedness (I + J + K)	35,743
M	Total financial indebtedness (H + L)	181,343

B) OVERDUE LIABILITIES

Set out below are the overdue liabilities of the Company and the Group as at 30 June 2026, broken down by category, together with any actions taken by creditors.

Note: "Overdue liabilities" are defined as liabilities for which the contractual or statutory payment due date has elapsed and which have not been settled, rescheduled or otherwise discharged.

THE ITALIAN SEA GROUP

B.1 — CONSOLIDATED OVERDUE DEBT POSITION (TISG GROUP)

(amount in Euro thousands — €/000)

Nature of the debt	Amount overdue at 30 June 2026
Financial liabilities	48,724
Accounts payable	75,487
Liabilities to factoring companies	98,289
Tax liabilities	16,197
Social security liabilities	19,029
Amounts due to employees	0
TOTAL DEBT OVERDUE	257,726

The TISG Group's financial liabilities towards banks amount to Euro 148,231 thousand, of which Euro 48,724 thousand relate to overdue liabilities and Euro 99,507 thousand to liabilities not yet due. It should be noted that, as a result of the non-payment of certain principal instalments, the lending banks may be entitled to declare all outstanding amounts immediately due and payable, including those not yet fallen due. However, to date, they have not exercised such right in light of the ongoing discussions taking place within the framework of the Negotiated Crisis Settlement procedure pursuant to Articles 14 et seq. of Legislative Decree No. 14/2019 (the "Italian Code of Business Crisis and Insolvency" or "CCII") and subsequently in the context of the pre-filing phase pursuant to Article 44 of the Italian Crisis and Insolvency Code (CCII).

Amounts payable to financial institutions in respect of reverse factoring and confirming facilities made available to TISG's suppliers are classified as trade payables and are therefore excluded from the calculation of the Group's Net Financial Position.

Trade payables include certain outstanding balances that are currently subject to negotiations aimed at reaching settlement agreements and rescheduling the payment of the remaining outstanding amounts.

Overdue tax liabilities and social security liabilities are expected to be addressed through a tax settlement procedure with the Italian Revenue Agency and, where available, through instalment payment arrangements with the relevant social security and local authorities.

THE ITALIAN SEA GROUP

B.2 — OVERDUE DEBT POSITION OF THE PARENT COMPANY (TISG S.P.A.)

(amount in Euro thousands — €/000)

Nature of the debt	Amount overdue at 30 June 2026
Financial liabilities	48,724
Accounts payable	70,765
Liabilities to factoring companies	98,289
Tax liabilities	14,225
Social security liabilities	17,204
Amounts due to employees	0
TOTAL DEBT OVERDUE	249,207

TISG S.p.A.'s financial liabilities towards banks amount to Euro 148,231 thousand, of which Euro 48,724 thousand relate to overdue liabilities and Euro 99,507 thousand to liabilities not yet due. It should be noted that, as a result of the non-payment of certain principal instalments, the lending banks may be entitled to declare all outstanding amounts immediately due and payable, including those not yet fallen due. However, to date, they have not exercised such right in light of the ongoing discussions taking place within the framework of the Negotiated Crisis Settlement procedure pursuant to Articles 14 et seq. of Legislative Decree No. 14/2019 (the "CCII") and subsequently in the context of the pre-filing phase pursuant to Article 44 of the Italian Crisis and Insolvency Code (CCII).

Amounts payable to financial institutions in respect of reverse factoring and confirming facilities made available to TISG's suppliers are classified as trade payables and are therefore excluded from the calculation of the Net Financial Position.

Trade payables include certain outstanding balances that are currently subject to negotiations aimed at reaching settlement agreements and rescheduling the payment of the remaining outstanding amounts.

Overdue tax liabilities and social security liabilities are expected to be addressed through a tax settlement procedure with the Italian Revenue Agency and, where available, through instalment payment arrangements with the relevant social security and local authorities.

B.3 — CREDITORS' ENFORCEMENT ACTIONS

With regard to the actions taken by creditors, it should be noted that, since 16 March 2026, TISG has been served with 37 payment orders for an aggregate amount of Euro 2,353 thousand.

Of these, 22 payment orders have been settled for a final agreed amount of Euro 408 thousand. As regards the payment orders still outstanding:

- 3 have been formally challenged, for an aggregate amount of Euro 505 thousand;

THE ITALIAN SEA GROUP

- 1 is currently in the process of being challenged, for an amount of Euro 56 thousand;
- 2 are currently under negotiation, for an aggregate claimed amount of Euro 43 thousand. Following the commencement of the proceedings pursuant to Article 44 of the Italian Crisis and Insolvency Code (CCII), no negotiations took place;
- 2, relating to receivables assigned to factoring companies, for an aggregate amount of Euro 963 thousand, will be addressed as part of the financial restructuring negotiations with the lending banks;
- 2, obtained by suppliers, to be challenged, for a total amount of €266 thousand.
- 5, obtained by former employees in connection with the payment of employee severance indemnities (TFR), for a total amount of €42 thousand.

The subsidiary Celi S.r.l. has been served with 2 payment orders for an aggregate amount of Euro 14 thousand, of which one has been settled and one is currently being challenged.

It should be noted that, in light of the protective measures sought by the Company pursuant to Articles 54(2) and 55 of the Italian Crisis and Insolvency Code (CCII), concurrently with the filing of the application pursuant to Article 44 of the CCII, and confirmed by the Court by order dated 6 July 2026, creditors will be precluded, for the maximum period provided for under Article 55(3) of the CCII, namely four months, from commencing or continuing enforcement or precautionary proceedings against the Company's assets or against any assets and rights used in the conduct of its business.

C) MAIN CHANGES IN RELATIONSHIPS WITH RELATED PARTIES

(Information required pursuant to Article 114, paragraph 5, of the Consolidated Financial Act (TUF), point (c) of Consob's request)

The main changes in the Company's and the Group's transactions with related parties at 30 June 2026, compared with those disclosed in the Half-Year Financial Report at 30 June 2025, are set out below.

Definition of "Related Parties": Related parties have been identified in accordance with IAS 24 – Related Party Disclosures and with the Related Party Transactions Procedure adopted by the Company pursuant to Consob Regulation No. 17221/2010.

C.1 — CHANGES IN RECEIVABLES FROM AND PAYABLES TO RELATED PARTIES

List of Related parties	Nature of the relationship
GC HOLDING S.p.A.	CONTROLLING SHAREHOLDER TISG S.p.A. with 53.6%
GMC Architecture S.r.l. S.t.p.	COMPANY CONTROLLED BY GC HOLDING S.P.A.
SANTA BARBARA S.r.l.	RELATED PARTY TO TISG S.p.A.

THE ITALIAN SEA GROUP

(amount in Euro thousands — €/000)

Related Parties	Nature of the relationship	Amount at 30 June 2025	Amount at 30 June 2026	Changes	Description of the change
GC HOLDING S.p.A.	Financial Debt	0	(25,000)	(25,000)	New interest-free shareholders' loan
GMC Architecture S.r.l. S.t.p.	Accounts receivable	1	1	0	
GMC Architecture S.r.l. S.t.p.	Accounts payable	(15)	0	15	
GMC Architecture S.r.l. S.t.p.	Consultancy costs	(104)	(98)	(6)	Lower consulting activity
GMC Architecture S.r.l. S.t.p.	Service revenues	2	2	0	
SANTA BARBARA S.r.l.	Rental expense	(90)	(15)	(75)	Lease agreement terminated after one month

C.2 — CHANGES IN RELATED PARTY TRANSACTIONS DURING THE PERIOD

On 18 February 2026, the Board of Directors of TISG acknowledged the emergence of cost overruns affecting the majority of the contracts currently in progress. These cost overruns had an adverse impact on TISG's cash position as a result of the consequent reduction in operating margins, combined with the need to continue funding the production costs associated with the ongoing contracts. Against this backdrop, the Company resolved to strengthen its financial resources through a shareholders' loan in the amount of Euro 25 million to be granted by the Company's controlling shareholder, GC Holding S.p.A. ("GCH").

The shareholders' loan bears no interest and does not entitle GCH to any fees or commissions in connection with its granting. Furthermore, until all payment obligations arising under the bank financing agreement entered into in June 2025 have been fully, unconditionally and irrevocably discharged, any claims arising from the shareholders' loan held by GCH against the Company shall rank junior and be contractually subordinated to the claims of the lending bank syndicate.

The Company shall repay the shareholders' loan, in one or more instalments, no later than 31 December 2032.

THE ITALIAN SEA GROUP

On 8 February 2026, the lease agreement entered into between TISG and SANTA BARBARA S.r.l. on 8 February 2022, relating to the Company's use of certain premises for commercial activities with prospective and existing customers, expired at the end of its initial four-year term and was not renewed.

The Executive Responsible for the preparation of the Company's financial reports, Fabio Zanobini, pursuant to Article 154-bis, paragraph 2, of Legislative Decree No. 58/1998, certifies that the accounting information contained in this press release corresponds to the documentary evidence, accounting books and accounting records of the Company.

This press release has been issued pursuant to Article 114, paragraph 5, of Legislative Decree No. 58/1998 (the "Consolidated Financial Act" or "TUF"), at the request of the Italian Companies and Exchange Commission ("Consob"), and in accordance with the procedures set out in Part III, Title II, Chapter I of Consob Regulation No. 11971/1999.

The financial data and information contained in this press release have not been audited or otherwise reviewed by the Company's independent auditing firm.

The information relating to the Negotiated Crisis Settlement procedure (Composizione Negoziata della Crisi) and to the Company's financial and capital position is subject to ongoing developments and may therefore change from that described in this press release.

This document is an English translation from Italian. The Italian original shall prevail in case of differences in interpretation and/or factual errors.

This press release is available in the Investor Relations section of the Company's website at: <https://investor.theitalianseagroup.com/press-releases/>.

THE ITALIAN SEA GROUP

The Italian Sea Group is a global operator in luxury yachting, listed on Euronext Milan and active in the construction and refit of motor yachts and sailing yachts up to 140 meters. The Company, led by Italian entrepreneur Giovanni Costantino, operates on the market with the brands **Admiral**, renowned for elegant and prestigious yachts, **Tecnomar**, known for its sporty features, cutting-edge design and high performance, **Perini Navi**, excellence in the design and construction of large sailing yachts, and **Picchiotti**, historical brand in the Italian yachting industry featuring classic and elegant lines. The Company also has a business unit named NCA Refit that manages the maintenance and refit services for yachts over 60 meters. In line with its strategic positioning, The Italian Sea Group has partnered with important Italian luxury brands like Automobili Lamborghini – to design and produce “Tecnomar for Lamborghini 63”, a limited-edition motor yacht featuring extraordinary performances and quality beyond limits. According to the Global Order Book 2024, international ranking by Boat International, The Italian Sea Group is the first Italian superyacht builder for yachts over 50 meters.

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