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Oggetto	:	YOLO Group sets terms and conditions for the new capital increase to be offered to shareholders on a right basis

Testo del comunicato

Vedi allegato

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YOLO Group sets terms and conditions for the new capital increase to be offered to shareholders on a right basis

Early closure of the subscription period for the remaining portion of the current capital increase announced today

Milan, 11 November 2026 – The Board of Directors of YOLO Group S.p.A. ("**YOLO**" or the "**Company**"), one of the leading players in the Italian insurtech market for digital insurance services and listed on Euronext Growth Milan, has defined today the terms and conditions of the capital increase ("**Capital Increase**") approved by the Extraordinary Shareholders' Meeting on November 6.

The new capital increase, which is a paid-in and divisible offering, is being offered as a rights offering to the Company's shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code, to be paid in cash for a total maximum amount of 1,983,377.88 euros, including the share premium, through the issuance of common shares with no par value.

These resources will enable the Company to continue implementing the 2026–2028 Strategic Plan, approved on December 15, 2025 by the Board of Directors, promptly seizing market opportunities and finalizing agreements to acquire (through cash and in-kind consideration) the remaining stakes in AllianceInsay and RCPolizza.it, in which YOLO holds a majority stake since 2023 and 2025, respectively. The company confirms that it will reach breakeven in fiscal year 2026, without the contribution of M&A transactions.

The Company confirms that it has received *commitment letters* totaling approximately 30% of the capital increase amount from certain shareholders, third-party investors, and from the management (the Chairman and Chief Executive Officer). Discussions are currently underway regarding the potential formalization of additional subscription commitments, which will be promptly disclosed to the market.

The Capital Increase provides, in particular, for the issuance of up to 7,345,844 new YOLO common shares with no nominal expressed value, having the same characteristics as those currently outstanding and fully vested ("**New Shares**"), to be offered on a rights basis to the Company's shareholders at a ratio of 1 new shares for every 2 subscription rights held, to be paid in cash at a subscription price of 0.27 euros per share, of which 0.01 euros will be allocated to capital and 0.26 euros to share premium, for a total amount of up to 1,983,377.88 euros. Each share held entitles the holder to exercise one right.

If the capital increase is not completed, the Company will have the option to place the unsubscribed portion with third-party investors by the subscription deadline of March 31, 2027.

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In accordance with the resolutions of the Shareholders' Meeting, the per-share subscription price was determined by taking into account market conditions and the stock's performance, with a discount of 12.9% relative to the official price of YOLO stock as of November 10, 2026, as well as discounts of 15.5% and 25.6% respectively, compared to the weighted average prices of the stock over the past week and the past month.

The 14,691,688 option rights, which will entitle holders to subscribe for newly issued shares ("**Option Rights**") bearing coupon no. 3, will be made available to eligible holders through Monte Titoli S.p.A. and will have the ISIN code: IT0005745093.

The Option Rights must be exercised, under penalty of forfeiture, during the period from November 16, 2026, to December 01, 2026 (both dates inclusive) (the "**Offer Period**"), with trading of the rights on the stock exchange during the period from November 16, 2026, to November 25, 2026 (both dates inclusive).

Any Option Rights not exercised by 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 2 (two) trading sessions, unless trading is closed early. The starting and closing dates of the stock exchange offering period will be disclosed to the public via a press release, which will also specify the number of unexercised Option Rights.

The Capital Increase must be subscribed through a specific subscription form, which must be completed, signed, and submitted to an authorized intermediary participating in the centralized management system operated by Monte Titoli S.p.A., where the subscription rights are held.

The acceptance of the offering will be irrevocable and cannot be subject to any 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 specified in the subscription form itself. The Issuer will not impose any charges or incidental expenses on the applicant. New Shares subscribed for by the end of the Offering Period will be credited to the accounts of intermediaries participating in the centralized management system operated by Monte Titoli S.p.A. at the conclusion of the settlement phase on the last day of the Offering Period and will be available on that same date.

Please note that no underwriting and/or distribution syndicate is involved.

Given the maximum amount of 1,983,377.88, euros, the rights offering falls under one of the exemptions from the requirement to publish an offering prospectus pursuant to Regulation (EU) 2017/1129, as amended and supplemented.

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

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The Board of Directors also passed resolutions to close the subscription period for the remaining portion of the ongoing capital increase early today, as authorized by the Extraordinary Shareholders' Meeting held on April 29, 2025.

For the Capital Increase, YOLO is assisted by EnVent Italia SIM S.p.A. as Global Coordinator, Arranger, and Bookrunner, and by ADVANT NCTM as legal counsel.

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

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

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YOLO GROUP

Founded in 2017, YOLO is one of the leading players in insurtech and digital insurance innovation. Focused on B2B2C brokerage (digital, phygital, and embedded products), YOLO operates through a digital platform–developed using proprietary technology–that enables the integration of physical and digital channels.
The platform can be used by banks, insurance companies, intermediaries, and operators (utilities, large-scale retailers, entertainment) that offer insurance products in addition to their core products.
The platform can integrate insurance offerings into every customer touchpoint in a secure and scalable manner, adapting to the partner's business model and reducing time to market.
YOLO is listed on the ordinary segment of Euronext Growth Milan since 2022. In addition to the two co-founders (Gianluca De Cobelli and Simone Ranucci Brandimarte), the main shareholders include Generali Italia, Intesa Sanpaolo Vita, Neva SGR, Primo Capital SGR S.p.A., Enablia, IBL Banca, Net Insurance, Smart4Tech, and Banco di Desio e della Brianza. Website: www.yolo-insurance.com

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