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PRESS RELEASE

THE SHAREHOLDERS' MEETING OF TECMA SOLUTIONS S.P.A. GRANTS THE BOARD OF DIRECTORS AUTHORITY TO INCREASE THE SHARE CAPITAL BY A MAXIMUM AMOUNT OF EUR 6,000,000 AND TO ISSUE UP TO 3,000,000 ORDINARY SHARES TO SERVICE THE POTENTIAL ISSUANCE OF WARRANTS.

The Extraordinary Shareholders' Meeting:

- **granted the Board of Directors authority, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches, by a total maximum amount of EUR 6,000,000;**
- **granted the Board of Directors authority, pursuant to Article 2443 of the Italian Civil Code, to issue up to 3,000,000 ordinary shares with no par value, excluding pre-emption rights pursuant to Article 2441, paragraphs 4 and 5 of the Italian Civil Code, to service the potential issuance of warrants;**
- **amended the Company's Articles of Association to provide for the authority granted to the Board of Directors to increase the share capital, the option to issue warrants and alignment with regulatory reforms.**

Granting of authority to the Board of Directors to increase the share capital pursuant to Article 2443 of the Italian Civil Code

Today, the Company's Extraordinary Shareholders' Meeting was held and, after reviewing the Board of Directors' explanatory report and revoking, to the extent not exercised, the previous authority granted by the Shareholders' Meeting pursuant to Article 2443 of the Italian Civil Code on 29 April 2022, resolved to grant the Board of Directors authority pursuant to Article 2443 of the Italian Civil Code to increase the share capital against payment, in one or more *tranches*, up to a maximum amount of EUR 6,000,000, including any share premium, which may also be carried out on a divisible basis, within five years from the date of the resolution (the "**Authority**"), through the issuance of ordinary shares carrying regular dividend rights and having the same characteristics as the ordinary shares outstanding, with pre-emption rights pursuant to Article 2441, paragraph 1 of the Italian Civil Code.

In connection with the same item, in order to reflect the foregoing, the Shareholders' Meeting also resolved to make the consequential amendment to Article 5 of the Company's Articles of Association.

In accordance with the explanatory report already made available to the shareholders, the authority granted to the Board of Directors is intended primarily to strengthen the Company's capital and financial structure, providing it with a level of capitalization consistent with the growth path undertaken and the evolution of its *business* model.

The Board of Directors will then determine the amount of the share capital increase (within the maximum amount of the Authority) and the terms and conditions of the share capital increase, including the issue price and the subscription procedures and timetable, also taking into account the market conditions prevailing at the time the transaction is actually launched and the Company's needs.

Granting of authority to the Board of Directors to issue ordinary shares pursuant to Article 2441, paragraphs 4 and 5 of the Italian Civil Code

The Company's Extraordinary Shareholders' Meeting also resolved to grant the Board of Directors authority to issue, in one or more *tranches* and within five years from the date of the resolution, up to 3,000,000 ordinary shares with no par value, pursuant to Article 2443 of the Italian Civil Code, excluding pre-emption rights pursuant to Article 2441, paragraphs 4 and 5 of the Italian Civil Code, against contributions to be allocated entirely to the share premium reserve and without any increase in share capital, to service the potential issuance of *warrants*.

In connection with the same item, in order to reflect the foregoing (including the option to issue *warrants* within the limits set out above), the Shareholders' Meeting also resolved to make the consequential amendment to Article 5 of the Company's Articles of Association.

In accordance with the explanatory report already made available to the shareholders, the authority granted to the Board of Directors is intended to entrust the Board of Directors with determining the financial terms of the issuance of the *warrants*, also in light of the terms and conditions relating to the exercise of the Authority and depending on the market conditions prevailing at the time the transaction is actually launched, thereby, among other things, reducing the risk of share price fluctuations between the announcement and the launch of the transaction that would arise if the transaction were resolved upon by the Shareholders' Meeting.

Amendments to the Company's Articles of Association

Furthermore, the Extraordinary Shareholders' Meeting approved amendments to Articles 10, 10-*bis*, 21 and 29 of the Company's Articles of Association in order to align them with the regulatory amendments introduced by Legislative Decree No. 47 of 27 March 2026, implementing the delegation under Article 19 of Law No. 21 of 5 March 2024 for the comprehensive reform of provisions concerning capital markets, and made to Legislative Decree No. 58/1998 (the "**TUF**") and the Italian Civil Code (the "**Reform**").

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The press release is available on the website www.tecmasolutions.com, under "*Investors/Press Releases*", and on the storage system www.emarketstorage.it.

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The minutes of the Shareholders' Meeting and the summary voting report will be made available to the public on the Company's website at www.tecmasolutions.com under the "Investors" section.

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TECMA Solutions *[EGM: TCM], listed on Euronext Growth Milan since 9 November 2020, is a technology company specializing in digital transformation for the real estate sector. Through an innovative, fully digital platform, the Company provides technological solutions designed to maximize the value of real estate projects, accelerating and simplifying sales transactions as well as rental management. TECMA has a team of approximately 110 professionals and has worked on more than 500 projects in Italy and abroad, having managed real estate development transactions worth more than EUR 20 billion through its digital platforms. Thanks to its first-mover advantage and the specific know-how acquired over the years, the Company is able to anticipate market trends and effectively interpret the needs of both real estate investors and individual consumers, leveraging a mix of art, neuromarketing and proprietary technologies to develop and create new products designed to support the success of real estate investments.*

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