

Franchetti S.p.A. consolidates its international positioning through acquiring 55% of the ECR Group in Brazil

Deal doubles operational scale and ensures strategic strengthening in a major infrastructure market

Arzignano (VI), March 04 2026 – **Franchetti S.p.A.** (Ticker BIT: FCH), multinational specialized in advanced diagnostics, digital monitoring and predictive infrastructure maintenance solutions, announces the **signing**, through a new Brazilian incorporated subsidiary, of **a binding agreement to acquire** 55% of the share capital of ECR Engenharia Ltda. and of ECR Tecnologia e Engenharia Ltda., providers of engineering services for road, rail, urban mobility, water infrastructure, bridges, viaducts and tunnels, in addition to complex civil buildings.

Following the completion of the transaction expected by the end of the first half of 2026, the Group's total business volume will substantially double as early as the current fiscal year, expanding its customer base, portfolio of infrastructure assets under management and aggregate backlog to Euro 90 million.

Brazil is one of the world's **largest infrastructure markets**, with more than 200 million inhabitants, a road network of more than 1.7 million kilometers and a system based on concessions and public-private partnerships. Federal and state programs for investment in transportation infrastructure and the water sector have total commitments of more than Euro 150 billion (over R\$ 900 billion) over the medium to long-term.

The transaction marks the start of a **new phase of growth for the Group**, having strengthened its technology base in recent years, and significantly broadens the operating scope and geographic reach of its activities.

The integration marries ECR's executive capacity and institutional roots in Brazil's public sector with Franchetti's proprietary expertise in digitizing and managing existing infrastructure. **The integration of operational structure and proprietary technology**, with advanced data analysis systems integrated into industrial processes, raises the technical content of the services offered and generates an additional impact compared with the mere sum of the two.

The transaction was structured with a balanced mix of own funds and financing, consistent with maintaining a strong and sustainable capital and financial profile.

The new consolidated scope can rely on **more than 400** highly-qualified **professionals**,

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further strengthening the Group's technical and organizational capacity.

The sellers are the three founding partners of ECR Fabio Giannini, Roberto Soares de Novaes Filho and Luiz Fernando Leite de Carvalho; the first two will retain an overall stake of 45% and will continue to hold senior roles in the management and on the boards of the ECR Group.

Paolo Franchetti, Chairperson and Chief Executive Officer of the Franchetti Group, **stated** *"With this transaction, we launch a new phase in the Group's growth. Having consolidated our technological base, we now significantly expand our operational size and geographical reach. The integration of executive capacity in the public sector and proprietary digital expertise applied to the management of existing infrastructure structurally strengthens our competitive position. The transaction is the first concrete step on a path of progressive and disciplined international development"*.

Description of the business conducted by the ECR Group and the profits attributable from these activities

The ECR Group, headquartered in São Paulo, since 1972 has provided design, consulting, supervision and technical management services in the infrastructure sector, operating in the road, rail, urban mobility, water infrastructure, bridges, viaducts and tunnels segments, in addition to complex civil buildings, in both the public and private sectors.

As of December 31, 2025, the ECR Group reports the following aggregate figures of the two Companies (average 2025 exchange rate of R\$6.3/€):

- Value of production of Euro 10.4 million;
- EBITDA of Euro 2.5 million;
- Net financial debt (+debt/cash) of Euro -0.3 million;
- Total assets of Euro 7.5 million.

Objectives of the acquisition, achievable synergies and effect of the transaction on the Issuer

The acquisition strengthens the Franchetti Group's presence in Latin America, integrating complementary operational and technological skills.

ECR brings an organizational structure which can manage complex public programs, including interventions in the water sector and at operators and utilities. Franchetti contributes advanced digital solutions applied to the life cycle management of existing infrastructure.

The combination makes it possible to expand the target market, boost margins and strengthen the Franchetti Group's competitiveness, while the business model may be replicated in other countries featuring a mature regulatory framework.

Terms and conditions of the acquisition

The acquisition stipulates consideration for 55% of the two ECR Group Companies totaling R\$ 46.2 million, or approximately Euro 7.5 million (indicative exchange rate updated to today's date of R\$6.1/€) and to be settled at closing.

There is also an earnout mechanism - up to a maximum of R\$ 19.8 million, equating to approximately Euro 3.2 million (today's updated indicative exchange rate of R\$6.1/€) - calculated if certain pre-determined EBITDA thresholds are met.

The Founding Partners will hold manager positions for a minimum term of 4 years, subject to "leaver" stipulations.

As part of the acquisition, a shareholder agreement was signed, in line with market practice for similar transactions, which stipulates, inter alia, lock-up commitments assumed by the Founders, as well as reciprocal put and call options on the remaining shareholding owned by the Founders.

The Founding Partners have made a broad set of representations and warranties, assuming indemnification obligations in line with market practice, as well as non-compete and solicitation commitments.

The acquisition is subject to conditions precedent in line with market practice for similar transactions.

Transaction funding

As part of the acquisition, Franchetti signed an investment agreement with Simest S.p.A.. The contribution will be through a newly-established Franchetti Brazilian subsidiary, and Simest will contribute up to a maximum of 49% of the acquisition consideration. The transaction with Simest is part of an ESG-linked contribution, consistent with the Franchetti Group's sustainable development and international growth objectives, specifically measured upon the overseas staff training and cybersecurity activities.

Consultants

For the acquisition, Franchetti was assisted by ADVANT Nctm and by Lefosse (for the Brazilian law aspects) as legal advisers. Nexian Partners, in the person of founder Eduardo Braia, acted as buy-side financial advisor, while Vitale Debt & Grant acted as advisor in structuring the acquisition finance with the partner Claudio Calvani.

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The acquisition qualifies as significant under Article 12 of the Euronext Growth Milan Issuers' Regulation, based on the contacts with Borsa Italiana and jointly with its Euronext Growth Advisor, is not considered a reverse take-over as per Article 14 of the EGM Issuers' Regulation, on the basis of the significance ratios calculated on the preliminary figures as of December 31, 2025 (reported in the following section "Preliminary figures as of December 31, 2025").

With reference to the "turnover significance ratio" referred to in Sheet Three of the EGM Issuers' Regulation, the Company has deemed it appropriate to adopt, again following contacts with Borsa Italiana and jointly with its Euronext Growth Advisor, as the calculation parameter, the Value of Production in place of turnover alone, as this is a more representative indicator in Franchetti's sector, whose business centers upon public contracts and multi-year projects. In contrast, the Targets have contracts with generally monthly delivery and billing cycles, with substantial simultaneous production and revenues and, consequently, a marginal impact of work in progress on the income statement.

Preliminary figures as of December 31, 2025

As of December 31, 2025, the ECR Group reports the following unaudited aggregate preliminary figures (average 2025 exchange rate of R\$6.3/€):

- Value of production of Euro 10.4 million;
- EBITDA of Euro 2.5 million;
- Total assets of Euro 7.5 million;

As of December 31, 2025, the stand-alone Franchetti Group reports the following unaudited preliminary figures:

- Value of production of Euro 12.5 million;
- EBITDA of Euro 3.5 million;
- Total assets of Euro 30.5 million.

This press release is available at <https://www.franchetti.tech/investor-relations#ComunicatiStampaFinanziari> and at www.linfo.it.

Franchetti S.p.A.

Franchetti S.p.A. heads the Franchetti Group, a pioneer in the management, diagnostics and predictive maintenance of infrastructure (bridges and viaducts in particular). Founded in 2013 in Arzignano (VI), with subsidiaries in Brazil and Canada and operations in the US and India, Franchetti is an innovative SME that has worked on over 40,000 equivalent motorway and railway bridges worldwide. The Group boasts a technical and scientific track record that places it among the industry's leading international experts. Operations are broken into two main business lines: diagnosis and planning for infrastructure maintenance, with inspections and assessments, intervention planning and construction management and ICT services for the predictive programming of infrastructure maintenance. Franchetti has in fact developed two proprietary software programs that leverage the potential of artificial intelligence and predictive data analysis: Argan® can estimate an infrastructure's life cycle and automatically assess safety levels over time for a range of maintenance scenarios and contexts, Pathwork© ensures the optimized management of road and highway works on infrastructure and to support sustainable mobility, while SIDECHECK© can intelligently compare collected data related to inspections, inspectors, schedules, and work estimates to make the evaluation process as objective and complete as possible.

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