

INFORMATION MEMORANDUM

in relation to the

“BRAGA MORO S.p.A. 9.75% 2025-2028”

issued by

Braga Moro Sistemi di Energia S.p.A.

for the admission to listing and trading on the Vienna MTF
(a multilateral trading facility operated by Wiener Börse AG)

Prepared in accordance with the Rules for the Operation of the Vienna MTF

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GENERAL INFORMATION ON THE ISSUER

Legal Name	The legal name of the Issuer is Braga Moro Sistemi di Energia S.p.A. (the “ Issuer ”)															
Registered Office	The registered office of the Issuer is located at Via San Gregorio no. 12 – 20124 Milan (Italy)															
Date of Incorporation	The Issuer was incorporated on 14 November 1984.															
Registration Number in Companies Register	The Issuer is registered with the Companies’ Registry of Milano Monza Brianza Lodi under registration number 07620910153.															
Share Capital	The Issuer’s share capital is Euro 2,956,935.50 fully paid-in, divided in 1,894,945 shares with no par value.															
Ownership structure (shareholders holding more than 5%)	<p>The Issuer’s shareholders and their corresponding shareholdings are set out below:</p> <table><tr><th>SHAREHOLDER</th><th>NUMBER OF SHARES</th><th>(%)</th></tr><tr><td>Ottobre 23 S.p.A.</td><td>1,390,950</td><td>73.4%</td></tr><tr><td>Tanlo S.r.l.</td><td>109,050</td><td>5.75%</td></tr><tr><td>Cipierre Elettronica S.p.A.</td><td>394,945</td><td>20.84%</td></tr><tr><td>Total</td><td>1,894,945</td><td>100%</td></tr></table> <p>See also “<i>Description of the Issuer’s group and its position within the group (if applicable)</i>” below.</p>	SHAREHOLDER	NUMBER OF SHARES	(%)	Ottobre 23 S.p.A.	1,390,950	73.4%	Tanlo S.r.l.	109,050	5.75%	Cipierre Elettronica S.p.A.	394,945	20.84%	Total	1,894,945	100%
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Brief description of the business activities and historic development	<p>The Issuer was founded in 1984 and is specialized in the design and manufacture of advanced electronic components and high-performance electronic solutions and specializes in the development of critical and innovative technologies for mission-critical sectors.</p> <p>The activity provided by the Braga Moro Group is divided into two different business lines:</p> <ul style="list-style-type: none">i. Energy business line - relating to the business of designing, manufacturing and installing alternating current (AC) and direct current (DC), power supply systems of various powers, as well as storage and energy transformation systems applied to critical infrastructure in the telecommunications, energy, transportation and industrial sectors; andii. Electronic Boards Business Line - relating to the business															

	<p>of designing, assembling and testing high-performance and high-complexity electronic boards for various industries, including telecommunications, railway, robotics, electromedical and industrial automation.</p> <p>Since its establishment, the Braga Moro Group has paid great attention to the innovation and development of its products and services with a view to increasing integration with its customers, believing that this feature was a strategic and fundamental element in the consolidation of its business relationships and a critical success factor in maintaining the high quality standards of its products and services. Braga Moro Group's customers include some of the leading national and international operators in the telecommunications, strategic infrastructure management in the transportation and energy sectors.</p> <p>The activities of the Braga Moro Group are characterized by the constant search for new technologies that can distinguish it from its competitors and consolidate its leading position in the field of energy and electronic devices, offering state-of-the-art solutions that combine efficiency, reliability and durability.</p> <p>It should be noted that on 20 December 2024 the Issuer:</p> <ol style="list-style-type: none"> resolved on the transformation into a joint-stock company with simultaneous adoption of a new Bylaws; appoint a new administrative body and a new board of auditors in line with the law for joint-stock companies.
<p>Description of the group and the position of the issuer within the group (if applicable)</p>	<p>The Issuer's major shareholder is Ottobre 23 S.p.A., a non-operational holding company whose purpose is the acquisition of controlling and/or associating interests and the management thereof consisting, by way of example and not limited to, in the performance of the following activities in favour of the investee companies: (i) technical and economic coordination; (ii) management consulting; (iii) carrying out studies and research; (iv) carrying out the following activities exclusively for and in favour of subsidiaries, associates, parent companies, as well as those controlled by the same parent company, of the following activities: (a) granting financing in any form such as, by way of example but not limited to, financial leasing and disbursement of mortgages; (b) granting guarantees in any form; (c) purchasing receivables owed to the above companies by third parties.</p> <p>The Issuer owns shareholdings in Cipierre Elettronica S.p.A., a company specializing in professional industrial electronics and in particular in the design, assembly and testing of electronic boards and equipment.</p> <p>It should be noted that Cipierre Elettronica S.p.A. holds no. 394,945 shares in the Issuer pursuant to Article 2359-bis of the Italian Civil Code. In particular, article 2359-bis, paragraph 5, of the Italian Civil Code, which provides that <i>"a company controlled by another company may not exercise voting rights in the latter's</i></p>

	<p><i>general meetings</i>", results in the suspension of the voting rights attached to the no. 394,945 shares held by Cipierre Elettronica S.p.A.</p>
<p>Members of the Management Board</p> <p><i>(name, position, date of birth, nationality)</i></p>	<p>The Issuer Management Board is composed as follows.</p> <ul style="list-style-type: none"> • Carlo Nardello, born in Rome (Italy) on 9 May 1964, Italian citizen; • Andrea Passanisi, born in Augusta (Italy) on 20 June 1973, Italian citizen; • Marco Uccellini, born in Locate di Triulzi (Italy) on 1 January 1969, Italian citizen; • Maddalena Bellante, born in Atri (Italy) on 25 January 1988, Italian citizen; • Guido Amoruso Manzari, born in Rome (Italy) on 3 October 1986, Italian citizen.
<p>Members of the Statutory Auditor</p> <p><i>(name, position, date of birth, nationality)</i></p>	<p>The Issuer Statutory Auditor is composed as follows.</p> <p><u>Statutory Auditors:</u></p> <ul style="list-style-type: none"> • Alberto Ferlin, born in Pordenone (Italy) on 25 November 1977, Italian citizen; • Silvio Guardiani, born in Atri (Italy) on 12 October 1972, Italian citizen; • Alma Hajnaj, born in Fier (Albania) on 23 September 1982, Italian citizen; <p><u>Alternate Auditors:</u></p> <ul style="list-style-type: none"> • Gigliola Sistino, born in Città Sant'Angelo (Italy) on 7 May 1969, Italian citizen; • Sabrina Travaglini, born in Montesilvano (Italy) on 29 February 1972, Italian citizen.

INFORMATION ON GUARANTORS

Not applicable.

FINANCIAL FIGURES

For the past two financial years (if available). Not required for start-up companies (<1 business year) and special purpose vehicles. Figures are in thousand EUR. Figures in brackets are negative.

<i>year</i>	2023	2022
Sales revenue / turnover	6.367	6.104
Earnings before interests and taxes (EBIT)	611	329
Profit/Loss	205	40
Equity ratio (%) ¹	14%	11%

USE OF PROCEEDS

Brief description of the transaction and the intended use of proceeds

The net proceeds of the issue of the notes (the “**Notes**”) will be used by the Issuer in order to supporting its business operational needs and the growth of its core business. In particular, the Issuer needs to finance the expansion of its production capacity (through, among other things, the purchase of raw materials, semi-finished products, and the expansion of its warehouse), in view of the growth in turnover and order backlog. In fact, in order to be able to sustain the growth of its core business, the company needs to make investments in advance and more than proportionally to the growth in turnover. The investments will be in the Braga Moro group's areas of activity, both in Italy and abroad.

¹ Formula: equity capital divided by total capital multiplied with 100

RISK FACTORS

Brief description of the most significant risk factors: An investment in the Note involves certain risks. If any of the following risks actually occur, the business, results of operations or financial condition of the Issuer could be materially adversely affected.

COMPANY-SPECIFIC RISKS

Risks related to the ability of the Energy business line to generate positive cash flows in the short term

The Issuer is committed to supporting the significant domestic and, in particular, international growth of the Energy business line, which will require, at least in the short term, the financing of advance purchases of necessary materials and competitive business proposals to customers with the ultimate aim of gaining increasing market share. Therefore, at least in the short term, the need to meet its obligations could result in the Issuer devoting a substantial part or all of its cash flows to the payment of its obligations, which would consequently and potentially reduce the availability of financial resources for carrying out operating activities and financing investment activities.

Risks related to possible loss of customers and market share in the Electronic Boards business line

The Braga Moro Group's growth strategies include the revitalisation of the Electronic Boards Line through the implementation of investments in both machinery and specialised personnel. However, the strategic objectives, by their very nature, have a profile of uncertainty due to the uncertainty associated with the realisation of future events. The Issuer is therefore exposed to the risk of a continuation of the decline in sales of the Electronic Boards business line or the failure to achieve, in whole or in part, the results of the strategies for its relaunch (whether due to exogenous or endogenous factors), circumstances that could lead to a reduction in the Group's expected sales and margins.

The Braga Moro Group may be unable to implement its business strategies successfully

The Braga Moro Group's future financial performance and success depends on the ability to implement its business strategies. The Group may not be able to successfully implement its business strategies, and these strategies may not sustain or improve the Issuer's results of operations or justify their costs. Any failure to develop, revise or implement the Issuer's business strategies in a timely and effective manner could have a material adverse effect on the Issuer's business, financial conditions and results of operations.

Dependence on key personnel and difficulty to attract and retain qualified personnel

The Braga Moro Group's future success is substantially dependent on the continued services and continuing contributions of its senior management, the loss of any of which could have a material adverse effect on the Issuer's business. The Group's future success is also substantially dependent on its ability to continue to attract, retain and motivate highly skilled and qualified personnel. There can be no guarantee that the Group will be able to continue to attract and retain such qualified employees, and failure to do so could result in a reduction in the Issuer's business and trading results.

The Braga Moro Group could be adversely affected by events that might cause reputational damage

Various issues may give rise to reputational risk and cause harm to the Issuer. Reputational risk denotes the danger that an event or several successive events might cause reputational damage, which might limit the Issuer's current and future business opportunities and activities and thus lead to indirect financial losses (such as a reduction in investment opportunities, revenues, availability and cost of financing) or direct financial losses (such as penalties and litigation costs). Damage to the Group's reputation or image could result in a direct effect on the financial success of the Braga Moro Group.

The trading market for debt securities may be volatile and may be adversely affected by many events

The market for debt securities issued by the Issuer is influenced by a number of interrelated factors, including economic, financial and political conditions and events, as well as economic conditions. There can be no assurance that global events will not cause market volatility or that such volatility will not adversely affect the market price of the notes or that economic and market conditions will not have any other adverse effects.

Risks of notes repayment failure

The possible occurrence of one or more of the risk factors described in this Information Memorandum could have an adverse effect on the economic and financial situation of the Group, including an effect on the Issuer's creditworthiness. As a result, the Issuer may not be able to meet its notes repayment obligations.

Risks related to the rate

Investments in multi-year fixed rate debt securities issued by private companies involve the risk that if investors decide to sell the securities to other professional investors before maturity, the market value may be lower than the subscription or purchase price and therefore the proceeds from the sale before maturity may be less, even substantially, than the amount originally invested.

Risk related to liquidity

An investor who intends to disinvest the notes prior to maturity may find it difficult to find a counterparty willing to purchase the notes and thus liquidate the investment, or may find it difficult to find a counterparty willing to accept its proposed selling price, which may result in the risk of receiving a consideration that is even significantly lower than the subscription or purchase price, or running the risk of not being able to liquidate the investment at all due to a lack of buyers.

Risk of deterioration of the Issuer's creditworthiness

Notes may depreciate if the Issuer's financial situation deteriorates or if its creditworthiness deteriorates. Therefore, it cannot be ruled out that notes prices may be affected by a different appreciation of Issuer risk.

MARKET-SPECIFIC RISKS

Risks related to the current geopolitical and macroeconomic context and its evolution

The current international scenario is characterised by growing political, social and economic instability in some geographical areas, recessionary trends in some European and non-European countries, inflationary fluctuations and financial market volatility. In particular, the invasion of Ukraine by the Russian Federation has led to growing and significant geopolitical tensions worldwide. This has led to significant increases in fuel prices in Italy and other major European countries, as well as a general rise in inflation.

In addition, the current macro-economic environment also appears to be marked by a general state of tension between NATO countries and the Russian Federation and the People's Republic of China, the escalation of conflicts in the Middle East, as well as inflationary dynamics, U.S. trade policies (with particular reference to the imposition of tariffs by the new U.S. administration) and FED/ECB decisions on interest rates. Furthermore, with regard to the situation of political and military tension in the Middle East, it is pointed out that, at this stage, it cannot be ruled out that new geopolitical tensions, local or global, as well as military escalations throughout the Middle East region and/or the extension of the armed conflict to other countries (with particular reference to Iran and Syria), may emerge in the future from this situation of international tension.

At the date of this Information Memorandum, the Group does not have any direct involvement (nor any relationship with customers, partners or suppliers) with the Russian, Ukrainian, Israeli-Palestinian, Libyan and/or Syrian markets, and therefore the impact on the Group's economic performance is currently solely due to the evolution of the global macroeconomic framework. However, the Group is present in the Middle East market, a market that could be affected in the future by a possible resurgence of tensions or an escalation of the ongoing conflict in the Israeli-Palestinian and Syrian territories. Despite the measures taken both domestically and internationally, global economic trends, the environment of political, economic and financial instability and the volatility of the financial markets could affect the Group's economic and financial results, which depend, among other things, on the political and economic conditions in the various markets in which the Group operates and thus on the purchasing power of its customers, with a possible negative impact on the Group's economic, asset and financial position and the related growth prospects.

The Issuer operates in highly competitive markets

The sectors in which the Group operates are characterised by a high degree of competition from both large and smaller players. Certain of the Issuer's global competitors have substantial resources and may be able to provide products and services at little or no profit or even at a loss to compete with certain of the Issuer's product offerings. The Issuer competes on the basis of product performance, innovation, quality, distribution, customer service and price. Aggressive pricing or other strategies pursued by competitors, unanticipated product or manufacturing delays or the Issuer's failure to price its products competitively could adversely affect the Issuer's business, results of operations and financial position.

Risks related to price volatility and availability of raw materials

The price of raw materials used by the Group in its production may be subject to fluctuations, even significant ones, and depends mainly on exogenous factors beyond the control of the Issuer and the Group. Similarly to other companies in the industry, the cost of raw materials purchased by the Issuer and other Group companies is affected by the development of the prices of the raw materials used in the production of these supplies and, consequently, even a sudden increase in the cost of raw materials, if the Group is unable to pass on the increased cost to its customers, could lead to an

increase in the costs associated with the purchase of products and supplies with a potential, even significant, negative impact on the margins and the economic, equity and financial situation of the Issuer and the Group.

The availability of raw materials used by the Group in its production may be subject to interruptions, including significant interruptions, and is determined by exogenous factors beyond the control of the Issuer and the Group. The status of the international supply chain is a critical factor: any event or change in the structure or even in the procurement methods of the players in the global logistics chains may have a significant impact on the Group's ability to obtain raw materials in the expected quantities and at the expected times.

The Issuer's business could suffer if it is unable to develop new technologies or if it cannot keep pace with the technological development of competitors

The ability to anticipate technological trends and respond to client needs by developing innovative solutions in a timely manner is crucial to major parts of the Issuer's business. If the Issuer fails to innovate and develop new solutions or to develop enough new solutions to generate sufficient sales, or if the Issuer fails to introduce new products with adequate quality or is otherwise unsuccessful, this failure could have a material adverse effect on the Issuer's business, financial condition and results of operations.

BUSINESS PLAN (IF APPLICABLE)

Not applicable.