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PRESS RELEASE

## **Gentili Mosconi acquires Manifatture Tessili Bianchi through a reserved capital increase at a price of Euro 4,00 per share**

*The agreement provides for the acquisition of 100% of a newco, formed following the contribution of the business branches of Manifatture Tessili Bianchi and its wholly-owned subsidiary, D-Tex*

*The agreement provides for a consideration of Euro 4 million to be paid entirely in newly issued Gentili Mosconi shares through a reserved capital increase at a price of Euro 4.00 per share*

*The operation is part of the growth and verticalisation project announced during the IPO, confirming the ambitious project to create a central hub of synergies of Como's textile excellences catering to the luxury market.*

Press release prepared pursuant to Article 12 of the Euronext Growth Milan Issuers' Regulation

Casnate con Bernate (CO), 27 January 2025 - **Gentili Mosconi S.p.A.** ("**Società**" o "**Gentili Mosconi**") - a leading group in the luxury fashion market, operating in the creation, production, printing and customisation of natural fabrics catering to the main international players in the luxury market, listed on Euronext Growth Milan of Borsa Italiana - takes a new step towards the growth and verticalisation strategy announced by CEO Francesco Gentili at the IPO in February 2023. The Group announces that it has signed the investment agreement ("**Agreement**") for the acquisition of 100% of the share capital of a newco, consisting of the contribution of the business branches of **Manifatture Tessili Bianchi & C. S.r.l.** ("**Manifatture Tessili Bianchi**") and its subsidiary **D-Tex S.r.l.** ("**D-Tex**").

### **The Transaction**

The transaction is part of Gentili Mosconi's expansion strategy aimed at vertical integration and the creation of synergies to support the Group's dimensional growth, through the integration into a system of skills, *expertise* and innovative capabilities with the aim of preserving the entrepreneurship and excellence of the Como area. The company integration contributes to expanding Gentili Mosconi's product offering, which will also be able to offer its customers high-end plain fabrics, a segment in which Manifatture Tessili Bianchi and D-Tex excel. In addition, the integration with the Group's existing dyeing and printing divisions will lead to an optimisation of production processes and greater resource efficiency, creating important synergies: in particular, the operation will allow for an increase in the volumes of Tintoria Comacina and Stamperia EMME.

Manifatture Tessili Bianchi, founded in 1981 and based in the Como district, is a *leader* in the production of high-quality plain fabrics for women's fashion, with total revenues of € 27.4 million and EBITDA of around € 1.4 million in FY 2023. Manifatture Tessili Bianchi handles all stages of the production process in-house, from warping to finishing, guaranteeing high standards and authentic Made in Italy production, while the subsidiary D-Tex handles part of the weaving operations. The offer includes fine fabrics, such as pure silk, evening blends, acetate and viscose, which combine elegance and functionality, destined for major fashion brands. The company boasts a continuous research process that integrates innovation, tradition and sustainability, resulting in exclusive fabrics that combine quality, aesthetics and respect for the environment, thanks to advanced treatments and ecological raw materials, such as Naia™ and ECOVERO™, capable of improving the performance of fabrics and responding to the needs of a market increasingly aware of the environmentally.

The transaction involves the acquisition of the entire share capital of a newly incorporated company wholly owned by Manifatture Tessili Bianchi and D-Tex ("**Newco**"), following the latter's contribution to the aforesaid Newco of two

companies owned by them (the “**Transaction**”). In particular, the share capital of Manifatture Tessili Bianchi is held by D.D. Holding S.r.l., in turn wholly owned by Mr. Bianchi, and that of D-Tex by Manifatture Tessili Bianchi.

The Agreement also provides for Luca Bianchi, the sole shareholder of the two companies through D.D. Holding S.r.l., to join the board of directors of Gentili Mosconi. He will retain the role of CEO of Manifatture Tessili Bianchi, in order to ensure managerial continuity and to continue along the development path undertaken, which sees textile research and innovation processes at the centre.

The closing of the transaction is expected to take place in April 2025, subject to the fulfilment of the usual conditions precedent provided for in the agreement and following the Shareholders' Meeting that will resolve on the capital increase to service the transaction and that will be convened within the legal terms. Timely communications will be provided to the market on developments.

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### **Economic data of the Transaction**

Specifically, the Agreement provides for a consideration of Euro 4 million to be paid entirely in newly issued Gentili Mosconi shares through a reserved capital increase, for a total of no. 1.000.000 ordinary shares, which will be subscribed by the transferors Manifatture Tessili Bianchi and its subsidiary D-Tex, at a price of Euro 4,00 per share.

The newly issued Gentili Mosconi shares will be subject to specific lock-up restrictions effective as of the date of execution of the Agreement and expiring on the date of the 3rd anniversary following such execution.

This press release has been prepared pursuant to Article 12 of the Euronext Growth Milan Issuers' Regulations, classifying the Transaction as a significant transaction, within the meaning of the aforesaid article, insofar as the relevance ratios of assets and turnover exceed the threshold of 25%.

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**Francesco Gentili, CEO and Founder of Gentili Mosconi** said: *“With Luca Bianchi there was an immediate connection, we were both driven by a passion for our work and the dream of creating ever more beautiful fabrics. This acquisition is a milestone in the growth strategy of the Gentili Mosconi Group, with the integration of the skills and know-how of Manifatture Tessili Bianchi and D-Tex, we will be able to offer our international customers exclusive fabrics of the highest quality, combining traditional craftsmanship and sustainability. We are both very aware that the union of our companies will enable us to achieve production efficiency thanks to the important synergies that will develop with Tintoria Comacina and Stamperia EMME, laying solid foundations to face the future challenges of the global market.”*

**Luca Bianchi, owner of Manifatture Tessili Bianchi and D-Tex**, commented: *“This operation is the crowning achievement of a path started by my family more than 40 years ago and continued under my management with a constant growth of the company, both in terms of turnover and in terms of markets and results. I am confident that the completion of the product offering, combined with synergies and mutual expertise, will be the starting point for successfully tackling the challenges that the markets continually present us with. My thanks also go to all the people who have collaborated with me and contributed to the growth of the companies and with whom I will continue to work to achieve the new challenging goals that will result from the integration with Gentili Mosconi.”*

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Gentili Mosconi was assisted by **Grimaldi Alliance** as legal advisor.

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**Gentili Mosconi group**, listed on the Euronext Growth Milan market of the Italian Stock Exchange, is one of the main players in the luxury fashion market, offering design, transformation, printing and customisation services for fabrics to most of the international luxury players. In particular, the Group acts as a strategic partner for the most iconic and representative realities of the world of luxury and international haute couture in translating the ideas and needs of its customers into fabrics or finished products, with customised and exclusive designs and prints, combining artisan skills and tradition with innovation. The Group is also active in the textile furnishing sector through the Gentili Mosconi Home division, a line established in 2005 on the initiative of Patrizia Mosconi that produces textile accessories for the home and luxury nautical sector. Thanks to its 35 years of experience and its roots in the textile district of Como, the Group can rely on its in-depth knowledge of market trends and the specific needs of each individual brand to offer a highly customised service with a high creative content, also making use of a vast archive comprising thousands of designs, the result of decades of extensive research driven by the passion of Francesco Gentili.

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