

## ADMISSION DOCUMENT

REGARDING ADMISSION TO TRAIN ON EURONEXT GROWTH MILAN, MULTILATERAL TRADING FACILITY ORGANISED AND MANAGED BY BORSA ITALIANA S.P.A., OF ORDINARY SHARES IN

Next Geosolutions Europe S.p.A.



Global Coordinator,  
Joint Bookrunner  
and  
Specialist

Euronext Growth Advisor  
and  
Joint Bookrunner

**INTESA SANPAOLO**

IMI CORPORATE & INVESTMENT BANKING



**ALANTRA CAPITAL MARKETS**

ALANTRA

*Lead Manager*

**CERESIO SIM S.P.A.**



Euronext Growth Milan is a multilateral trading system primarily dedicated to small and medium-sized companies and those with high growth potential, to which a higher level of risk is typically attached than to larger issuers or those with established businesses.

The investor must be aware of the risks involved in investing in this type of issuer and should decide whether to invest only after careful consideration. In order to make a correct assessment of the financial instruments covered by the Admission Document, it is necessary to carefully examine all the information contained therein, including Chapter IV of Section One, entitled "Risk Factors".

Consob and Borsa Italiana S.p.A. have neither examined nor approved the contents of this document.

## WARNINGS

The Admission Document has been prepared in accordance with the Euronext Growth Milan Issuers' Regulations published by the Stock Exchange for the purpose of admission to trading on Euronext Growth Milan of the ordinary shares of Next Geosolutions Europe S.p.A.

This document does not constitute a "public offering of financial products" as defined by Legislative Decree No. 58 of 24 February 1998 ("TUF", Italian Consolidated Law on Finance) nor a "public offering of securities" within the meaning of EU Delegated Regulation 2019/980 and therefore it is not necessary to prepare a prospectus in accordance with the formats prescribed by EU Delegated Regulation 2019/980. The publication of this document must not be authorised by Consob pursuant to the Regulation of the European Parliament and of the Council No. 2017/1129 as subsequently amended and supplemented ("Prospectus Regulation") or any other rule or regulation governing the drafting and publication of prospectuses pursuant to Articles 94 and 113 of the TUF, including the Issuers' Regulation adopted by Consob with resolution No. 11971 of 14 May 1999 ("Issuers' Regulation").

The offer of the shares deriving from the Capital Increase constitutes a reserved placement, falling within the cases of inapplicability of the provisions on public offerings for financial instruments provided for by Article 1, paragraph 4, of the Prospectus Regulation, Article 100 of the TUF and Article 34-ter of the Issuers' Regulation and therefore without public offerings for the shares.

The Admission Document may not be circulated, either directly or indirectly, in Australia, Canada, Japan and the United States of America or in any other country in which the offer of the Shares is not permitted in the absence of specific authorisations by the competent authorities and/or communicated to investors residing in those countries, without prejudice to any exemptions provided for by applicable laws. The publication and distribution of the Admission Document in other jurisdictions may be subject to legal or regulatory restrictions. Any person who acquires possession of the Admission Document must first determine whether such regulations and restrictions exist and comply with such restrictions.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or with any financial regulatory authority of any state of the United States of America or under the securities laws of Australia, Canada or Japan. The Shares may not be offered, sold or otherwise transferred, directly or indirectly, in Australia, Canada, Japan, and the United States of America nor may they be offered, sold or otherwise transferred, directly or indirectly, on behalf of or for the benefit of citizens or residents of Australia, Canada, Japan, the United States of America, unless the Company, in its sole discretion, avails itself of any applicable regulatory exemption.

Pursuant to the Euronext Growth Milan Issuers' Regulation and the Euronext Growth Advisor Regulation, Alantra Capital Markets Sociedad De Valores SAU is solely responsible towards Borsa Italiana and, therefore, does not assume any liability towards any person who, on the basis of the Admission Document, decides at any time to invest in the Company. Note that the only persons liable to investors for the completeness and truthfulness of the data and information contained in the Admission Document are those set out in Section One, Chapter I, Section Two, Chapter I of the Admission Document.

The Admission Document is available on the Issuer's website at <https://www.nextgeo.eu/>. The Company states that it will use the Italian language for all documents made available to shareholders and for any other information required by the Euronext Growth Milan Issuers' Regulation.

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## DEFINITIONS

The following is a list of definitions and terms used in the Admission Document. These definitions and terms, unless otherwise specified, have the meanings set out below or, where applicable, set out in the Euronext Growth Milan Issuers' Regulations.

<b>Alantra</b>	Alantra Capital Markets Sociedad De Valores SAU, the Italian branch of Alantra Capital Markets Sociedad de Valores SV S.A.U, an investment firm with registered office in Madrid c/ José Ortega y Gasset, 29 – 28006 supervised by the CNMV (Comision Nacional del Mercato de Valores) and registered under No. 258 of the Register of Investment Firms, with registered office in Milan, Via Borgonuovo 16, registered with the Milan Companies Register under No. 2510889 and VAT No. 10170450968.
<b>Admission to Trading</b>	The admission of the Shares to trading on Euronext Growth Milan.
<b>Share Capital Increase</b>	The share capital increase for cash, in one or more tranches, up to a maximum amount of Euro 60,000,000.00 (sixty million/00), including any share premium, with the exclusion of option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, through the issuance of new ordinary shares, without express indication of par value, having the same characteristics as the ordinary shares already outstanding, regular dividend entitlement, resolved by the Company's Extraordinary Shareholders' Meeting on 29 March 2024, facilitating the transaction for the admission to trading of the Shares on Euronext Growth Milan and, more specifically, facilitating the Placement.
<b>Shares or Ordinary Shares</b>	The Issuer's ordinary shares with no par value, regular dividend entitlement and freely transferable, to be admitted to trading on Euronext Growth Milan.
<b>Shares with Multiple Voting Rights</b>	A total of 1,500,000 special class shares of the Issuer, with no indication of par value, which will entitle the holder to 10 votes in the Company's ordinary and extraordinary shareholders' meetings, having the characteristics indicated in Article 8 of the Articles of Association and not admitted to trading on any multilateral trading facility or regulated market.
<b>Selling Shareholders</b>	VR Consulting S.r.l., with registered office in Naples, piazza Vanvitelli No. 15, Tax Code and registration number with the Register of Companies of Naples 10546841213, FG Consulting S.r.l., with registered office in Naples, piazza Vanvitelli No. 15, Tax Code and registration number with the Register of Companies of Naples 10546831214, Dynamic Europe S.r.l., with registered office in Naples, Corso Vittorio Emanuele no. 167/3, Tax Code and

registration number with the Register of Companies of Naples 10546141218 and PM Consulting S.r.l., with registered office in Naples, Corso Vittorio Emanuele No. 167/3, Tax Code and registration number with the Register of Companies of Naples 10546091215.

**Borsa Italiana** Borsa Italiana S.p.A., with its registered office at Piazza Affari No. 6, Milan.

**Italian Civil Code** Royal Decree No. 262 of 16 March 1942, as amended and supplemented.

**Corporate Governance Code** Corporate Governance Code of Listed Companies adopted on 31 January 2020 by the Committee for the Corporate Governance of Listed Companies and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria, in force as of the Admission Document Date.

**ISIN code or ISIN** Acronym for International Security Identification Number, the international code used to uniquely identify dematerialised financial instruments.

**Placement or Institutional Placement i.e., Offer** The offer – aimed at creating a free float – of up to 8,000,000 Ordinary Shares arising from the Capital Increase to be carried out in proximity to the admission, pursuant to and for the purposes of Article 6 of Part II (“**Guidelines**”) of the Issuers’ Regulation, is directed at qualified investors (i) in the Member States of the European Economic Area as defined by Article 2, paragraph (e) of the Prospectus Regulation and (ii) in the United Kingdom in accordance with Article 2, paragraph (e) of the Prospectus Regulation, as transposed into national law under the European Union (Withdrawal) Act 2018 (and subsequent amendments), as well as to foreign institutional investors, as provided for by Regulation S enacted under the United States Securities Act of 1933, as amended, outside the United States, Canada, Japan, and Australia, and any other country where the offering of financial instruments is not permitted without authorisations from the competent authorities, subject to any exemptions provided for by applicable laws.

**Placement Contract** The agreement entered into on 16 May 2024 between the Issuer, and the Selling Shareholders, on the one hand, and the Joint Bookrunners, on the other hand, regulating the terms and conditions of the Offering of the Shares under the Institutional Placement.

It should be noted that ISP may also procure subscribers and/or purchasers of the Shares through Intesa Sanpaolo Private Banking S.p.A. and Fideuram – Intesa Sanpaolo Private Banking S.p.A..

Furthermore, it should be noted that the Joint Bookrunners may also procure subscribers and/or purchasers of the Shares through Ceresio SIM S.p.A., by virtue of a specific agreement executed between the Joint Bookrunners and Ceresio SIM S.p.A., which acts as Lead Manager.

<b>CONSOB</b>	Italian National Commission for Listed Companies and the Stock Exchange, with registered office in no. 3 Via G.B. Martini, Rome.
<b>Admission Document Date</b>	The date of publication of the Admission Document on the Issuer's website, i.e., 20 May 2024.
<b>Admission Date</b>	The date of the Admission measure ordered by a specific notice published by Borsa Italiana, i.e., 20 May 2024.
<b>Trading Commencement Date</b>	The first day on which the Issuer's Shares will be traded on Euronext Growth Milan, i.e., 22 May 2024.
<b>Admission Document</b>	This admission document has been drawn up in accordance with the provisions of Article 3 and Schedule Two of the Euronext Growth Milan Issuers' Regulations.
<b>Euronext Growth Advisor o EGA</b>	Alantra.
<b>Euronext Growth Milan o EGM</b>	Euronext Growth Milan, a multilateral trading facility organised and managed by Borsa Italiana S.p.A.
<b>Free Float</b>	Indicates the portion of the Issuer's share capital actually outstanding on the stock market, excluding from the calculation controlling shareholdings, shareholdings bound by shareholders' agreements and those subject to restrictions on transferability (such as lock-up clauses), as well as shareholdings in excess of 5% calculated in accordance with the criteria indicated in the Transparency Rules referred to in the Euronext Growth Milan Issuers' Regulations. By contrast, shares held by collective investment undertakings, pension funds and social security institutions are included in the calculation for determining the Free Float.
<b>Group</b>	The group headed by Next Geo, consisting of the Company and its subsidiaries included in the scope of consolidation.
<b>Alternative Performance Indicators or APIs</b>	According to Article 17 of the ESMA Guidelines ESMA/2015/1415, an API is understood as a financial indicator of financial performance, financial position or historical or future cash flows, other than a financial indicator defined or specified in the applicable financial reporting framework.

<b>Investor or Investors</b>	Alternatively, the newly incorporated company named “SMARTVSL Geosolutions S.r.l.”, with registered office in 11 via Carlo Alberto, Monza (MB), Milan, Monza, Brianza Companies Register No. and Tax Code 13526060960, wholly owned – each respectively by 50% of the related share capital – by Smart Capital S.p.A. and VSL Club S.p.A.
<b>ISP</b>	Intesa Sanpaolo S.p.A., with registered office in Piazza San Carlo 156, 10121 Turin, registered with the Turin Companies Register under No. 00799960158, Tax Code and VAT No. 11991500015.
<b>Joint Bookrunners</b>	Alantra and ISP, jointly.
<b>MAR or Market Abuse Regulation</b>	Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014.
<b>Marnavi</b>	Marnavi S.p.A., with registered office in Via S. Brigida, No. 39, Naples (NA), Tax Code, Naples Companies Register and VAT No. 01619820630, and Economic and Administrative Index No. NA – 313773.
<b>Monte Titoli</b>	Monte Titoli S.p.A., with registered office in No. 6 Piazza degli Affari, Milan and trading name “Euronext Securities Milan”.
<b>Next Geo or Next Geosolutions, the Company or the Issuer</b>	Next Geosolutions Europe S.p.A., with registered office in Via S. Brigida No. 39, Naples (NA), Tax Code, Naples Companies Register and VAT No. 05414781210, and Economic and Administrative Index No. NA – 752588.
<b>Over-Allotment Option</b>	The option granted by the Selling Shareholders for the free loan of a maximum number of 1,200,000.00 Shares, equal to approximately 15 % of the maximum number of Shares under the Offer, for the purpose of a possible (over-allotment) in the Institutional Placement.
<b>Greenshoe Option</b>	The option granted by the Selling Shareholders to purchase, at the Offer Price of the Shares, a maximum number of 1,200,000.00 Shares, equal to approximately 15 % of the maximum number of Shares subject to the Offer, for the purpose of the repayment of the securities loan raised following the possible exercise of the Over-Allotment Option under the Institutional Placement.
<b>Related Parties</b>	“Related parties” as defined in the regulation adopted by Consob with Resolution No. 17221 of 12 March 2010, as subsequently amended and supplemented, containing provisions on related party transactions, taking into account the Italian Accounting Standards applied by the Issuer.

<b>Italian Accounting Standards or Italian GAAP</b>	The accounting standards in force in Italy as of the Admission Document Date, which regulate the criteria for the preparation of statutory and consolidated financial statements for national and local companies not listed on regulated markets, issued by the Organismo Italiano di Contabilità (Italian Accounting Body). These standards represent the accounting standards used for the preparation of the financial information contained in the Admission Document.
<b>Delegated Regulation No. 980/2019</b>	Commission Delegated Regulation (EU) 980/2019 supplementing Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No. 809/2004.
<b>Issuers' Regulation</b>	The regulations approved by CONSOB by resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented.
<b>Euronext Growth Milan Issuers' Regulations</b>	The Euronext Growth Milan Issuers' Regulations published by Borsa Italiana in force on the Admission Document Date.
<b>Euronext Growth Advisor Regulations</b>	The Euronext Growth Advisor Regulations of Euronext Growth Milan approved and published by Borsa Italiana and in force as of the Admission Document Date.
<b>Related Parties Regulation</b>	The Regulation containing provisions on related party transactions approved by Consob with Resolution No. 17221 of 12 March 2010 and subsequent amendments and additions.
<b>Prospectus Regulations</b>	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 as amended and supplemented.
<b>Independent Audit Firm</b>	PricewaterhouseCoopers S.p.A., with registered office at Piazza Tre Torri 2, Milan, enrolled in the Statutory Auditors' Register pursuant to Legislative Decree No. 39 of 2010, as amended by Legislative Decree No. 135 of 2016, with registration number 119644.
<b>Specialist or Global Coordinator</b>	ISP.
<b>Articles of Association</b>	The articles of association of Next Geo in force as of the Admission Date.
<b>Italian Consolidated Law on Finance or TUF</b>	Legislative Decree No. 58 of 24 April 1998, as amended.
<b>Consolidated Income Tax Act or TUIR</b>	Presidential Decree No. 917 of 22 December 1986, as amended and supplemented.

## GLOSSARY

The following is a list of the technical terms used in the Admission Document. Such terms shall have the meanings set forth below, unless otherwise specified.

<b>Capex</b>	Investments in operational fixed assets
<b>Offshore Renewable Energies</b>	Renewable energy plants located in and outside territorial waters
<b>Fast ROV</b>	Remotely operated underwater vehicle for seabed mapping with above-standard speed
<b>Gas Pipelines</b>	Pipelines used for the transport of gas
<b>“Superior” HSS-ROV</b>	Remote-controlled underwater vehicle for seabed mapping with speed, operational flexibility and superior data quality
<b>Interconnectors or underwater power cables</b>	Cables built and laid on the seabed for the transmission of electricity between two territories
<b>Nearshore</b>	Geophysical/geotechnical survey activities carried out at sea within 12 miles from the coast
<b>Offshore</b>	Geophysical/geotechnical survey activities carried out in the high seas beyond 12 miles from the coast
<b>Offshore Oil&amp;Gas</b>	Offshore platforms for the production of fossil fuels and/or their transport
<b>“Fixed” Offshore Wind Farms</b>	Fixed offshore wind turbines (i.e., with foundations directly resting on the seabed) constructed in deep sea, whose facilities are connected to the electrical grid via underwater electrical cables
<b>“Floating” Offshore Wind Farm</b>	Floating wind turbines (i.e., kept afloat by special structures, anchored to the seabed through specific chains) constructed in deep sea, whose facilities are connected to the electrical grid via underwater electrical cables
<b>Onshore</b>	Geophysical/geotechnical survey activities carried out at sea near the coast
<b>ROTV (Remotely Operated Towed Vehicle)</b>	Semi-autonomous towed underwater platform for seabed mapping
<b>ROTV (Remotely Operated Towed Vehicle) Katria Scanfish</b>	Semi-autonomous towed underwater platform equipped with magnetometers (i.e., magnetic field measuring instruments) for seabed mapping



**ROV (Remotely Operated Vehicle)**

Remotely operated underwater vehicle for seabed mapping

**Tender**

Invitation to tender

**UXO**

Unexploded ordnance

**Vendor List**

List of accredited companies with major players within the market

## **PLANNED TIMETABLE OF THE TRANSACTION**

Date of submission of the pre-admission notice:	6 May 2024
Filing date of the Admission Application:	15 May 2024
Date of publication of the Admission Document:	20 May 2024
Admission Date of the Shares to trading:	20 May 2024
Trading Commencement Date:	22 May 2024

## **DOCUMENTS AVAILABLE TO THE PUBLIC**

The following documents are available to the public at the Issuer's registered office in Via Santa Brigida No. 39, Naples (NA), as well as on the Issuer's website <https://www.nextgeo.eu/>:

- Admission Document;
- Issuers' Articles of Association;
- Consolidated Financial Statements as of 31 December 2023, including the Auditor's Report;
- Consolidated Financial Statements as of 31 December 2022, including the Auditor's Report.

## SECTION ONE

## **CHAPTER I – RESPONSIBLE PERSONS**

### **1.1 Persons responsible for the information provided in the Admission Document**

The Issuer assumes responsibility for the truthfulness and completeness of the data, information and news contained in the Admission Document.

### **1.2 Declaration of persons responsible for the Admission Document**

Next Geo, which is responsible for the drafting of the Admission Document, states that the information contained in it is, to the best of its knowledge, true and accurate and does not omit any material information which would affect its interpretation, and that it has taken all reasonable steps in that regard.

### **1.3 Expert reports and opinions**

The Admission Document does not contain expert opinions or reports.

### **1.4 Information from third parties**

The information contained in the Admission Document comes from third-party sources only where expressly indicated. The Issuer confirms that such information has been faithfully reproduced and that, to the best of its knowledge or as far as it has been able to ascertain from information published by the third parties in question, no facts have been omitted which would render the reproduced information inaccurate or misleading. The sources of such information are specified in the Paragraphs of the Admission Document in which the information is given.

### **1.5 Competent Authority**

CONSOB and Borsa Italiana have neither examined nor approved the contents of this Admission Document.

The investor must be aware of the risks involved in investing in this type of issuer and should decide whether to invest only after careful consideration.

## CHAPTER II – INDEPENDENT AUDITORS

### 2.1 Independent auditors of the Issuer

As of the Admission Document Date, the company in charge of the statutory audit of the Issuer's accounts is PricewaterhouseCoopers S.p.A., with registered office at Piazza Tre Torri 2, Milan, enrolled in the Register of Accountancy Auditors (Registro Revisori Legali) pursuant to Legislative Decree No. 39 of 2010, as amended by Legislative Decree No. 135 of 2016, with registration number 119644 (the “**Independent Audit Firm**” or “**PwC**”).

On 28 April 2023, Next Geo's Ordinary Shareholders' Meeting appointed the Independent Audit Firm to perform the legal audit of the Issuer for the three-year period 2023–2025, pursuant to Article 13 of Legislative Decree 39/2010, as well as to verify that the company's accounts are properly kept and that the operating events are correctly recorded in the accounting records for the same years.

[Subsequently, on [●] 2024, the Company also appointed, effective as of the Trading Commencement Date, the Independent Audit Firm to perform a voluntary limited audit of the condensed interim consolidated financial statements as of and for the six months ending 30 June 2024 and 2025].

[On the same date, the Board of Statutory Auditors verified that the appointments conferred on the Independent Audit Firm by the Shareholders' Meeting on 28 April 2023 and, subsequently, on [●] 2024 were consistent with the regulations that the Company will be required to comply with once it is admitted to the EGM multilateral trading facility pursuant to Article 6-bis of the EGM Issuers' Regulations].

The Issuer's consolidated financial statements as of and for the year ended 31 December 2023 (the “**2023 Consolidated Financial Statements**”) were prepared in accordance with Italian Accounting Standards and approved by the Company's Board of Directors on 28 February 2024, and were audited by the Independent Audit Firm, who issued their unqualified audit report on 14 March 2024. It should also be noted that the consolidated financial statements for the year ended 31 December 2022 (the “**2022 Consolidated Financial Statements**” and, together with the 2023 Consolidated Financial Statements, the “**Consolidated Financial Statements**”), prepared in accordance with Italian GAAP and approved by the Company's Shareholders' Meeting on 28 April 2023, were audited on a voluntary basis by the Independent Audit Firm, who issued their unqualified audit report on 9 June 2023.

The Consolidated Financial Statements and the related reports of the Independent Audit Firm are incorporated by reference in this Admission Document, and available to the public at the Issuer's registered office in Via Santa Brigida No. 39, Naples (NA).

### 2.2 Information on relationship with the Independent Audit Firm

As of the Admission Document Date, the Issuer has not revoked the appointment of the Independent Audit Firm, nor has the Independent Audit Firm waived its mandate or refused to issue an opinion or issued a qualified opinion on the financial statements of the Issuer and the Group under review.

## CHAPTER III – SELECTED FINANCIAL INFORMATION

### Introduction

This Chapter provides selected financial information of the Group as of and for the years ended 31 December 2023 and 31 December 2022.

This information was taken:

- from the 2022 Consolidated Financial Statements, approved by the Issuer's Shareholders' Meeting on 28 April 2023 and audited on a voluntary basis by PwC, which issued its unqualified report on 9 June 2023;
- the 2023 Consolidated Financial Statements, approved by the Issuer's Board of Directors on 28 February 2024 and subject to a full audit by PwC, which issued its unqualified report on 14 March 2024; and
- from analyses carried out by the Issuer's Management based on the results of the general and management accounting.

This Chapter does not include the Issuer's financial statements prepared in accordance with the Italian regulations governing the criteria for their preparation with reference to each of the dates indicated above.

In order to facilitate the understanding of its economic and financial performance, the Issuer has identified a number of alternative performance indicators (“**Alternative Performance Indicators**” or “**APIs**”). These indicators are also the tools that facilitate the directors themselves in identifying operational trends and making decisions on investments, resource allocation and other operational decisions. The APIs were developed in accordance with the ESMA/2015/1415 guidelines.

The selected financial information below should be read in conjunction with the 2023 Consolidated Financial Statements and the 2022 Consolidated Financial Statements. These documents have been published and are available to the public at the Issuer's registered office in Via Santa Brigida No. 39, Naples (NA), as well as on the Issuer's website <https://www.nextgeo.eu/>.

### 3.1 Group Selected financial information as of and for the years ended 31 December 2023 and 2022

#### 3.1.1 Selected Group income statement information for the years ended 31 December 2023 and 2022

The table below shows the Group's main economic information extracted from the Consolidated Financial Statements with evidence of the changes and the percentage impact on the value of production, for the years ended 31 December 2023 and 2022.

	For the year ended 31 December				Change	
	2023	Impact % on the value of production	2022	Impact % on the value of production	2023- 2022	%
<i>(in Euro thousand, except for percentages)</i>						
Revenues from sales and services	79,945	53.8%	52,617	78.3%	27,328	51.9%
Changes work in progress on contracts	64,039	43.1%	12,740	19.0%	51,299	>100%
Other revenues	4,611	3.1%	1,868	2.8%	2,743	>100%
<b>Value of production</b>	<b>148,595</b>	<b>100.0%</b>	<b>67,225</b>	<b>100.0%</b>	<b>81,370</b>	<b>&gt;100%</b>
Costs for raw materials and goods <sup>(1)</sup>	(10,176)	(6.8%)	(5,895)	(8.8%)	(4,281)	72.6%
Costs for services	(46,298)	(31.2%)	(29,963)	(44.6%)	(16,335)	54.5%
Costs for leases and rentals	(39,813)	(26.8%)	(11,845)	(17.6%)	(27,968)	>100%
Personnel costs	(11,646)	(7.8%)	(8,621)	(12.8%)	(3,025)	35.1%
Other operating charges	(168)	(0.1%)	(263)	(0.4%)	95	(36.1%)
<b>Operating costs</b>	<b>(108,101)</b>	<b>(72.7%)</b>	<b>(56,587)</b>	<b>(84.2%)</b>	<b>(51,514)</b>	<b>91.0%</b>
<b>Gross operating margin (EBITDA)<sup>(*)</sup></b>	<b>40,494</b>	<b>27.3%</b>	<b>10,638</b>	<b>15.8%</b>	<b>29,856</b>	<b>&gt;100%</b>
Amortisation, depreciation and write-downs	(5,150)	(3.5%)	(2,261)	(3.4%)	(2,889)	>100%
<b>Net operating margin (EBIT)<sup>(*)</sup></b>	<b>35,344</b>	<b>23.8%</b>	<b>8,377</b>	<b>12.5%</b>	<b>26,967</b>	<b>&gt;100%</b>
Financial income	7	0.0%	2	0.0%	5	>100%
Financial charges	(1,718)	(1.2%)	(643)	(1.0%)	(1,075)	>100%



Exchange gains and losses	(145)	(0.1%)	(299)	(0.4%)	154	(51.5%)
<b>Profit before tax</b>	<b>33,488</b>	<b>22.5%</b>	<b>7,437</b>	<b>11.1%</b>	<b>26,051</b>	<b>&gt;100%</b>
Income taxes	(4,295)	(2.9%)	(50)	(0.1%)	(4,245)	>100%
<b>Profit for the year</b>	<b>29,193</b>	<b>19.6%</b>	<b>7,387</b>	<b>11.0%</b>	<b>21,806</b>	<b>&gt;100%</b>

(1) The item “Costs for raw materials and goods” includes the costs for raw materials, consumables and goods and the change in inventories of raw materials, consumables and goods.

(\*) EBITDA represents the result before financial management, income taxes for the year and amortisation, depreciation and write-downs. EBIT represents the result before financial management and income tax for the year. EBITDA and EBIT are Alternative Performance Indicators, which are not identified as accounting measures under Italian Accounting Standards and, therefore, should not be considered as alternative measures to those provided by the financial statements for the evaluation of the Group’s economic, financial and asset situation.

The most significant changes in the main items of the income statement for the periods under review are commented on below.

#### Value of production

“Value of production” was Euro 148,595 thousand for the year ended 31 December 2023, an increase of Euro 81,370 thousand compared to Euro 67,225 thousand for the year ended 31 December 2022. This increase was due to the commercial and business strategies implemented by the Group, which allowed the growth in the value of production and also facilitated the awarding of larger contracts. Specifically:

- With reference to the Offshore Wind Farm (OWF) market, the Group has worked on numerous projects (mainly in the North Sea, Baltic Sea and East Atlantic Ocean and, more recently, also in the Mediterranean Sea) among which the following should be highlighted:
  - the installation of several OWFs as part of the “Hollandse Kust West Alpha and Beta, Ijmuiden Ver Alpha, Beta and Gamma” project with the Dutch company TenneT,
  - contributing to the development of a wind farm in the North Sea on behalf of the Swedish company Vattenfall,
  - activities for market players 7 Seas Med and Ichnusa Wind Power (of the Copenhagen Offshore Partner group) in the Mediterranean Sea;
- With reference to the Interconnector market, the Group contributed to the installation of important submarine electricity interconnection infrastructures in Europe, such as the Tyrrhenian Link (Campania–Sicily–Sardinia), the Eastern Green Link (Scotland–England) and the Celtic Interconnector (France–Ireland).

The table below shows the Group’s revenues broken down by segment and their percentage weight for the years indicated:

<b>For the year ended 31 December</b>	<b>Change</b>
---------------------------------------	---------------

	2023	Impact% of total	2022	Impact% of total	2023-2022	%
<i>(in Euro thousand, except for percentages)</i>						
Interconnector	90,710	63.0%	20,914	32.0%	69,796	>100%
OWF subsea cable	48,955	34.0%	33,985	52.0%	14,970	44.0%
Oil&Gas	1,440	1.0%	7,189	11.0%	(5,749)	(80.0%)
Other assets	2,879	2.0%	3,269	5.0%	(390)	(11.9%)
<b>Total (*)</b>	<b>143,984</b>	<b>100.0%</b>	<b>65,357</b>	<b>100.0%</b>	<b>78,627</b>	<b>&gt;100%</b>

(\*) This item consists of the sum of the following income statement items included in the Consolidated Financial Statements: (i) Revenues from sales and services, and (ii) Changes work in progress on contracts.

For further information on the above-mentioned sectors, please refer to Section One, Chapter VI of the Admission Document.

“Other Revenues” were Euro 4,611 thousand for the year ended 31 December 2023, an increase of Euro 2,743 thousand compared to Euro 1,868 thousand for the year ended 31 December 2022. This change was mainly attributable to (i) increased operating grants for research and development activities (increased from Euro 1,086 thousand for the year ended 31 December 2022 to Euro 2,995 thousand for the year ended 31 December 2023), (ii) grants for capital expenditures 4.0 and in the south of Italy (Mezzogiorno), and (iii) cost recharges to third parties.

#### Costs for raw materials and goods

The table below shows the breakdown of “Costs for raw materials and goods” for the years indicated:

	For the year ended 31 December				Change	
	2023	Impact % on the value of production	2022	Impact % on the value of production	2023-2022	%
<i>(in Euro thousand, except for percentages)</i>						
Bunkers and lubricants	(8,296)	(5.6%)	(6,105)	(9.1%)	(2,191)	35.9%
Consumable material	(1,159)	(0.8%)	(626)	(0.9%)	(533)	85.1%
Other	(174)	(0.1%)	(86)	(0.1%)	(88)	>100%
Changes in inventories of raw materials, ancillary and consumable materials and goods	(547)	(0.4%)	922	1.4%	(1,469)	>100%
<b>Total</b>	<b>(10,176)</b>	<b>(6.8%)</b>	<b>(5,895)</b>	<b>(8.8%)</b>	<b>(4,281)</b>	<b>72.6%</b>

“Costs for raw materials and goods” were Euro 10,176 thousand for the year ended 31 December 2023, an increase of Euro 4,281 thousand or 72.6%, compared to Euro 5,895 thousand for the year ended 31 December 2022. This change was mainly due to the increase in the volume of business during the year, and specifically:

- (i) costs for bunkers and lubricants used by ships, which increased from Euro 6,105 thousand for the year ended 31 December 2022 to Euro 8,296 thousand for the year ended 31 December 2023, and
- (ii) changes in inventories, which went from a positive value of Euro 922 thousand for the year ended 31 December 2022 to a negative value of Euro 547 thousand for the year ended 31 December 2023.

As a percentage of the value of production, Costs for raw materials and goods decreased from 8.8% for the year ended 31 December 2022 to 6.8% for the year ended 31 December 2023.

### Costs for services

The table below shows the breakdown of “Costs for services” for the years indicated:

	For the year ended 31 December				Change	
	2023	Impact % on the value of production	2022	Impact % on the value of production	2023-2022	%
	<i>(in Euro thousand, except for percentages)</i>					
External personnel costs	(16,464)	(11.1%)	(8,032)	(11.9%)	(8,432)	>100%
Subcontractor costs	(11,160)	(7.5%)	(9,737)	(14.5%)	(1,423)	14.6%
Consulting services	(5,148)	(3.5%)	(4,034)	(6.0%)	(1,114)	27.6%
Ship management costs	(5,262)	(3.5%)	(2,710)	(4.0%)	(2,552)	94.2%
Costs for personnel services	(2,595)	(1.7%)	(1,413)	(2.1%)	(1,182)	83.7%
Remuneration for Directors, Independent Auditors and Auditors	(1,193)	(0.8%)	(424)	(0.6%)	(769)	>100%
Transport and logistics	(937)	(0.6%)	(645)	(1.0%)	(292)	45.3%
Insurance	(735)	(0.5%)	(760)	(1.1%)	25	(3.3%)
Maintenance	(511)	(0.3%)	(456)	(0.7%)	(55)	12.1%
Bank fees	(314)	(0.2%)	(297)	(0.4%)	(17)	5.7%

Utility expenses	(143)	(0.1%)	(132)	(0.2%)	(11)	8.3%
Other	(1,836)	(1.2%)	(1,323)	(2.0%)	(513)	38.8%
<b>Total</b>	<b>(46,298)</b>	<b>(31.2%)</b>	<b>(29,963)</b>	<b>(44.6%)</b>	<b>(16,335)</b>	<b>54.5%</b>

“Costs for services” were Euro 46,298 thousand for the year ended 31 December 2023, an increase of Euro 16,335 thousand or 54.5%, compared to Euro 29,963 thousand for the year ended 31 December 2022. This change was mainly due to variable service costs, which were affected by the increase in production volume during the year, and specifically:

- (i) external personnel costs, which increased from Euro 8,032 thousand for the year ended 31 December 2022 to Euro 16,464 thousand for the year ended 31 December 2023,
- (ii) ship management costs, which increased from Euro 2,710 thousand for the year ended 31 December 2022 to Euro 5,262 thousand for the year ended 31 December 2023,
- (iii) costs related to the subcontracting of activities linked to contracts, which increased from Euro 9,737 thousand for the year ended 31 December 2022 to Euro 11,160 thousand for the year ended 31 December 2023, and
- (iv) service costs related to internal personnel, which increased from Euro 1,413 thousand for the year ended 31 December 2022 to Euro 2,595 thousand for the year ended 31 December 2023.

As a percentage of the value of production, Cost for services decreased from 44.6% for the year ended 31 December 2022 to 31.2% for the year ended 31 December 2023.

#### Costs for leases and rentals

The table below shows the breakdown of “Costs for leases and rentals” for the years indicated:

	For the year ended 31 December				Change	
	2023	Impact % on the value of production	2022	Impact % on the value of production	2023– 2022	%
<i>(in Euro thousand, except for percentages)</i>						
Ship charter rates	(27,939)	(18.8%)	(7,213)	(10.7%)	(20,726)	>100%
Equipment rent	(11,150)	(7.5%)	(4,195)	(6.2%)	(6,955)	>100%
Software licences	(368)	(0.2%)	(89)	(0.1%)	(279)	>100%
Office and warehouse leases	(245)	(0.2%)	(257)	(0.4%)	12	(4.7%)
Rental of office machines and other assets	(111)	(0.1%)	(91)	(0.1%)	(20)	22.0%
<b>Total</b>	<b>(39,813)</b>	<b>(26.8%)</b>	<b>(11,845)</b>	<b>(17.6%)</b>	<b>(27,968)</b>	<b>&gt;100%</b>

“Costs for leases and rentals” were Euro 39,813 thousand for the year ended 31 December 2023, an increase of Euro 27,968 thousand, compared to Euro 11,845 thousand for the year ended 31

December 2022. This increase was mainly due to:

- (i) higher costs for chartering third-party ships, which increased from Euro 7,213 thousand for the year ended 31 December 2022 to Euro 27,939 thousand for the year ended 31 December 2023, and
- (ii) higher equipment rental costs, which increased from Euro 4,195 thousand for the year ended 31 December 2022 to Euro 11,150 thousand for the year ended 31 December 2023,

both related to the growth in the volume of business activity for the year.

As a percentage of the value of production, Costs for leases and rentals decreased from 17.6% for the year ended 31 December 2022 to 26.8% for the year ended 31 December 2023.

### Personnel costs

The table below provides a breakdown of “Personnel costs” for the years ended 31 December 2023 and 2022:

	For the year ended 31 December				Change	
	2023	Impact % on the value of production	2022	Impact % on the value of production	2023-2022	%
	<i>(in Euro thousand, except for percentages)</i>					
Salaries and wages	(10,102)	(6.8%)	(7,267)	(10.8%)	(2,835)	39.0%
Social security contributions	(1,163)	(0.8%)	(988)	(1.5%)	(175)	17.7%
Severance indemnities	(352)	(0.2%)	(366)	(0.5%)	14	(3.8%)
Other personnel costs	(29)	(0.0%)	–	0.0%	(29)	100.0%
<b>Total</b>	<b>(11,646)</b>	<b>(7.8%)</b>	<b>(8,621)</b>	<b>(12.8%)</b>	<b>(3,025)</b>	<b>35.1%</b>

“Personnel costs” were Euro 11,646 thousand for the year ended 31 December 2023, an increase of Euro 3,025 thousand or 35.1%, compared to Euro 8,621 thousand for the year ended 31 December 2022. This change was due to the increase in the average number of employees, specifically to the internalisation of staff with specific skills to reduce dependence on the external market.

As a percentage of the value of production, Personnel costs decreased from 12.8% for the year ended 31 December 2022 to 7.8% for the year ended 31 December 2023.

### Other operating charges

“Other operating charges” were Euro 168 thousand for the year ended 31 December 2023, a decrease of Euro 95 thousand or 36.1%, compared to Euro 263 thousand for the year ended 31

December 2022. The item mainly includes local taxes and duties, gifts, association contributions, and other minor expenses related to business activity.

As a percentage of the value of production, Other operating charges decreased from 0.4% for the year ended 31 December 2022 to 0.1% for the year ended 31 December 2023.

#### EBITDA

“EBITDA” was Euro 40,494 thousand for the year ended 31 December 2023, an increase of Euro 29,856 thousand compared to Euro 10,638 thousand for the year ended 31 December 2022. This change was due to the trend in revenues and operating costs described above and is mainly affected by economies of scale on larger projects, optimisation of personnel costs, efficient ship management and the implementation of new technologies, which allowed the containment of cost increases against the higher value of production recorded during the year. Consequently, the EBITDA margin increased from 15.8% for the year ended 31 December 2022 to 27.3% for the year ended 31 December 2023.

#### Amortisation, depreciation and write-downs

The table below provides a breakdown of “Amortisation, depreciation and write-downs” for the years ended 31 December 2023 and 2022:

	For the year ended 31 December				Change	
	2023	Impact % on the value of production	2022	Impact % on the value of production	2023-2022	%
	<i>(in Euro thousand, except for percentages)</i>					
Amortisation of intangible fixed assets	(1,064)	(0.7%)	(745)	(1.1%)	(319)	42.8%
Depreciation of tangible fixed assets	(2,994)	(2.0%)	(1,516)	(2.3%)	(1,478)	97.5%
Write-downs of receivables included in current assets	(1,092)	(0.7%)	-	0.0%	(1,092)	100.0%
<b>Total</b>	<b>(5,150)</b>	<b>(3.5%)</b>	<b>(2,261)</b>	<b>(3.4%)</b>	<b>(2,889)</b>	<b>&gt;100%</b>

“Amortisation, depreciation and write-downs” were Euro 5,150 thousand for the year ended 31 December 2023, an increase of Euro 2,889 thousand compared to Euro 2,261 thousand for the year ended 31 December 2022. The increase was mainly due to the significant capital expenditures made during the year and the completion of those started in previous years in vessels and equipment, as

well as the full write-down of receivables due from the related company Next Geosolutions Ltd for Euro 1,092 thousand, deemed not recoverable.

As a percentage of the value of production, Amortisation, depreciation and write-downs is substantially in line with the previous year, rising from 3.4% for the year ended 31 December 2022 to 3.5% for the year ended 31 December 2023.

### EBIT

“EBIT” was Euro 35,344 thousand for the year ended 31 December 2023, an increase of Euro 26,967 thousand compared to Euro 8,377 thousand for the year ended 31 December 2022. This change was due to the positive trend in EBITDA, as described above, partially offset by the increase in depreciation and amortisation in the year due to the capital expenditures made and the write-down of receivables from the related company Next Geosolutions Ltd. Consequently, the EBIT margin increased from 12.5% for the year ended 31 December 2022 to 23.8% for the year ended 31 December 2023.

### Net financial expenses

The table below provides a breakdown of “Net financial expenses” for the years ended 31 December 2023 and 2022:

	For the year ended 31 December				Change	
	2023	Impact % on the value of production	2022	Impact % on the value of production	2023– 2022	%
	<i>(in Euro thousand, except for percentages)</i>					
Other financial income	7	0.0%	2	0.0%	5	>100%
<b>Financial income</b>	<b>7</b>	<b>0.0%</b>	<b>2</b>	<b>0.0%</b>	<b>5</b>	<b>&gt;100%</b>
Bank interest expenses	(1,576)	(1.1%)	(494)	(0.7%)	(1,082)	>100%
Other interest expenses	(142)	(0.1%)	(149)	(0.2%)	7	(4.7%)
<b>Financial expenses</b>	<b>(1,718)</b>	<b>(1.2%)</b>	<b>(643)</b>	<b>(1.0%)</b>	<b>(1,075)</b>	<b>&gt;100%</b>
<b>Net financial expenses</b>	<b>(1,711)</b>	<b>(1.2%)</b>	<b>(641)</b>	<b>(1.0%)</b>	<b>(1,070)</b>	<b>&gt;100%</b>

“Net financial expenses” amounted to Euro 1,711 thousand for the year ended 31 December 2023, with an increase of Euro 1,070 thousand compared to Euro 641 thousand for the year ended 31 December 2022, mainly due to the increase in interest rates on variable-rate loans partially offset

by the reduction in loans repaid during the year.

As a percentage of the value of production, Net financial expenses is substantially in line with the previous year, rising from 1.0% for the year ended 31 December 2022 to 1.2% for the year ended 31 December 2023.

#### Income taxes

“Income taxes” were Euro 4,295,000 for the year ended 31 December 2023, an increase of Euro 4,245,000 compared to Euro 50,000 for the year ended 31 December 2022. This change is due to the higher pre-tax profit realised during the financial year 2023 compared to the previous year.

The overall ratio to the production value decreased from 0.1% for the year ending 31 December 2022 to 2.9% for the year ending 31 December 2023.

### 3.1.2 Selected Group Balance Sheet Information as of 31 December 2023 and 2022

The table below shows the reclassified balance sheet for sources and uses as of 31 December 2023 and 2022 derived from the Group's Consolidated Financial Statements, used by management in the analysis of company performance. According to the distinction between uses and sources, this reclassified balance sheet includes certain reclassifications of line items included in the consolidated balance sheet of Consolidated Financial Statements, where they are separated into assets, liabilities, and equity.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
<b>Uses</b>		
Fixed assets (*)	42,368	25,868
Other non-current assets and liabilities	(3,155)	(1,539)
Net working capital (*)	19,723	14,870
<b>Net invested capital (*)</b>	<b>58,936</b>	<b>39,199</b>
<b>Sources</b>		
Net financial debt (*)	9,707	19,168
Total Shareholders' equity	49,229	20,031
<b>Sources of funding (*)</b>	<b>58,936</b>	<b>39,199</b>

(\*) Fixed capital, Net working capital, Net invested Capital, Net financial debt and Sources of funding are Alternative Performance Indicators, which are not identified as accounting measures under Italian Accounting Standards and, therefore, should not be considered as alternative measures to those provided by the financial statements for the evaluation of the Group's economic, financial and asset situation.

#### Fixed assets



The table below provides a breakdown of “Fixed assets” as of 31 December 2023 and 2022.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Intangible fixed assets	3,084	2,450
Tangible fixed assets	39,258	23,393
Equity investments	26	25
<b>Fixed assets (*)</b>	<b>42,368</b>	<b>25,868</b>

(\*) Fixed assets are an Alternative Performance Indicator, which is not identified as an accounting measure under Italian Accounting Standards and, therefore, should not be considered as an alternative measure to those provided by the financial statements for the evaluation of the Group’s economic, financial and asset situation.

“Fixed assets” increased from Euro 25,868 thousand as of 31 December 2022 to Euro 42,368 thousand as of 31 December 2023, an increase of Euro 16,500 thousand or 63.8%. This change was mainly due to the increase in tangible fixed assets resulting from investments in electronic equipment and improvements on owned ships, partially offset by amortisation and depreciation for the period.

The items included in “Fixed assets” are detailed below.

#### Intangible fixed assets

Intangible fixed assets amounted to Euro 2,450 thousand as of 31 December 2022, of which Euro 1,708 thousand related to goodwill, and Euro 3,084 thousand as of 31 December 2023, of which Euro 1,272 thousand related to goodwill. This increase was mainly attributable to (i) improvements on third-party ships and other capital expenditures made during the year ended 31 December 2023 for a total amount of Euro 1,699 thousand, partially offset by (ii) amortisation for the year of Euro 1,064 thousand.

“Intangible fixed assets” mainly include (i) goodwill generated from the consolidation of the subsidiary Next Geosolutions UKCS Ltd, (ii) leasehold improvements, mainly on chartered ships, (iii) development costs mainly related to the “Design and implementation of an in-situ system for measuring the thermal resistivity of marine sediments” and the performance of functional tests on the same, (iv) a patent for the for measuring the thermal conductivity and temperature of marine sediments and (v) software program licenses.

#### Tangible fixed assets

The table below shows the breakdown of “Tangible fixed assets” as of 31 December 2023 and 2022.

As of 31 December	
2023	2022

	<i>(in Euro thousand)</i>	
Land and buildings	2,068	2,118
Plants and machinery	2	5
Industrial and commercial equipment (*)	8,030	3,123
Other assets	29,069	12,548
Fixed assets under construction and payments on account	89	5,599
<b>Tangible fixed assets</b>	<b>39,258</b>	<b>23,393</b>

(\*) The item includes equipment under finance lease for Euro 844 thousand as of 31 December 2023 (Euro 1,258 thousand as of 31 December 2022).

“Tangible fixed assets” mainly include (i) other assets including the ships NG Worker, NG Driller and NG Coastal and the improvements made to them, (ii) industrial equipment mainly referring to the mechanical and electronic equipment used on board the ships for geophysical and geotechnical analyses at sea, (iii) land and buildings referring to the buildings owned by the Company in England.

“Tangible fixed assets” increased from Euro 23,393 thousand as of 31 December 2022 to Euro 39,258 thousand as of 31 December 2023, an increase of Euro 15,865 thousand or 67.8%. This increase was mainly due to improvements on Group-owned ships as well as capital expenditures in electronic equipment. For further details on the capital expenditures in tangible assets made by the Group during the periods under review, please refer to Section One, Chapter VI, Paragraph 6.7.1 of the Admission Document.

#### Equity investments

“Equity investments” increased from Euro 25 thousand as of 31 December 2022 to Euro 26 thousand as of 31 December 2023, and included minority interests in (i) companies controlled by the parent company, such as Marnavi Shipping Management Pvt. and Finimm S.r.l., and (ii) other companies, such as Mar.Te. Scarl, Consorzio Cluster Blue Italian Growth, Consorzio Area Tech and Banca di Credito Cooperativo S.c.

#### Other non-current assets and liabilities

The table below provides a breakdown of “Other non-current assets and liabilities” as of 31 December 2023 and 2022.

	<b>As of 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<i>(in Euro thousand)</i>	
Non-current receivables from companies controlled by parent company	–	1,055
Non-current tax receivables	499	–
Deferred tax assets	524	491

Non-current prepayments and accrued income	58	-
Provisions for risks and charges	(1,640)	(812)
Employee benefit liabilities (TFR)	(1,384)	(1,308)
Non-current prepayments and deferred income	(1,212)	(965)
<b>Other non-current assets and liabilities</b>	<b>(3,155)</b>	<b>(1,539)</b>

“Other non-current assets and liabilities” increased from Euro 1,539 thousand as of 31 December 2022 to Euro 3,155 thousand as of 31 December 2023, an increase of Euro 1,616 thousand. The items included in “Other non-current assets and liabilities” are detailed below.

Non-current receivables from companies subject to the control of the parent company

“Non-current receivables from companies controlled by the parent company” were Euro 1,055 thousand as of 31 December 2022 and referred to receivables from the related company Next Geosolutions Ltd, which were entirely written off in 2023 as they were deemed not recoverable.

Non-current tax receivables

“Non-current tax receivables” were Euro 499 thousand as of 31 December 2023 and refer to tax receivables which can be offset in annual tranches.

Deferred tax assets

“Deferred tax assets” were Euro 524 thousand as of 31 December 2023 (Euro 491 thousand as of 31 December 2022) and were mainly generated by unrealised foreign exchange losses and the write-down of trade receivables.

Non-current prepayments and accrued income

Non-current prepayments and accrued income were Euro 58 thousand as of 31 December 2023 and mainly refer to costs related to insurance policies covering risks connected to the ships managed by the Group and maxi-rentals for ship charters, which will have an economic impact beyond the next financial year.

Provisions for risks and charges

“Provisions for risks and charges” increased from Euro 812 thousand as of 31 December 2022 to Euro 1,640 thousand as of 31 December 2023, an increase of Euro 828 thousand or 102.0%. This change was mainly due to (i) the increase in the provision for deferred taxes due to unrealised foreign exchange gains and interim contracts, and (ii) accruals to the provision for severance indemnities for directors.

### *Employee benefit liabilities (TFR)*

Employee benefit liabilities increased from Euro 1,308 thousand as of 31 December 2022 to Euro 1,384 thousand as of 31 December 2023, an increase of Euro 76 thousand due to accruals for the year, partially offset by utilizations for the year.

### *Non-current prepayments and deferred income*

“Non-current prepayments and deferred income” increased from Euro 965 thousand as of 31 December 2022 to Euro 1,212 thousand as of 31 December 2023, an increase of Euro 247 thousand, or 25.6%. This item mainly refers to public grants for plants received based on the capital expenditures made, which will have economic effects beyond the next financial year, increased for the higher capital expenditures made by the Group during the year.

### **Net working capital**

The table below shows the breakdown of “Net working capital” as of 31 December 2023 and 2022.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Inventories	123,933	60,392
Trade receivables <sup>(a)</sup>	39,564	19,862
Advances	(116,602)	(51,414)
Trade payables <sup>(b)</sup>	(29,176)	(17,667)
<b>Trade net working capital <sup>(*)</sup></b>	<b>17,719</b>	<b>11,173</b>
Other receivables <sup>(c)</sup>	5,924	3,870
Current prepayments and accrued income	2,552	2,125
Other payables <sup>(d)</sup>	(5,803)	(1,600)
Current prepayments and deferred income	(669)	(698)
<b>Net working capital <sup>(*)</sup></b>	<b>19,723</b>	<b>14,870</b>

(\*) Trade net working capital and Net working capital are Alternative Performance Indicators, which are not identified as accounting measures under Italian Accounting Standards and, therefore, should not be considered as alternative measures to those provided by the financial statements for the evaluation of the Group’s economic, financial and asset situation.

(a) The item “Trade receivables” consists of the sum of the following balance sheet items included in the Consolidated Financial Statements: (i) Receivables from customers and (ii) Receivables from parent companies.

(b) The item “Trade payables” consists of the sum of the following balance sheet items included in the Consolidated Financial Statements: (i) Payables to suppliers, (ii) Payables to parent companies, and (iii) Payables to companies controlled by parent company.

(c) The item “Other receivables” consists of the sum of the following balance sheet items included in the Consolidated Financial Statements: (i) Current tax receivables and (ii) Receivables from others.

(d) The item “Other payables” consists of the sum of the following balance sheet items included in

the Consolidated Financial Statements: (i) Tax payables, (ii) Payables to social security institutions and (iii) Other payables.

“Net working capital” increased from Euro 14,870 thousand as of 31 December 2022 to Euro 19,723 thousand as of 31 December 2023, an increase of Euro 4,853 thousand or 32.6%. This change was related to the increase in the Group's business volume during the year, mainly due to the growth in the value of production and the awarding of larger contracts, which generated an increase in trade net working capital due to higher trade receivables and inventories for work in progress on contracts, partially offset by the increase in trade payables and advances, as analysed below.

The items included in “Net working capital” are described below.

### Inventories

The table below shows the breakdown of “Inventories” as of 31 December 2023 and 2022.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Raw materials, ancillary, and consumable materials	872	1,419
Work in progress on contracts	123,038	58,973
Payments on account	23	–
<b>Total</b>	<b>123,933</b>	<b>60,392</b>

Inventories mainly include work in progress on contracts for geophysical and geotechnical analysis activities at sea, which increased from Euro 58,973 thousand as of 31 December 2022 to Euro 123,038 thousand as of 31 December 2023. This increase was mainly due to the progress on contracts initiated by the Group during the year, specifically the Tyrrhenian Link, the Celtic Interconnector, the wind farm with Vattenfal and the offshore wind farm with Tennet. For further details, please refer to the section value of production in this Chapter.

### Trade receivables

“Trade receivables” increased from Euro 19,862 thousand as of 31 December 2022 to Euro 39,564 thousand as of 31 December 2023, an increase of Euro 19,702 thousand, mainly due to the growth of the Group's business and the management of the credit office and the quality of the Group's credit portfolio.

“Trade receivables” as of 31 December 2023 include (i) receivables from customers of Euro 38,662 thousand (Euro 18,876 thousand as of 31 December 2022) and (ii) receivables from parent companies amounting to Euro 902 thousand (Euro 986 thousand as of 31 December 2022).

As of 31 December 2022 and 31 December 2023, the receivables recognised in the balance sheet were fully recoverable and, therefore, no allowance doubtful debt was made to adjust their par value.

The table below provides a breakdown of the Group's trade receivables by maturity date as of 31 December 2023.

	<b>As of 31 December 2023</b>	<b>Impact %</b>
	<i>(in Euro thousand, except for percentages)</i>	
Not overdue	29,761	77.0%
Overdue	8,901	23.0%
<i>of which</i>		
<i>0-30 days</i>	<i>8,765</i>	<i>22.7%</i>
<i>31-60 days</i>	-	<i>0.0%</i>
<i>61-90 days</i>	-	<i>0.0%</i>
<i>Over 90 days</i>	<i>136</i>	<i>0.3%</i>
<b>Receivables from customers</b>	<b>38,662</b>	<b>100.0%</b>

The Group carefully assesses the creditworthiness of customers, constantly monitors credit exposure and activates immediate debt collection procedures with counterparties with significant past due amounts.

The table below shows the calculation of average collection days for trade receivables for the year ended 31 December 2023 and 2022.

	<b>As of 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<i>(in Euro thousand)</i>	
Trade receivables (A)	39,564	19,862
Value of production(B)	148,595	67,225
<b>Average collection days (A)/(B)*360</b>	<b>96</b>	<b>106</b>

The average collection days for trade receivables (calculated as the ratio of "Trade receivables" to "Value of production" multiplied by 360) increased from 106 days in 2022 to 96 days in 2023.

#### Advances

"Advances" increased from Euro 51,414 thousand as of 31 December 2022 to Euro 116,602 thousand as of 31 December 2023, an increase of Euro 65,188 thousand, mainly due to advances from customers for the completion of ongoing contracts and the increase in the Group's production volume.

#### Trade payables

"Trade payables" increased from Euro 17,667 thousand as of 31 December 2022 to Euro 29,176 thousand as of 31 December 2023, an increase of Euro 11,509 thousand or 65.1%, due to growth of the Group's business. As of 31 December 2023, "Trade payables" include (i) payables to suppliers amounting to Euro 22,923 thousand (Euro 13,769 thousand as of 31 December 2022), (ii) payables to

parent companies amounting to Euro 6,113 thousand (Euro 3,898 thousand as of 31 December 2022), and (iii) payables to companies controlled by the parent companies amounting to Euro 140 thousand.

The table below provides a breakdown of the Group's "Payables to suppliers" by maturity date as of 31 December 2023.

	<b>As of 31 December 2023</b>	<b>Impact %</b>
	<i>(in Euro thousand, except for percentages)</i>	
Not overdue	19,088	83.3 %
Overdue	3,835	16.7 %
<i>of which</i>		
<i>0-30 days</i>	<i>2,933</i>	<i>12.8 %</i>
<i>31-60 days</i>	<i>464</i>	<i>2.0%</i>
<i>61-90 days</i>	<i>235</i>	<i>1.0%</i>
<i>Over 90 days</i>	<i>203</i>	<i>0.9 %</i>
<b>Payables to suppliers</b>	<b>22,923</b>	<b>100.0%</b>

The table below shows the calculation of average payment days for trade payables for the year ended 31 December 2023 and 2022.

	<b>As of 31 December</b>	
	<b>2023</b>	<b>2022</b>
	<i>(in Euro thousand)</i>	
Trade payables (A)	29,176	17,667
Operating costs (B)	108,101	56,587
<b>Average payment days (DPO) (A)/(B)*360</b>	<b>97</b>	<b>112</b>

The average payment days of trade payables (calculated as the ratio of "Trade payables" to "Operating costs" multiplied by 360) fell from 112 days in 2022 to 97 days in 2023. The reduction in average payment days compared to the previous year shows the Group's commitment to meeting payment deadlines with suppliers, despite the increase in business volume in 2023.

#### Other receivables

"Other receivables" increased from Euro 3,870 thousand as of 31 December 2022 to Euro 5,924 thousand as of 31 December 2023, an increase of Euro 2,054 thousand or 53.1%. These receivables mainly refer to receivables for non-repayable grants (ARES, NSS2023 and NGR2025), various tax receivables and receivables for advances paid to suppliers as down payments.

#### Current prepayments and accrued income

"Current prepayments and accrued income" increased from Euro 2,125 thousand as of 31 December 2022 to Euro 2,552 thousand as of 31 December 2023, an increase of Euro 427 thousand, or 20.1%. This item mainly includes costs related to insurance policies covering risks related to the ships

operated by the Group, maxi-rentals for ship charters, and other costs pertaining to subsequent years, which increased as a result of the Group's higher business volume.

#### Other payables

“Other payables” increased from Euro 1,600 thousand as of 31 December 2022 to Euro 5,803 thousand as of 31 December 2023, recording an increase of Euro 4,203 thousand, mainly due to higher tax payables related to the increase in taxable income compared to the previous year and payables to employees and directors.

#### Current prepayments and deferred income

“Current prepayments and deferred income” decreased from Euro 698 thousand as of 31 December 2022 to Euro 669 thousand as of 31 December 2023, a decrease of Euro 29 thousand, or 4.2%. This item mainly refers to public grants for plants received based on the capital expenditures made, which will have economic effects by the next financial year.

#### Net financial debt

The table below shows the Group's “Net financial debt” as of 31 December 2023 and 2022.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Cash and cash equivalents	17,775	10,249
Current financial receivables	14	-
<b>Current financial assets (A)</b>	<b>17,789</b>	<b>10,249</b>
Current payables to banks	10,549	12,447
Current payables to other lenders	328	329
<b>Current financial liabilities (B)</b>	<b>10,877</b>	<b>12,776</b>
<b>Current net financial debt (C) = (B - A)</b>	<b>(6,912)</b>	<b>2,527</b>
Non-current financial receivables	180	217
<b>Non-current financial assets (D)</b>	<b>180</b>	<b>217</b>
Non-current payables to banks	15,921	15,652
Non-current payables to other lenders <sup>(1)</sup>	878	1,206
<b>Non-current financial liabilities (E)</b>	<b>16,799</b>	<b>16,858</b>
<b>Non-current net financial debt (F) = (E - D)</b>	<b>16,619</b>	<b>16,641</b>
<b>Net financial debt (F + C) (*)</b>	<b>9,707</b>	<b>19,168</b>

(\*) Net financial debt is an Alternative Performance Indicator, which is not identified as an accounting measure under Italian Accounting Standards and, therefore, should not be considered as an alternative measure to those provided by the financial statements for the evaluation of the Group's economic, financial and asset situation.

(1) The item “Non-current payables to other lenders” consists of the sum of the following balance



sheet items included in the Consolidated Financial Statements: (i) “Payables to other lenders due after one year” and (ii) “Payables to shareholders for loans”.

Net financial debt decreased from Euro 19,168 thousand as of 31 December 2022 to Euro 9,707 thousand as of 31 December 2023, a decrease of Euro 9,461 thousand, mainly due to the liquidity generated during the year, particularly from operating activities as a result of the Group's increased business volume, partially used in capital expenditure and the decrease in current payables to banks during the year.

The items included in “Net financial debt” are described below.

#### Cash and cash equivalents

“Cash and cash equivalents” include cash on hand on the Group's owned ships and balances in the bank accounts. As of 31 December 2023 and 2022, cash and cash equivalents are not subject to restrictions or encumbrances.

The amount of cash held by the Group is motivated not only by its normal operational activities but also by the need to have liquidity available in order to: (i) make investments and (ii) meet existing financial obligations.

Please refer to section 3.1.3 of this Chapter for an analysis of the development of cash and cash equivalents during the periods under review.

As of the Admission Document Date, there are no restrictions on the use of financial resources.

#### Current and non-current financial receivables

“Financial receivables” decreased from Euro 217 thousand as of 31 December 2022 to Euro 194 thousand as of 31 December 2023 (of which Euro 14 thousand was short-term), a decrease of Euro 23 thousand. The change is due to the net effect of collections for surrender of certain insurance policies and payments made for premiums on other insurance policies.

#### Current and non-current payables to banks

“Payables to banks” decreased from Euro 28,099 thousand as of 31 December 2022 (of which Euro 12,447 thousand was short-term) to Euro 26,470 thousand as of 31 December 2023 (of which Euro 10,549 thousand was short-term), a decrease of Euro 1,629 thousand.

During the year ended 31 December 2023, the Group entered into two new medium-long-term loan agreements for a total nominal amount of Euro 5,750 thousand.

As of 31 December 2023, “Payables to banks” consisted of (i) Euro 5,816 thousand of bank overdrafts and short-term advances (Euro 8,422 thousand as of 31 December 2022) and (ii) Euro 20,654 thousand in bank loans and accrued interest (Euro 19,677 thousand as of 31 December 2022).

The table below provide a breakdown of outstanding loans as of 31 December 2023 for Group company.

*In Euro  
thousand*

Contracting company	Financial institution	Annual interest rate	Instalment frequency	Maturity	Outstanding debt as of 31 December 2023 (*)
Next Geosolution Europe S.p.A.	Intesa Sanpaolo	Euribor 6M+2.65%	Half-yearly	28/09/2028	3,056
Next Geosolution Europe S.p.A.	BNL	Euribor 3M+1.40%	Quarterly	02/10/2026	1,410
Next Geosolution Europe S.p.A.	Banco BPM	Euribor 3M+1.50%	Quarterly	25/02/2026	1,356
Next Geosolution Europe S.p.A.	Banco BPM	Euribor 3M+1.40%	Quarterly	30/09/2027	1,125
Next Geosolution Europe S.p.A.	Banco BPM	Euribor 3M+1.50%	Quarterly	31/12/2028	4,348
Next Geosolution Europe S.p.A.	Credito Emiliano	Euribor 12M+1.05%	Quarterly	24/05/2027	1,439
Next Geosolution Europe S.p.A.	Credito Emiliano	Euribor 3M+0.90%	Quarterly	26/07/2026	750
Next Geosolution Europe S.p.A.	Unicredit	Euribor 3M+1.40%	Quarterly	30/09/2028	4,130
Seashiptanker S.r.l.	ICCREA Bancalmpresa and Banca di Credito Cooperativo	Euribor 6M+2.65%	Half-yearly	31/12/2029	3,043
<b>Total</b>					<b>20,657</b>

(\*) Does not include accrued interest payable (Euro 115 thousand) and the effect of amortised cost (Euro 118 thousand).

For further information on the above-mentioned loans, please refer to Section One, Chapter XVII, Paragraph 17.1 of the Admission Document.

Some of the loan agreements include financial constraints whose non-compliance could result in the loss of term benefits (financial covenants). Specifically:

- The loan agreement entered into by the Issuer with Intesa Sanpaolo on 28 September 2022 for a nominal amount of Euro 3,600 thousand that requires, with reference to the consolidated data of Marnavi S.p.A., that (i) the ratio of EBITDA to gross financial expenses (as contractually defined) be greater than 5.00 and that (ii) the ratio of net financial position to shareholders' equity be less than 1.5;
- the loan agreement entered into by Seashiptanker S.r.l. with ICCREA Bancalmpresa and Banca di Credito Cooperativo on 9 September 2020 for a nominal amount of Euro 5,000 thousand requires, with reference to the consolidated data of Marnavi S.p.A., that (i) the ratio of net financial position to EBITDA (as contractually defined) be equal to or less than 6.25 and that (ii) the ratio of net financial position to shareholders' equity be less than 1.1. In addition, the agreement also provides that if the residual amount of the loan (comprising principal, including interest and other due fees and expenses) exceed 65% of the market value of the vessel acquired with it at the verification dates, (so-called "Loan to Value"), the beneficiary company must, alternatively, (i) either partially repay the loan in advance for an amount such that the countervalue is reduced to 65% or less (ii) or provide additional guarantees to the satisfaction of the lending banks.

As of 31 December 2023, these financial covenants had been met.

The total amount of "Payables to banks" is secured by mortgages in the amount of Euro 3,421 thousand as of 31 December 2023.

After 31 December 2023 and up to the date of this Admission Document, no new loan agreements have been entered into and no changes have been made to existing ones.

#### *Current and non-current payables to other lenders*

"Payables to other lenders" decreased from Euro 1,535 thousand as of 31 December 2022 (of which Euro 329 thousand was short-term) to Euro 1,206 thousand as of 31 December 2023 (of which Euro 328 thousand was short-term), a decrease of Euro 329 thousand due to the reduction in financial lease liabilities.

As of 31 December 2023, "Payables to other lenders" consisted of (i) Euro 529 thousand from the loan received from the shareholder Marnavi S.p.A. (Euro 529 thousand as of 31 December 2022) and (ii) Euro 677 thousand from equipment financial lease liabilities (Euro 1,006 thousand as of 31 December 2022).

#### *Total Shareholders' equity*

"Total Shareholders' Equity" increased from Euro 20,031 thousand as of 31 December 2022 to Euro

49,229 thousand as of 31 December 2023. The increase was mainly due to the Group's performance in 2023.

It should also be noted that the Issuer owns No. 100,000 treasury shares (unit par value of Euro 1.00) recognized at cost, amounting to Euro 738 thousand.

### 3.1.3 Selected Group cash flow information for the years ended 31 December 2023 and 2022

The table below shows selected key information on the Group's cash flows for the years ended 31 December 2023 and 2022.

	For the year ended 31 December		Change
	2023	2022	2023-2022
	<i>(in Euro thousand)</i>		
Cash flow from operating activities (A)	30,026	13,164	16,862
Cash flow from investments (B)	(20,534)	(13,882)	(6,652)
Cash flow from financing activities (C)	(1,980)	3,682	(5,662)
<b>Total change in cash and cash equivalents (D) = (A+B+C)</b>	<b>7,512</b>	<b>2,964</b>	<b>4,548</b>
Exchange rate effect on cash and cash equivalents (E)	14	(20)	34
Cash and cash equivalents at the beginning of the year (F)	10,249	7,305	2,944
<b>Cash and cash equivalents at the end of the year (G) = (D+E+F)</b>	<b>17,775</b>	<b>10,249</b>	<b>7,526</b>

#### Cash flow from operating activities

The table below details the "Cash flow from operating activities" for the years ended 31 December 2023 and 2022.

	For the year ended 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Profit for the year	29,193	7,387
Income taxes	4,295	49
Interest expenses	1,711	654
<i>1. Profit before income taxes, interest, dividends and capital gains/losses from disposal of assets</i>	<i>35,199</i>	<i>8,090</i>
<i>Adjustments for non-monetary items that did not have a corresponding item in net working capital</i>		
Provisions to funds	380	366
Amortisation and depreciation of fixed assets	4,057	2,261
Other adjustments to increase non-monetary items	-	1

<i>Total adjustments for non-monetary items that did not have a balancing entry in net working capital</i>	4,437	2,628
<b>2. Cash flow before changes in net working capital</b>	<b>39,636</b>	<b>10,718</b>
Changes in net working capital		
Increase in inventories	(63,515)	(13,618)
Increase in receivables from customers	(19,760)	(2,604)
Increase/(Decrease) in payables to suppliers	9,141	(913)
Increase in prepayments and accrued income	(463)	(1,414)
Increase in prepayments and deferred income	187	225
Other decreases in net working capital	66,682	21,760
<i>Total changes to net working capital</i>	<i>(7,728)</i>	<i>3,436</i>
<b>3. Cash flow after changes in net working capital</b>	<b>31,908</b>	<b>14,154</b>
Other adjustments		
(Interest paid)	(1,702)	(643)
(Income taxes paid)	(59)	(289)
(Use of funds)	(121)	(58)
<i>Total other adjustments</i>	<i>(1,882)</i>	<i>(990)</i>
<b>Cash flow from operating activities</b>	<b>30,026</b>	<b>13,164</b>

The cash flow generated by the Group's operating activities increased from Euro 13,164 thousand for the year ended 31 December 2022 to Euro 30,026 thousand for the year ended 31 December 2023, an increase of Euro 16,862 thousand.

This increase was mainly due to the combined effect of:

- the change in cash flow generated by operating activities before changes in net working capital, amounting to Euro 39,636 thousand for the year ended 31 December 2023, an increase of Euro 28,918 thousand compared to Euro 10,718 thousand for the year ended 31 December 2022. This increase was substantially in line with the growth in EBITDA of Euro 29,856 thousand, from Euro 10,638 thousand for the year ended 31 December 2022 to Euro 40,494 thousand for the year ended 31 December 2023;
- the change in cash flow absorbed by net working capital of Euro 7,728 thousand for the year ended 31 December 2023, an increase of Euro 11,164 thousand compared to the cash flow generated for the year ended 31 December 2022 of Euro 3,436 thousand. This change, correlated to the increase in business volume described above, was mainly due to (i) an increase in trade receivables for Euro 17,156 thousand, (ii) an increase in inventories, mainly due to the progress in multi-year contracts not yet completed, for Euro 49,897 thousand, partially offset by (iii) an increase in trade payables for Euro 10,054 thousand, and (iv) an increase in cash flow generated by other changes in net working capital for Euro 44,922 thousand, mainly due to the collection of advances on ongoing contracts;
- higher interest paid on outstanding variable-rate loans in the amount of Euro 1,059 thousand compared to the previous year due to the increase in interest rates.

### Cash flow from investments

The table below details the “Cash flow from investments” for the years ended 31 December 2023 and 2022.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Investments in tangible fixed assets	(18,857)	(13,463)
Investments in intangible fixed assets	(1,699)	(397)
Investments in financial fixed assets	(23)	(25)
Disinvestments in financial fixed assets	45	3
<b>Cash flow from investments</b>	<b>(20,534)</b>	<b>(13,882)</b>

The cash flow absorbed by the Group's investments increased from Euro 13,882 thousand for the year ended 31 December 2022 to Euro 20,534 thousand for the year ended 31 December 2023, an increase of Euro 6,652 thousand.

Specifically, the cash flow absorbed by investments in 2023 is mainly due to:

- Euro 18,857 thousand for investments in tangible fixed assets, mainly related to the completion of improvements on the drilling vessel NG Driller, the offshore support vessel NG Worker and the vessel for nearshore analysis NG Coastal, as well as the completion of the Fast Remotely Operated Vehicle (Fast ROV) and investments in other electronic equipment, including the Remotely Operated Towed Vehicles (ROTV);
- Euro 1,699 thousand for investments in intangible fixed assets, mainly related to improvements on third-party ships chartered by Group companies.

The cash flow absorbed by investing activities in 2022 is due to:

- Euro 13,463 thousand for investments in tangible fixed assets, mainly related to the purchase of a second hand drilling vessel through the development of a deep water drilling system; the purchase of a small vessel for autonomous nearshore marine surveys (ASV); the construction of a remotely piloted Fast ROV underwater vehicle; and capital expenditures in equipment and technological instrumentation;
- Euro 397 thousand for investments in intangible fixed assets, mainly related to improvements on third-party ships chartered by Group companies.

For further information on the investments made during the periods under review, see Section One, Chapter VI, Paragraph 6.7.1 of the Admission Document.

### Cash flow from financing activities

The table below details the “Cash flow from financing activities” for the years ended 31 December

2023 and 2022.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Decrease in short-term payables to banks	(2,628)	(4,941)
New loans	5,750	10,600
Loan repayments	(5,102)	(1,977)
<b>Cash flow from financing activities</b>	<b>(1,980)</b>	<b>3,682</b>

The cash flow absorbed by the Group's financing activities amounted to Euro 1,980 thousand for the year ended 31 December 2023, an increase compared to the cash flow generated for the year ended 31 December 2022 of Euro 3,682 thousand.

Specifically, for the year ended 31 December 2023, the Group repaid loans and other bank borrowings for a total amount of Euro 7,730 thousand, partially offset by new bank loans received by the Issuer from Banco BPM and Credito Emiliano for a total of Euro 5,750 thousand.

For the year ended 31 December 2022, the cash flow generated by financing activities was attributable to the bank loans received by the Issuer from Banco BPM, Unicredit and Credito Emiliano for a total of Euro 10,600 thousand, partially offset by the repayment of existing loans and other bank borrowings for a total of Euro 6,918 thousand.

### 3.1.4 Group financial, economic and equity indicators for the financial years ended 31 December 2023 and 2022

This chapter contains a number of Group financial, economic and balance sheet indicators as alternatives to the indicators defined or specified in the applicable financial reporting regulations. For a correct interpretation of these indicators, the following should be noted:

- The APIs are constructed from historical data extracted from the Consolidated Financial Statements and are not indicative of the Group's future performance;
- APIs are not measures whose determination is regulated by Italian Accounting Standards and, although derived from the Group's Consolidated Financial Statements, are not subject to audit;
- APIs should not be considered as substitutes for the indicators provided by Italian Accounting Standards and, therefore, should not be considered as alternative measures to those provided by the financial statements for the assessment of the Group's economic performance;
- these APIs must be read in conjunction with the Group's financial information from the Consolidated Financial Statements;
- the definitions of the APIs used by the Group, as they do not derive from the reference accounting standards, may not be consistent with those adopted by other groups and therefore may not be comparable with them; and
- the APIs used by the Group are consistently and uniformly defined and presented for all

periods for which financial information is included in this Admission Document.

The table below shows the Alternative Performance Indicators relating to the Group's financial position, results of operations and cash flows for the years ended 31 December 2023 and 2022.

	As of and for the year ended 31 December	
	2023	2022
	<i>(in Euro thousand, except for percentages)</i>	
EBITDA <sup>(1)</sup>	40,494	10,638
EBITDA <i>margin</i> <sup>(2)</sup>	27.3%	15.8%
EBIT <sup>(3)</sup>	35,344	8,377
EBIT <i>margin</i> <sup>(4)</sup>	23.8%	12.5%
Capital expenditures <sup>(5)</sup>	20,556	13,860
Net financial debt <sup>(6)</sup>	9,707	19,168
ROE <sup>(7)</sup>	59.3%	36.9%
ROA <sup>(8)</sup>	15.1%	6.7%
ROIC <sup>(9)</sup>	52.3%	21.2%
Fixed assets <sup>(10)</sup>	42,368	25,868
Trade net working capital <sup>(11)</sup>	17,719	11,173
Net working capital <sup>(12)</sup>	19,723	14,870
Net invested capital <sup>(13)</sup>	58,936	39,199
Net financial debt / EBITDA	0.24	1.80
Net financial debt / Shareholders' equity	0.20	0.96
Financial expenses / Net financial debt	0.18	0.03

(1) The table below shows the criterion used by the Issuer for the calculation of EBITDA for the years ended 31 December 2023 and 2022.

	For the year ended 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Profit for the year	29,193	7,387
Income taxes	4,295	50
Exchange gains and losses	145	299
Financial charges	1,718	643
Financial income	(7)	(2)
Amortisation, depreciation and write-downs	5,150	2,261
<b>EBITDA</b>	<b>40,494</b>	<b>10,638</b>

(2) The EBITDA margin is defined as the ratio of EBITDA divided by Value of production.

(3) The table below shows the criterion used by the Issuer for the calculation of EBIT for the years ended 31 December 2023 and 2022.

For the year ended 31 December



	2023	2022
	<i>(in Euro thousand)</i>	
Profit for the year	29,193	7,387
Income taxes	4,295	50
Exchange gains and losses	145	299
Financial charges	1,718	643
Financial income	(7)	(2)
<b>EBIT</b>	<b>35,344</b>	<b>8,377</b>

(4) The EBIT margin is calculated as the ratio of EBIT divided by Value of production.

(5) “Capital expenditures” are calculated as the sum of investments in tangible fixed assets and investments in intangible fixed assets extracted from the cash flow statement of the Consolidated Financial Statements.

(6) For the calculation of “Net financial debt”, please refer to paragraph 3.1.2 of this Chapter of the Admission Document.

(7) The table below shows the criteria used by the Issuer to calculate the “ROE – Return on Equity” as of 31 December 2023 and 2022. This indicator expresses the profitability and return on equity of the Group.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand, except for percentages)</i>	
Profit for the year (A)	29,193	7,387
Total Shareholders’ equity (B)	49,229	20,031
<b>ROE (A)/(B)</b>	<b>59.3%</b>	<b>36.9%</b>

(8) The table below shows the criteria used by the Issuer to calculate the “ROA – Return on Assets” as of 31 December 2023 and 2022. This indicator expresses the profitability of the Group’s core business activities.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand, except for percentages)</i>	
EBIT (A)	35,344	8,377
Total assets (B)	233,391	124,129
<b>ROA (A)/(B)</b>	<b>15.1%</b>	<b>6.7%</b>

(9) The table below shows the criteria used by the Issuer to calculate the “ROIC – Return on Invested Capital” as of 31 December 2023 and 2022. This indicator expresses the profitability of the Group’s core business activities.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand, except for percentages)</i>	

EBIT (A)	35,344	8,377
Tax effect (*) (B)	(4,533)	(56)
Net invested capital (B)	58,936	39,199
<b>ROIC (A+B)/(C)</b>	<b>52.3%</b>	<b>21.2%</b>

(\*) Calculated as the percentage of income tax compared to the pre-tax result applied to EBIT for the periods indicated.

(10) For the calculation of “Fixed assets”, please refer to paragraph 3.1.2 of this Chapter of the Admission Document.

(11) For the calculation of “Trade net working capital”, please refer to paragraph 3.1.2 of this Chapter of the Admission Document.

(12) For the calculation of “Net working capital”, please refer to paragraph 3.1.2 of this Chapter of the Admission Document.

(13) For the calculation of “Net invested capital”, please refer to paragraph 3.1.2 of this Chapter of the Admission Document.

## CHAPTER IV – RISK FACTORS

*This Chapter of the Admission Document describes the risk elements relating to the Company and the Group, the business sector in which it operates and the Shares subject to Admission to Trading.*

*Investment in the Shares carries a high degree of risk and is intended for investors who are able to assess the specific characteristics of the Company's and Group's business and the riskiness of the proposed investment.*

*Accordingly, before deciding to make an investment in the Shares, potential investors are advised to carefully consider the risks described below, which should be read in conjunction with the information contained in the Admission Document including the documents and information incorporated by reference therein.*

*In order to make a correct assessment of the investment in Shares, investors are invited to evaluate the specific risk factors relating to the Company and the Group, the business sector in which it operates and the Shares, together with all the information contained in the Admission Document. The occurrence of any of the circumstances described in any of the following risk factors could adversely affect the business and the economic and financial situation of the Company and the Group, their prospects and the price of the Shares, and shareholders could lose all or part of their investment. These negative effects on the Company, the Group and the Shares could also occur if events, not known to the Company today, were to occur that would expose the Company to further risks or uncertainties, or if risk factors that are not considered significant today were to become so due to circumstances that have arisen.*

*The transaction described in this Admission Document presents the risk elements typical of an investment in shares. Furthermore, the investment in Shares presents the risk elements typical of an investment in financial instruments traded on a non-regulated market (i.e., Euronext Growth Milan).*

*The Company considers the following risks to be relevant for potential investors.*

*References to Sections, Chapters and Paragraphs refer to Sections, Chapters and Paragraphs of the Admission Document.*

### **A. RISK FACTORS RELATING TO THE ISSUER AND THE GROUP**

#### **A.1 RISKS RELATING TO THE ECONOMIC, FINANCIAL AND ACCOUNTING SITUATION OF THE ISSUER AND THE GROUP**

##### ***A.1.1 Risks Related to the repeatability of last year's results and prospective Group performance***

For the year ended 31 December 2023, the Group recorded: (i) a value of production of Euro 148,595 thousand, an increase of Euro 81,370 thousand compared to the previous year; (ii) an EBITDA of Euro 40,494 thousand, an increase of Euro 29,856 thousand compared to the previous year; and (iii) a net profit of Euro 29,193 thousand, an increase of Euro 21,806 thousand compared to the previous year.

The growth in the results recorded is attributable to the development of the Group's business in the two main business sectors in which it operates, 63% in the Underwater power cables sector (so-called "Interconnectors"), and 34% in the marine renewable energy sector (the so-called "wind-

farm”), due to the execution, during the year 2023 – respectively – of a significant contract in the Interconnectors sector, connecting Sicily–Sardinia–Campania (a project called “Tirrhenean Link”), and the acquisition of the operator Vattenfall as a new customer in the Offshore Wind Farm market.

More generally, the Group’s results for the year ended 31 December 2023 benefited from the growth of opportunities within the reference market and the intensification of investments by public institutions and private operators in the Interconnectors and Offshore Wind Farm sector.

In this regard, it is reported that the total amount of EPCI (Engineering, Procurement, Construction and Installation) Interconnectors expenditure between 2015 and 2023 was approximately Euro 10 billion for the European subsea cable market. With more specific regard to offshore wind power subsea cables, the total amount of expenditure for projects to be carried out between 2015 and 2023 was approximately Euro 14 billion for the European market.

These markets are also expected to grow further in the coming years <sup>(1)</sup>.

Specifically, in the Group’s opinion:

- (i) the total amount of expenditure for EPCI Interconnectors for the European underwater power cable market between 2023 and 2033 will be approximately Euro 43 billion. With more specific regard to “offshore wind power” subsea cables, the total amount of expenditure for projects to be carried out between 2023 and 2032 for the European market is estimated to be approximately Euro 42 billion (Euro 24 billion for installation alone) <sup>(2)</sup>; while,
- (ii) the Capex value of European investments planned for the development of “Fixed” and “Floating” Offshore Wind Farms over five years from 2023 to 2028 is estimated at around Euro 165 billion <sup>(3)</sup>.

In addition to the above, the Group’s results as of 31 December 2023, also benefited from the award in 2022, and its development during the financial year 2023, of particularly significant contracts totalling approximately Euro 52 million, of which: (i) approximately Euro 43 million related to the Interconnectors sector and approximately Euro 22 million attributable to the award (in 2023) of certain contracts in the Offshore Wind Farm sector, still under execution as of the Admission Document Date.

As of 31 December 2023, the Group’s value of production increased by 121.0% compared to the previous year.

Growth in the markets in which the Group operates is highly dependent on the availability of resources allocated at government level for the execution of individual projects as well as the continuity of political and industrial commitment towards energy transition. As of the Admission Document Date, also considering the current environmental scenario, there is a strong international, but especially European, desire to invest in renewable energies, thereby promoting energy transition and independence, with a specific focus on the Offshore Wind Farm sector, which constitutes, as of the Admission Document Date, the primary market for renewable energies at sea. Therefore, there is a risk that, if such political and market trend changes, investments in the energy sector may be directed towards different sources and/or methods of energy procurement (e.g., petroleum

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<sup>(1)</sup> Source: analysis by Next Geo on 4COffshore data.

<sup>(2)</sup> Source: 4COffshore.

<sup>(3)</sup> Source: 4COffshore.

products, nuclear energy, and solid fossil fuels) compared to those related to the business sectors in which the Group operates.

Obtaining new contracts, on the other hand, depends significantly on the Group's ability to maintain and improve its reputational capital. In this regard, particular relevance is assumed by the Group's ability both to complete the design and construction of projects according to the Principal's specifications and efficiently in terms of time and costs, and to leverage its reputation regarding participation in Tendering procedures for obtaining new contracts. Conversely, the Group would be excluded, by established or potential customers, from participating in such Tendering procedures, or may not be able to win the respective contracts on terms and conditions aligned with those contracted as of 31 December 2023 and up to the Admission Document Date.

Should dynamics similar to those that affected the last financial year not be repeated or not have the same significance in the future, or should conditions, as described above, not occur, the Group may not replicate the results achieved, with negative consequences on the relevant prospects and its economic, financial, and equity situation.

#### ***A.1.2 Risks related to the non-implementation or delayed implementation of the Group's development strategies and future programmes***

The Group's business strategy envisages the consolidation of its market share through the expansion of the range of services provided – which, as of the Admission Document Date, focus on activities relating to the initial phase of projects – in order to cover their entire life cycle, specifically, through the strengthening of the “Installation & Construction” sector and the integration of services “Asset in Service” activities in the Offshore Wind Farm market, which, in the Issuer's opinion, will become increasingly important in the Offshore industry.

The Group also intends to evaluate growth opportunities for external lines, through M&A transactions in strategic international areas. Specifically, the Group will evaluate the possibility of geographic expansion in the US market, where its main customers are acquiring a growing market share, with the consequent opportunity for the Group to expand its geographic presence in these territories, responding to the relative demands for the execution of the projects they manage.

The implementation of such strategies could give rise to a series of risks related to investment profitability and market operations in the reference market, as well as to managerial complexities arising, among other things, from the need to integrate, from an organisational and managerial standpoint, any acquired companies and to source from the market and/or develop highly skilled personnel.

Furthermore, the expansion strategy that the Group intends to implement depends on enriching the offering in terms of technological innovation, which requires continuous investments – and consequent significant financial efforts – aimed at designing prototypes and solutions intended for use in the survey activities carried out by the Group. The design of these technological assets is linked to achieving subsequent development stages that depend not only on technical elements but also on the possibility of promptly sourcing (even from third-party investors) the financial resources required at each stage. These phases could, among other things, be destined to be protracted over time, resulting in unforeseen higher costs, charges and liabilities due to erroneous or inaccurate technical analyses and economic-financial assessments, or circumstances beyond the Issuer's control.

Consequently, there is a risk that the objectives and strategies envisaged for the investments made will not be realised and/or that unexpected costs and/or liabilities will arise from them, as well as, more generally, problems of an industrial or financial nature. Furthermore, with more specific reference to potential external expansion, its implementation depends, among other factors, on the actual availability and capacity to identify suitable investment opportunities as well as the ability to promptly finalise the corresponding transactions.

The occurring of these circumstances could have an adverse effect on the Issuer's and the Group's business and financial situation.

For further information, see Section One, Chapter VI, Paragraph 6.4 of the Admission Document.

### ***A.1.3 Risks related to indebtedness***

As of 31 December 2023, the Group's gross financial debt amounted to Euro 27,676 thousand, of which Euro 16,799 thousand related to medium/long-term debt and Euro 10,877 thousand related to short-term debt, mainly attributable to loan agreements signed with various credit institutions, and financial advances on invoices. Net financial debt was Euro 9,707 thousand as of 31 December 2023.

Some of the aforementioned loan agreements provide, in line with market practice, for events whose occurrence entitles the bank to declare the Issuer in default of the term, to terminate the loan agreement, or to withdraw from it, including, by way of example and not exhaustively, depending on the case: (i) breach of information obligations; (ii) failure to comply with financial covenants; (iii) events detrimental to the Issuer's equity, economic, and financial situation.

Failure to comply with any of these provisions and/or the occurrence of any other event that adversely affects the Issuer's ability to meet its commitments to the lenders could result in the cancellation of the loan or the request for early repayment with respect to the contractual terms. In such scenarios, the Issuer may be required to repay the sums disbursed by the relative in advance, with significant cash outlays and consequential adverse effects on the Issuer's and Group's equity, economic, and financial situation, as well as on their respective growth prospects. As of the Admission Document Date, the Issuer considers that it has complied with all the commitments set out in the preceding paragraph.

Furthermore, there is no guarantee that in the future the Issuer will be able to obtain new loans or will be able to obtain them on terms that are not worse than those provided under the existing loan agreements.

In addition, as part of the conduct of its business, as a guarantee for the proper execution of projects and within the agreed terms, the Issuer is required to make certain commitments to customers. These commitments mainly consist of guarantees issued by the Company in favour of customers and provide for the Issuer to deliver to the customer a first-demand bank guarantee (so-called performance bond) up to a maximum value of 10% of the contractual consideration, which is then returned to the Issuer upon successful completion of the project.

Any reduction in the credit capacity with respect to the banking system and/or any worsening of the economic conditions of new loans could have significant negative effects on the Issuer's and/or Group's economic, financial, and equity situation and/or limit their relative growth.

The table below shows the Group's net financial debt as of 31 December 2023 and 31 December

2022.

	As of 31 December	
	2023	2022
	<i>(in Euro thousand)</i>	
Cash and cash equivalents	17,775	10,249
Current financial receivables	14	-
Current payables to banks	(10,549)	(12,447)
Current payables to other lenders	(328)	(329)
<b>Current net financial debt</b>	<b>6,912</b>	<b>(2,527)</b>
Non-current financial receivables	180	217
Non-current payables to banks	(15,921)	(15,652)
Non-current payables to other lenders	(878)	(1,206)
<b>Non-current net financial debt</b>	<b>(16,619)</b>	<b>(16,641)</b>
<b>Net financial debt</b>	<b>(9,707)</b>	<b>(19,168)</b>

For further information, see Section One, Chapter XVII, Paragraph 17.1 of the Admission Document.

#### **A.1.4 Contract Risks**

The Group's business focuses on the acquisition of medium to long-term annual, infra-annual and multi-annual contracts. The latter are recognised in the accounts, as work in progress on contract, on the basis of fees accrued and measurable with reasonable certainty, and according to the percentage of completion, which is determined on the basis of the so-called "daily report" of the project (i.e., the report on the progress of the work that is shared and approved – on a daily basis – by the Company and a customer representative on board the ships employed by the Company from time to time).

The determination of the offer value of contracts, and consequently, the preparation of the offer proposal, is the result of a careful exercise of cost estimation and risk analysis related to the technical complexity associated with each individual project. In addition, the preparation of the technical-economic offer is accompanied by further evaluative analyses on operational risk, and with identification of contingency margins to cover any areas of uncertainty inevitably present in each project.

However, since these projects are structured and require procuring a significant amount of equipment, materials and personnel, as well as complex management activities on the analysis and data processing for extensive periods of time, the Group's actual costs could vary from the estimated amounts, even significantly, due to, among other things: (i) the variation of the assumed operating conditions; (ii) the performance/productivity of suppliers and subcontractors; (iii) the performance/productivity of labour; (iv) different weather conditions than those estimated based on available statistical measurements; (v) changes in the cost of commodities; (vi) the adjustment of contractual fees not in line with costs resulting from changes to contractually agreed works and/or charges incurred for reasons attributable to the Principal or failure to adjust contractual fees; and (vii) delays and difficulties in renewing contracts ahead of their expiry dates and on economically advantageous terms or in procuring project assets.

It should also be noted that several contracts formalised to date contain price indexation clauses with respect to the trend of both market and sector-specific inflation rates. More specifically, with reference to certain cost categories whose price trends fluctuate (such as, for example, fuel), there is a clause to hedge the risk of price increases in relation to the quoted price. In addition, in many contracts, costs relating to the grounding of ships due to adverse weather conditions, if higher than contractually stipulated on the basis of available statistics, are recognised by the customer on a daily basis.

Lastly, the accounting entries made by the Group on its own projects could turn out to be incorrect due to the significant uncertainties typically associated with this type of contract, including changes in the timing of completion or as a result of a subsequent dispute by the customer.

The occurrence of any or all of the aforesaid circumstances could result in deviations in the Group's economic results, with consequent, even significant, negative effects on the Group's profitability and economic, equity and financial position.

#### ***A.1.5 Risks related to the construction and revision of the order book (hard backlog)***

The value of the hard backlog represents an expectation of revenue from projects that have already been contracted with customers, some of which are in the process of being executed and, therefore, the Group's hard backlog only includes the contractual value of projects that have already been contracted by the Group (including changes in contractually agreed increases or decreases in fees).

As of 31 December 2023, the Group's consolidated hard backlog – defined as orders in backlog already contracted but yet to be completed that are expected to generate revenue in subsequent years – amounted to approximately Euro 275 million, which became Euro 325 million on 29 February 2024. The value reflected in the hard backlog may not be fully realised because projects sometimes undergo changes in implementation timelines; this is due to factors such as:

- (i) the presence of contractual clauses permitting, among other things, early termination of the contracts (subject to any penalties); and
- (ii) the occurrence of external events, including events outside the Group's control, hindering the fulfilment of contractual obligations.

Cancellations of projects or significant changes in the related implementation schedule, not foreseen as of the Admission Document Date, could negatively affect, even significantly, the Issuer's and the Group's economic, financial, and equity situation.

No cancellations or suspensions of projects occurred during the financial year 2023.

#### ***A.1.6 Exchange Rate Risks***

As the Group operates internationally, it is exposed to the risk of potential exchange rate fluctuations, mainly arising from its business activities conducted in currencies other than the Euro (mainly in British Pounds and, to a lesser extent, US Dollars).

Specifically, these circumstances entail that the Group is exposed to the following risks connected to exchange rate fluctuations: (i) the so-called economic exchange rate risk, i.e., the risk that revenues and costs denominated in currencies other than the Euro take on different values than those at the time at which the price conditions were defined; (ii) the so-called translational exchange rate risk, deriving from the circumstance that the Issuer – even though it prepares its financial



statements in Euro – holds controlling interests in companies that prepare their financial statements in currencies other than Euro and, consequently, carries out conversion transactions of assets and liabilities denominated in currencies other than Euro; (iii) the so-called transactional exchange rate risk, i.e., the risk that trade and financial payables and receivables denominated in currencies other than Euro are impacted by the conversion rates used.

For the periods under review and up to the Admission Document Date, the Group has not adopted any specific foreign exchange risk hedging policies. Therefore, it cannot be ruled out that future changes in exchange rates may negatively affect the Group's results, with possible significant negative effects on the Issuer's and Group's economic, financial, and equity situation.

#### ***A.1.7 Interest Rate Risks***

As of 31 December 2023, the Group's gross financial debt amounted to Euro 27,676 thousand, of which Euro 20,539 thousand related to the Group's outstanding variable-rate loan agreements. As of 31 December 2023, the Group had no derivative contracts to hedge interest rate fluctuation risks.

Accordingly, as of the Admission Document Date, the Group is exposed to risks related to changes in interest rates, and specifically to the increase in the cost of debt. In the event of an increase in interest rates, the consequent increase in financial expenses related to variable-rate debt and the possible inadequacy of the hedging instruments set up by the Group could lead to negative effects on the Group's economic, financial, and equity situation.

The interest rate risk to which the Group is exposed arises from financial debts that provide for the payment of financial charges at a rate determined by a fixed spread added to a variable base rate (Euribor). The presence of this rate exposes the Group to a risk of fluctuating cash flows for the payment of financial charges. Considering the trend of the Euribor rate, which is the basis for the calculation of interest on the Group's debt, it cannot be excluded that further future increases in this rate, also due to economic policies adopted or that may be adopted by central banks, may have significant negative consequences on the Issuer's and Group's economic, financial, and equity situation.

#### ***A.1.8 Risks related to our Group's international operations***

The Group mainly operates in the so-called EMEA area, and to a lesser extent, in some international markets; during the financial year 2023, the Group's activities were exclusively concentrated within the zones related to the countries of the European Union and the United Kingdom.

The Group's operations abroad could expose it to risks typically associated with conducting business in international contexts, including:

- (i) exchange rate restrictions, import/export taxes, sanctions, and other laws and/or the adoption of policies and/or measures that would affect the applicable credit regulation and/or tax regime;
- (ii) changes in legal and regulatory requirements, and/or laws or regulations that limit transactions or increase operating costs;
- (iii) currency repatriation restrictions and/or laws or regulations that preclude or restrict the conversion and free movement of currencies.

Exposure to such risks, which are beyond the Issuer's control, and, therefore, the circumstance that the Group cannot guarantee that the insurance cover available to it is adequate to fully compensate for any losses arising from such risks, could impact the Group's operating results, with negative consequences on the Issuer's and the Group's economic, financial, and equity situation.

For the sake of completeness, it should be noted that if the opportunity arises, the Group will consider growth opportunities through external lines, through M&A transactions for strategic expansion in the US market. Therefore, the Group may be subject to risks arising from the more pronounced differentiation of the relevant regulations – compared to EMEA – applicable to its services, with consequent compliance costs and/or operational limitations, which could impact the relevant results. For more information on the Group's strategy and objectives, please refer to Section One, Chapter VI, Paragraph 6.4. of the Admission Document.

#### ***A.1.9 Risks Related to Trade Receivables***

The activities carried out by the Group are characterised by contractually predefined payment terms. Specifically, contracts are monitored periodically, from a management and accounting control perspective, through the so-called "WP" (Works Progress) invoicing process.

The Group's counterparties have a high degree of solvency. However, any default or delay in the fulfilment of the relevant payment obligations, within the agreed terms and in the agreed manner, could adversely affect the Group's results of operations and financial condition, with consequent adverse effects on the Group's business and its economic, financial, and equity situation. Moreover, any extensions in payment terms by customers could lead the Group to need to finance the related working capital requirement.

As of 31 December 2023, the Group's trade receivables amounted to Euro 39,564 thousand (Euro 19,862 thousand as of 31 December 2022), of which Euro 8,901 thousand (or 22.5% of total trade receivables as of 31 December 2023) consisted of overdue trade receivables. Of these overdue receivables, Euro 136 thousand (or 0.3% of the total amount of trade receivables as of 31 December 2023) refer to positions overdue for more than 90 days.

It should be noted that the average collection time for trade receivables (calculated as the ratio of (i) trade receivables at the reporting date derived from the consolidated financial statements and (ii) the value of production at the reporting date derived from the consolidated financial statements, multiplied by 360) was 106 days for the year ended 31 December 2022 and 96 days for the year ended 31 December 2023.

For further information, see Section One, Chapter VI, Paragraph 3.1.2 of the Admission Document.

#### ***A.1.10 Risks related to Alternative Performance Indicators***

The Admission Document contains certain Alternative Performance Indicators (APIs) used by the Issuer to effectively monitor information on the Group's economic and financial performance. The determination of these APIs is not regulated by the Italian Accounting Standards used by the Issuer to prepare the consolidated financial statements, nor are they subject to audit by the Independent Audit Firm. The Issuer is therefore exposed to the risk that the APIs used may prove to be inaccurate or inefficient for the informational purposes for which they are prepared. Specifically, the criteria applied by the Issuer for their determination may not be consistent with that used by other entities,

and as a result, the related balances may not be comparable with those potentially presented by such entities.

With reference to the interpretation of these APIs, attention is drawn to the following:

- The APIs are constructed from historical data extracted from the Consolidated Financial Statements and are not indicative of the Group's future performance;
- APIs are not measures whose determination is regulated by Italian Accounting Standards and, although derived from the Group's Consolidated Financial Statements, are not subject to audit;
- APIs should not be considered as substitutes for the indicators provided by Italian Accounting Standards and, therefore, should not be considered as alternative measures to those provided by the financial statements for the assessment of the Group's economic performance;
- these APIs must be read in conjunction with the Group's financial information from the Consolidated Financial Statements;
- the definitions of the APIs used by the Group, as they do not derive from the reference accounting standards, may not be consistent with those adopted by other groups and therefore may not be comparable with them; and
- the APIs used by the Group are consistently and uniformly defined and presented for all periods for which financial information is included in this Admission Document.

For further information, see Section One, Chapter VI, Paragraph 3.1.4 of the Admission Document.

#### ***A.1.11 Risks related to dividend distribution***

As of the Admission Document Date, the Issuer has not identified any policy regarding the distribution of future dividends. Furthermore, no resolutions to distribute dividends were passed for the year ended 31 December 2023. The Articles of Association do not provide for any plans regarding the distribution of dividends in future years, which will therefore be left to the decision of the competent bodies on a case-by-case basis. In this regard, it should be noted that for the financial years 2021, 2022 and 2023, the Company has decided not to distribute dividends to its shareholders, despite the presence of profits.

In light of the foregoing, there is no certainty that, despite there being distributable profits, the competent bodies of the Company will decide whether or not to proceed with the distribution of dividends.

## **A.2 RISKS RELATED TO THE OPERATIONAL ACTIVITY AND THE SECTOR IN WHICH THE ISSUER AND THE GROUP OPERATE**

### ***A.2.1 Risks related to dependence on third parties for the supply of ships, equipment, and personnel.***

The Group's business activities depend largely on the use – in addition to owned ships – also of ships owned by third parties, mobilised for the performance of geophysical and geotechnical

activities, as well as instrumentation and/or equipment, and technical personnel provided by third parties.

The Group's assets as of 31 December 2023 derive from the provision of services for the performance of which the use of third-party ships was required through special ship charter contracts. Of these chartered vessels, 24% of the total costs incurred are attributable for 51% to the parent company Marnavi.

In this regard, it should be noted that, on 6 May 2024, Next Geo signed a framework agreement with Marnavi regulating the general provisions relating to the granting, by the latter, on the basis of requests made by the Company from time to time, of the right to hire the fleet owned by Marnavi used to carry out Next Geo's geophysical and geotechnical surveys, under which the consideration or such right is determined at market conditions and is granted on a priority basis compared to other lessors (so-called "right of first refusal"). For more information on the Marnavi Agreement, see Section One, Chapter XVII, Paragraph 17.2 of the Admission Document.

It should be noted that according to the contractual documentation governing the chartering of ships, the crew (e.g. captain, first officer, chief engineer, and other crew) is included in the charter contract of the ship itself.

7.13% of the Group's assets as of 31 December 2023 derived from the provision of services that required the use of third-party instrumentation and/or equipment.

12.22% of the Group's assets as of 31 December 2023 derived from the provision of services for which the Group used specialised technical personnel provided by third parties (and employed for these activities).

The choice regarding the selection of all specialised technical personnel, although ultimately decided by the Issuer and even though in many cases it involves personnel already employed in previous projects, is made from a pool of profiles previously identified by Italian and foreign staffing and recruitment agencies that Next Geo uses. As a result, Next Geo might not be able to ensure a certain level of technical capacity and specialisation of the resources employed, potentially impacting the performance of activities.

Furthermore, since both the crew of the chartered ships and—partially—the specialised technical personnel for survey activities are not directly employed by the Group's companies, these companies are unable to directly exercise employer prerogatives under the applicable labour law towards such personnel and, more generally, the management of employment issues is outside the control of the Issuer and/or the Group.

In addition to the above, the shortage of specialised technical personnel available on the market could lead to increased costs for the Issuer. Since these resources perform difficult and specialised tasks, an accident that compromises their health and safety could lead to a suspension of the Issuer's activities, as well as expose it to the risk of economic repercussions and/or litigation.

In addition to the foregoing, failure on the part of the third parties the Group uses to deliver the ships, instrumentation and/or equipment, or technical personnel in accordance with the contractually agreed timelines or standards of quality and specialisation, without prejudice to the application of penalties provided for in the event of delays or standards that differ from those agreed, could lead to delays in the Group's operations, exposing it to claims for damages for delays in the start-up or completion of the contracts awarded. More generally, inadequate performance,

failure to perform services in an effective or timely manner or other failures by third parties could result in delays, unforeseen additional costs and/or claims, penalties and liabilities for the Issuer and/or the Group.

The occurrence of the aforementioned circumstances could therefore negatively impact, potentially significantly, the operating results of the Issuer and/or the Group, as a consequence of losses resulting from the affected contract, with adverse effects on their respective economic, financial, and equity situations.

For further information, see Section One, Chapter VI, Sections 6.1 and 6.2 of the Admission Document.

#### ***A.2.2 Risks related to the decrease in demand and the volatility of rates that characterise the business of offshore geophysical and geotechnical survey services.***

The Group's revenues, deriving from Nearshore and Offshore geophysical and geotechnical survey services, depend on the ability to offer these services and the economic conditions proposed in the tenders, which are in turn conditioned by the meeting of supply and demand and, therefore, subject to fluctuations over time.

This fluctuation in the relationship between supply and demand depends largely on a number of factors beyond the Group's control, such as changes in investments in high-voltage energy transmission cables, renewable energies by public institutions, or incentive plans at European and international level. Additionally, the variability in demand for the services offered by the Group could also be influenced by the ability of the Group's current and potential clients to sustain the associated costs, particularly in the event of occurrences that negatively impact the management of their own business, and/or by the offers of competitors.

These circumstances could lead to a reduction in the sales volumes of the services provided by the Group, with consequent negative effects on the Issuer's and the Group's economic, financial, and equity situation.

#### ***A.2.3 Risks related to the fleet owned by the Group***

As of the Admission Document Date, the Group has a fleet comprising 2 Offshore ships (of which 1 is owned by the subsidiary Seashiptanker S.r.l., whose share capital is 80% owned by the Issuer and 20% by Marnavi) and 1 Nearshore vessel.

The arm's length basis of the ships (and the vessel) is subject to fluctuations, with consequent losses, at the time of their disposal, or – conversely – with consequent increases in the acquisition costs of any additional ships. These fluctuations are generally related to several factors, including, specifically: (i) the economic conditions affecting the shipping industry; (ii) the availability of these assets on the market; (iii) the generally charged charter rates.

Furthermore, the useful life of the ships (and vessel) varies, depending on type, between 20 and 30 years of service. At the end of this period, these assets are destined to become obsolete, resulting in a decrease in value.

Therefore, due to the cyclical nature of the reference market, if the Group intends to sell its ships (or vessels) during a period of price contraction, or conversely, if the arm's length basis of the ships (or vessels) were to increase at a time when the Group plans to purchase additional ships (or vessels), the Group could incur losses, with negative consequences on its cash flows and its economic,

financial, and equity situation.

***A.2.4 Risks related to the ability to retain and attract highly specialised personnel and dependence on key figures***

The Group operates in a sector characterised by the need for companies to use highly specialised personnel with high technical and professional skills and, therefore, the Group's success also depends on its ability to attract and train personnel with the required level of specialisation and technical and professional skills.

In this regard, it should be noted that the Group has a limited average staff turnover rate (as of 31 December 2023, 10%).

However, if a significant number of specialised professionals or entire work groups dedicated to the development and/or production of specific types of services were to leave the Issuer – and it would not be possible to replace them in the short term with qualified personnel – the Issuer's and the Group's capacity for innovation and growth prospects could be affected, with possible negative effects on their economic, financial, and equity situation.

In addition to the above, it should be noted that, as of the date of the Admission Document, the Issuer relies on the contribution of certain key individuals, who, through their skills, experience, and know-how, contribute to the effective management of the Issuer and the Group, and their respective business and, specifically, by Attilio Ievoli, Giovanni Ranieri, Giuseppe Maffia, and Fabio Galeotti, who hold the offices of Chairman of the Board of Directors, Managing Director, Managing Director and Execution Director, respectively.

In light of the foregoing, should the relationship between the Issuer and/or the Group and one or more of the aforementioned key figures be interrupted for any reason whatsoever, or should the Issuer not be able to attract, train and retain new resources, even to replace those that may have ceased to exist, there can be no guarantee that the Company will be able to ensure the same operational and professional contribution of such persons to its business in the short term, with consequent negative effects on the Issuer's and the Group's operations.

***A.2.5 Risks related to revenue concentration***

As of the Admission Document Date, the Group's revenues are concentrated among the top 10 customers.

It is also noted that the first customer accounted for 35% of the Group's revenue as of 31 December 2023 (38% of the Group's total revenue as of 31 December 2022) while the first 3, 5 and 10 customers accounted for 70%, 88% and 97% of the Group's revenue as of 31 December 2023 (70%, 82% and 95% of the Group's total revenue as of 31 December 2022, respectively).

In this regard, it is noted that over the years, the operations of the Issuer have seen a significant increase in the size of the contracts obtained and, correspondingly, in the target/ranking of the reference customers, leading to variability in the level of revenue concentration. As of the Admission Document Date, there is greater diversification in the distribution of revenues.

Should the existing relationships with one or more of the aforementioned clients significantly decrease or cease altogether, including due to circumstances and factors beyond the Group's control, a significant contraction in revenues could occur. Such events could have an adverse effect

on the growth and profitability prospects as well as on the economic, financial, and equity situation of the Issuer and the Group.

#### ***A.2.6 Risks related to environmental liability***

The Group is subject, in the various jurisdictions where it operates, to environmental protection laws and regulations that require, among other things, the acquisition and renewal of specific permits, the performance of preliminary or subsequent technical and administrative compliance related to the execution of certain activities, and adherence to regulations concerning, for example, water discharge, and more generally, environmental liability.

Should there be incidents or environmental damage, the Issuer could be exposed to compensation obligations (not quantifiable and/or predictable as of the Admission Document Date) and liabilities, possibly even of a criminal nature—particularly in cases of non-compliance with current protocols—towards affected parties, with the potential application of penalties to the Issuer or the Group by the competent authorities, as well as the possible interruption of the activities being carried out, with resulting costs and burdens stemming from subsequent compliance with legal and regulatory obligations regarding the environment. These circumstances could have a consequent adverse effect on the Issuer's and/or the Group's economic, financial, and equity situation.

For the sake of completeness, it should be noted that during the last three financial years and up to the Admission Document Date, no detrimental events to the environment have occurred that have led to the application of criminal or civil sanctions or significant compliance costs for the Issuer and/or the Group.

#### ***A.2.7 Risks related to competition in the relevant market***

The Group operates in a highly dynamic sector with significant entry barriers that demands extensive specialisation and a high level of organisation, competing with operators who may possess superior resources (e.g., ownership of a greater number of ROVs and/or geophysical, geotechnical, and drilling survey vessels, compared to those available to the Issuer) or have particularly well-developed industry-specific skills that enable better market positioning (e.g., the ability to utilise a workforce of highly structured specialised technical personnel, more so than the Issuer).

Moreover, the Group's competitors might acquire increasingly focused experience and specialisation, making the management of offerings and operational project phases more complex, as well as the choice of investments to be made. Additionally, the Group might not be adequately equipped to address the development and/or introduction of new services, the entry of new national or international operators into the market, or the entities resulting from potential integration processes, potentially leading to a reduction in market share. The consolidation of competitors' market positions or the emergence of new competitors could also force the Group to reassess its economic conditions downwards and, if unable to proportionally reduce costs, this situation could lead to a decrease in its profitability.

The occurrence of these situations could negatively impact the Group's market position, with significant adverse effects on its economic, financial, and equity situation.

### ***A.2.8 Risks related to maintaining high technological and management standards, and to research and development activities***

The activities of the Issuer and the Group are characterised by the use of modern innovative solutions and, consequently, the sector in which the Issuer and the Group operate is marked by continuous technological updates that necessitate constant innovation and ongoing improvement of the services offered by the Group, leading to the loss of commercial potential. Moreover, for the Group to be able to execute and successfully complete its projects according to the timelines agreed with the client, adherence to an adequate standard of management and execution is necessary, especially given the increasing complexity of these undertakings.

Delays in the development of services or in adapting to technological evolution could result in failure to meet the terms, conditions, and/or delivery requirements of projects, thus negatively impacting the commercial relationships of the Company and the Group and causing a decrease in revenues. As a result, there could be a reduction in the resources necessary for the development of new products and services, leading to a loss of the Company and Group's competitive positioning in terms of innovation within the reference market.

In addition, investments in research and development may not yield the expected results in terms of the number of services developed and/or revenue derived from such services.

Therefore, the future success of the Group will also depend on its ability to timely adapt to technological changes, albeit not in the short term, through the development and updating of services suited to meet customer needs and the Group's ability to anticipate technological advancements. The potential inability of the Group to innovate the products and services it offers, and thus to meet the evolving needs of its customers, could have negative effects on the economic, financial, and equity situation of the Issuer and the Group.

### ***A.2.9 Risks related to the Group's insurance coverage***

The Group uses insurance coverage for potential environmental damages (e.g., in the event of damages resulting from environmental contamination) and for faults and/or damages to ships (e.g., related to collisions during survey activities), against the main operational risks connected to its activities and potential damages within the same, as well as professional liability towards third parties, and loss and/or damage to equipment and instruments.

Such coverage is subject, as usual, to limitations, such as deductibles and caps. Regarding the most significant policies for the conduct of the Group's business, as of the Admission Document Date, the following coverage limits are particularly noted:

- (i) P&I (Protection and Indemnity) clause related to risks associated with war events: USD 500 million, provided that regarding liabilities during the ship's transit period and/or in case of a stopover, a sub-limit of USD 80 million applies;
- (ii) Clause related to biochemical risks: USD 30 million;
- (iii) Clause related to claims for oil pollution: USD 1 billion.

Therefore, it cannot be guaranteed that the insurance policies subscribed by the Issuer and the Group will always be sufficient or adequate to cover all the risks to which they may be exposed due to their activities. The occurrence of damage, even caused by errors attributable to the Issuer in the execution of activities, not fully indemnified contractually or only partially covered by the policy, or



the inability or failure of a customer or an insurer to meet their indemnity or insurance obligations, could have a significant negative impact on the activity and prospects as well as on the Group's economic, financial, and equity situation.

Furthermore, should the Group be unable to renew the existing insurance policies on favourable terms or manage to renew them without interruptions, or should it suffer substantial losses or receive significant claims for compensation and/or indemnity that could impact the ability to obtain future insurance coverage at commercially comparable rates to the current ones, negative effects on the economic, financial, and equity situation of the Issuer and the Group could occur.

#### ***A.2.10 Risks related to claims of preeminence and information on the reference market and competitive positioning***

The Admission Document contains statements of pre-eminence based on estimates of the market size and the competitive positioning of the Issuer, as well as market evaluations and comparisons with competing operators, formulated, unless otherwise specified, by the Issuer based on its own experience, specific industry knowledge, competitors' activities, and the processing of available market data. These details are, for example, reported in Chapter VI, Paragraph 6.2, of the Admission Document. Furthermore, some statements of pre-eminence are based more on qualitative parameters, such as the competitive positioning of the Issuer, rather than on quantitative metrics.

The Admission Document also includes information on the performance of the sectors in which the Group operates, which, in terms of the profiles related to the Group's positioning, take into account not only data based on official market sources but also evaluations linked to management experience.

Therefore, the evolution of the reference market in which the Group operates and its consequent competitive positioning could differ from those assumed due to risks not known or difficult to detect as of the Admission Document Date, uncertainties, and other exogenous factors (such as, among others, the entry of new operators in the reference sector).

For further information, see Section One, Chapter VI, Paragraph 6.2 of the Admission Document.

#### ***A.2.11 Risks related to breaches of the Group's IT systems as well as the storage and processing of data***

In its business operations, the Group handles data related to the activities conducted by its customers within their projects. Unlawful use and/or potential attacks, cyber threats, and unauthorised access aimed at extracting or corrupting such data could cause economic losses to the Group, including due to administrative penalties, as well as reputational damage.

It should be noted that, as of the Admission Document Date, the Group has not secured insurance policies to cover damages that the Company's and the Group's infrastructure might sustain as a result of the aforementioned events.

Consequently, the Group is exposed to the risk of receiving significant compensation claims, with consequent negative effects on its economic, financial, and equity situation, also due to potential loss of customers caused by reputational damage resulting from such events.

For completeness, it is specified that, in the year ended on 31 December 2023 and up to the Admission Document Date, no intrusions into the Group's IT systems have been detected. Finally,

the Group conducts periodic reviews to identify and prevent potential breaches of its IT systems (so-called penetration tests), overseen by the DPO, who is tasked with this activity.

***A.2.12 Risks related to weather conditions and other adverse environmental conditions, as well as the significant effects produced by climate change***

The Group's activities are exposed to typical maritime risks, including collisions, floods, and environmental contaminations, and, more generally, may have to be conducted under adverse weather conditions which, in various "lump-sum" contracts, include a predetermined percentage of days beyond which the client will pay for extra days relative to weather statistics.

Should such events occur, the Group's operations could be interrupted, resulting in delays in service delivery, or they could lead to damage or destruction of ships, vehicles, platforms, or other operational assets owned by, or leased by, the Group, which could consequently incur significant liabilities and costs.

Lastly, since the Group relies on its owned and leased fleet and other operational assets to conduct its operations, damage to the fleet or such assets could have a significant adverse effect on the operations, and therefore, on the economic, financial, and equity situation of the Issuer and the Group.

***A.2.13 Risks connected to macroeconomic performance and uncertainties in the Italian, European, and global economic and political environments***

The invasion of Ukraine by Russia has led to escalating and significant European and global geopolitical tensions, the imposition of economic, financial, and commercial sanctions by the European Union against the Russian Federation and Belarus, as well as certain individuals and legal entities from both countries, and a substantial increase in the cost of certain commodities, with significant inflationary impacts and effects on the growth of countries in the European Economic Area. In this regard, the worsening or persistence of the conflict between Israel and Palestine could contribute to intensifying geopolitical tensions across the rest of the Middle East, with a consequent increase in prices, including energy (particularly oil), thereby reflecting an increase in European and global geopolitical tensions.

Additionally, the aforementioned inflationary trend has led to a gradual increase in interest rates by the Central Banks of the world's major economies, impacting banking systems and the financing costs of citizens and companies. Given the growing uncertainties linked to the current geopolitical and macroeconomic situation, the impacts and related economic consequences are not yet fully predictable.

Therefore, the Issuer is exposed to the risk of potential future revenue reductions arising from the manifestation and/or persistence of economic recession phenomena or political tension related to the conflicts in Israel and Palestine and in Ukraine, the risk of a resurgence of the Covid-19 health emergency (although on 5 May 2023, the World Health Organisation officially declared its end), or the risk of the emergence of further health emergencies that could lead to economic recession, with consequent impacts on corporate investment capacity, or a reduction in the Italian Government's public spending policies, as well as the risk of delays by the Italian Government in implementing the National Recovery and Resilience Plan (the "NRRP").

Lastly, the persistence of the current macroeconomic situation, with a progressive increase in the cost of money due to anti-inflationary policies, could impact the profitability of the Issuer and the

Group. The performance of the global economy, the context of political, economic, and financial instability, as well as the volatility of financial markets could affect the economic and financial results of the Issuer, which depend, inter alia, on the political and economic conditions in the various markets where the Group is active and thus on the spending power of its customers, with possible negative effects on its economic, financial, and equity situation and related growth prospects.

### **A.3 RISK FACTORS RELATING TO CORPORATE GOVERNANCE**

#### ***A.3.1 Risks related to the non-contestability of the Issuer and the capital structure of the Issuer***

The Articles of Association of the Company, effective as of the Admission Document Date, stipulate that the share capital will be divided into Ordinary Shares listed on Euronext Growth Milan and Multiple Voting Shares that will not be subject to an application for admission to trading on Euronext Growth Milan, nor on any other market or multilateral trading facility.

As of the Admission Document Date, the Issuer's share capital amounted to Euro 500,000 and is divided into 38,500,000 Ordinary Shares and 1,500,000 Shares with Multiple Voting Rights, all without expressed par value. On the Admission Document Date, the main shareholder of Next Geo is Marnavi, which holds a de jure controlling interest, and also exercises management and coordination activities over it pursuant to Article 2497 et seq. of the Italian Civil Code.

Pursuant to the Articles of Association, Ordinary Shares entitle the holder to 1 vote each, whereas Multiple Voting Shares entitle the holder to 10 votes each. The same Articles of Association regulate the events of conversion of Multiple Voting Shares into Ordinary Shares. In light of the above, for as long as Multiple Voting Shares are in circulation, the percentage of Ordinary Shares held in relation to the Issuer's share capital will not be indicative of the percentage of voting rights associated with said Ordinary Shares relative to the total voting rights in circulation.

Marnavi's management and coordination activities are mainly expressed through:

- (a) in general policy acts;
- (b) in a disclosure by the Company, for the benefit of Marnavi, prior to the performance of certain management actions and/or transactions, defined and drawn up independently within the Issuer, of particular significance and importance with regard to the Issuer's strategic guidelines, management planning and procedures. This prior disclosure does not imply any authorisation obligations and/or veto rights on the part of Marnavi with regard to the performance of management acts by the Company, given that it operates under conditions of managerial and negotiating autonomy in order to maximise its own economic-financial objectives, in compliance with the law and the principles of best market practice;
- (c) in the transmission by the Issuer to Marnavi, in compliance with the general management guidelines, of the information flows necessary to allow compliance with Marnavi's consolidation and continuous and periodic reporting obligations, as well as all the information necessary or useful for the exercise of management and coordination activities.

Without prejudice to the foregoing, management and coordination activities are exercised by Marnavi over the Company, in accordance with the law, in compliance with the prerogatives of the Issuer's Board of Directors, which independently makes its own decisions on corporate activities, the definition of strategies, and the preparation and approval of the budget and business plan of

the Group which it is led by. It should be noted that as at the Date of the Admission Document, no management and coordination regulation has been formalised. Marnavi thus plays a crucial role in the adoption of the resolutions at the Issuer's shareholders' meeting, such as the approval of the annual financial statements, the distribution of dividends, the appointment and revocation of the governing and supervisory bodies, changes in share capital and amendments to the Articles of Association.

Following the Placement, Marnavi will undergo a dilution of its shareholding in the Issuer by up to 10.52% of the share capital and 0.12% of the voting rights. Consequently, in the event of full subscription of the Capital Increase, Marnavi will hold a total shareholding of 52.60% of the Issuer's share capital (and 63.01% of the voting rights). Therefore, even after admission on EGM, the Company will not be contestable.

The above could pose a risk that may prevent, delay, or otherwise discourage investment in the Shares, negatively affecting their market price, or prevent, delay, or disincentive a change of control of the Issuer, denying the shareholders of the latter the opportunity to benefit from the premium generally associated with the change of control of a company.

#### ***A.3.2 Risks related to potential conflicts of interest of certain members of the Issuer's Board of Directors, executives and key managers***

The Group is exposed to the risk that some members of the Board of Directors and/or executives and key managers may find themselves in a potential conflict of interest with the Issuer.

Specifically, as of the Admission Document Date, the Chairperson of the Board of Directors of Next Geo Mr Attilio Ievoli, holds – directly and indirectly (through the company Dynamic Europe S.r.l.) – an overall shareholding of approximately 15.45% of the share capital of the Issuer and is also Marnavi's Managing Director. The Managing Director Mr Giovanni Ranieri holds – indirectly (through the company VR Consulting S.r.l.) – a shareholding of approximately 7.14% of the Issuer's share capital, and the Execution Director Mr Giuseppe Maffia holds – indirectly (through the company PM Consulting S.r.l.) – a shareholding of approximately 7.14% of the Issuer's share capital. In addition, it should be noted that Execution Director Fabio Galeotti holds – indirectly (through the company FG Consulting S.r.l.) – a shareholding of approximately 7.14% of the Issuer's share capital. It should also be noted that Mr Attilio Ievoli is the son of Mr Domenico Ievoli, to whom the control of Marnavi is attributed (Mr Attilio Ievoli, Mr Giovanni Ranieri, Mr Giuseppe Maffia, and Mr Fabio Galeotti, jointly the **"Shareholder Managers"**).

In addition, as of the Admission Document Date, Mr Giuseppe Maffia is classified as an Executive of Marnavi and holds the position of Chief Financial Officer at the Issuer, by virtue of a so-called "full time" intercompany secondment agreement, for which reference should be made to Section One, Chapter XV, Paragraph 15.2 of the Admission Document.

The aforesaid circumstances could influence the choices of the Shareholder-Managers and/or the economic interests connected to such choices could not coincide with those of the Issuer and the Group and, therefore, such choices could have an adverse effect on the prospects, the business and the economic, financial, and equity situation of the Issuer and the Group.

For further information, see Section One, Chapter XI, Paragraph 11.2 of the Admission Document.

### ***A.3.3 Risks related to the corporate governance system and the delayed application of certain statutory provisions***

The Company has adopted the Articles of Association, which will come into effect on the Admission Date of its Shares on Euronext Growth Milan. Among other things, these Articles of Association provide for the list voting mechanism for the appointment of members of the Board of Directors and the Board of Statutory Auditors. It should be noted that the Board of Directors and the Board of Statutory Auditors of the Issuer in office at the Trading Commencement Date were appointed before the Trading Commencement Date and will expire on the date of the assembly called to approve the financial statements as of 31 December 2026. Therefore, only from that time will the provisions contained in the Articles of Association, which provide for the appointment of their members through the list voting system, be applied.

## **A.4 RISK FACTORS RELATED TO THE REGULATORY CONTEXT**

### ***A.4.1 Risks related to the applicable regulatory framework and its evolution***

The Group operates in a sector characterised by multiple specific regulatory and legislative disciplines. Specifically, the Group's activities are conditioned by such regulations to the extent that they can influence the obtaining of the necessary authorisations for the offering of the Group's services in particularly regulated markets. The procedures that must be followed to obtain such authorisations can be lengthy, costly, and not guaranteed to succeed.

The enactment of further regulatory provisions applicable to the Group or changes to the current legislation in the sectors in which the Group operates might also require the Group to adopt stricter standards or constrain its freedom of action in the respective areas of activity.

These factors could entail costs for adjusting its structures or the characteristics of the services rendered, or limit the Issuer's and the Group's operations with a consequent negative effect on the relevant economic, financial, and equity situation.

### ***A.4.2 Risks related to the Group's ability to meet the EU's climate and energy targets and other legislative and/or regulatory provisions***

The main assets of the Group for conducting its business are the owned or leased ships.

The determination of the economic life of the ships is primarily based on the years of activity but also depends on the Group's ability to meet the EU's 2030 climate and energy targets and the objectives of the European Green Deal, notably the IMO (International Maritime Organisation) target of reducing carbon dioxide by 40% by 2030 and a further reduction of 50% by 2050. To achieve these goals, the ships used by the Group in carrying out its activities are subject to structural modifications (related, for example, to the piping system or the fuel management system) aimed at achieving certain environmental standards and at conferring a certain "class" (i.e., the degree to which the ships comply with the construction and maintenance standards). Compliance with these technical requirements is also a necessary condition for the Group's operations in some areas, including the Netherlands and Northern European territories.

Furthermore, in accordance with industry practice, the Group's customers typically assume primary responsibility for environmental pollution from the field or wells following the customer's use of the ships for offshore support services under the Group's contracts. However, there is increasing pressure from customers to transfer a greater share of responsibilities to contractors, like the Group, as part of their risk management policies. Therefore, there is no guarantee that the Group will be able to prevent or mitigate this trend, and furthermore, there is no assurance that the Group can negotiate adequate indemnities in its contracts or that, in the event of environmental liability, its customers have the financial capacity to fulfil their contractual obligations.

These circumstances could have an adverse effect on the Group's and the Issuers' economic, financial, and equity situation.

#### ***A.4.3 Risks related to workplace safety***

The Group's business involves activities that are also conducted aboard ships, such as, for example, the deployment of systems or drilling at sea assisted by qualified personnel, which, particularly in the event of adverse weather conditions, can jeopardise the safety of such resources. To prevent such circumstances, the Issuer has adopted specific health and safety policies and procedures in the workplace in compliance with applicable regulatory and legislative provisions, such that each phase of activity follows specific protocols that include, for example, inspections by specialised technicians regarding the adherence to certain predefined standards, conducted preliminarily before the start of activities, and more generally, the safeguarding of the resources employed through specific harness systems.

Nonetheless, it is not possible to exclude that future breaches of the aforementioned regulations may lead to the application of administrative sanctions, whether monetary or prohibitive, against the Issuer or criminal charges against corporate executives and senior figures. Furthermore, it cannot be ruled out that in the future the Issuer may have to incur costs to ensure that its facilities comply with occupational safety regulations, or that it may be subject to compensation claims and/or payments in relation to, and as a consequence of, possible violations of regulations concerning the health and safety of workers and workplaces.

The occurrence of such events, in addition to generating litigation and possible damage to the Issuer's image, could jeopardise the regular course of business, with consequent significant negative effects on the economic, financial, and equity situation of the Group and the Issuer.

#### ***A.4.4 Risks related to tax legislation***

The Group is subject to the tax regulations of Italy and the countries in which it operates and, therefore, is exposed to the consequences arising from any unfavourable changes to these regulations and/or possible shifts in orientation by the tax authorities or jurisprudence concerning their application and/or interpretation. Furthermore, the continuous evolution of the legislation itself and its interpretation by administrative and judicial bodies, which may in the future arrive at positions different from those adopted by the Group, represent additional elements of particular complexity.

Specifically, in the conduct of its business, the Issuer is exposed to the risk that Italian or foreign tax administrations or jurisprudence may arrive at interpretations or positions that are different or in contrast to those adopted by the Issuer in the conduct of its business concerning tax and fiscal legislation. In the event of disputes with Italian or foreign tax authorities, the Issuer could incur

penalties or sanctions, with potentially significant negative effects on its business, as well as on its economic, financial, and equity situation.

Additionally, it is noted that, starting from the 2020 financial year and as of the Admission Document Date, the Issuer adheres to the optional regime for the determination of corporate income as per articles 155 to 161 of the Italian Consolidated Law on Income Tax (TUIR) (known as the tonnage tax), which involves the lump-sum determination of the taxable base, calculated based on the tonnage and the “age” of the ships, and also benefits from the facilitation provided by art 4, paragraphs 1 and 2 of Decree Law No. 457/1997 (as amended by Article 13 paragraph 1 of Law 488/1999 called “International List”). Consequently, the determination of the Company’s taxable base concerning the income produced by the activity of specific ships pertains to two separate tax regimes: (i) the tonnage tax regime will apply to the ships owned by the Issuer and those falling under this regime based on the impact of the charter on the ship tonnage, (ii) the International List will apply to other leased ships (which predominantly operate in international waters). Contracts that do not fall under the two previously listed cases fall under the ordinary taxation regime.

Any changes that might occur in the regulatory framework outlined above, including, for example, the non-renewal of the “tonnage tax” within a ten-year option regime, or a different interpretative application of the related provisions by the Issuer regarding the subjective and objective requirements for eligibility for such a regime and the consequent calculation of taxes concerning the activity carried out by the Issuer could have negative consequences on the activity and prospects, as well as on the economic, financial, and equity situation of the Group due to the application of higher taxes, and, if applicable, penalties and interest.

#### ***A.4.5 Risks related to “golden power” legislation***

Given its sector of operation, the Group may be subject to the so-called “golden power” regulation (Decree Law No. 21/2012 as amended and its implementing decrees) and, therefore, it cannot be excluded that in the future any resolution, deed, or transaction adopted by the Issuer or the Group (i) that results in changes in ownership, control, or availability, or changes the purpose of the Group’s strategic assets in favour of an entity outside the European Union or the European Economic Area (for example, mergers, demergers, and transfers of business and assignments in guarantee of the shares of the Group companies or their respective strategic assets), or (ii) that concerns the transfer of control of Group companies that hold such assets to the same entities, must be notified, within 10 days and in any case before implementation, to the Presidency of the Italian Council of Ministers, and is subject to the related power of veto or to impose specific conditions. Furthermore, the acquisition by an entity outside the European Union or the European Economic Area of shares or shareholdings representing at least 10% (and subsequently 15%, 20%, 25%, and 50%) of the share capital or voting rights of the Issuer or any Group company that holds strategic assets is likewise subject to the obligation to notify the Presidency of the Italian Council of Ministers and to the related power of veto or to impose specific conditions.

In addition, the establishment of a company that carries out activities or holds assets considered strategic under the golden power regulation is subject to the obligation to notify the Presidency of the Italian Council of Ministers (and the related possibility of exercising the special powers under Decree Law No. 21/2012) if one or more shareholders, external to the European Union or the European Economic Area, hold a share of voting rights or capital at least equal to 10%.

Consequently, the Issuer's ability to adopt resolutions, or carry out deeds or transactions, related to commercial or industrial strategies that involve the acquisition or subscription of shares by a shareholder (or, in any case, that imply a change in the shareholding structure or a change in the availability, control, ownership, or destination of strategic assets) could be limited by the decision of the Italian Government to exercise "golden power".

Moreover, in the future, the ability of shareholders to carry out transactions that would result in a change of control could be influenced by the exercise by the Italian Government of such special powers concerning investments and the purchase of shareholdings. Specifically, shareholders might not be able to sell their shares in a transaction with entities deemed to pose a threat to the essential interests of the Italian State, or such a transaction could be subject to conditions imposed by the Italian Government. This could limit: (i) the ability of shareholders to benefit from takeover or consolidation offers; and (ii) the ability to benefit from any premiums associated with a proposal to change the control structure of the Issuer, a public takeover offer, or another strategic transaction. Similarly, potential "non-EU" shareholders of the Issuer might not be able to increase their shareholding without requiring approval from the Italian Government.

In the event of a breach of these provisions, the Presidency of the Italian Council of Ministers could impose an administrative monetary penalty of up to double the value of the transaction and not less than 1% of the combined turnover achieved by the companies involved in the last financial year for which the financial statements were approved. Non-compliance with the aforementioned regulations could also result in the nullity of resolutions, deeds, or transactions or in the initiation of an ex officio verification procedure of the unnotified transaction (which, in turn, could result in the imposition of requirements or, in the case of a veto, the obligation on the buyer to sell within a year the shares or shareholdings purchased).

Such events could have an adverse effect on the activities, prospects, and economic, financial, and equity situation of the Issuer and the Group.

## **A.5 RISK FACTORS RELATED TO THE INTERNAL RISK CONTROL SYSTEM**

### ***A.5.1 Risks related to Related-Party Transactions***

During the period to which the financial information contained in the Admission Document refers, the Group had, and as of the Admission Document Date has, relations with Related Parties, mainly of a commercial and financial nature.

Specifically, the Company entered into transactions with the main shareholder Marnavi and with other Group companies.

Commercial relations with the parent company Marnavi are mainly due to: (i) services (and, specifically, the chartering of ships); (ii) equipment rental services; (iii) service contracts in relation to the use of office space and services related to IT systems.

The financial transactions, on the other hand, are due to the non-interest-bearing shareholders' loan granted to Seashiptanker S.r.l by Marnavi of Euro 529 thousand, used for the purchase of the vessel NG Worker.

On the other hand, commercial relations with Group companies concern, by way of example: (i) ordinary and extraordinary ship maintenance activities; (ii) the re-charging of costs for recruiting



specialised personnel and lease agreements of the Issuer's property; (iii) ship management agreements relating to crew management, technical management, operational and commercial management, refuelling and the drafting of ship budgets relating to ships owned by the Issuer, also through its subsidiaries.

With regard to the foregoing, it should be noted that as of 31 December 2023, the Group's transactions with related parties showed overall operating revenues of about Euro 2.5 million and costs of about Euro 21.8 million.

Related-party transactions present the typical risks associated with dealings that occur between entities whose membership or proximity to the Group, or its decision-making structures, might compromise the objectivity and impartiality of decisions regarding said transactions, potentially leading to inefficiencies in resource allocation and significant negative impacts on the economic, financial, and asset situation of the Issuer and the Group.

It should also be noted that the Related-Party transactions described in the Admission Document were carried out before the rules set forth in the Related Party Rules became applicable to the Issuer (i.e., as of the Trading Commencement Date) and therefore without their approval on the basis of a specific internal procedure for the management of Related Party transactions. Although the Issuer considers that Related-Party transactions were carried out under normal market conditions, there is no guarantee that, with third parties, the same would have been concluded under the same conditions. Furthermore, in general, it cannot be excluded that transactions concluded with Related Parties expose the Group to risks that are not adequately measured or monitored, causing potential damage to the Group itself.

In addition, in relation to the aforementioned agreements in place as of the Admission Document Date between the Issuer and the Related Parties, there is no certainty that, once they expire, they will be renewed or will be renewed on terms similar to those in effect as of the Admission Document Date.

On 15 May 2024, in accordance with the provisions of the EGM Issuers' Regulation, the Issuer's Board of Directors resolved to adopt the Related-Parties Procedure effective as of the admission date of the Company to trading on Euronext Growth Milan. Therefore, for the financial years ended 31 December 2023 and 2022 and up to the Trading Commencement Date, the Related Party Transactions did not benefit from the protections provided by the RPT Procedure, which will instead be applicable to the Related-Party Transactions that will be put in place starting from the Admission Date.

Finally, the termination or resolution for any reason of one or more relationships with Related Parties, together with the Issuer's inability to enter into contracts with third parties under terms and conditions substantially similar to those in force at the Admission Document Date, could have a negative effect on the business and prospects of the Company, as well as on the economic, financial, and equity situation of the Issuer and the Group.

For further information, see Section One, Chapter XV, Paragraph 15.2 and 15.3 of the Admission Document.

#### ***A.5.2 Risks related to the management control system***

As of the Admission Document Date, the Issuer and the Group have adopted a management control system characterised by data collection and processing procedures that are not fully automated,

which will require development interventions consistent with the growth of the Issuer and the Group themselves.

The Issuer believes that, considering the Company's size and business as of the Admission Document Date, the reporting system adopted by the Group is adequate and allows for the proper monitoring of revenues and margins for the main dimensions of analysis, as well as the net financial position of the Issuer and the Group. The Issuer and the Group also intend to initiate a process to implement its management control system, which will allow for a more automated management of reporting procedures and the production of key performance indicators (KPIs) on a more timely basis.

In light of the above, it is not possible to rule out that, due to the incomplete automation of the management control system, inaccuracies in data entry and/or processing may occur, which could negatively impact the quality of the information provided to management. This could have adverse effects on the decisions made by the management of the Issuer and the Group based on the management reporting produced and, consequently, on the activity and prospects of the Company, as well as on the economic, financial, and equity situation of the Issuer and the Group.

#### ***A.5.3 Risks related to the administrative liability of legal persons and the possible inadequacy of the Issuer's organisational and management model pursuant to Legislative Decree No. 231/2001***

As of the Admission Document Date, the Issuer has adopted its own organisation and management model (the "231 Model") pursuant to Legislative Decree No. 231/2001 ("Legislative Decree 231/2001") with the aim of creating a system of rules designed to prevent the adoption of unlawful behaviours considered potentially relevant for the application of such regulations. The adoption of organisational and management models does not per se exclude the applicability of the sanctions provided for in Legislative Decree No. 231/2001. Indeed, in the event of the commission of an offence entailing the company's administrative liability, the Judicial Authority is called upon to assess these models, and the actual implementation thereof. The Issuer is therefore exposed to the risk of incurring penalties resulting from a possible assessment of the inadequacy of the organisation, management and control models adopted.

Specifically, Italian Legislative Decree No. 231/2001 provides for the administrative liability of entities as a consequence of certain offences committed by directors, managers and employees in the interest and to the advantage of the entity. This legislation, however, provides that the entity is exempt from such liability if it demonstrates that it has adopted and effectively implemented an organisational, management, and control model suitable for preventing the commission of the considered criminal offences.

Therefore, if the Judicial Authority believes that the adopted models are not suitable, or such models have not been effectively implemented, or if it deems the supervision over their functioning and adherence by the specifically designated body to be insufficient, the entity would still be subject to sanctions.

In light of the above, there is always a risk that the 231 Model adopted by the Issuer may not be considered adequate by the Judicial Authorities, potentially called upon to verify instances contemplated in the aforementioned legislation, leading to the application of fines or prohibitory sanctions, which could in turn cause reputational damage, with negative consequences on the economic, financial, and equity situation of the Issuer and the Group.

## **B. RISK FACTORS ASSOCIATED WITH FINANCIAL INSTRUMENTS ADMITTED TO TRADING**

### ***B.1 Risks related to trading on Euronext Growth Milan, market liquidity and possible share price volatility***

The Shares will not be listed on a regulated market and, although they may be traded on Euronext Growth Milan in continuous trading, it is not possible to guarantee that a liquid market will be formed or maintained for them, which, therefore, could present common and general liquidity problems, independently of the Issuer's performance, as requests to sell may not find adequate and timely counterparts, as well as being subject to price fluctuations, which can be significant. An investment in financial instruments traded on Euronext Growth Milan could therefore entail a higher risk than an investment in financial instruments listed on a regulated market, as there is no guarantee for the future about the success and liquidity in the market of the Shares and CONSOB and Borsa Italiana have not reviewed or approved the Admission Document.

In addition, the market price of the Shares may fluctuate significantly due to a number of factors and events, some of which are beyond the Issuer's control, and may, therefore, not reflect the Issuer's operating results or may be lower than the subscription price of the Shares at the time of placement. Such factors and events include, but are not limited to, market liquidity, differences in actual operating and financial results compared to those expected by investors and analysts, changes in analysts' forecasts and recommendations, changes in the general economic situation or market conditions, and significant market fluctuations.

In addition to the above, the stock markets have shown considerable fluctuations in recent years in both the price and volume of securities traded. Such uncertainties could in the future negatively affect the market price of the Shares, irrespective of the Company's operating profits or financial situation.

Furthermore, the rules provided for companies listed on a regulated market and, specifically, the corporate governance rules provided for by the TUF do not apply to companies admitted to Euronext Growth Milan, with some limited exceptions, such as the rules applicable to issuers of financial instruments widely distributed among the public provided for by the TUF, where the legal requirements are met, and some rules on public tender offers that are referred to in the Company's Articles of Association pursuant to the Euronext Growth Milan Issuers' Regulation.

Finally, the uncertainty characterizing the current macroeconomic situation could lead to increased volatility in stock prices, including those of the shares. In this regard, a potential resurgence of the COVID-19 health emergency, as well as the crisis generated by the recent Israeli-Palestinian conflict and the conflict between Russia and Ukraine, represent an additional factor of uncertainty that could negatively impact the market price of the shares in the future.

### ***B.2 Risks related to the possibility of delisting of Shares***

According to the EGM Issuers' Regulation, Borsa Italiana may order the delisting of Shares in cases where:

- (i) within 6 months from the date of suspension of trading due to the subsequent absence of the Euronext Growth Advisor, the Issuer does not provide for their replacement;
- (ii) the Shares have been suspended from trading for at least six months;

- (iii) the revocation is approved by shareholders representing at least 90% of the holders of ordinary shares gathered at the shareholders' meeting.

### ***B.3 Risks related to lock-up agreements***

As at the Date of Admission Document, the Issuer, the Investors, the Selling Shareholders and Mr Attilio levoli have undertaken certain temporary commitments of inalienability of the Shares ("lock-up" commitments).

In particular, the Issuer, the Selling Shareholders, and Mr Attilio Levoli have undertaken towards the Joint Bookrunners a lock-up commitment of 12 months starting from the Trading Commencement Date.

Furthermore, the Investors have entered into a lock-up commitment of 12 months starting from the Trading Commencement Date towards the Joint Bookrunners, as further described below.

In this regard, it should be noted that at the expiration of the lock-up commitments, the sale of Shares – no longer subject to restrictions – by the aforementioned parties could cause negative fluctuations in the arm's length basis of the Shares.

Specifically, the Group is at risk that, after the lock-up period, the possible release of Shares on the market could lead to a greater supply of securities and a potential negative impact on the price of these securities, with consequent significant negative effects on the arm's length basis of the Shares, as well as on the economic, financial, and equity situation of the Issuer and the Group. Moreover, significant sales of the Shares, or the mere perception that such sales may occur, could have significant adverse effects on the performance of the security.

Pursuant to the Lock-Up Agreement, the Issuer, the Selling Shareholders and Mr Attilio levoli irrevocably undertook for a period of 12 months following the Trading Commencement Date to inter alia:

- a) not to carry out, directly or indirectly, sales transactions, transfers, acts of disposition and/or other transactions whose subject matter and/or effect is, directly or indirectly, the allocation and/or transfer to third parties, for any reason and in any form whatsoever, of Shares (or other financial instruments, including equity financial instruments, granting the right to purchase, subscribe for, convert into, or exchange with, Shares or other financial instruments, including equity financial instruments, granting rights inherent in or similar to such Shares or financial instruments), including transactions by virtue of which option rights or rights *in rem* in relation to Shares are created and/or transferred, except for Shares that may be subscribed within the Institutional Placement and Shares loaned and/or sold within the Over-Allotment Option and the Greenshoe Option;
- b) not to approve and/or carry out transactions in derivative instruments, having the same effects, even if only economic, as the transactions referred to in point a) above;
- c) not to promote and/or approve capital increases or the issuance of bonds convertible into (or exchangeable for) Shares or share purchase/subscription certificates, or other financial instrument transactions, including equity financial instruments, granting rights inherent in or similar to such Shares or financial instruments; and
- (d) not to publicly announce their intention to carry out any of the actions referred to in points (a), (b) and (c) above.

The commitments entered into by the Company, the Selling Shareholders, and Mr Attilio Ievoli may only be waived with the prior written consent of the Joint Bookrunners, and such consent may not be unreasonably withheld or delayed.

Transactions: (i) carried out in compliance with legal or regulatory obligations, or measures or requests of competent Authorities (ii) instrumental and/or functional to the transfer of the trading of the Shares from Euronext Growth Milan to the Euronext Milan regulated market organised and managed by Borsa Italiana S.p.A.; (iii) relating to the issuance and/or transfer of the Company's Shares for any incentive plans, are in any event excluded from the commitments undertaken by the Company. Furthermore, the commitments entered into by the Selling Shareholders and Mr Attilio Ievoli: (a) dispositive transactions carried out in compliance with legal or regulatory obligations, including transactions with the Specialist; (b) transfers in adherence to a public offer to purchase or exchange Shares and addressed to all holders of financial instruments of the Company, it being understood that, if the public offer to purchase or exchange Shares is unsuccessful, the restrictions under the Lock-up Agreement will become effective again until their natural expiration; and (c) any transfers by the Selling Shareholders and by Mr Attilio Ievoli in favour of one or more companies directly and/or indirectly controlled by, or controlling the same, pursuant to Article 2359, paragraph 1, of the Italian Civil Code, provided that (i) the Selling Shareholder or Attilio Ievoli retains control pursuant to Article 2359, paragraph 1, of the Italian Civil Code of the assigned company and (ii) the person becoming the owner of such Restricted Shares in any capacity whatsoever subscribes, adhering to it to the extent of its competence and without exception, a special lock-up agreement for the remaining period in which the same is in force.

Finally, in the context of the Investment Agreement entered into between the Company on the one hand, and Smart Capital S.p.A. and VSL Club S.p.A. on the other hand (the "Investors") on 12 April 2024, the Investors and the newly incorporated company in which they hold an interest, SMARTVSL Geosolutions S.r.l, entered into a lock-up agreement with the Joint Bookrunners on 16 May 2024, with a duration equal to the lock-up commitments entered into by the Issuer and the Selling Shareholders (i.e., 12 months from the Trading Commencement Date).

Upon the expiration of the aforementioned lock-up commitments, there can be no guarantee that the Investors will not sell their Shares, which could have a negative impact on the price performance of the Shares. In addition, in consideration of the absence of any lock-up obligation on the part of certain participants in the Offer (even for substantial amounts), it cannot be excluded that, subsequent to the commencement of trading, a substantial volume of Shares may be placed on the market, with potential negative fluctuations in the share price.

For further information, see Section Two, Chapter V, Paragraph 5.3 of the Admission Document.

#### ***B.4 Risks related to the limited free float of the Shares and the limited capitalisation of the Issuer***

The free float of the Issuer – calculated in accordance with the provisions of the EGM Issuers Regulation – assuming the full placement of the Shares subject to the Institutional Placement and the full exercise of the Greenshoe Option will be equal to 16%.

Therefore, the free float of the Issuer (as well as its capitalisation) could be limited. This circumstance entails, compared to securities of other issuers with a higher free float (or higher capitalisation), a greater risk of volatility in the price of the Shares, with consequent greater

difficulties in divesting for shareholders at the market prices at the time of placing a potential sell order.

#### ***B.5 Risks related to potential conflicts of interest of the Joint Bookrunners***

As at the Date of the Admission Document, each of the Joint Bookrunners and/or the companies respectively controlling, controlled or under common control of the same are engaged in activities in potential conflict of interest with the Issuer, the Group and/or the Selling Shareholders. In return for carrying out such activities, each of the Joint Bookrunners has received, is receiving, or may receive a commission for the services provided.

In addition to the above, Alantra will receive a commission in relation to the services provided as Euronext Growth Advisor, and ISP will receive a commission in relation to the services provided as Specialist and Global Coordinator. Furthermore, it is noted that as of the Admission Document Date, each of the Joint Bookrunners and/or their companies, respectively, controlling, controlled or under common control with them: (i) provide, may have provided in the past and/or could provide in the future, in the normal course of their activities and in return for commissions and fees, depending on the case, (a) trading, lending, advisory, commercial banking, investment banking, corporate broker, asset management, and corporate finance services to the Issuer and/or the Group; and (b) investment services (including ancillary) and trading, both on their own behalf and on behalf of their customers, which may involve the Shares or other financial instruments issued by the Issuer or other instruments linked to them; (ii) may have had in the past and/or may have in the future, in the normal course of their activities and in return for commissions and fees, commercial relationships with the Issuer and/or with the Group; (iii) may, in relation to the Institutional Placement, act as investors on their own behalf, acquire the Shares as a principal position and in such capacity may hold, subscribe, purchase, sell, offer to sell or otherwise deal on their own behalf in such Shares and other securities of the Company or related investments; (iv) could come into possession or hold or dispose of, even for trading purposes, financial instruments issued (or that might be issued in the future) by the Issuer and/or the Group; (v) are and/or might be issuers of financial instruments linked to the Issuer and/or of financial instruments linked to the financial instruments issued by the Issuer; (vi) could have entered and/or might enter into agreements with the Issuer and/or with companies belonging to the Group, for the distribution of financial instruments issued, established, or managed by them; (vii) are and/or could be counterparties of the Issuer concerning derivative financial instruments, repo transactions, securities lending, trade finance transactions, clearing agreements or, in general, a range of financial transactions that create or may create a credit or financial exposure towards the Issuer or vice versa; and (viii) in the context of the transactions referred to in point (vii) hold and/or could hold "collateral" to secure the obligations of the Issuer and/or have and/or could have the ability to offset the value of such guarantees against the amounts due from the Issuer upon the dissolution of such transactions.

#### ***B.6 Risks related to stabilisation activities***

Alantra, directly or indirectly, from the Trading Commencement Date of the Issuer's Shares and until 30 days following such date, may carry out stabilisation activities on the Shares in compliance with applicable regulations, including following the granting by the Selling Shareholders of the Over-Allotment Option and the Greenshoe Option to Alantra, also on behalf of ISP, respectively.

This stabilisation activity could result in a higher market price than would otherwise be the case without stabilisation. Moreover, there is no guarantee that the stabilisation activity will actually be carried out or that, even when undertaken, it cannot be interrupted at any time.

## CHAPTER V – INFORMATION ON THE ISSUER

### 5.1 Corporate name of the Issuer

The company is called Next Geosolutions Europe S.p.A..

### 5.2 Place and registration number of the Issuer and its legal entity identifier (LEI)

The Issuer is registered in the Naples Companies' Register (NA) under number 05414781210 and in the Economic and Administrative Index at the Naples Chamber of Commerce under number NA – 752588.

### 5.3 Date of incorporation and life of the Issuer

The Company was incorporated on 27 April 2006 in the form of a limited liability company, with a deed drawn up by Mr Michele Gennarini, Notary Public in Naples, Index No. 10729, Folder No. 1731, under the name of Oceanix limited liability company (“**Oceanix**”).

On 27 February 2015, the Extraordinary Shareholders' Meeting of Oceanix resolved to transform the Issuer from a limited liability company into a public limited company, to change its company name to “Next Geosolutions Europe S.p.A.”, as well as to expand its corporate purpose so that the Company could carry out the following activities: *(i)* the management, directly and/or on behalf of third parties, of ships, including those owned by third parties, as well as the fitting out, recruitment of crews, technical management, and signing of insurance contracts, with insurance companies and/or brokers, related to ships and crews employed for the pursuit of the company's purpose; and *(ii)* the completion with port and customs authorities and every other competent office of all operations and activities related to the nautical and naval sector.

In accordance with Article 4 of the Articles of Association, the term of the Issuer is set at 31 December 2050 and can be extended by a resolution passed at the extraordinary shareholders' meeting.

### 5.4 Registered office and legal form of the Issuer, legislation under which it operates, country of incorporation, address and telephone number of the registered office, and website of the Issuer, if any

The Company is incorporated in Italy in the form of a joint-stock company and operates under Italian law.

The Company has its registered office in Via Santa Brigida no. 39, Naples (NA), Tel. +39 081.6100747. The Issuer's website is <https://www.nextgeo.eu/>. Please note that the information on the Company's website does not form part of the Admission Document.



## CHAPTER VI – OVERVIEW OF ACTIVITIES

### 6.1 Main activities of the Group

#### 6.1.1 Introduction

The Issuer is a company operating in the field of underwater surveys (so-called surveying), providing marine geoscience services to support the engineering and construction of offshore infrastructure in the EMEA market, primarily for companies operating in the sectors of underwater electrical cables and offshore renewable energies (particularly wind energy), and to a lesser extent, in the offshore oil and gas sector.

The Issuer considers itself one of the primary operators in the EMEA market <sup>(4)</sup> in the field of underwater surveys. In Management's opinion, commercial efforts and business development have contributed to positioning the Issuer as the leading Italian company in the sector and as an international reference provider for the main operators in the industry. These range from national network managers across Europe, namely Transmission System Operators (TSOs), to companies engaged in developing offshore wind facilities, referred to as "Developers", and up to companies specialised in the construction of Offshore Wind Farms and/or the installation of subsea cables.

The development of the Issuer's activities over the last three years has been made possible by the confluence of several factors, including the growth of the reference market, the acquisition of new clients, the retention of some operators, a high success rate in commercial and operational phases, entry into new markets, investment in specialised equipment/gear for survey activities, and participation in increasingly valuable tender procedures, with the award of contracts of progressively more significant amounts, rising from a maximum value per contract of approximately Euro 6 million in 2015 to approximately Euro 43 million in 2023.

The Group operates in various geographic areas, notably: in the Mediterranean Sea area, with a particular focus on the Eastern Mediterranean, the Baltic Sea, the North Sea, and the Eastern Atlantic Ocean. As of the Admission Document Date, the activities of the Group in the Mediterranean area as well as in the area pertaining to Dutch territories are primarily led by the Issuer, while the activities in Northern Europe are managed by the controlled company Next Geosolutions UKCS Ltd.

As of 31 December 2023, the Group had (i) a global workforce of 175 employees, in addition to about 250 specialised technical "freelance" personnel employed for each contract by the winning Group company, through the signing of specific agreements with third-party companies specialising in the supply of personnel, and (ii) a fleet consisting of 2 offshore ships and 1 nearshore vessel owned by the Group, plus 5 offshore ships under management and/or leased from Marnavi on a short-term basis under the Marnavi Agreement (as further specified below), and 2 ships leased from third parties.


The following charts indicate, respectively, the days of use of the ships owned by the Issuer during the 2023 financial year and the specifications of these assets.

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<sup>(4)</sup> Source: elaboration by Next Geo on analysis of competitors' financial data.


**NG WORKER**

PURCHASED IN 2020



**NG DRILLER**

PURCHASED IN DEC 2023



*Ship for geophysical and geotechnical surveys*

- Year of construction: 2009
- Book Value: €6m+
- Arm's Length Basis: €30m+

**320+** days of use<sup>1</sup>

*Ship for geotechnical surveys*



- Year of construction: 2009
- Renewed: 2023
- Book Value: €22m
- Arm's Length Basis: €30m+
- Drilling capacity up to 1,000 metres depth combined between water depth and borehole drilling (maximum water depth 700 metres)

**25** days of use<sup>1,2</sup>

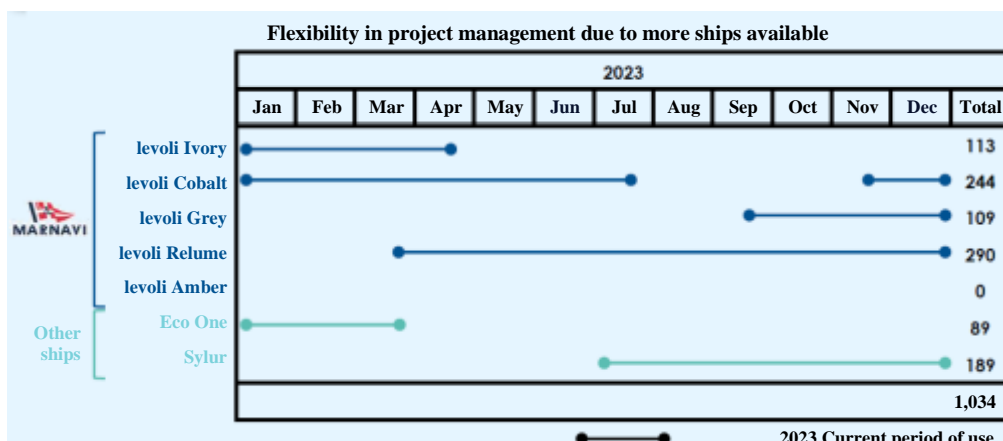
(1) In 2023.

(2) Operational from 4 December 2023.

**Owned ships**

 <b>MPSV NG WORKER</b>	<p><i>Ship for geophysical and geotechnical surveys</i></p> <ul style="list-style-type: none"> <li>□ Year of construction: 2009</li> <li>□ Speed: 12.00 knots</li> <li>□ Ownership: 80% NG - 20% Marnavi</li> <li>□ Deck space: 630sqm</li> <li>□ Length: 89m</li> </ul> <p>Equipped with on-board ROVs and operated mainly by maritime personnel, for survey activities and ROV deployment</p>	 <b>NG DRILLER</b>
<p><b>~€6M</b></p> <p>Carrying amount</p>	<p><b>€31.5m</b></p> <p>Arm's length basis</p>	<p><b>66</b></p> <p>Personnel on board</p>
<p><b>€22M</b></p> <p>Carrying amount</p>	<p><b>€31M</b></p> <p>Arm's length basis</p>	<p><b>45</b></p> <p>Personnel on board</p>

The following charts indicate, respectively, the days of use of the ships under management and/or chartered by Marnavi during the 2023 financial year and the specifications of these assets.





MPSV IEVOLI IVORY

**Multi-purpose support vessel**

- Year of construction: 2015
- Speed: 14.00 knots
- Weight: 4300t
- Deck space: 830sqm
- Helideck & Moon pool
- Registration port: Naples No. 558

The MPSV Ievoli Ivory, the flagship of the Marnavi fleet, is a high-level, advanced DP2 multipurpose vessel for underwater operations.

The ship is 91 metres long, with a deck area of 830 m<sup>2</sup>, a 6.6 x 5.8 m moonpool, a 100t AHC crane, a bridge deck and a 90-person POB. The ship can be equipped with two HD ROVs and all kinds of detection and positioning equipment, including a hull-mounted HiPAP USBL underwater acoustic positioning system.

Remarkable track record in offshore and underwater survey operations, including deep-sea recovery and salvage operations.



MPSV IEVOLI COBALT

**Multi-purpose support vessel**

- Year of construction: 2016
- Speed: 14.00 knots
- Weight: 4000t
- Deck space: 722sqm
- ROV hangar, A-frame, POB 53pax
- Registration port: TBA

The MPSV Ievoli Cobalt is an 84-metre long offshore survey and construction support vessel.

The ship is equipped with a 25-tonne compensated knuckle boom crane, a 17-tonne A-frame, and a hull-mounted HiPAP 500 USBL underwater positioning system. It can accommodate up to 53 people on board.

Cobalt is permanently equipped with a wide range of advanced detection equipment and a specially designed hangar for professional-class ROVs. Remarkable track-record of successful survey projects.



OSV IEVOLI RELUME

**Multi-purpose offshore support vessel**

- Year of construction: 2004
- Navigation speed: 5.9 knots
- Length: 82m
- Weight: 1072t
- POB 66 pax

Levoli Relume is a ship with extensive experience in the industry.

It can provide a wide range of geophysical, geotechnical, environmental, UXO and construction support services. It is currently equipped with the latest HSS-ROV Superior. It is a "DP2" (Dynamic Positioning 2) class ship, a distinctive feature in the offshore survey ship sector.

The ship features a 25-tonne crane that allows it to perform various activities, an "active wave compensation" system, and a second 13-tonne crane, primarily used for loading various objects in port.



MPSV IEVOLI AMBER

**Multi-purpose support vessel**

- Year of construction: 2017
- Deck space: 600sqm
- Length: 82m
- Weight: 4000t
- Speed: 14 knots
- Hull-mounted USBL, A-frame, POB

The MPSV Ievoli Amber is a versatile 84-metre long offshore survey and construction support vessel.

The ship is equipped with 600 square metres of deck space, a 50-tonne compensated knuckle boom crane, a 17-tonne A-frame and a hull-mounted USBL HiPAP 502 underwater acoustic positioning system. It can also accommodate up to 53 people on board.

Since its launch in 2017, Next Geo has made almost continuous use of this ship, which is permanently equipped with all types of survey equipment and is typically outfitted with at least one work-class ROV



MPSV IEVOLI GREY

**Multi-purpose support vessel**






- Year of construction: 2013
- Length: 72m
- Weight: 2503t
- Deck space: 520sqm
- Hull-mounted USBL

The Levoli Grey is designed for offshore support through towing, anchoring, mooring assistance and material transport.

It is equipped for geotechnical activities, excluding geophysics. Registered in Naples under the Italian flag, it measures 72 metres in length with a deck area of 520 m<sup>2</sup>.

It is equipped with a CPT for geotechnical activities and is a DP2-class vessel.

As of the Admission Document Date, the Group also owns a fleet of Remotely Operated Vehicles ("ROVs" / "Fast ROVs") comprising 3 units (2 "ROVs" and 1 "Fast ROV" respectively), plus 1 "ROTV" and 3 "Katria Scanfish ROTVs" (the latter used exclusively for specific survey activities e.g., UXO), plus additional instrumentation, as detailed in the following charts.

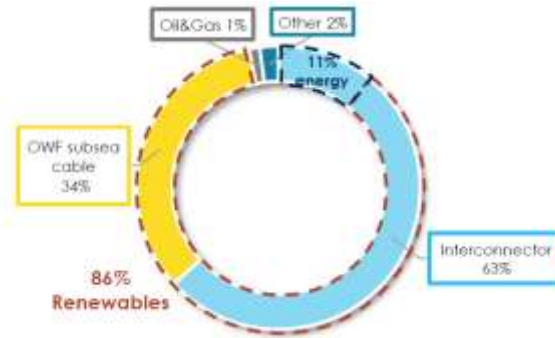
Equipment	
 <p><b>Geotechnical Survey</b></p> <p>The CPT analyses the soil properties of the seabed by driving a metal drill into the ground, which is essential for geotechnical surveys.</p> <p><b>1x</b></p>	 <p><b>Geophysical Survey &amp; UXO</b></p> <ul style="list-style-type: none"> <li>Rated: 3000m - 5000m</li> <li>Length: 5.5m</li> <li>Survey speed: Up to 6 knots</li> </ul> <p><b>€4.6M</b>      <b>€4.6M</b> Book Value      Market Value</p> <p>Remotely operated underwater vehicles, which are piloted from a ship's control room connected to the ROV via a cable.</p>
 <p><b>Geophysical Survey</b></p> <p>A towed instrument that enables the analysis of marine bed layers and identification of sediments using acoustic waves.</p> <p><b>4x</b></p>	<p><b>ROV &amp; ROTV SPECIFICATIONS</b></p> <p><b>2x</b> ROV Schilling HD Work-Class → Equipped with various instruments and sensors for multiple activities, including geophysical surveys, construction support and offshore installation.</p> <p><b>1x</b> HSS-ROV Superior → A hydraulically powered ROV for deep-water surveys up to 3,000 metres, with a 220HP engine, speeds up to 6kn and advanced sensors.</p> <p><b>1x</b> ROTV MacArthey Focus 2-Extended → An alternative to ROVs for geophysics, supporting essential seabed sensors (SSS, SBP, MBES); ROTVs have no propulsion and are towed by ships.</p> <p><b>3x</b> ROTV Katria Scanfish → The ROTV, used for UXO activities, is a "towed gradiometer" with 4 or 8 units that collects magnetic data.</p>
 <p><b>Geophysical Survey &amp; UXO</b></p> <p>It is a complex system equipped with various sensors that allows for precise marine surveys and seabed mapping.</p> <p><b>8x</b></p>	
 <p><b>Geophysical Survey &amp; UXO</b></p> <p>It is a sonar that uses acoustic waves to generate a three-dimensional image of the seabed.</p> <p><b>4x</b></p>	

The table below shows the Group's consolidated revenue by segment for the years ended 31 December 2023 and 31 December 2022.

	For the year ended 31 December	
	2022	2023
	<i>(in Euro thousand)</i>	
<i>Interconnector</i>	20,914	90,710
<i>OWF subsea cable</i>	33,985	48,955
<i>Oil&amp;Gas</i>	7,189	1,440
<i>Other assets</i>	3,269	2,879
<b>Total <sup>(5)</sup></b>	<b>65,357</b>	<b>143,984</b>

The chart below shows the percentage weight of the Group's consolidated revenue by segment for the year ended 31 December 2023.

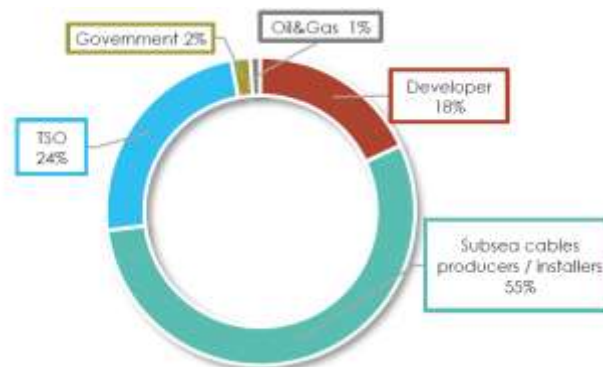
<sup>(5)</sup> This item consists of the sum of the following income statement items included in the Consolidated Financial Statements: (i) Revenues from sales and services, and (ii) Changes work in progress on contracts.



The table below shows the Group's consolidated revenue by type of customer for the years ended 31 December 2023 and 31 December 2022.

	For the year ended 31 December	
	2022	2023
	<i>(in Euro thousand)</i>	
<i>Developer</i>	11,764	25,917
<i>Subsea Cable Installer/Produces</i>	17,646	79,192
<i>TSO</i>	27,450	34,556
<i>Government</i>	–	2,880
<i>Oil&amp;Gas</i>	8,497	1,439
<b>Total <sup>(6)</sup></b>	<b>65,357</b>	<b>143,984</b>

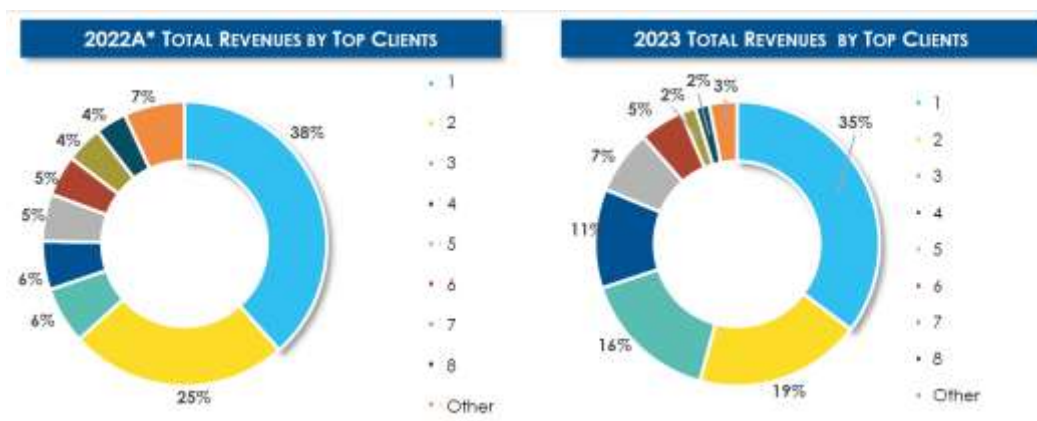
The chart below shows the percentage weight of the Group's consolidated revenue by customer type for the year ended 31 December 2023.



The following chart shows the breakdown of the Group's consolidated revenues among the main customers for the years ended 31 December 2023 and 31 December 2022.

<sup>(6)</sup> This item consists of the sum of the following income statement items included in the Consolidated Financial Statements: (i) Revenues from sales and services, and (ii) Changes work in progress on contracts.





For further information, see Section I, Chapter III of the Admission Document.

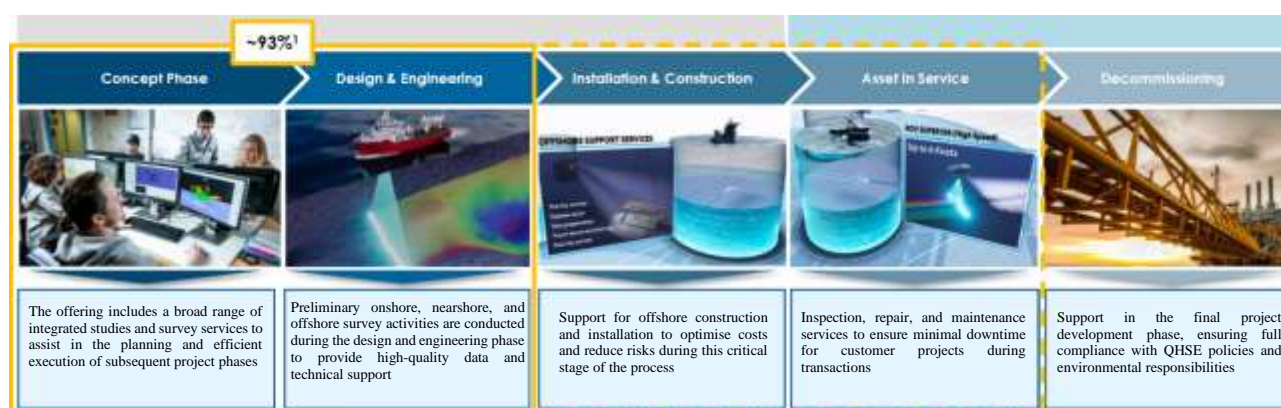
## 6.1.2 Description of the Group’s main activities

### 6.1.2.1 The portfolio of services

The Group’s offering focuses on conducting geophysical and geotechnical survey activities.

Specifically, the Group’s services cover a wide range of activities, starting from the initial study and research phase (Concept Phase) to the surveying and engineering phase (Design & Engineering), which predominantly focuses the Group’s business, as further detailed below. The Group also provides support services for the installation and construction of facilities (Installation & Construction).

It is anticipated that the Group’s services may also include support in the inspection, repair, and maintenance activities (Asset in Service) in the future, and, to a lesser extent, in the decommissioning of facilities (Decommissioning).



(1) Concerning the 2022–2023 projects.

The services comprising the Group’s offering are described in more detail below.

#### Concept Phase

As of 31 December 2023, Concept Phase services account for about 3% of the Group’s total revenue.

The activities carried out in this phase include preliminary studies and research, conducted through the analysis of geomorphological data extracted from existing sources. These are essential for defining the operational project area, fundamental for planning and executing solutions in subsequent project phases (i.e., instrumental in defining the operational area where survey activities will be conducted), and thus for its definition, possible planning, and subsequent execution. The initiation of offshore projects, therefore, necessarily depends on the results of activities conducted in the Concept Phase, which consequently plays a crucial role in the entire process.

#### Design & Engineering

Design & Engineering services represent the Issuer's core business and, as of 31 December 2023, constitute 90% of the Group's total revenue.

This business activity mainly refers to the provision of services for the supply of data resulting from geophysical and geotechnical survey activities, through the use of numerous assets located on board vessels, in the area planned for the installation of Offshore infrastructures. In particular, the Issuer provides the customer with a wide range of integrated studies and survey services for the planning and execution of the subsequent phases of the project, thus ensuring all the necessary data and support for the realisation of the plant and the installation of the infrastructure.

#### Additional Services

Furthermore, as part of the implementation of projects, the Issuer performs additional and complementary services, which, as of 31 December 2023, constitute a limited percentage of the Group's total activities, namely:

#### Installation & Construction

As at 31 December 2023, Installation & Construction services account for approximately 7% of the Group's total revenue.

As part of the project implementation, the Issuer provides support for the construction and installation of the Offshore facilities in order to identify the 'route' to be followed for the assembly of the cables, based on the seabed structure. The provision of such service allows the client both cost optimisation and risk reduction, as the Company guarantees to autonomously manage the entire business package.

As anticipated, the Group may expand its activities in the future and provide the services described below, to be performed downstream of the installation and until the completion of the dismantling phase of the Offshore assets and infrastructure:

#### Asset in Service / Decommissioning

In the future, during the entire project lifecycle, the Issuer may carry out inspection, repair and maintenance services for the plants, providing – *inter alia* – a real-time monitoring service, inspections, interventions and light repair work, which minimise the downtime of its customers' plants. In addition, in the future, the Issuer may also perform services in connection with the dismantling of plants on a residual basis.

As at the Admission Document Date, the Issuer provides its services through the use of geological, geophysical, geochemical, hydrographic, oceanographic, geotechnical, geo-gnostic, sedimentological, gravimetric, magneto-motive, geodetic, topographic, radio-positioning and radio

navigation techniques, submarine acoustic positioning on behalf of third parties, for the ultimate purposes of hydrocarbon exploitation, mining, geothermal research and other energy sources, as well as the construction of interconnections for the submarine transmission of electricity.

### **6.1.2.2 Market Sectors**

The Offshore and Nearshore survey services provided by the Group – regarding the collection and analysis of geodata on the seabed – are used to design and build structures used in the Submarine Power Cables and Offshore Renewable Energy sectors (in particular, wind power).

The sectors the Group operates in are described in more detail below.

#### *Electric submarine cables (so-called Interconnector)*

Interconnectors represent connections between energy networks, which are necessary for the transfer of electricity between markets that are generally organised on a national basis. In the European Energy Strategy, interconnection with foreign countries, together with interoperability and network development, is a prerequisite for the construction of the integrated pan-European energy market and contributes to the pursuit of the underlying energy policy goals of sustainability, competitiveness and security. Indeed, well-functioning interconnected networks can integrate energy produced from renewable sources into the energy system, i.e. limit losses and risks to the environment due to energy transport and transmission <sup>(7)</sup>.

In this market segment, the Issuer is an important international reference supplier for all major players in the sector. In particular, in the field of submarine power cables, Next Geo is responsible for carrying out different survey activities (e.g.: geophysical, geotechnical, UXO, environmental), preliminary to the installation of the cable, which can be carried out Offshore and Nearshore, aimed at providing the data necessary for the development of the entire project (and/or route) of the submarine cable from land to land (i.e., the so-called *Concept Phase e Design & Engineering Phase*).

Over the years, the Issuer has contributed to the installation of many of the most important submarine electricity interconnection infrastructures in Europe, such as: Tyrrhenian Link (Campania–Sicily–Sardinia), North–Sea–Link (NSL England–Norway), Eastern Link (Scotland–England), Viking Link (Denmark–England), Celtic Interconnector (France–Ireland), MonIta (Italy–Montenegro), along with numerous other projects including: Crete–Attica, Crete–Peloponnese, IFA2 (France–England), NorNed (Norway–Holland), Skagerrak (Norway–Denmark), Hansa Powerbridge (Germany–Sweden), Bay of Biscay Interconnector (France–Spain), Celtic Interconnector (France–Ireland), Cobra Interconnector (Denmark–Holland), SACOI (Sardinia–Corsica–Italy), CAPSOR (Capri–Sorrento).

#### *Offshore Renewable Energies*

In the Offshore Renewable Energy sector (*i.e.*, in the marine environment), the projects in which the Group is generally involved concern the design and construction of Offshore Wind Farms, as well as the installation of related cables, which may be used to connect offshore wind turbines to each other, or to connect them with land.

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<sup>(7)</sup> Source: Energy 2020. *A strategy for competitive, sustainable and secure energy*, COM 639/2010.



In this sector too, the company has contributed to the development of projects of international significance, including the Hollandse Kust West Alpha and Beta project, Ijmuiden Ver Alpha, Beta and with TenneT, the Dutch state-owned transmission system operator (TSO), as part of the so-called '2GW Program', concerning the installation of 14 Offshore grid connections with an individual transmission capacity of 2 Gigawatts in the North Sea until 2031. In addition, the Issuer has worked on numerous international projects and, in particular: (i) the development of Offshore Wind Farms in the North Sea (namely, in German, Swedish and British waters) on behalf of major energy companies, as well as (ii) the development of Offshore Wind Farms in the Mediterranean Sea – mainly using the 'floating' technology involving the installation of Offshore floating wind turbines, and representing the solution towards which the Offshore industry is moving – on behalf of Rentantis (formerly Falck Renewables), Bluefloat Energy, 7 Seas Med, and Offshore Partner.

### Oil&Gas

In the Offshore Oil & Gas sector, the projects in which the Group is generally involved mainly concern subsea pipelines which represent Europe's most important undersea gas transport infrastructure.

Of particular note are the TMPC, TAP and BALTIC PIPE projects.

### **6.1.2.3 R&D**

The implementation of research and technological development programmes is a key element of the Issuer's business activity. As of the Date of Admission Document, the Issuer is a member of the Massachusetts Institute of Technology (MIT) 'Regional Entrepreneurship Acceleration Program', which supports companies in their path to economic growth and promotes social progress through innovation-driven entrepreneurship. The partners are international operators who form multidisciplinary teams engaged in a learning journey that lasts, on average, two years, during which MIT researchers are engaged in building and implementing a customised growth strategy to improve the ecosystems in which the different partners operate.

The Issuer has developed, and is developing as of the Date of Admission Document, several R&D projects with prestigious scientific research institutions. The following are particularly noteworthy:

- (i) ARES – Autonomous Robotics for the Extended Vessel, aimed at, *inter alia*: (a) equipping existing multi-purpose support vessels with a 'Launch And Recovery System' (LARS) capable of supporting underwater and surface autonomous robotic vehicles (AUVs and ASVs) and wire-guided robots (ROVs), (b) developing low-cost autonomous marine vehicles, (c) realising a prototype middleware (i.e., a connection software that links together different software platforms and devices) for a marine IoT network, (d) studying and realising prototype real-time mission planning services based on nowcasting (i.e., very short term or deadline weather forecasts over a particular area of interest), which, as of today, have been completed.
- (ii) *NSS2023 – Next Sistema Smart in the marine environment*, which concerns the realisation of a system for the remotisation of production activities at sea with an improvement in the quality of work of personnel who can thus operate in a land-based location and with a significant reduction in environmental impact. The NSS2023 integrated system is composed of two prototype production subsystems: the remotely controlled 'High Speed Survey ROV' (HSS ROV) underwater vehicle for high-speed surveys (i.e., a system capable of operating at up to 3,000

metres depth, at more than twice the speed typically achieved by '*standard*' vehicles) and the autonomous surface medium '*Autonomous Survey Vehicle*' (ASV), designed to autonomously and safely execute a given work plan. To complete the system, the implementation of the following is planned: (a) the Experimental Control Centre (so-called Control Room), located on board the vessel that will carry out the 'optimised' transfer of the *assets* produced at sea; and (b) the corresponding receiving subsystem ashore (the so-called Communication). Taken together, the two prototypes constitute the Next Digital Fleet (NDF), aimed at facilitating the collection and transmission of data through customised compression algorithms that allow near-instantaneous transmission of the collected raw data for processing;

- (iii) Next Green Revolution, concerning the prototype realisation of an integrated measurement system within the framework of the second pillar 'Global Challenges and Industrial Competitiveness' of the 'Horizon Europe' programme (aimed at the development of key enabling technologies and, in particular, of 'Advanced Production Systems' for the mitigation of climate change, the prevention and reduction of pollution and the protection and restoration of biodiversity and ecosystems). This project includes the construction of a drilling system capable of reaching depths of up to 1,000 metres and drilling up to 60 metres into the seabed, using state-of-the-art technology to collect marine samples.

Furthermore, the Company has a collaboration agreement with the Stazione Zoologica A. Dohrn of Naples, regarding the study of optimal measurement strategies for the environmental characterisation of deep habitats with the use of Work Class ROVs (*i.e.*, ROVs with higher performance suitable for operations in extreme environmental conditions, up to depths of over 4000 metres).

In addition, Next Geo collaborates with local and national research and training organisations and institutions, and is a member of numerous scientific and research organisations, such as:

- the National Technology Cluster 'BIG – Blue Italian Growth': a consortium of research organisations and companies promoting sustainable development, in particular for the trajectories (i) Marine Environment and Coastal Zone, (ii) Blue Biotechnologies, (iii) Renewable Energy from the Sea, (iv) Marine Abiotic Resources, (v) Marine Biotic Resources, and (vi) Marine Vessel building and Robotics;
- the ITS-Sustainable Maritime Transport Foundation, for which the Company managed, in cooperation with the Foundation staff, two courses for 'Higher Technician for Industrial Oceanography Applied to Marine Infrastructure';
- the MAR.TE Scarl research consortium for the development of research and innovation projects in the field of integrated sea-land logistics; and
- the AREA TECH Consortium, whose objective is the economic enhancement and social promotion of the Phlegraean Fields area.

The Issuer also cooperates with research bodies and organisations and, in particular:

- the University of Naples Parthenope for the industrial research doctorate 'Environmental Phenomena and Risks' cycle XXXVII as well as traineeships for students;

- the University of Naples Federico II for traineeships for students; and
- SEAPOWER Scarl, through a consultancy contract, for the development of an integrated prototype for deep-sea geotechnics, as part of the 'Next Green Revolution' Innovation Agreement activities.

In addition to the above, Next Geo took part in the following projects:

- PON ARES – Autonomous Robotics for the Extended Vessel, in collaboration with the CNR [*Italian National Research Council*] institute ISSIA (Institute of intelligent systems for automation) and the University of Naples Parthenope; and
- MIT REAP, COHORT 6 – 'CAMPANIA REGION', focused on the promotion and acceleration of Campania's entrepreneurial ecosystem, with a specific focus on the blue economy.

#### **6.1.2.4 Certifications**

As of the Date of Admission Document, the Company holds all necessary ISO certifications relating to environmental compliance and obligations.

In particular, the Issuer has obtained, and aims to maintain, the following certifications, issued by Det Norske Veritas – Germanischer Lloyd, an independent body that provides assurance and risk management services globally:

- ISO 9001, as a tool for companies wishing to improve their productivity by designing and implementing a quality management system as a means of achieving such goals, which attests to the 'quality of the company';
- ISO 14001, which is inspired by the Plan-Do-Check-Act model (the so-called Deming cycle), to safeguard confidence in an organisation's ability to fulfil its environmental policy and comply with applicable laws to limit pollution and continuously improve its performance; and
- UNI ISO 45001, 'Management Systems for Occupational Health and Safety – Requirements and Guidance for Use', which defines minimum standards of good practice for the protection of workers worldwide and provides guidance on the relevant use, to enable organisations to ensure safe and healthy workplaces by preventing accidents at work and health problems, and by proactively improving OSH (occupational health and safety).

Furthermore, the Company has adopted specific protocols, as protection against potential damage, with regard to the individual operational phases of the activities it carries out.

#### **6.1.3 Business Model**

The Group considers its business model as distinguishing element from other operators in the market. The business model is characterised by operational flexibility and problem-solving capacity, which allows it to adapt to the customer's needs by structuring – according to the latter's technical specifications – innovative and customised technical-operational solutions.

In the Issuer's opinion, a distinctive characteristic of the Group – compared to other companies operating in the same sector – lies in a particularly flexible operating structure, resulting in a more

dynamic project management and greater operating efficiency, capable of achieving high quality standards and offering integrated tailor-made solutions, which – by exploiting short-term rental activities and the use of ‘freelance’ resources of highly specialised technical personnel – also allows the Group to maximise its operating efficiency.



*Next Geo has access to a large fleet of offshore vessels, both owned and chartered. This allows the Company to gain flexibility in project delivery and focus on service delivery*

*Next Geo owns and operates a pool of in-house technical resources, including a comprehensive inventory (mainly ROVs and ROTVs) of positioning, geophysical, geotechnical, oceanographic, environmental and UXO survey equipment.*

*Next Geo's multinational team of highly experienced professionals is one of its most valuable assets. Qualified personnel include geologists, geophysicists, geotechnicians, data processors, CAD operators, etc.*



In particular, the Issuer’s business model provides for a periodic analysis, assigned to the Head of the Commercial Department and the Business Development Department, aimed at defining market opportunities, also in terms of identifying potential customers, geographical areas of work and operational areas of action. This is followed by a selection of tenders to participate in, by the Sales Department, in accordance with the strategic guidelines defined from time to time by the administrative body when preparing and approving the Company’s budget .

In this respect, participation in tenders can happen in two ways:

- (i) direct invitation by the customer;
- (ii) pre-qualification mechanism.

Also by virtue of the consolidated relationship created with certain customers, the Issuer additionally makes increasing use in recent years of the so-called ‘bid-to-bid’ mechanism, which provides for

the preparation of an offer integrated with the customer's offer, which allows the Group to participate as early as the initial Tender qualification phase with the end customer.

In the light of the tender documents, a review of the technical project specification, the geographical area involved and the type of contract relevant to the case is carried out, upon which the *Tender* document is drafted and then subjected to an internal review procedure aimed at deciding whether to decline or approve participation, taking into account the risks, profitability, operational feasibility and resources available and to be used. In the latter case, the relevant technical offer and the *budget* commercial budget are defined. In this context, the contractual terms and conditions governing the order are also negotiated, which present forecasts – *standard* market standard for the *business* conducted by the Group – regulating, among other things, the consequences of events such as delays due to bad weather. In particular, there are generally specific contractual clauses through which it may be provided that (a) the days for the delivery of the 'report' relating to the activities carried out are to be extended upon the occurrence of such events; or that (b) upon exceeding a pre-determined threshold of days of detention provided for within the contract, the Group is paid the so-called 'stand-by weather' instalment (i.e., an amount that covers the days of the vessel's detention). There are also generally specific contractual force majeure clauses governing events such as floods or extraordinary disruptions.

The Group's business focuses on the acquisition of medium to long-term contracts for Offshore survey activities.

For the management of such activities, the Group has 2 Offshore vessels and 1 Nearshore vessel of its own, and benefits from the availability of a fleet of 5 specialised Offshore vessels owned by Marnavi, without having to bear the initial investment and possible grounding due to the vessels' non-commercial use in the market.

In this regard, it should be noted that the duration of the vessel charter contracts entered into with the main shareholder Marnavi, is generally agreed between the parties on the basis of the estimated duration of the order awarded to the Group from time to time.

In particular, for the purpose of an optimal allocation of the vessels owned by Marnavi in mutual interest, on May 6 2024, the Issuer and Marnavi entered into an agreement – with a term of 10 years, and with the option of a 10 year extension – under which the latter grants the Issuer the right to charter the vessels owned by Marnavi, on market terms, with priority over other charterers (the so-called 'right of first refusal') and with equal economic terms and times of use with respect to other potential charterers (the '**Marnavi Agreement**').

In addition, under the terms of the Marnavi Agreement, Next Geo and Marnavi hold weekly consultations, including through a Vessel Allocation Plan (VAP), in order to exchange the necessary information on the availability of such vessels, the possibilities of their deployment in the projects by Next Geo and the relevant chartering price to be applied. Accordingly, the Company undertakes to indicate the following in the VAP:

- (i) signed and effective charter contracts and, consequently, the vessels allocated thereunder;
- (ii) vessels that could be used to carry out potential projects that the Company would consider most likely to be chosen, in order to allow Marnavi to evaluate other potential charters that could overlap in time with the same chartering periods requested by the Issuer, and in order to reach solutions in the mutual interest of Marnavi and the Company.

Operationally, the Marnavi Agreement provides the Issuer with a privileged platform for the timely procurement of vessels on the market, based on the actual needs of the business, taking into account, among other things, that charter contracts normally available on the market are, by custom, ‘long-term’ contracts and, by definition, not flexible with respect to the deployment during the various projects.

Furthermore, under the Marnavi Agreement, the Issuer has a right of first refusal in respect of the vessels belonging to Marnavi’s fleet and used for the performance of the Issuer’s Offshore activities, should Marnavi decide to proceed with the sale of one or more of such vessels.

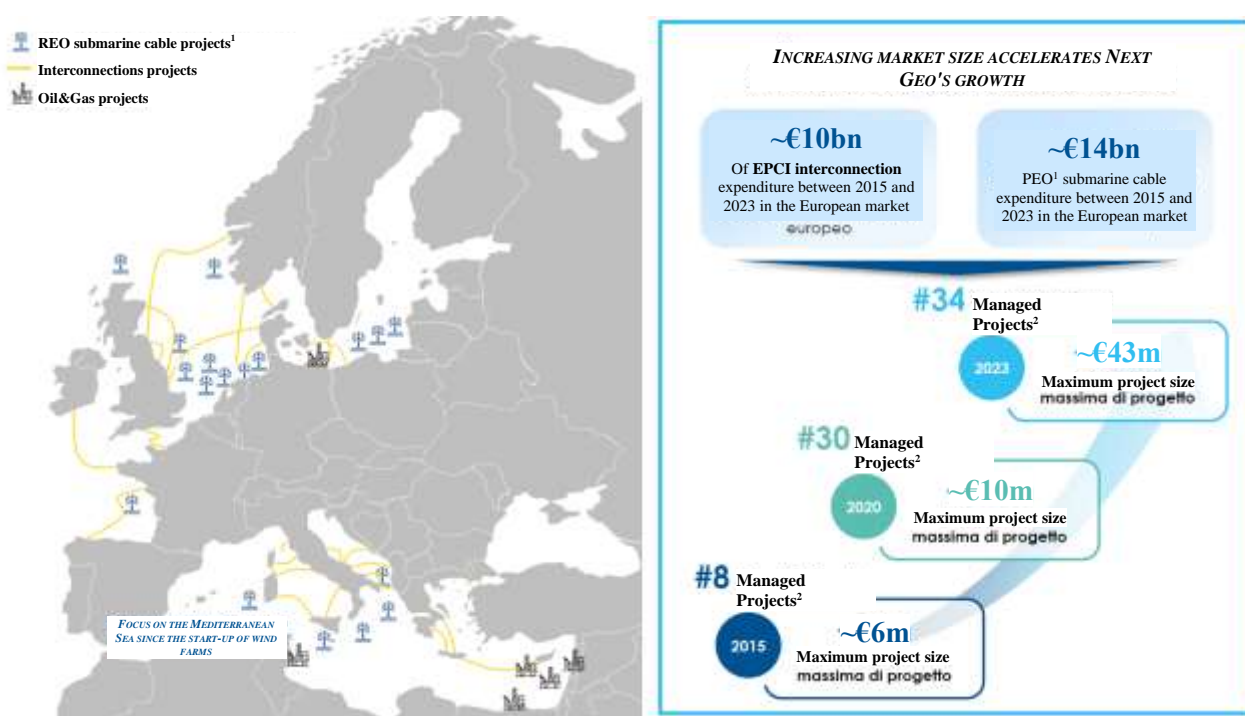
In the Issuer’s view, in light of the above, the Marnavi Agreement represents a competitive advantage over other market players. For more information on the Marnavi Agreement, see Section One, Chapter XVII, Paragraph 17.2 of the Admission Document.

Furthermore, as at the Admission Document Date, the Issuer has a strong, long-term industrial relationship with its customers and end-users, which enables it to plan the positioning of its fleet and deployment of resources in the medium-term.

The management of each project by the Issuer is usually divided into the following phases:

- (i) **planning and preparation**, relating to the identification of the areas of interest, the analysis of the technical project specifications sent by the client and the evaluation of the resources in terms of equipment and personnel required for the realisation of the order;
- (ii) **mobilisation of the vessels**, which generally takes place in the port of commencement of the operation each time relevant and which, as of the Admission Document Date – considering the Issuer’s possibility of being in possession of a fleet already ‘armed’ with the standard instrumentation necessary for the survey activities – consists exclusively in the preparation of the on-board personnel, in the assembly of any specific instrumentation/equipment, and in the on-site calibration process of all on-board instrumentation;
- (iii) **acquisition of raw data** (at sea), through the use of robotic measuring, video and acoustic detection equipment installed on vessels, with the assistance of technical personnel specialised in their use for the relevant surveys; and
- (iv) **production of final data** that – once collected at sea – are “transferred” to land for analysis and subsequent interpretation and processing (by specialised professionals) to extract meaningful information. This phase requires the preparation of a final report that includes data on the stratigraphy of the seabed, its depth, the physical characterisation of the layers that make up the seabed and the sub-bottom, as well as the identification of any archaeological sites or war ordnance that require a route deviation. The results obtained constitute the final product that the Issuer sells to its customers.

The Group’s ability to manage job orders of increasing size (and, therefore, complexity) – with a consequent increase in revenue margins – and its offer of a service that, in the Issuer’s opinion, stands out both in terms of quality and efficiency from other players active in the reference market, together with the level of professionalism accrued, capable of guaranteeing a high qualitative performance, also in consideration of the high standards required in the execution of its activities – has contributed to consolidating the Group’s position in the national and international market concerned.



- (1) Offshore wind farms.
- (2) Not considering projects not yet launched.

As part of its development strategy, the Group's objectives have been pursued by management through the significant use of Capex over the years to increase operational capacity and automate existing processes, as well as through the finalisation of major acquisition transactions. In this regard, it should be noted that the ratio of Capital Expenditure to Consolidated Value of production as at 31 December 2023 is approximately 14%.

Furthermore, with a view to pursuing the Group's success through the development of innovative solutions, a portion of the resources are allocated to investments aimed at research and development activities that lead to the strengthening of the business, including, in particular, the development of a Fast ROV, the purchase and conversion of a vessel then converted into a drilling vessel, as well as – more generally – certain investments in geophysical and environmental instrumentation which are planned as of the Date of the Admission Document.

#### 6.1.4 Main customers and suppliers

##### Customers

The strategy adopted by the Group with regard to the procurement and subsequent selection of customers is guided by market analyses carried out by the competent structures of the Company.

In particular, the Issuer's Business & Development Division is responsible for analysing market and investment dynamics, on a territorial area base. Therefore, a commercial development network is outlined within the territories considered, taking into account the main Tender processes developed in such territories and the players present in the market.

This strategy allows the Issuer to enter the so-called Vendor List of major international players, thus the possibility of participating in outgoing Tender processes follows, against which a selection is made on the basis of a strategic choice oriented by the following key factors:

1. size of orders: as at the Admission Document Date, the Issuer generally participates in Tender processes exceeding Euro 10 million per individual order;
2. reference territory: as at the Admission Document Date, orders are preferred that include the area of the so-called EMEA
3. available resources in terms of vessels, equipment and specialised personnel held by the Company or readily available on the market; and
4. potential market development.

The consolidation and strengthening of its market position in the Group's business sector is based on customer loyalty. In this context, the Marnavi Agreement relating to the chartering of a fleet of specialised vessels, to which the Issuer is a party, makes it possible to access strategic assets recognised by the market on the basis of the performance history recorded in terms of seakeeping and operations and, ultimately, to optimise any new opportunities for growth and development within the reference market.

It is also noted that the first customer accounted for approximately 35% of the Group's revenue as of 31 December 2023 (approximately 38% of the Group's total revenue as of 31 December 2022) while the first 3, 5 and 10 customers accounted for approximately 70%, 88% and 97% of the Group's revenue as of 31 December 2023 (approximately 70%, 82% and 95% of the Group's total revenue as of 31 December 2022, respectively).

Furthermore, it should be noted that the Group's first customer has maintained business relations with the Company for more than nine years, while the second and third customers for about five to six years.

This proportion between revenues and the duration of the business relationship with reference to the Group's customers demonstrates the Group's ability, once the customer has been acquired, to ensure the stability of the relative relationship, and consequently, also the increase of orders from such clients.

### Suppliers

The Group's business is characterised by a value chain managed on a contract basis, which consequently involves fluctuations in asset requirements. The Group maintains business relations with established suppliers; of these, 40% are vessel suppliers. This is followed by suppliers of specialised technical staff for survey activities, which is sourced on the market to the extent of 62% of the total resources employed.

The Group has well-established relationships with its suppliers, giving preference to operators whose assets and specialised figures it is familiar with. This enables the company to guarantee that the necessary equipment is procured in a short time and that it has professionals with the best technical and professional requirements.

The contractual terms of the Group's supply agreements are long term and provide for the determination and application of a standard price agreed upon generally at the beginning of the



year in the case of instruments/equipment or at the beginning of the job order in the case of personnel, which may provide for volume discounts by virtue of the customer loyalty achieved over the years.

Moreover, the Group carries out ecological considerations in selecting its suppliers, also in view of the environmental relevance of the activity carried out and the attention paid to ESG issues. Thus, the Group defines and creates collaborations with suppliers that comply with the Code of Ethics adopted by the Company and specific ESG criteria required in the context of individual supplies.

#### **6.1.5 New products and services**

As at the Date of Admission Document, the Issuer has started a process of developing the services it provides in order to expand its offering with regards to:

- (i) environmental surveys, understood as the set of environmental studies of deep-sea habitats which, as of the Admission Document Date, represents a growing market, given the need to preserve ecosystems and ensure industrial works that respect the marine environment. Such studies are also required – in various sectors, including Submarine Electricity Cables, Offshore Wind Farms and Offshore Oil & Gas – to obtain the necessary authorisations to develop new maritime works, and are of significant economic value;
- (ii) the periodic technical assistance and maintenance activities required for the Offshore Renewable Energy Platforms (both ‘fixed’ and ‘floating’) under development as at the Admission Document Date.

#### **6.1.6 Environmental and economic sustainability objectives**

The Issuer has demonstrated over time, and in particular since 2015, considerable attention to ESG (Environmental, Social & Governance) issues, by refers both to initiatives with an environmental focus and to initiatives with a social and governance focus. As of the Admission Document Date, the Issuer has adopted the ISO Q.H.S.E (Quality, Health & Safety and Environment) standards, which include the phases ‘Quality Assurance’, ‘Competence Monitoring’ and ‘Risk Assessment’, as well as the management of ‘Health, Safety and Environment’ issues.

##### **Environmental**

In the environmental sphere, the Company has achieved several objectives, as well as having further pending objectives as of the Admission Document Date.

In particular, the Issuer has implemented an Integrated Management System (IMS) that, as far as environmental aspects are concerned, falls within the scope of the ISO 14001:2015 standard and all relevant and applicable laws and regulations, and is inspired by the following business principles:

- taking responsibility for the protection of the environment, the preservation of biodiversity, the prevention of all potential sources of pollution and misuse of natural resources, the adoption of an appropriate ‘4R’ process (*i.e.* Reduce, Reuse, Recycle, Recover) during the entire life cycle of the service and the support of sustainable activities;

- adoption of the PDCA (*Plan, Do, Check, Act*) approach, which consists of implementing an iterative management method for the continuous control and improvement of processes, products or services;
- identifying, documenting, monitoring, reviewing and updating the objectives and measurable targets necessary to conduct business management in a professional and competent manner and to drive continuous improvement of the IMS;
- compliance with the obligations deriving from the current environmental legislation from time to time and, where deemed appropriate, operating within stricter limits than those provided for at the regulatory level;
- reduction of any kind of negative environmental impact on affected communities and, conversely, facilitation of sustainable 'local purchase and development' opportunities;
- definition and implementation of methodologies for the identification and management of environmental aspects, and for the assessment and reduction of the impacts through appropriate prevention, protection, control, emergency preparedness and response measures;
- involvement of all personnel in relevant environmental issues (including through specific programmes), ensuring that the environmental policies, objectives, responsibilities and knowledge to be shared are communicated and understood within the group at all levels;
- selection of partners and suppliers who, in their intentions and business conduct, are aligned with and share the mentioned environmental protection requirements and programmes and, on this basis, development of a collaborative relationship;
- structuring and implementing an adequate and effective internal audit programme, both in offices and, as far as possible, on construction sites; and
- maintenance of ISO 14001:2015 certification.

In this regard, it should be noted in particular that the Issuer, as a vessel owner and manager of chartered vessels, constantly monitors all polluting emissions into the atmosphere or water and, annually, updates the environmental analysis (in particular, the Issuer's activities include the measurement of the environmental impacts of the NG Worker owned vessel, in terms of fuel consumption, water and waste discharge, according to IMO regulations). In addition, to contribute to the mitigation of climate change, the Issuer has adopted (a) the sustainability policy, which came into effect in February 2018, and (b) the environment policy, which came into effect in March 2019, then updated in November 2021, which provide for the development of environmental policies in accordance with relevant regulations, international standards and ISOs, so as to reduce issues related to environmental risks.

The company policies implemented by the Issuer for the direct protection of its employees are also defined with attention to the environment, in order to enhance the employees' merit and guarantee their safety and well-being in the workplace.

In particular, the health and safety policy, which came into force in March 2019 – and which refers to the ISO 45001:2018 standards and the relevant industry regulations – is based on the following principles:

- (i) avoid accidents in the workplace, and ensure a healthy and safe environment;

- (ii) set and monitor quantifiable targets that can be consistent with a path of continuous improvement;
- (iii) strict compliance with the relevant regulations;
- (iv) employing strategies necessary to reduce employees' exposure to risks/accidents;
- (v) involving staff in workplace safety management issues;
- (vi) share workplace safety objectives with corporate partners; and
- (vii) develop internal audit systems.

Furthermore, the right to refuse/stop the job policy, which came into force in February 2018, stipulates that employees have the right not to perform, or to stop performing, a specific activity that may expose each employee or others to a potential risk.

Whereas, the weather working policy and the hot weather working policy, which came into force on 9 February 2018, are designed to protect workers when work has to be carried out in areas where the weather is severe, providing operational instructions for the following activities:

- (i) wait for better weather to arrive before starting a particular activity;
- (ii) ensure that personnel are properly equipped to work in cold/hot climate areas;
- (iii) ensure that staff can use appropriate facilities and can drink hot/cool drinks during working hours;
- (iv) increase the frequency of employee breaks; and
- (v) raise awareness among employees in recognising the symptoms of excessive cold/hot exposure.

Moreover, as mentioned above, when selecting its suppliers, the Issuer pays special attention to safety awareness and safe behaviour within the company, through the application of the Safety Culture Ladder (SCL) assessment process – for which, in February 2022, the Issuer obtained the relevant certification from LRQA (formerly Lloyd's Register) – aimed at measuring safety culture: the higher the level of safety awareness in an organisation, the higher the score assigned to it.

### Social

The Group has also achieved many goals regarding social issues. Indeed, the Group, also as a result of the implementation of its own initiatives and policies, has a low number of accidents at work, that amounted to 2 cases in the year ended 31 December 2023.

In addition, the Group structure has a significant number of employees with permanent contracts, equal to 63%, as at 31 December 2023.

Lastly, it should be noted that the Group dedicated a total of 689 hours of training to all employees for the year ended 31 December 2023.

In addition to the foregoing, it should be noted that the Issuer, since 2019, has chosen to adopt a code of ethics for the management of human resources (the '**Code of Ethics**') with the primary objective of creating a system of self-control, which is inspired, *inter alia*, by the principles and issues of transparency of business conduct, conflict of interest, and anti-corruption policies.

In accordance with the provisions of the Code of Ethics, conflicts of interest involving employees and collaborators, whether actual or potential, or possible, must be notified to the management in a statement signed by any employee or collaborator at the time they become aware thereof. In interpersonal relations between employees and/or external collaborators, the Issuer requires the adoption of a behaviour based on loyalty, respect, trust and mutual cooperation, and undertakes to share with its staff the difficulties associated with the peculiarities of the production processes, and to encourage forms of cooperation and assistance between newly hired staff and more experienced employees.

The Code of Ethics shows that one of the main objectives is to respond to customers' needs and increase their satisfaction with the services offered, by providing preventive, comprehensive and wide-ranging information. Such relations are managed in compliance with the principles of cooperation, helpfulness, professionalism and transparency, while respecting and protecting confidentiality.

With regard to the selection of suppliers, the process is managed in compliance with the principles of transparency and free competition, in accordance with applicable laws and internal procedures, according to the best quality/price ratio; any exception to this principle must be authorised and specifically justified.

Over the years, the Issuer has maintained its commitment to ensuring that the value of business ethics is perceived as the result of a voluntary process aimed at sharing, understanding and applying the principles and values that management implements and pursues on a daily basis.

### Governance

The Group pays great attention to the wellbeing of its employees; this translates into a series of activities and programmes (including the provision of training courses on ESG 'governance' profiles in FY2023), as well as the adoption of specific internal equality and inclusiveness policies.

The Group considers its employees and collaborators to be an indispensable factor in achieving growth and continuous improvement objectives and, more generally, its success, and is therefore committed to protecting and promoting the value of human resources, in order to increase the competitiveness and the expertise of skills of each collaborator.

In this respect, the Issuer is aware that it is part of a male-dominated industry and recognises the importance of having a diverse workforce. In particular, Next Geo shares the view that gender issues are among the most relevant topics and is convinced that more inclusive companies are able to create higher value. In fact, 21% of the Group's employees are under the age of 30, and 62.5% are in the 30-50 age bracket; of these resources, about 30% is female.

The Group applies a continuous effort directed at the retention of its employees, and in particular seeks to ensure – through the provision of special benefits to employees and their families – an appropriate balance between personal and working life.

It should also be noted that the Company has instituted numerous company benefits, including, in particular, incentive schemes linked to the achievement of company results in terms of turnover and profitability and aimed at rewarding employees.

Notwithstanding the significance of the objectives already achieved in the Environmental, Social and Governance spheres, and those currently in progress, the Group intends to achieve the following additional objectives, as set out in the Sustainability Report 2023:

- Objective 1 – Training on the topics of Human Rights, Cultural Differences and Inclusiveness: continuing on the path started in 2020 with the definition of related policies, Next Geosolutions aims to develop a training plan focused on the topics of Human Rights, Cultural Differences and Inclusiveness during 2024. This training will involve both internal figures such as the Human Resources Manager and the Sustainability Manager, as well as external companies with proven experience in the field. Internal training will focus on company policies based on real work cases;
- Objective 2 – Raise awareness of gender equality: an internal gender report is to be prepared by the Head of Sustainability – also produced for the financial year 2023 – including the distribution of personnel and divided by gender according to: type of contract, level of contract and age. The results obtained will be compared with the KPIs of the relevant industrial sector (ATECO code). The report will then be shared and presented to management with the aim of raising awareness of any existing gender inequalities;
- Objective 3 – Promotion of the principles of Equality, Diversity and Inclusion: Next Geosolutions is committed to asking its suppliers to present their company policies on inclusion and gender equality; in the absence of this, Next Geosolutions will share its ‘Equality, Diversity and Inclusion’ policy for acceptance. This operation aims to promote the adoption of such policies in the relevant industry;
- Objective 4 – UNI/PdR 125:2022 Certification: the objectives defined in the points above, together with the path undertaken in 2020, converge towards the achievement of UNI\PdR 125:2022 – Gender Equality Certification, an objective that Next Geosolutions aims to pursue during 2024.

#### **6.1.7 Key Company Factors**

In the Issuer’s opinion, the main key factors distinguishing the Group as at the Admission Document Date are as follows:

1. Flexibility: the company has significant commercial strength that stems from its ability to provide a quick resolution to customer requests, thus showing high levels of flexibility in the technical and operational management of projects;
2. Assumption of responsibility: in achieving the results it sets for itself, the Company adopts an approach that requires for problems arising in the course of the activities it conducts, to not be delegated to third parties except where they fall outside its sphere of competence;
3. Innovation: the company has adopted a business management strategy aimed at developing innovative solutions and promoting original systems in order to improve existing processes and systems;
4. Customer: the company considers the customer and customer satisfaction as an essential value in conducting its business activities and, therefore, makes a constant effort to anticipate, and proactively respond to, their needs;

5. *Proactivity*: the Company implements a proactive approach in the management of the services provided, anticipating events, so as to seize, and thus be able to develop, opportunities that may arise within the relevant market;
6. *Integration*: the Company considers *teamwork* to be its main resource and, in organising its activities, adopts a vision that can minimise conflicts and, consequently, maximise the effectiveness of work towards a common result;
7. *Transparency*: the Company believes in transparency as an added value and, therefore, ensures proper business conduct, maintaining internal and external relations based on principles of fairness, and favouring the circulation of information;
8. *Excellence*: The Company makes a constant effort to develop its competencies, being attentive to quality and paying due attention to safety, as elements that have always distinguished the company's success.

## 6.2 Main markets and competitive positioning

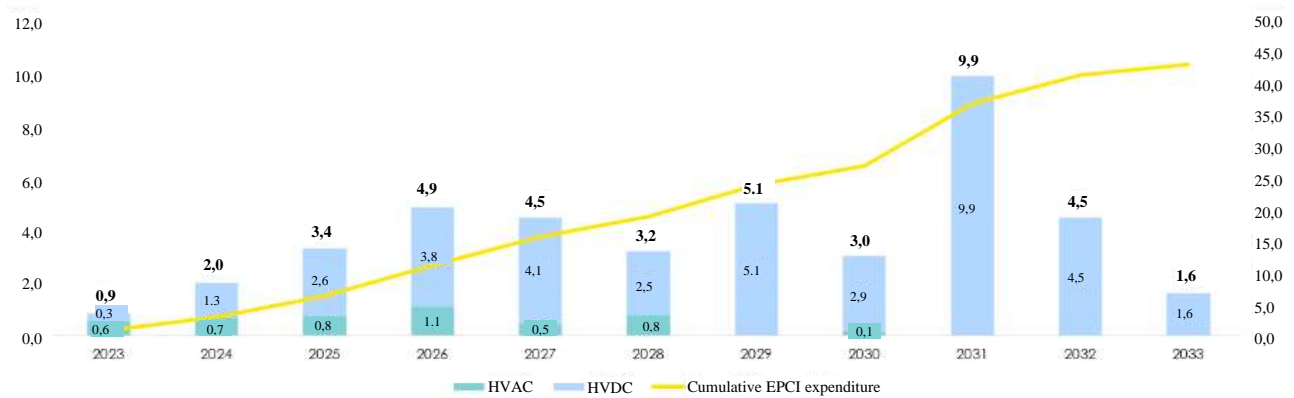
### 6.2.1 Reference markets

Next Geosolutions' target market is Offshore geoscience and construction support services. Within this macro-area, the Group is active, in particular, in the Offshore Renewable Energy and Submarine Power Cable business and, marginally, in the Offshore Oil & Gas business .

#### Electric submarine cables (so-called Interconnector)

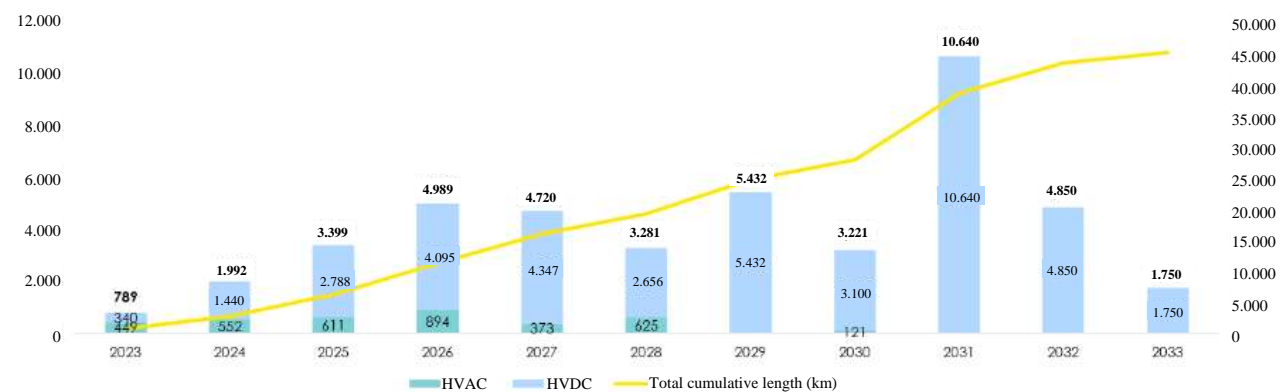
The total value of investments in Engineering, Procurement, Construction & Installation (EPCI) activities in the European Interconnector market is expected to reach approximately Euro 43 billion in the 2023 – 2033 period, with a cumulative cable length to be installed of approximately 45000km <sup>(8)</sup>. Areas particularly affected by the installation of interconnectors are northern Europe and the Mediterranean <sup>(9)</sup>.

#### Cumulative EPCI Expenditure – European Market (Euro-billion, 2023–2033) <sup>(10)</sup>



About 75 per cent of the projects are related to the development of renewable energies <sup>(11)</sup>.

#### Cumulative Total Length of Submarine Power Cables – European Market (km, 2023–2033) <sup>(12)</sup>



<sup>(8)</sup> Source: 4COffshore 'Offshore Transmission & Cables Intelligence: Cable Forecast: Interconnectors'.

<sup>(9)</sup> Source: elaboration by Next Geo on 4COffshore data.

<sup>(10)</sup> Source: 4COffshore 'Offshore Transmission & Cables Intelligence: Cable Forecast: Interconnectors'.

<sup>(11)</sup> Source: 4COffshore 'Offshore Transmission & Cables Intelligence: Cable Forecast: Interconnectors'.

<sup>(12)</sup> Source: 4COffshore 'Offshore Transmission & Cables Intelligence: Cable Forecast: Interconnectors'.

As shown in the table, most of the projects are still in the initial planning and pre-construction phase.

**Status of the *Interconnector – European Market (2023–2033)* <sup>(13)</sup>**

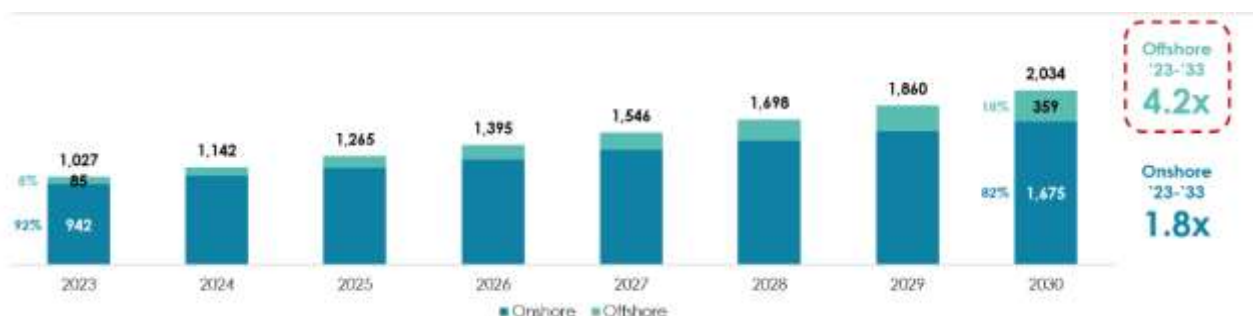
Project Status	# projects	%
<i>Concept/Early Planning</i>	68	56%
<i>Consent Application Submitted</i>	7	6%
<i>Consent Authorised</i>	11	9%
<i>Fully Commissioned</i>	5	4%
<i>Pre-Construction</i>	25	21%
<i>Under Construction</i>	5	4%
<b>Total</b>	<b>121</b>	<b>100%</b>

***Renewable energy in the marine environment***

The renewable energy market, which set a capacity record in 2022 by exceeding 300 Gigawatts <sup>(14)</sup>, looks set to grow further. In fact, regulatory trends show an increasing attention of institutional bodies towards ‘alternative energy sources’, which play a crucial role in terms of sustainability, cost reduction and energy efficiency of national economic systems.

According to estimates by Frost&Sullivan, the global wind energy market reached 1TW capacity in 2023 and is expected to reach 2TW by 2030. In particular, the Offshore wind energy segment has attracted particular attention in recent years, which is expected to grow faster than Onshore wind energy to more than quadruple its installed capacity in 2030.

**Global wind markets – Cumulative installed capacity (GW, 2023–2030) <sup>(15)</sup>**



As of the Date of Admission Document, wind energy represents the main market among renewable energies in the marine environment – in which Europe is the leader and, with specific reference to the Northern European area (North Sea and Baltic Sea), the forerunner – which is based on the so-called Offshore Wind Farm ‘Fixed’: wind farms with foundations ‘embedded’ in the subsoil up to 60 metres deep. A new segment with significant growth potential within the same market is the so-called Offshore Wind Farm ‘Floating’ which involves the installation of turbines on a floating structure, enabling the generation of electricity at depths of more than 60 metres. This segment is estimated to reach 12GW of cumulative installed capacity in 2030, with an expected CAGR between 2023 and 2030 of around 65%.

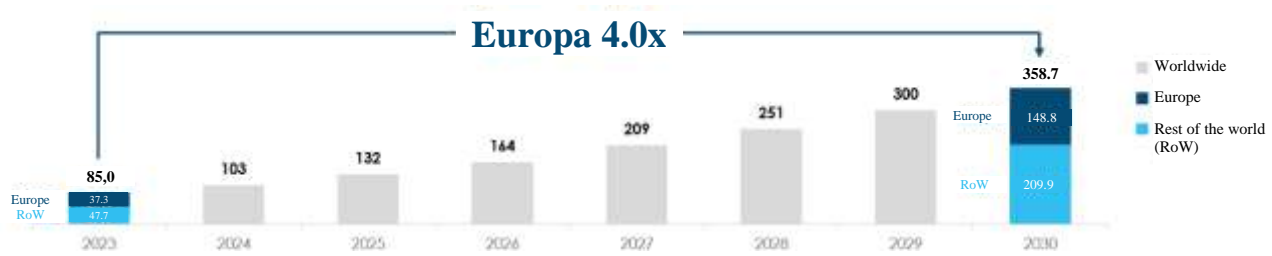
<sup>(13)</sup> Source: 4COffshore ‘Offshore Transmission & Cables Intelligence: Cable Forecast: Interconnectors’.

<sup>(14)</sup> Source: World Energy Transitions Outlook 2023.

<sup>(15)</sup> Source: Frost&Sullivan, *Increased Climate Concerns, Technological Advancements, Governmental Policies, Cost Reductions, and Energy Needs Drive Global Demand* (November 2023).



**Wind market Offshore European – Cumulative installed capacity (GW, 2023–2030) (16)**



**Offshore ‘Floating’ Wind Market – Cumulative Installed Capacity (MW, 2023–2030) (17)**



The Capex value of European investments planned for the development of ‘Fixed’ and ‘Floating’ Offshore Wind Farms is estimated at around 165 billion euros between 2023 and 2028 (18), with the UK, Germany and the Netherlands as the main European markets (19).

Within the same market, the segment of submarine cables for renewable energies (OWF cables), which enable the connection of both the turbines of wind farms built at sea and the mainland, and – thus – the feeding into the grid of the energy produced, is also of considerable interest.

It is estimated that this segment could reach Euro 24 billion of investment by 2033 in Europe (20).

**European Market – OWF Cable Installation Costs (Euro-billion, 2023–2033) (21)**

(16) Source: Frost&Sullivan, *Increased Climate Concerns, Technological Advancements, Governmental Policies, Cost Reductions, and Energy Needs Drive Global Demand* (November 2023).

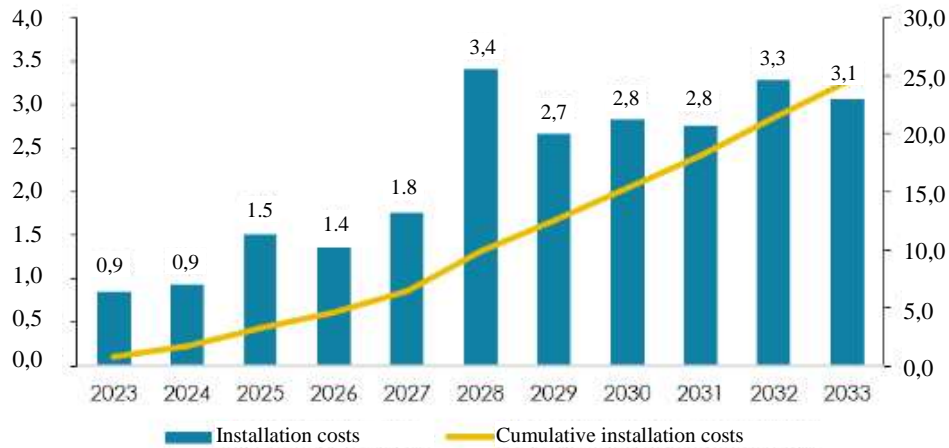
(17) Source: Frost&Sullivan, *Government Support, Disruptive Technologies, and Optimised Supply Chains will Drive Cost Reduction and Floating Offshore Wind Deployments* (August 2023).

(18) Source: 4COffshore.

(19) Source: elaboration by Next Geo on 4COffshore data.

(20) Source: 4C Offshore 'Offshore Wind Farms Database'.

(21) Source: 4C Offshore 'Offshore Wind Farms Database'.



**European Market – OWF Cable Length (km, 2023–2033) (22)**



The number of Offshore wind farms expected to be developed – with a medium to high probability – in Europe between 2023 and 2034 is also shown below. In particular, 136 Offshore wind farms are planned to be built, with the number of cumulative turbines estimated to reach 5,183 in 2034.

**European drilling market *drilling* – Number of wind farms *Offshore* (OWF) and turbines (2023–2034) (23)**

(22) Source: 4C Offshore 'Offshore Wind Farms Database'.  
 (23) Source: 4C Offshore 'Offshore Wind Farms Database'.

# OWF



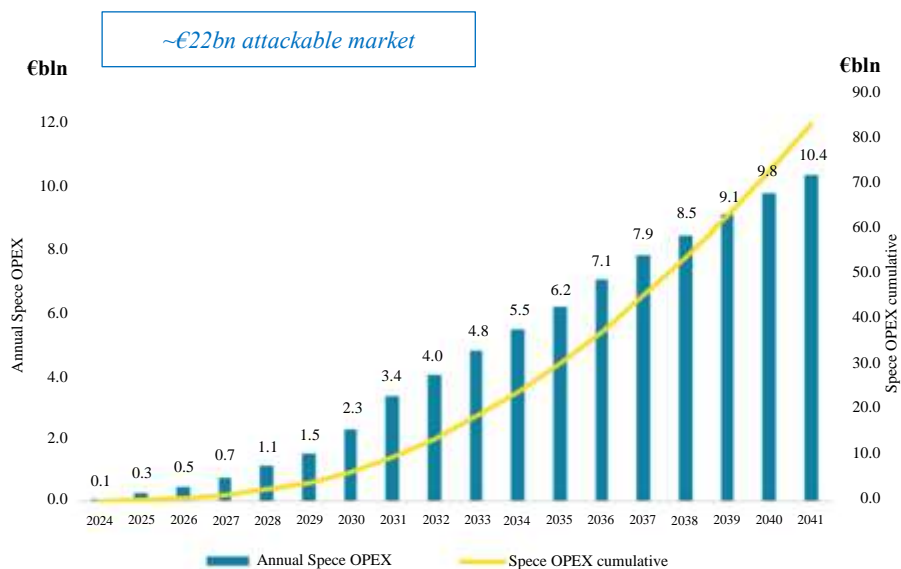
Countries	N. of Offshore Wind Farm		# OWF	# OWF	# turbines	# turbines
	Wind Farm	%	Fixed	Floating	Fixed	Floating
UK	34	25%	24	10	2175	88
Germany	31	23%	31	0	514	0
France	13	10%	6	7	419	30
Netherlands	12	9%	12	0	265	0
Poland	9	7%	9	0	412	0
Norway	7	5%	1	6	0	3
Ireland	6	4%	6	0	241	0
Italy	5	4%	2	3	75	307
Greece	5	4%	2	3	0	0
Belgium	3	2%	3	0	278	0
Denmark	3	2%	3	0	118	0
Portugal	3	2%	0	3	0	0
Spain	2	1%	0	2	0	5
Finland	2	1%	2	0	166	0
Lithuania	1	1%	1	0	87	0
<b>Total</b>	<b>136</b>	<b>100%</b>	<b>102</b>	<b>34</b>	<b>4750</b>	<b>433</b>

Another segment with high growth potential is the OPEX activities of wind farms. It is estimated that this segment could reach approximately Euro 83 billion in the 2024–2041 period <sup>(24)</sup>.

<sup>(24)</sup> Source: elaboration by Next Geo on 4COffshore data.

## European Offshore Wind Farm OPEX Market (2024–2033) <sup>(25)</sup>

The cumulative expenditure of the OWF's OPEX activities is estimated at approx. **83 billion** of euro between 2024 and 2041



(1) Reference market for the 2024–2041 period.

Possible markets for NextGeo	€ billion
European Inteconnector Market ('23–'33)	3,3
European Inteconnector Market (incl. opex) ('23–'33)	5,0
Installation of OWF cables ('23–'33)	7.0
Drilling market	1.5
OWF OPEX market ('24–'41)	22.0

### 6.2.2 Competitive position of the Issuer

The Group's main strengths, which differentiate the Group from its competitors in the market, are:

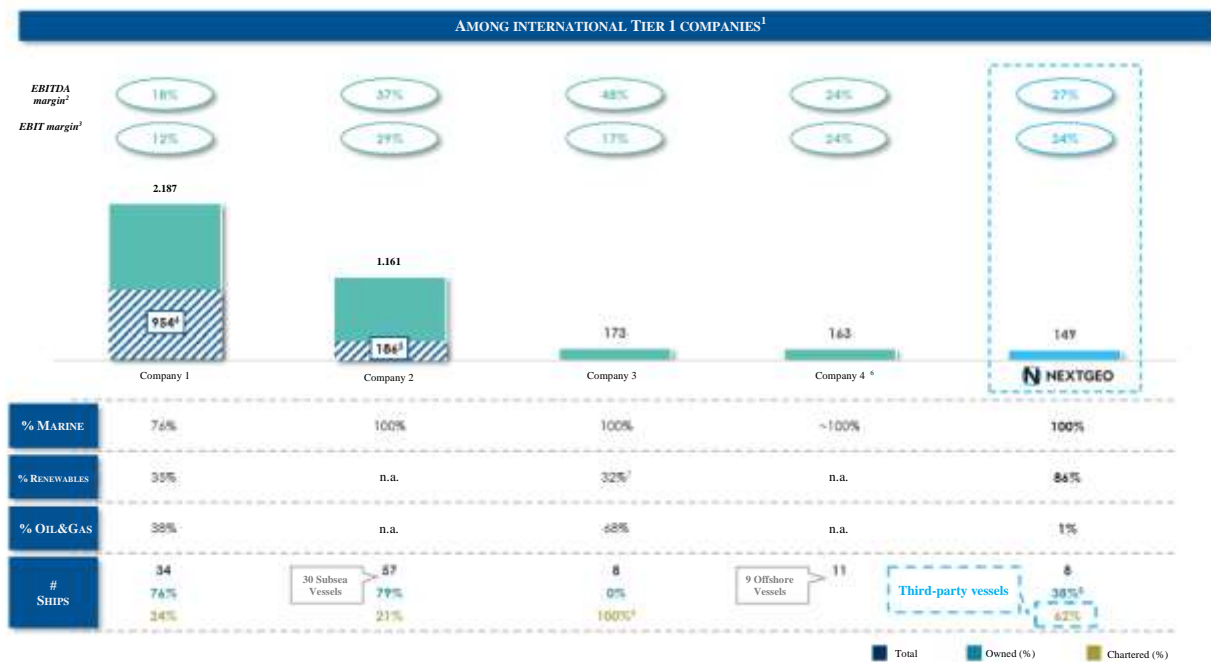
- 1) the strategy, applied as of the Date of Admission Document, of maintaining a flexible structure by managing projects through the 2 specialised vessels owned by the Group and integrating such assets with the fleet of vessels chartered by the Marnavi Group, pivoting on a flexible short-term chartering, which has allowed the Issuer to rapidly expand its market position due

<sup>(25)</sup> Source: analysis by Next Geo on 4COffshore data.

to the availability of a fleet that allows the management of numerous and complex orders without the Company having to absorb the investment and vessel stoppage costs envisaged in the event of purchasing vessels or chartering on the market from third parties;

- 2) the consolidated experience and trust built over the years with customers by virtue of the performance achieved, which has facilitated the Group's ability to enter a bid-to-bid market, thus succeeding in integrating its offer directly with that of the customer and enabling it to participate in the initial qualification process of the Tender and to develop an increasingly efficient and profitable offer;
- 3) the ability to gain experience in increasingly complex and large projects, which has enabled the Group to increasingly increase its technical expertise as a key driver in the awarding of tenders;
- 4) the Group's focus and propensity to invest in research and development, which has enabled it to develop instrumentation and software that is more advanced than the one of its competitors on the market, resulting in higher quality standards.

The following graph summarises the comparison between the Group and its competitors in the market in terms of profitability (EBIT margin), diversification of target markets and revenue growth.



- (1) Data as at 31 December 2023.
- (2) EBITDA/Revenues.
- (3) EBIT/ Revenues.
- (4) EMEA and Africa revenues.
- (5) Netherlands, Norway, UK and other revenues as at 31 December 2022 (average exchange rate 2023).
- (6) Part of a larger conglomerate and data as at 31 December 2022.
- (7) Refers to 'Renewables/Other'.
- (8) One of these is a Neashore vessel.

(9) One of these held 49.9% and one retained until the beginning of Q4 2023.

As can be seen from the graph, the Group is 100% present in the 'Marine' sector and 86% in the 'Renewables' sector, in contrast to the other competitors, which are more positioned in the 'Oil & Gas' sector. In addition, the Group reports a turnover in the financial year 2022 of approximately Euro 67 million and of approximately Euro 149 million in 2023, with a turnover growth of 121%. In 2023, the Group achieved an EBIT margin of about 24% above the median value of a current sample of 17%.

### **6.3 Landmarks in the development of the Issuer's activities**

The Issuer was established in 2014, by a joint venture between Italian entrepreneurs and a close-knit group of executives, following the acquisition of the shares of Oceanix S.r.l. by the shipping company Marnavi, which operates globally in the Offshore Gas and Maritime Transport sector. As of the Date of Admission Document, the Issuer's shareholding structure consists of Marnavi and the management team leading the company.

Right from the start, the Issuer's operative office is located in Naples, where it is still located as at the Admission Document Date.

Over the years, the Group has expanded its activities through a process of internationalisation. In particular, in 2017, it entered the UK market by acquiring the UK-based personnel recruitment company RSM Submarine Consulting, which was subsequently converted into a marine survey company, resulting in a name change to Next Geosolutions UKCS Ltd, now operating from its Norwich office. Over the years, this company has maintained its initial characteristics, continuing with the recruitment of specialised personnel, and has also diversified its business, integrating with the parent company Next Geosolutions and starting to carry out survey activities, mainly in the North Seas. This international expansion constituted a turning point in the Group's history and strategy, that has since become one of the fastest growing maritime survey contractors and Offshore construction support service providers in terms of value of production, among the operators active in the EMEA region, and has thus managed to hold a position among the leaders in the sector. Such position has consolidated over the years through an investment strategy aimed at strengthening the assets owned and, in this way, guaranteeing new development opportunities.

Subsequently, in 2020, the Issuer began to expand in the energy market and, in particular, in the renewable energy sector, winning an important contract in the Netherlands with the Dutch state company Tennet B.V. for the execution of the project Hollandse Kust West Alpha and Beta, Ijmuiden Ver Alpha, Beta and Gamma, relating to the development of Offshore Wind Farms throughout the Dutch area and formalised through two framework agreements divided into – respectively – 'non-UXO' activities (i.e. geophysical and geotechnical survey activities), and detailed geophysical and 'UXO' activities, respectively. In order to better cover the relevant market, among other things, the Issuer decided in 2020 to acquire the locally controlled Marnavi Holland BV from Marnavi, transforming it into Next Geosolutions B.V.. In September of the same year, the Issuer became a vessel-owning company, with the acquisition of the first vessel of the fleet, now named 'NG Worker', through the company Seashiptanker S.r.l., whose share capital, as of the Date of Admission Document, is held 80% by the Issuer and 20% by Marnavi. For further information on the contract

between the Issuer and the subsidiary Seashiptanker S.r.l. for the use of the vessel NG Worker, please refer to Section One, Chapter XVII, Paragraph 17.3 of the Admission Document.

Due to its well-established skills, experience and reputation built up over years of operation, as well as the efficiency and quality of its naval and technical resources, and despite its relatively recent establishment, Next Geo has succeeded in establishing itself as one of the leading players in the geo-marine (geophysical and geotechnical) survey market and, as a result, has been awarded several major energy infrastructure projects in the EMEA region.

As a result of the achievement of these significant milestones, the Issuer's strategy began to focus more on the two Interconnector and Renewable Energy in the Marine Environment (with a particular focus on Offshore Wind Farms) core markets, and continued its expansion with:

- (i) the recruitment of key personnel in order to strengthen the operational and commercial area;
- (ii) the intensification of its positioning in the value chain through (a) the incorporation, during the financial year 2022, of the company NextPoli S.r.l. in order to internalise the *Nearshore* activities in the Mediterranean, previously managed in outsourcing, and (b) the purchase of a vessel to carry out these *Nearshore* activities; and
- (iii) the acquisition and conversion of a drilling vessel, resulting in an intensification of *assets* used in the diversification of the Offshore Wind Farm business.

#### **6.4 Strategy and objectives**

The Group plans to consolidate and further strengthen its presence in the reference market through a growth strategy that is mainly based on the objective of expanding the Issuer's offer in the intermediate and final phases of projects – where, as of the Date of Admission Document, the Group's business is mainly focused on the provision of services in the initial phase of projects' value chains – thus succeeding in providing an integrated service to its customers.

In particular, the strategic guidelines for the 2024–2028 period envisage that the Group's growth will be pursued endogenously, i.e. by internal lines, through – *inter alia* – the integration of services related to 'Asset in Service' activities in the Offshore Wind Farm market, which in the Issuer's opinion, will become increasingly important in the Offshore industry market. The achievement of these objectives is supported by already identified and planned investments, such as the acquisition of specialised equipment, particularly for activities in the fields of geotechnics, seismic and environmental studies.

The Group will also evaluate growth opportunities for external lines, through M&A transactions in strategic international areas. Specifically, the Group will evaluate the possibility of geographic expansion in the US market, where the its main customers are acquiring a growing market share, with the consequent opportunity for the Group to expand its geographic presence in these territories, responding to the relative demands for the execution of the projects they manage.

In more detail, the strategy pursued by the Group focuses on the following objectives.

##### **Acquiring new customers**

The strategy of further growth of the customer portfolio will continue to be guided by a careful selection process.

In accordance with the guidelines that have so far defined the strategy of acquiring new customers, the Group will continue to focus its attention on potential strategic players that are compatible with the Company's approach of favouring orders of increasing size and complexity.

More in detail, the identification of potential new customers will continue to be driven by the following key drivers: (i) profitability, with a particular focus on the Interconnectors and Offshore Wind Farm sectors, which are, as of the Date of the Admission Document, the main sectors in which the Group operates; (ii) strategic nature, with commercial efforts mainly directed towards a technical offer that is increasingly attentive to customer needs, integrated and efficient.

Specifically, the Group has set itself the main objective of continuing its strategy of investing in research and development activities, to enable the realisation of increasingly technological and cutting-edge technical solutions, with which it can guarantee its customers more efficient operational services.

#### *Consolidation and retention of existing customers*

The Group intends to continue strengthening loyalty with its main customers, through the management of Tender processes according to the so-called 'bid-to-bid' mechanism, which allows the Group to integrate its technical offer with that of its customer already during the initial qualification phase, thus being able to provide a more integrated technical offer in line with the end customer's technical requirements so as to obtain a better result in terms of final performance.

#### *Strengthening its competitive position in the Offshore Wind Farm sector*

The Group intends to strengthen its competitive position in the Offshore Wind Farm sector, in view of the growth of this sector. This strategic objective, in addition to being linked to the growth in demand relating to the construction of both 'fixed' and 'floating' wind farms is, moreover, supported by Next Geo's growing role in this type of service, given that the company is among the sector leaders in the European area.

#### *Expansion of services*

The Group intends to enhance its competitiveness by developing end-to-end solutions, thereby improving the visibility of cash inflows in order to achieve a medium to long-term back-log. More in detail, the Group intends to develop the services provided within the 'Installation & Construction' phase, envisaging to include pre-positioning, preparation and site clearance activities, as of the Admission Document Date, rendered in a residual manner. In addition, the Group intends to develop the services performed under the 'Asset in Service' phase, so that the inspection, repair and maintenance of infrastructure can also be included in the activities performed. The contracts for the performance of such activities generally have an average duration of 20-30 years from the installation of the platform/interconnection and, consequently, provide greater visibility of the order book in the medium to long term, as well as strengthening a diversification of the services rendered and related revenues.

#### *Strengthening innovation processes*

The Group intends to continue its research and development activities, searching for increasingly cutting-edge and technologically advanced operational solutions, aimed at improving the operational performance of the services rendered in terms of cost, time and energy efficiency.

#### *Fleet Expansion*



The Group intends to continue evaluating opportunities to expand its fleet, maintaining a balanced ratio between owned and chartered vessels from third parties that will allow it to preserve levels of flexibility and operational efficiency in line with current levels.

*Pursuing a careful and proactive approach to sustainability issues*

The Group, which has already shown considerable attention to ESG issues for some time now, intends to continue on a virtuous path that brings investments for growth together with an ongoing commitment to optimise its competitive positioning also with regard to the aforementioned issues.

The planned investments, as well as programmes to reduce environmental impact and improve corporate governance, represent concrete evidence of this intention. In particular, as a result of these actions, the Issuer is implementing the development of technical solutions that are increasingly closer to environmental requirements, such as the development of electric or hybrid carburation instruments, which significantly reduce environmental impacts. The Group aims to grow not only by increasing revenue volume, but also by improving production efficiency and optimising business processes.

**6.5 Issuer’s dependence, if any, on patents or licences, industrial, commercial or financial contracts or new manufacturing processes**

As of the Date of Admission Document, in the Issuer’s opinion, the Group’s business is not significantly dependent on patents or licences, nor on industrial, commercial or financial contracts or new manufacturing processes, individually considered.

For the sake of completeness, it should be noted that, as of the Date of Admission Document, the Issuer holds a share of the Italian and European patent for the ‘*System for the detection of acoustic waves at sea*’ for both civil and military applications, developed in cooperation with other Italian companies. A further patent, relating to the Thermal Resistivity Test to measure the thermal properties of seabed sediments, is in the approval phase, as of the Date of Admission Document.

**6.6 Sources of the Issuer’s Statements regarding the Group’s Competitive Position**

The information and statements of the Issuer and the Group, through which the Group’s competitive position is described, are taken from market analyses of third parties, integrated by the Group’s management, as indicated each time by appropriate footnotes or directly in the reference tables or charts.

**6.7 Main investments**

***6.7.1 Investments made by the Group in each financial year with regard to the period covered by the financial information***

The following is a summary of the Group’s investments in tangible and intangible fixed assets during the financial years ended 31 December 2023 and 2022:

For the year ended 31 December			
2023	% of total	2022	% of total
<i>(in thousands of euros, unless otherwise indicated)</i>			

Investments in tangible assets	18,857	91.7%	13,463	97.1%
Investments in intangible fixed assets	1,699	8.3%	397	2.9%
<b>Total</b>	<b>20,556</b>	<b>100.0%</b>	<b>13,860</b>	<b>100.0%</b>

The investments made by the Issuer for the interim periods and financial years to which the financial information set out in this Admission Document relates are set out below.

*Investments Made in the Year Ended 31 December 2023*

The investments made by the Group during the year ended 31 December 2023 totalled Euro 20,556 thousand

In detail, investments in intangible assets amounted to €1,699 thousand for the year ended 31 December 2023 and mainly regarded investments for:

- (i) leasehold improvements, mainly on chartered vessels used by the Group;
- (ii) development costs for the design and implementation of a system for measuring the thermal resistivity of marine sediments *in situ* and the execution of its functional tests;
- (iii) licences for software programmes used by the Group.

Capital expenditure on property, plant and equipment amounted to Euro 18,857 thousand for the year ended 31 December 2023 and mainly regarded investments for:

- (i) the completion of improvements on the vessel NG Driller and, to a lesser extent, on the vessel NG Coastal, acquired the previous year;
- (ii) the completion of the purchase of the Fast Remotely Operated Vehicle (Fast ROV)(i.e., a sophisticated geophysical survey system that, compared to the ROV systems already owned by the Group, can support survey activities of greater depth and with a speed more than twice as fast, enabling the completion of activities in a significantly shorter time and cost and, at the same time, increasing performance capabilities and project results), whose investment was started during the previous year; and the purchase of other electronic equipment;
- (iii) the acquisition of new, sophisticated UXO detection equipment, in view of the development of the Offshore Wind Farm market.

*Investments made in the year ended 31 December 2022*

The investments made by the Group during the year ended 31 December 2022 totalled Euro 13,860 thousand.

In detail, investments in intangible assets amounted to €397 thousand for the year ended 31 December 2022 and mainly regarded investments for:

- (i) leasehold improvements, mainly on chartered vessels used by the Group;
- (ii) the purchase of licences for software programmes used by the Group; and

- (iii) the development of a patent for measuring the thermal conductivity and temperature of marine sediments.

Capital expenditure on property, plant and equipment amounted to €13,463 thousand for the year ended 31 December 2022 and mainly regarded investments for:

- (i) the purchase of the vessel NG Driller and the vessel NG Costal and the adaption costs;
- (ii) the construction of the above-mentioned Fast ROV submarine vehicle;
- (iii) mechanical and electronic equipment used on board vessels to perform geophysical analysis activities at sea and support services for Offshore works.

More generally, during the year ended 31 December 2023 and as at the Date of Admission Document, the Issuer has completed significant financial, technical, operational and R&D investments relating to the NG Driller deep drilling geotechnical vessel and the HSS-ROV 'Superior' high speed ROV, aimed at expanding the Group's economic offer to a sector complementary to the one more strictly related to its core business, i.e. deep geotechnics, and significantly increasing its competitiveness in the c.d. geophysical survey and UXO with the use of the high-speed ROV.

#### ***6.7.2 Investments in progress***

As of the Date of Admission Document, the Group has investments underway to support the development of the business, and also to limit the Group's dependence on the market, in particular aimed at the acquisition of:

- a second geophysical and geotechnical survey vessel;
- a second deep geotechnical drilling vessel;
- equipment and strategic *assets* for the management of *survey* activities, including ROVs or automation vehicles such as AUVs and/or USVs;
- equipment and strategic *assets* for the automation of the drilling system;
- a company operating in the Nearshore area to expand its service portfolio.

As of the Date of the Admission Document, with regard to these investments, the Group has already incurred financial outlays of approximately USD 1.2 million, as a down payment for the purchase of an ROV and Euro 0.3 million relating to the payment of a portion of the price for the acquisition of Subonica S.r.l. In addition, an amount of Euro 3.1 million is deposited in escrow for the purchase of a second survey vessel.

#### ***6.7.3 Information concerning joint ventures and companies in which the Issuer holds a share of capital so as to have a significant impact***

As of the Date of Admission Document, the Issuer holds a 50% interest in the share capital of NextPoli S.r.l., a joint venture with its registered office in Naples and a share capital of Euro 10 thousand set up in cooperation with Poliservizi S.r.l., which holds the remaining 50% of the share capital. The object of the joint venture is to carry out studies, research, surveys, Nearshore Marine Surveys in the fields of oceanography, geophysics, geology, geotechnics, oceanology, hydrography,

meteorology, geodesy, navigation. The assets, liabilities, costs, revenues and cash flows of NextPoli S.r.l. are included in the consolidated financial statements of the Issuer on a proportional basis.

***6.7.4 Description of any environmental issues that may affect the use of tangible fixed assets***

As of the Date of Admission Document, the Group is not aware of any environmental issues that could significantly affect the use of the Group's tangible assets.

## CHAPTER VII – ORGANISATIONAL STRUCTURE

### 7.1 Description of the group to which the Issuer belongs

As of the Date of Admission Document, Next Geo is controlled pursuant to Article 2359, paragraph 1, no. 1, of the Italian Civil Code by Marnavi (a company that is in turn controlled pursuant to Article 2359, paragraph 1, no. 1, of the Italian Civil Code by Domenico Ievoli), which holds a 63.13% interest in the Issuer's share capital.

As of the Admission Document Date, Marnavi exercises management and coordination activities over the Issuer pursuant to Article 2497 of the Italian Civil Code.

Marnavi's management and coordination activities are mainly expressed through:

- (a) in general policy acts;
- (b) in a disclosure by the Company, for the benefit of Marnavi, prior to the performance of certain management actions and/or transactions, defined and drawn up independently within the Issuer, of particular significance and importance with regard to the Issuer's strategic guidelines, management planning and procedures. This prior disclosure does not imply any authorisation obligations and/or veto rights on the part of Marnavi with regard to the performance of management acts by the Company, given that it operates under conditions of managerial and negotiating autonomy in order to maximise its own economic-financial objectives, in compliance with the law and the principles of best market practice;
- (c) in the transmission by the Issuer to Marnavi, in compliance with the general management guidelines, of the information flows necessary to allow compliance with Marnavi's consolidation and continuous and periodic reporting obligations, as well as all the information necessary or useful for the exercise of management and coordination activities.

Without prejudice to the foregoing, management and coordination activities are exercised by Marnavi over the Company, in accordance with the law, in compliance with the prerogatives of the Issuer's Board of Directors, which independently makes its own decisions on corporate activities, the definition of strategies, and the preparation and approval of the budget and business plan of the Group which it is led by. It should be noted that as at the Date of the Admission Document, no management and coordination regulation has been formalised.

As at the Admission Document Date, the Issuer's share capital is divided as follows:

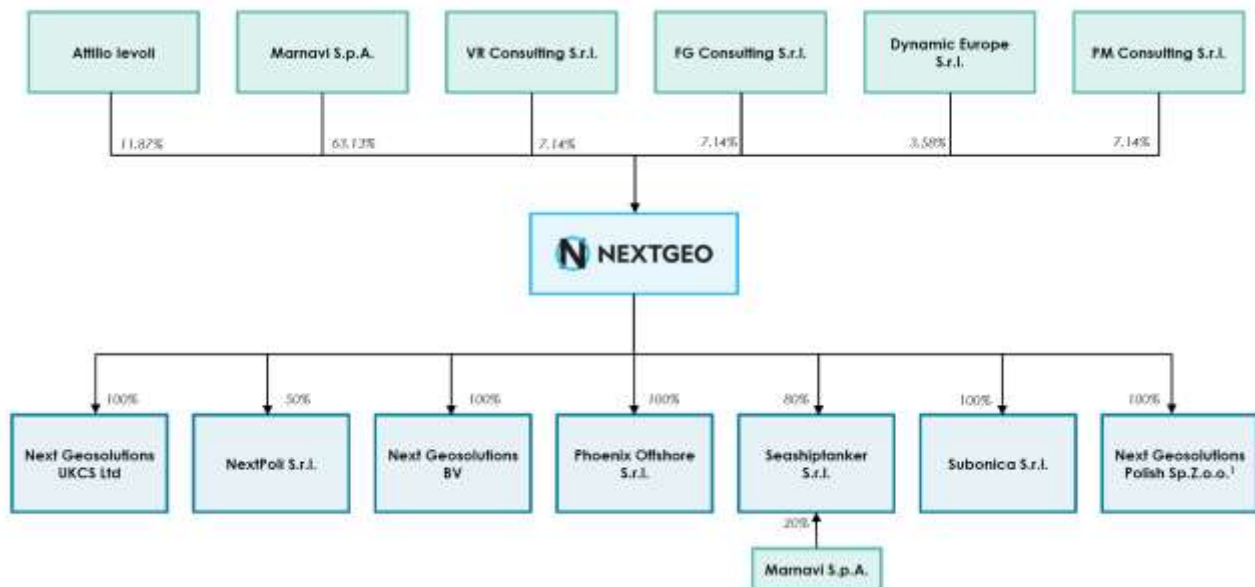
	NUMBER OF SHARES	% OF THE ISSUER'S SHARE CAPITAL
MARNAVI S.P.A.	25,250,000	63.13%
ATTILIO IEVOLI	4,750,000	11.87%
DYNAMIC EUROPE S.R.L.	1,432,000	3.58%
VR CONSULTING S.R.L.	2,856,000	7.14%
PM CONSULTING S.R.L.	2,856,000	7.14%

FG CONSULTING S.R.L.	2,856,000	7.14%
<b>TOTAL</b>	<b>40,000,000</b>	<b>100%</b>

## 7.2 Description of Group Companies

As at the Admission Document Date, the Issuer holds:

- 100% of the share capital of Next Geosolutions UKCS Ltd, a company incorporated under English law specialising in geophysical, geotechnical and UXO *survey* services;
- 100 per cent of Next Geosolutions B.V., a company incorporated under Dutch law that manages personnel and permissions in Dutch territory for territorial authorities;
- 80% of Seashiptanker S.r.l., which owns the NG Worker;
- 100% of Phoenix Offshore S.r.l., a company incorporated under Italian law that operationally manages the Company's fleet;
- 100% of Subonica S.r.l., a company under Italian law engaged in managing remotely operated underwater vehicles for seabed mapping;
- 50% of NextPoli S.r.l., a joint venture incorporated under Italian law specialising in geophysical, geotechnical and UXO survey services in Nearshore areas.



(1) Under incorporation as at the Admission Document Date.

## CHAPTER VIII – REGULATORY FRAMEWORK

### 8.1 Description of the Regulatory Context

In the conduct of its business, the Issuer believes that it operates in substantial compliance with the relevant regulations and, as of the Date of Admission Document, is not aware of any changes to such regulations that may have a significant impact on its operations.

The main laws and regulations applicable to the Issuer's business are set out below.

#### **Environmental regulations**

The Group's activities are subject to numerous specific laws and regulations in the form of national and local laws, international conventions and treaties, and national and international regulations in force in the jurisdictions where the Group operates.

In particular, the Group is subject to provisions set forth under:

- (i) international conventions – promoted and resolved within the framework of the work of the International Maritime Organisation – including, in particular, the International Convention for the Prevention of Pollution from Ships;
- (ii) international laws (e.g., the Environmental Protection Act 1990, the Environment Act 1995, the Environmental Permitting (England and Wales) Regulations 2015, (EPR10);
- (iii) national laws (e.g., Legislative Decree No. 152 of 3 April 2006: Environmental Regulations).

In addition, local regulations, as well as regulations in force in the states in which the ships of the Group's fleet and/or chartered by Marnavi and/or third parties transit/operate, or with the Administrations of the states with which they are registered (Flag Authorities), apply to the Group.

In accordance with the aforementioned provisions, such fleet units are subject to inspections, sometimes even unscheduled, both by public entities (such as coastguards, harbour masters, other local port authorities and/or the flag administration) and private entities (such as classification societies, port management companies, inspectors of charterers or potential purchasers). The operation of such vessels is also subject to the prior issuance, as well as renewal, of permits, licences and other statutory and class certificates by certain of the aforementioned entities. Any regulatory changes or other events that may result in the Group's future non-compliance with applicable laws and regulations, or the failure to obtain or renew permits or authorisations necessary for the Group to conduct its business, may result in the Group incurring significant expenses or temporarily suspending its operations.

#### **Tax legislation on the subject of 'tonnage tax'**

Similar to several EU states, Italy has established a special regime for determining the tax base for maritime companies, commonly referred to as the 'tonnage tax'. This regime is governed by Articles 155 to 161 of the Italian Consolidated Income Tax Law (T.U.I.R.), Presidential Decree No. 917 of 22 December 1986. In particular, this regime was introduced by Italian Legislative Decree No 344 of 12 December 2003, as amended, in implementation of Italian Law No 80 of 7 April 2003 on '*Delegation to the Government for the Reform of the State Tax System*'. Regulation is completed by the provisions of the Decree of the Minister of Economy and Finance of 23 June 2005 (also the '**Decree**'), published in the Italian Official Gazette No. 153 of 4 July 2005, issued pursuant to Article 161(1) of the TUIR. It provides that shipping companies, under certain conditions and on an optional basis,

are entitled to benefit from a flat-rate taxation system as an alternative to the ordinary one, whereby the income earned by each vessel is determined on the basis of the vessel's tonnage.

In a nutshell, the scheme in question is characterised by the following peculiarities:

- it applies to income deriving from the use, in international traffic, of vessels registered in the International Register, referred to in Italian Decree-Law No. 457 of 30 December 1997, converted with amendments by Italian Law No. 38 of 27 February 1998, having a tonnage of more than 100 tons of net tonnage and intended for the carriage of goods, passengers, salvage, towing, construction and laying up of installations and other maritime assistance activities to be carried out on the high seas;
- the taxable income of each vessel is determined on a lump-sum basis by multiplying the net tonnage of the vessel by variable fixed amounts (decreasingly) in relation to different tonnage bands and for the days of actual use of the vessel;
- the option is irrevocable for ten financial years, with the possibility of renewal upon expiry;
- The taxable amount for *tonnage tax* also includes income derived from the performance of activities directly related, instrumental and complementary to the maritime activities considered above, carried out by the same subject;
- The supply of goods and services between tonnage tax companies and other companies belonging to the same group, as defined pursuant to Article 2359 of the Italian Civil Code, is subject to the normal value rules set forth in Article 110(7) of the TUIR, even if the aforesaid exchanges take place between entities resident in the territory of the Italian State.

As to the subjective requirements for access to the regime, according to the combined provisions of Articles 155(1), first sentence, 75(2) of the TUIR and 2 of the Decree, the following may opt for the tonnage tax regime:

- 1) those referred to in Article 73(1)(a) of the TUIR;
- 2) those referred to in point (d) of the same article who conduct business activities in the territory of the State through a permanent establishment.

As for the objective requirements, the tonnage tax applies to the income of vessels that meet the requirements of Article 155(1) and (2) of the TUIR, as supplemented by Article 6(1) of the Decree. More precisely, the vessels must be:

- 1) registered in the international register referred to in Italian Decree-Law No. 457 of 30 December 1997, converted, with amendments, by Italian Law No. 30 of 27 February 1998;
- 2) used in international traffic;
- 3) of over one hundred tonnes net tonnage;
- 4) intended for certain transport activities;
- 5) directly chartered, or chartered by the shipping company, provided that the tonnage of the chartered vessels does not exceed 50 per cent of the total tonnage used.

Lastly, the Italian Ministerial Decree No. 299 of 21.11.2023 (published in the Italian Official Gazette 30.12.2023 No. 303) provides that, as from the tax period current on the date of entry into force of the decree, the tonnage tax regime is extended to those who, at the same time:



- are resident or non-resident with a permanent establishment in the territory of the State pursuant to Article 162 of the TUIR;
- use only vessels engaged in international trade registered in the registers of European Union (EU) or European Economic Area (EEA) states.

For the extension of the tonnage tax to such persons, the provisions of Article 1, para. 5 and 3, Italian Legislative Decree No. 457/97, Article 317 of Royal Decree. 327/42 (Navigation Code) and Article 426 of Presidential Decree no. 328 of 15.2.52.

The aforesaid entities shall request the Italian Ministry of Infrastructure and Transport to register the vessels which are exclusively engaged in international traffic entered in the registers of the EU/EEA States, in the list provided for in Article 6-ter para. 2 of Italian Legislative Decree No. 457/97. Such vessels must be engaged exclusively in international commercial traffic in relation to maritime transport or assimilated activities referred to in Article 1 para. 1. These are vessels engaged in maritime transport, understood as the carriage by sea of passengers or goods between ports, between a port and an offshore installation or facility, as well as those engaged in activities assimilated to maritime transport, such as:

- vessels providing assistance to offshore platforms, such as units providing fire-fighting services, transport of materials and technical personnel;
- support vessels such as vessels providing deep-sea towage, fire-fighting and anti-pollution services;
- cable-laying vessels which carry out the installation and maintenance of cable and pipe layers;
- scientific and seismological research vessels or carrying out offshore installation and maintenance activities;
- dredgers that, in addition to dredging activities, also transport dredged material;
- service vessels providing other forms of assistance or rescue services at sea operating in regulatory frameworks in the European Union similar to that of EU shipping, in terms of labour protection, technical requirements and safety and operating in the global market.

From a practical point of view, the 'tonnage tax' legislation provides that the taxable income generated by vessels subject to such regime is calculated on a flat-rate, unitary basis, by reason of fixed amounts provided for by the TUIR for net tonnage bands and taking into account only the days of operation, without being able to take into account any deductions. In particular, Article 156 of the TUIR provides for the application of the following amounts per tonne, based on the net tonnage bracket: 0.0090 Euro (from 0 to 1,000 tonnes), 0.0070 Euro (from 1,001 to 10,000 tonnes), 0.0040 Euro (from 10,001 to 25,000 tonnes), 0.0020 Euro (from 25,001 tonnes). Therefore, the income thus determined contributes to the formation of the shipping company's overall taxable income together with any income from activities outside the scope of the specific institute. Expenses and other negative income components related to the operation of tonnage tax vessels are non-deductible.

Income derived from the simultaneous pursuit of activities other than those subject to the tonnage tax regime must be determined according to the ordinary rules. To this end, the keeping of separate accounts is mandatory. Expenses and other negative components that refer indiscriminately to

positive income components included and not included in the taxable amount as determined above, are deductible for the portion corresponding to the ratio of the total amount of income and revenues not included in the taxable amount as determined above to the total amount of all income and revenues.

The flat-rate scheme is activated at the taxpayer's option for a fixed duration of 10 financial years, at the end of which it is tacitly renewed for another 10 years, unless revocation is effected (in accordance with the procedures and time limits laid down for communicating such option).

Within the same group of companies, linked by a *de jure* control relationship, companies that apply the tonnage tax and other companies that have not made such option, cannot coexist. In such a case, if the subjective requirements are met, the option is also effective towards the party that did not exercise it or the party for which the option previously exercised became ineffective, and must be communicated to the tax authorities electronically, by the parent company, and within three months of the entry into tonnage.

Pursuant to Article 157 of the T.U.I.R., the option to benefit from the 'tonnage tax' cannot be exercised, and if exercised, ceases to apply with effect from the current tax period, if one of the following conditions is met:

- more than half of the total number of vessels used are leased by the taxpayer on a bareboat basis for a period of time exceeding, for each vessel, 50% of the days of actual navigation for each financial year;
- the obligation to train cadets is not complied with.

If, for any reason, the option ceases to be effective, it may not be chosen again before the expiry of the ten-year period originally provided for (and, in any event, not before the fifth tax period following the one in which the option ceased to be effective).

#### **Tax regulations on vessels registered in the "International Register"**

Within the framework of the Provisions for the development of the transport sector and the increase of employment, Article 1 of Decree Law No. 457 of 30 December 1997 (published in the Italian Official Gazette No. 303 of 31 December 1997), established the '*International Register*' in which, following authorisation by the Ministry of Infrastructure and Sustainable Mobility, vessels carrying out maritime transport activities, understood as the transport by sea of passengers or goods between ports, between a port and an offshore facility or structure, as well as those carrying out activities assimilated to maritime transport, are registered. This includes:

- a) vessels providing assistance to offshore platforms, such as units providing fire-fighting services, transport of materials and technical personnel;
- b) support vessels such as vessels providing deep-sea towage, fire-fighting and anti-pollution services;
- c) cable-laying vessels which carry out the installation and maintenance of cable and pipe layers;
- (d) scientific and seismological research vessels or carrying out offshore installation and maintenance activities;
- e) dredgers that, in addition to dredging activities, also transport dredged material;

- f) service vessels providing other forms of assistance or rescue services at sea operating in regulatory frameworks in the European Union similar to that of EU shipping, in terms of labour protection, technical requirements and safety and operating in the global market.

The authorisation is issued following a specific application submitted by the interested parties, for each vessel, accompanied by a declaration of commitment to comply with the limits laid down in the Maritime Guidelines, together with the vessel's relevant technical documentation.

The International Registry referred to in paragraph 1 is divided into three sections in which the following are registered:

1. ships belonging to Italian or other European Union countries within the meaning of Article 143(1)(a) of the Italian Navigation Code;
2. vessels belonging to non-EU entities within the meaning of paragraph 1(b) of Article 143 of the Navigation Code;
3. vessels belonging to EU or non-EU entities, suspended from a EU or non-EU register, pursuant to the second paragraph of Article 145 of the Navigation Code, following bareboat charter to Italian or other EU legal entities.

Article 4 of Italian Decree-Law. 457/1997 provides, first of all, that persons engaged in the income-producing activity referred to in paragraph 2 shall be granted a tax credit corresponding to the personal income tax due on income from employment and self-employment paid to crew members aboard vessels registered in the International Registry, to be used for the purpose of paying withholding taxes on such income. Such credit does not contribute to the formation of taxable income.

Article 4 then provides that income from the use of vessels registered in the International Registry contributes 20% to the total income subject to personal income tax and corporate income tax, regulated by the TUIR.

The year's profits, reserves and other funds consisting of profits that do not contribute to forming the income pursuant to paragraph 2, are taken into account for the purposes of determining the amount of the taxes referred to in paragraph 4 of Article 105 of the TUIR, according to the criteria provided for the income referred to in paragraph 1) of the same paragraph.

The International Registry regime applies in relation to the income resulting:

- from the main revenue derived from maritime transport activities, such as revenue from the sale of tickets or fares for the carriage of goods and, in the case of the carriage of passengers, from the hiring of cabins in the context of the maritime voyage and from the sale of food and drink for immediate consumption on board;
- from carrying out activities assimilated to those of maritime transport referred to in Article 1 para. 1;
- from the performance of ancillary activities deriving from maritime transport activities, provided that in each financial year the relevant revenues do not exceed 50% of the total admissible revenues deriving from the use of the vessel, in which case the scheme referred to in this paragraph shall not apply to the portion exceeding 50%.

Income from the activities referred to in paragraphs 1 and 2 must be divided and kept in separate accounts.

For transactions between companies, the income of which is determined even partially pursuant to Article 4 para. 2, and other companies, even if resident in the territory of the State, the market value principle set forth in Article 9 of the TUIR applies, provided the other conditions are met.

The provisions of Article 4 para. 2 shall apply to the activity of vessels chartered on a time or voyage basis if one of the following conditions is fulfilled:

- (i) if the vessels are chartered on a time or voyage basis with equipment and crew provided by other companies, the beneficiary also counts vessels for which it provides technical and personnel management in its fleet and these vessels constitute at least 20% of the tonnage of the fleet;
- (ii) the share of time or voyage chartered vessels that are not registered in a State belonging to the European Economic Area does not exceed 75% of the beneficiary's fleet eligible for the scheme;
- (iii) at least 25% of the beneficiary's entire fleet flies the flag of states belonging to the European Economic Area.

Without prejudice to the provisions of Article *6-quarter*, in the cases referred to in paragraph 1, the beneficiary shall be required to maintain or increase the proportion of vessels owned or leased bareboat flying the flag of States belonging to the European Economic Area in relation to its total fleet.

#### **IRAP regulations common to the “tonnage tax” regime and ‘International Registry’ regime**

In the application of the overall tax rules outlined for each of the two tax regimes, account must also be taken of the provisions of Legislative Decree No. 446 of 15 December 1997, instituting the regional tax on productive activities. In summary, Article 12 para. 3 of Italian Legislative Decree No. 446/1997 provides that, if the taxable person engages in production activities through the use of vessels entered in the register referred to in Article 1(1) of Legislative Decree No. 446/1997, 457/1997, the portion of the value attributable to them, determined in accordance with Article 5, is deducted from the tax base.

#### **Legislation regarding Bonus investments in capital goods 4.0**

Article 1 para. 1051 – 1063 of Italian Law No. 178/2020, as amended by Article 1 para. 44 of Italian Law No. 234/2021, grants a tax credit for investments in new ‘ordinary’ and ‘Industry 4.0’ capital goods. This bonus is available to all companies resident in the territory of the State, including permanent establishments of non-residents, regardless of their legal form, economic sector, size and tax regime for determining the company's income, which invest in new capital goods intended for production facilities located in the territory of the State. As from 16 November 2020, a tax credit is recognised under the conditions and in the amounts set forth in paragraphs 1052 to 1058-ter, in relation to the different types of assets eligible. Firstly, invoices and various documents relating to the investment must contain an express reference to the provisions of the Italian Budget Act. The documents that may be used to prove the actual incurrence and correct determination of the eligible costs include, by way of example: (i) offer and confirmation of the purchase order; (ii) electronic invoices issued by the supplier by way of down payment and balance; (iii) test report certifying that

the asset has become operational. For interconnected tangible and intangible 4.0 assets, an additional documentary burden is envisaged in the case of a unit acquisition cost exceeding Euro 300,000: a sworn technical report issued by an engineer or an industrial expert registered in the respective professional registers, or a certificate of conformity issued by an accredited certification body.

With specific reference to interconnection, the Italian Tax Authority, in its Circular 9/E of 23 July 2021, emphasised the obligation to maintain the requirements for access to the 4.0 relief over time for the entire period of use of the tax credits. The holder of the tax advantage who is responsible for documenting this properly.

If by 31 December of the second year following the year from the operation or from when the interconnection takes place, the subsidised assets are sold for consideration or are intended for production facilities located abroad, even if they belong to the same person, the tax credit is reduced accordingly, excluding the relevant cost from the original basis of assessment.

### **Rules on Credit for Research and Development Investments**

The Research and Development Investment Credit was first regulated by Article 3 of Italian Decree-Law 145/2013 conv. and by Ministerial Decree 27 May 2015 now, in fact, replaced respectively by Article 1 para. 198 – 209 of Italian Law No. 160/2019, as amended by Article 1 para. 1064 of Italian Law No. 178/2020 and by Article 1, para. 45 of Italian Law No. 234/2021, and by Ministerial Decree 26 May 2020 Entities covered by the tax advantage are companies, irrespective of their legal form, legal nature, size and income determination scheme. The advantage is applicable to expenditure on investments in Research and Development, Technological Innovation, also aimed at an objective of ecological transition or technological innovation 4.0 and other innovative activities supported. The determination and measure of the tax credit vary depending on the type of eligible investment. The tax credit can only be used by offsetting in the F24 tax form and in three equal annual instalments, starting from the financial year following the year of accrual. In order to qualify for the Research and Development tax credit, companies must: *(i)* have appropriate certification of accounting documentation issued by the entity entrusted with the statutory auditing of accounts; *(ii)* prepare and keep a sworn technical report illustrating the purposes, contents and results of the comparable activity carried out in each tax period in relation to the projects being carried out; and *(iii)* submit a communication to the Italian Ministry of Economic Development (which, however, does not constitute a prior condition for access).

### **Legislation related to health and safety at work**

Regulations on the health and safety of workers in the workplace are mainly contained in Italian Legislative Decree No. 81/2008, which was issued to reorganise and coordinate the relevant regulations.

Such legislation establishes the way in which certain preventive actions, such as the assessment of risks in the company, must be compulsorily carried out and, consequently, a series of actions must be taken to improve the safety and health of workers, including: (i) the adaptation of facilities, plants and equipment; (ii) health surveillance, (iii) training courses and all other compulsory aspects, the lack or absence of which could expose the company to significant sanctions.

Italian Legislative Decree No. 81/2008 provides for the establishment and appointment within the company of specific figures by the employer: the Head of the Prevention and Protection Service

(RSPP), the workers' representative, the competent doctor, the persons in charge, the fire-fighting and first aid officers, etc.). Pursuant to the aforementioned Italian Legislative Decree No. 81/2008, the employer must carry out an assessment of the risks present in the company, adopt prevention and protection measures aimed at eliminating or, in any case, limiting the risks, and ensure that each worker is adequately trained, informed and instructed in such regard.

### **So-called 'golden power' legislation**

The Italian Law Decree 21/2012 provides the framework for the exercise of the special powers conferred on the Italian Government to safeguard the ownership structures of companies operating in sectors deemed strategic and of national interest (so-called golden power legislation). By means of the Decree Law 21/2012, the objective and subjective scope, type, conditions and procedures for the exercise of such special powers by the Government have been defined, also through reference to secondary legislation.

The regulatory framework, as far as it is of interest here <sup>(26)</sup>, is contained in the following sources:

- Italian Decree-Law No. 21 of 15 March 2012, concerning special powers regarding corporate structures in the defence and national security sectors, as well as for activities of strategic importance in the energy, transport and communications sectors;
- Italian Prime Minister's Decree 18 December 2020, No 179, laying down Regulations for the identification of assets and relationships of national interest in the areas referred to in Article 4(1) of Regulation (EU) 2019/452 of the European Parliament and of the Council of 19 March 2019;
- Regulation (EU) 2019/452 of the European Parliament and of the Council of 19 March 2019 establishing a framework for monitoring foreign direct investment in the Union;
- Italian Prime Minister's Decree 1 August 2022, no. 133, laying down Regulations governing the coordination activities of the Presidency of the Council of Ministers, necessary for the exercise of the special powers referred to in Decree-Law no. 21 of 15 March 2012, and subsequent amendments and additions, pre-notification and measures to simplify procedures.

#### *Notification of Resolutions, Acts or Transactions Resulting in Changes in Ownership, Control or Availability of Strategic Assets (Article 2 para. 2-bis, Italian Decree-Law No. 21/2012)*

Article 2 of Italian Decree Law 21/2012 provides that any resolution, act or transaction adopted by an undertaking holding strategic assets which has the effect of changing the ownership, control or availability of such strategic assets in favour of a entity outside the European Union, including resolutions of the shareholders' meeting or governing bodies concerning the merger or division of the company, the transfer of the undertaking or of branches thereof, in which the strategic assets are included or the assignment of such assets by way of guarantee, the transfer of subsidiaries holding those assets, or the transfer of the registered office to a country outside the European Union, as well as resolutions, acts or operations adopted by the company that have the effect of changing the destination of the strategic assets, as well as any resolutions that have as their object a change in the company's object, the dissolution of the company or the amendment of clauses of the bylaws that may have been adopted pursuant to Article 2351, third paragraph, of the Italian Civil Code or introduced pursuant to Article 3, first paragraph, of Italian Decree-Law No. 332 of 31 May 1994,

<sup>(26)</sup> The regulatory framework relating to the so-called golden power regulation is summarised below by selecting the relevant provisions in light of their possible relevance to the scope of operations of the Issuer and the Group.

converted, with amendments, by Italian Law No. 474 of 30 July 1994 (as most recently amended by Article 3 of Decree–Law No. 21/2012), must be notified to the Presidency of the Council of Ministers within 10 days and in any case before its implementation.

*The Procedure for the Exercise of Special Powers: Timing, Outcome and Consequences of the Failure to Notify Resolutions, Acts or Transactions Pursuant to Article 2, para. 2-bis, Decree–Law 21/2012 (Article 2, para. 3 and 4, Decree Law 21/2012).*

A veto may be expressed in respect of resolutions, acts and operations that give rise to an exceptional situation, not governed by national and European sector regulations, of threat of serious prejudice to public interests relating to the security and operation of networks and plants and the continuity of supplies, by a decree of the Italian President of the Council of Ministers. In any case, the competent authority is obliged to impose specific requirements or conditions, instead of a veto, whenever this is sufficient to ensure the protection of the aforementioned public interests.

With the notification, the Government is provided with full information on the resolution, act or transaction so as to enable the possible timely exercise of special powers. Within 45 days of the notification, the competent authority shall notify any exercise of special powers. Should it become necessary to request information from the notifying company, such time limit is suspended, for one time only, until receipt of the requested information, which shall be provided within 10 days. If it becomes necessary to make enquiries to third parties, the aforementioned 45–day time limit is suspended, for one time only, until receipt of the requested information, which shall be provided within 20 days. Further suspensions may result from the application of the European coordination mechanism under EU Regulation 452/2019.

The effectiveness of the relevant resolution, act or transaction is suspended until the notification and, in any event, until the conclusion of the verification procedure. Once the time limit for the completion of the procedure has expired without an express decision, the transaction may be carried out. Resolutions or acts or transactions adopted or implemented in violation of the so–called golden power regulation are null and void. The Government may also require the companies to reinstate the status quo ante at their expense. Unless the act constitutes a criminal offence, anyone who fails to comply with the provisions of Article 2 para. 2–bis of Italian Decree–Law 21/2012 is subject to an administrative fine of up to twice the value of the transaction and in any case not less than 1% of the aggregate turnover achieved by the undertakings involved in the last financial year for which the balance sheet was approved.

*Notification of Acquisitions of Shareholdings in the Share Capital of a Company Holding Strategic Assets (Article 2 para. 5, Italian Decree–Law No. 21/2012).*

Also pursuant to Article 2 of Decree–Law No. 21/2012, the acquisition for any reason by a entity outside the European Union of a stake in the share capital of a company that holds strategic assets, of such importance as to determine the permanent establishment of the purchaser by reason of the assumption of control within the meaning of Article 2359 of the Italian Civil Code and of the Italian Consolidated Law on Finance, is notified within 10 days by the purchaser – where possible jointly with the company whose holdings are the subject of the acquisition – to the Presidency of the Council of Ministers, together with any information useful for the general description of the proposed acquisition, the acquirer and its scope of operations.

Acquisitions of shareholdings in the share capital of companies holding strategic assets by foreign non-EU entities that consist of a share of at least 10 per cent of the voting rights or of the capital, taking into account the shares or quotas already directly or indirectly held, when the total value of the investment is equal to or greater than Euro 1 million, are also subject to the notification requirement, as are acquisitions that result in the thresholds of 15 per cent, 20 per cent, 25 per cent and 50 per cent of the capital being exceeded.

*The Procedure for the Exercise of Special Powers: Timing, Outcome and Consequences of Failure to Notify Resolutions, Acts or Transactions Pursuant to Article 2 para. 5 of Italian Decree-Law 21/2012 (Article 2 paras. 6 and 8, Decree-Law no. 21/2012).*

Where the acquisition of stakes in the share capital of the company holding strategic assets entails a threat of serious prejudice to the essential interests of the State relating to the safety and operation of networks and plants and the continuity of supplies, or a danger to security or public order, within 45 days of the notification, the effectiveness of the purchase may be conditioned upon the purchaser and the company whose shareholdings are being purchased assuming commitments aimed at guaranteeing the protection of the aforementioned interests, by a decree of the President of the Council of Ministers adopted in accordance with the Council of Ministers' resolution. In exceptional cases of risk to the protection of the aforesaid interests, which cannot be eliminated by entering into commitments, the Government may oppose the purchase on the basis of the same procedure.

The deadlines for the conclusion of the proceedings and any requests for information are the same as those summarised above in the case of proceedings pursuant to Article 2 para. 2a of Decree-Law 21/2012. Until the notification and, thereafter, until the expiry of the time limit for the possible exercise of the power of objection or the imposition of undertakings, the voting rights or, in any event, any rights unrelated to economic rights associated with the shares representing the relevant shareholding, are suspended. Once the aforementioned time limits have expired, the transaction may be carried out.

Unless the event constitutes an offence, and without prejudice to the invalidity provided by law, any person that does not comply with the reporting requirements under Article 2 para. 5 bis of Decree Law No. 21/2012, will be fined a monetary amount of up to twice the value of the transaction, but no less than 1% of the combined turnover generated by the enterprises involved in the most recent financial year for which the financial statements were approved. Where the power is exercised in the form of the imposition of undertakings, in the event of non-fulfilment, the voting rights or any rights other than property rights attached to the shares or units representing the relevant shareholding shall be suspended for as long as the non-fulfilment continues. Any resolutions that are adopted with the casting vote of such shares or quotas, or in any event resolutions, agreements or actions adopted in breach of the conditions imposed, shall be null and void. The acquiring company and the company whose holdings are being acquired that do not fulfil the undertakings imposed are also subject, unless the act constitutes a criminal offence, to the same administrative fine imposed for breach of reporting obligations.

*Notification of the Incorporation of Companies (Article 2, para. 7-bis, Decree-Law 21/2012).*

It should also be noted that the obligation to notify the Presidency of the Council of Ministers also applies to the establishment of a company that carries out activities or holds one or more of the assets identified as strategic by the so-called golden power regulation, within the terms and



according to the procedures set forth in Article 2 of Decree-Law 21/2012, if one or more non-EU partners hold a share of at least 10 per cent of the voting rights or capital.

*Initiation of Ex Officio Proceedings by the Government To Exercise Possible Special Powers (Article 2, para. 8-bis, Decree-Law 21/2012).*

In cases of violation of the notification obligations under Article 2 of Decree-Law 21/2012, even in the absence of notification pursuant to Article 2, para. 2-bis and para. 5, the Presidency of the Council of Ministers may initiate proceedings *ex officio* with a view to the possible exercise of special powers. For this purpose, the deadlines and procedural rules provided for in Article 2 of Decree-Law 21/2012 apply as well as in the implementing regulations. The period of 45 days for the possible exercise of special powers begins with the conclusion of the proceedings to establish the breach of the duty to notify.

## CHAPTER IX – INFORMATION ON EXPECTED TRENDS

### 9.1 Recent trends in the markets in which the group operates

In the Issuer’s opinion, from 31 December 2023 until the Date of Admission Document, there were no significant trends in the developments of production, i.e. in the development of costs and sales prices, as well as in sales trends, capable of influencing, either positively or negatively, the Issuer’s business, nor were there any significant changes in financial results.

As at 31 December 2023, the Group’s consolidated hard backlog – defined as backlog orders already contracted but yet to be completed that are expected to generate revenue in subsequent years – amounted to approximately €275 million (reaching approximately €325 million as at 29 February 2024).

As of 31 December 2023, the Group’s consolidated soft backlog – relating to contracts under negotiation that the Issuer reasonably expects to enter into in the short term – amounted to approximately Euro 50 million (reaching approximately Euro 100 million as of 29 February 2024).

The pipeline of projects – understood as a range of projects that have already been identified, for which the Group has submitted a bid and/or for which it has participated and passed the first selective stages for which the relevant awarding and timing cannot be foreseen as of 29 February 2024 – amounts to approximately Euro 253 million as of 29 February 2024.

For the sake of completeness, with specific reference to the hard backlog, it should be noted that of the Euro 275 million, a portion of approximately Euro 205 million will constitute revenue in the financial year 2024. It is further noted that the hard backlog amounts described above represent an estimate up to and including the financial year 2027.

The “hard backlog” was formally approved by the Company’s Board of Directors on 6 May 2024.

### 9.2 Information on known trends, uncertainties, demands, commitments or events that could reasonably be expected to have a significant effect on the Issuer’s prospects at least for the current financial year

As at the Admission Document Date, based on the information available, the Issuer is not aware of any known trends, uncertainties, demands, commitments or facts that could reasonably be expected to have a significant effect on the Company’s prospects at least for the current financial year.

## **CHAPTER X – PROFIT FORECASTS AND ESTIMATES**

The Admission Document contains no profit forecasts or estimates.

## CHAPTER XI – ADMINISTRATIVE, SUPERVISORY AND KEY MANAGEMENT BODIES

### 11.1 Corporate bodies and top management

#### 11.1.1 Board of Directors

Pursuant to Article 20 of the Articles of Association, the Company is administered by a Board of Directors consisting of a minimum of 3 (three) and a maximum of 7 (seven) directors, determined by the Shareholders' Meeting. Directors must meet the eligibility requirements set forth in Article 2399 of the Italian Civil Code and the integrity requirements set forth in Article 147-*quinquies* of the Italian Consolidated Law on Finance and its implementing regulations. Furthermore, at least 1 (one) of the Directors must meet the independence requirements pursuant to Article 148, paragraph 3, of the Italian Consolidated Law on Finance, as referred to in Article 147-*ter*, paragraph 4 thereof. Directors remain in office for the period defined by the shareholders' resolution appointing them, up to a maximum of 3 (three) financial years, and may be re-elected pursuant to Article 2383 of the Italian Civil Code; their term of office expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their office.

As of the Admission Document Date, the Issuer's Board of Directors (the '**Board of Directors**') in office is composed of 5 members, who will remain in office until the Shareholders' Meeting will have convened to approve the financial statements for the year ending 31 December 2026.

The directors in office as at the Date of the Admission Document were appointed by the Shareholders' Meeting held on 29 March 2024. Furthermore, the Shareholders' Meeting held on 15 May 2024 resolved to integrate the Board of Directors with the appointment, as of the Admission Date, of independent directors Andrea Costantini and Giorgio Filippi, who will remain in office until the expiration of the Board of Directors' term of office.

The following table shows the members of the Board of Directors in office on the Trading Commencement Date, specifying, in addition to their names, their position, place and date of birth.

Full name	Office	Place and date of birth
Attilio Ievoli	Chairman of the Board of Directors	Naples, 29/06/1973
Giovanni Ranieri	Chief Executive Officer	Naples, 22/04/1963
Giuseppe Maffia	Director (§)	Naples, 29/06/1973
Andrea Costantini (*)	Independent Director	Bologna, 22/05/1976
Giorgio Filippi (*)	Independent Director	Naples, 25/04/1963

(§) Director with operational powers.

(\*) Independent Director pursuant to the combined provisions of Articles 147-*ter* and 148, para. 3 of the Italian Consolidated Law on Finance, whose appointment is effective as of the Admission Date.

The members of the Board of Directors are domiciled for the office at the registered office of the Company.

The Issuer's Board of Directors verified that (i) all directors met the requirements of honourableness set forth in Article 148-*quinquies* of the Consolidated Law on Finance; and (ii) Directors Andrea Costantini and Giorgio Filippi also met the requirements of independence set forth in Article 147,

para. three, of the Consolidated Law on Finance, as referred to in Article 147-ter, para. four, of the Consolidated Law on Finance.

The following is a brief *curriculum vitae* of the members of the Board of Directors, showing their expertise and experience in corporate management.

#### Attilio Ievoli

Graduated in 1999 with a degree in Political Science after attending the *Istituto Nautico Superiore Duca degli Abruzzi* in Naples, he began his experience in the naval industry in 1993; during those years and until his graduation, he worked as a support at Marnavi's Technical Office, before becoming Head of Contracts and Logistics in 2001. The following year, he held the same position at the international shipping company Navomar (Houston, USA) until 2004, when he began working on the analysis of the global shipping market aimed at Navomar's corporate expansion into new business areas, with a focus on the Offshore sector. Then, in 2015, he founded Marnavi Offshore S.r.l. (a service company for the technical, commercial, operational and crewing management of Offshore vessels and the technical management of food tankers, as well as the supervision of new construction of Offshore vessels), of which he was also a director for the following three years. At the end of the three-year period, he founded Dynamic Offshore Ltd (a service company for the technical, commercial, operational management and brokerage of vessels operating mainly in the energy sector; here, too, he also served as a director. In both companies he was responsible for international commercial expansion and the acquisition of new customers, the implementation of the Offshore fleet and the subsequent technical and commercial management, thus gaining extensive experience in the sector. Since 2023, he has been Chairman of the Board of Directors with executive duties of Next Geosolutions UKCS Ltd, in which he is also a shareholder. He then rejoined Marnavi in 2024 as Managing Director.

#### Giovanni Ranieri

After graduating in 1991 with a degree in Marine Science (specialising in "Underwater Acoustics and Marine Geophysics"), in 1993 he started his career at Geolab S.r.l. – of which he is also co-founder and shareholder – in the role of Managing Director, dealing in particular with business development and strategic planning. He then continued his professional career at UTEC Survey Inc., where he held the position of Global Business Development Director since December 2011. Here, he was mainly in charge of the global sales area, structuring and implementing business plans and strategies, as well as developing new products, services and distribution channels. A few years later, in 2015, he joined the Issuer as CEO. He has a significant 30 years' experience in the oil and gas industry; a sector in which he holds numerous roles and positions, thus experiencing the technical, operational and commercial side, and in which he leads numerous projects ranging from applied scientific research – to name a few – to Offshore construction, IMR, Trenching, ROV, environmental surveys. All this, in multiple geographical areas, from the Mediterranean Sea (Italy, Spain, Morocco, Tunisia), to the Irish Sea (United Kingdom), and the Baltic Sea (Russia, Finland, Sweden, Germany), as well as in the Persian Gulf (United Arab Emirates, Qatar, Iran) and West Africa (Congo, Angola, Ghana, Nigeria).

#### Giuseppe Maffia

He graduated in Economics in 1998 from the Federico II University in Naples and, the same year, attended a course for the implementation and certification of quality systems in SMEs organised by I.P.E. The following year, he attended a course in consulting and auditing of accounts (of which he

became Team Manager in 2000), as well as a course in risk management, tax and accounting, both held by PricewaterhouseCoopers S.p.A. He started his work experience in 1994 at Jamaica S.r.l., where he held the position of Chief Executive and Trade Officer. From 1999 to 2002, he was Supervisor Senior Auditor at PricewaterhouseCoopers S.p.A. and, subsequently, for two years he held the position of Chief Financial Officer at Novamar International Scarl. He then joined Marnavi, with the same position. Over the years, he also held the position of director at other companies operating in the shipping market, including White Ocean Shipping AS, Marnavi Shipping Management PVT, Marigest S.r.l., Next Geosolutions UKCS Ltd, and Seashiptanker S.r.l., gaining significant experience in the maritime sector.

Andrea Costantini

After a degree in Business Administration and Business Law from Università Commerciale Luigi Bocconi in 2000 and an Executive Education Program in General Management in 2011 at Harvard Business School, he began his career in consulting, first at Arthur Andersen S.p.A. and later at KPMG S.p.A.. He then worked for several years for the Coca Cola Company in the Corporate Audit department, with a main focus on countries such as China, India, Japan and Russia. After his experience at Coca Cola, he joined the D'Amico Shipping Group as Regional CFO for Asia and, in 2016, the Agrati Group as Executive Vice President. Since 2021, he has been Chairman of the Board of Directors of Smart Capital S.p.A., a financial holding company specialising in private equity and private investment.

Giorgio Filippi

He graduated from the Federico II University in Naples with a degree in Law in 1986 and, for the following two years, attended specialisation courses in London on, inter alia, maritime, land and air transport, the international sale of ships (governed by English law) and, more generally, international contracts. He qualified as a lawyer in 1991. He has over thirty years of experience in international contracting, always with specific reference to the maritime sector, and has studied in depth – over the years – the legal issues on, in particular, loan agreements, construction contracts, ship and infrastructure contracts, as well as the various types of transport contracts by ship, air, container, rail and combined transport. Over the years, he has held positions as director or Chairman of the Board of Directors in numerous companies, including shipping, real estate and service companies. As at the Date of Admission Document, he mainly exercises his profession in the field of civil law, with a specific focus on shipping and transport law.

In the Issuer's opinion, the Euronext Growth Advisor operates independently of the current members of the Company's Board of Directors.

The following table shows the corporations or partnerships in which the members of the Board of Directors have been members of the administrative, management or supervisory bodies, or partners in the last five years, with an indication of their status, as at the Admission Document Date.

First and last name:	Company	Position in the company or shareholding held	Charge status	Shareholding status
Attilio Ievoli	Next Geosolutions UKCS Ltd	Chairman of the Board of Directors	In office	–
	Marnavi S.p.A.	Chief Executive Officer	In office	–
	Dynamic Offshore Ltd	Director	In office	–

	Dynamic Europe S.r.l.	100%	-	In place
	Dynamic Offshore Ltd	100%	-	In place
	Next Geosolutions Europe S.p.A.	11.87%	-	In place
Giovanni Ranieri	Next Geosolutions UKCS Ltd	Chief Executive Officer	In office	-
	Phoenix Offshore S.r.l.	Chief Executive Officer	In office	-
	Next Geosolutions Ltd	Chief Executive Officer	Ceased	-
	Next Geosolutions Middle East Fze	Chief Executive Officer	Ceased	-
	VR Consulting S.r.l.	100%	-	In place
	Mercury Subsea S.r.l.	33%	-	Non-shareholder
	UTEC Survey Inc.	<i>minority</i>	-	Non-shareholder
Giuseppe Maffia	Next Geosolutions UKCS Ltd	Director	In office	-
	Next Geosolutions B.V.	Director	In office	-
	Nextpoli S.r.l.	Director	In office	-
	Seashiptanker S.r.l.	Director	In office	-
	Marnavi Chem S.r.l.	Director	In office	-
	Idrambiente S.r.l.	Director	In office	-
	Castalia Consorzio Scarl	Statutory Auditor	In office	-
	Green Fleet S.r.l.	Attorney	In office	-
	Marnavi S.p.A.	Internal member of the Supervisory Body pursuant to Legislative Decree No. 231/2001	In office	-
	Marsea Shipping Ltd	Director	In office	-
	Marnavi Anguilla Ltd	Director	In office	-
	Marnavi Shipping Management Pvt	Director	In office	-
	Armatori del Mediterraneo S.r.l.	Director	In office	-
	Iceb Immobiliare S.r.l.	Director	In office	-
	Pleasure Hotel S.r.l.	Director	In office	-
	GM Consulting S.r.l.	Director	In office	-

	PM Consulting S.r.l.	Director	In office	-
	Marnavi S.p.A.	Chief Executive Officer	Ceased	-
	Martanker S.r.l.	Director	Ceased	-
	Next Middle East Fze	Director	Ceased	-
	Marigest S.r.l.	Director	Ceased	-
	White Ocean Shipping Lda	Director	Ceased	-
	Marnavi Brasil Ltda	Director	Ceased	-
	Hambleton Gestao Navigacao Lda	Director	Ceased	-
	Quisisana Gestao Navigacao Lda	Director	Ceased	-
	GM Consulting S.r.l.	100%	-	In place
	PM Consulting S.r.l.	100%	-	In place
	Pleasure Hotel S.r.l.	33,33%	-	In place
	Subsea 5 S.r.l.	12.50%	-	Non-shareholder
Andrea Costantini	Agrati S.p.A.	Deputy Chairman	In office	-
	Smart Capital	Chief Executive Officer	In office	-
	Agrati Inc.	Chairman	In office	-
	Smart4tech S.p.A.	Chief Executive Officer	In office	-
	Smart4tech S.p.A	Chief Executive Officer	In office	-
	Lario up S.r.l.	Chief Executive Officer	In office	-
	Smart Logistics S.r.l.	Chief Executive Officer	In office	-
	Smart VSL S.r.l.	Chief Executive Officer	In office	-
	Smart tech S.r.l.	Chief Executive Officer	In office	-
	Smart4Sea S.r.l.	Chief Executive Officer	In office	-
	Smart4mechanics S.r.l.	Chief Executive Officer	In office	-
	Smart VSL Geolutions S.r.l.	Chief Executive Officer	In office	-
	Smart ALA S.r.l.	Chief Executive Officer	In office	-
	Smart4Advisory S.r.l.	Chief Executive Officer	In office	-
	Knobs S.r.l.	Director	In office	-
	Urania S.r.l.	Director	In office	-
	Cofle S.p.A.	Director	In office	-
	Smart Racing S.r.l.	Director	In office	-
	Smart Agri S.r.l.	Chief Executive Officer	Ceased	-
	Beebeez S.r.l.	Director	Ceased	-



	NFT S.r.l.	Director	Ceased	-
	Saturnia S.r.l.	Director	Ceased	-
	Finagrati S.r.l.	Director	Ceased	-
	Costantini Investments S.r.l.	100%	-	In place
	Smart Capital S.p.A.	47.7%	-	In place
	Smart4Tech S.p.A.	5%	-	In place
	Smart Tech S.r.l.	4.9%	-	In place
	Smart4Advisory S.r.l.	2.9%	-	In place
Giorgio Filippi	Pleasure Hotels S.r.l.	Chairman of the Board of Directors	In office	-
	Immobiliare ICEB S.r.l.	Chairman of the Board of Directors	In office	-
	Marnavi S.p.A.	Chairman of the Board of Directors without delegated powers	In office	-
	Corecam S.r.l.	Director	In office	-
	Immobiliare Milanese S.r.l.	Sole Director	In office	-
	Italiana Consulting S.r.l.	Sole Director	In office	-
	Navigli Immobiliare S.r.l.	Sole Director	In office	-
	Next Geosolutions Europe S.p.A.	Chairman of the Board of Directors	Ceased	-
	Palumbo Malta Shipyard Malta	Director	Ceased	-
	Palumbo Shipyard Limited (Malta)	Director	Ceased	-
	Viktor Lenac (Croazia)	Member of the Supervisory Board	Ceased	-
	Italiana Consulting S.r.l.	98%	-	In place
	Immobiliare Milanese S.r.l.	2%	-	In place
	CID Software S.p.A.	0.97%	-	In place

As at the Date of the Admission Document, none of the members of the Board of Directors has any family relationship with the other members of the Board of Directors or with the members of the Board of Statutory Auditors or with the executives and key managers of the Company.

To the best of the Company's knowledge, none of the members of the Board of Directors has, in the last five years, been convicted of any offence of fraud or bankruptcy or been associated in the

performance of their duties with any bankruptcy, receivership or involuntary liquidation proceedings, nor, finally has been the subject of official charges and/or sanctions by public or regulatory authorities (including designated professional associations) or disqualification by a court from acting as a director, manager or supervisor of the Issuer or from acting as a director or manager of any issuer.

*Powers vested in the directors and the Board of Directors*

The Board of Directors is vested with the broadest powers for routine and non-routine management of the Company and, more specifically, has the power to take all actions it considers appropriate to implement and achieve the corporate purposes, excluding only the powers that the law or the Articles of Association reserve for shareholders.

The Board of Directors, with the exception of those that cannot be delegated by law, may delegate its attributions and powers to one or more managing directors, determining the limits of the delegation.

The Chairman of the Board of Directors, Attilio Ievoli, is vested with powers of supervision and strategic direction as defined below by way of example but not limited to:

- (i) exploring and evaluating strategies and opportunities for aggregation, such as mergers, acquisitions, joint ventures or commercial development, purchase and sale of vessels.
- (ii) maintain institutional relations and manage the communication of the Company and its group.

For the sake of clarity, it should be noted that the final operational decisions on the transactions referred to in item (i) above will be taken by the Issuer's Board of Directors.

The Managing Director Giovanni Ranieri is vested with the following powers, with single signature:

- (i) sign employment contracts and all acts aimed at terminating existing employment relationships and any other act or document relating to personnel;
- (ii) purchase, sell, exchange machinery and movable property, for amounts not exceeding Euro 300,000.00 (three hundred thousand/00) for each transaction;
- (iii) enter into, transfer and terminate purchase, loan and user licence agreements relating to hardware and software, for amounts not exceeding Euro 300,000.00 (three hundred thousand/00) per contract;
- (iv) Entering into, transferring and terminating insurance contracts against any kind of risk from which he deems it appropriate to protect the Company, paying the related premiums for an amount not exceeding Euro 150,000.00 (one hundred and fifty thousand/00);
- (v) enter into any other contract (whether active or passive) of any kind, agreeing on all the relevant terms and conditions, including but not limited to, charter contracts (both bareboat and reinforced hull), real estate lease contracts, tender contracts, service contracts, work contracts – provided that the total amount does not exceed Euro 4,000,000.00 (four million/00);
- (vi) perform any act necessary to ensure the proper keeping of books;

- (vii) refer and settle disputes to arbitrators, including amicable compositors whether on the basis of an arbitration clause or an arbitration agreement, appoint arbitrators and take care of all the formalities inherent in and relating to arbitration proceedings;
- (viii) collect and collect debts of any nature and amount, issuing ample and final discharge, both in respect of private individuals and Public Administrations, Credit Institutions, always including the issuing one, Stamp and Registry Offices, etc., exonerating the solvent administrations from any liability; and Tax Authorities, etc., exonerating the solvent administrations from any liability;
- (ix) represent the Company before any judicial, administrative, tax, currency, ordinary or special authority in any proceedings, at any level or seat and therefore also before the Council of State, the Court of Cassation, revocation and in labour disputes;
- (x) appoint defence counsel in litigation;
- (xi) collect and send, or appoint to collect and send from post and telegraph offices, forwarding agents and other carriers, any kind of goods, parcels, correspondence even if registered or insured, ordinary and telegraphic postal orders;
- (xii) to take and report oaths, to submit and answer interrogatories and requests also in matters of civil perjury, to be a civil party in criminal trials, to elect domicile; to perform any act and operation at Customs and Postal and Telegraphic Offices and in general at any public or private office, with the power to issue due receipts of release, declarations of discharge and to permit encumbrances and releases;
- (xiii) sign declarations and reports required by tax laws such as, but not limited to, tax returns, withholding tax returns, VAT returns;
- (xiv) sign all reports and declarations for the Social Security Institutions; deal with the Social Security and Welfare Institutions on all matters concerning the Company's personnel, resolving any disputes with said Institutions;
- (xv) sign delegated powers for the payment of taxes, fees and contributions also by means of F24, F23 forms and the like.

Director Giuseppe Maffia is vested with the following powers, with single signature.

- (i) perform any act necessary to ensure the proper keeping of books;
- (ii) enter into any and all contracts, both active and passive, agreeing to all related terms and conditions in respect of research and development projects for a value not exceeding Euro 4,000,000.00 (four million/00) per individual transaction;
- (iii) make payments due by the company, withdraw sums from the company's bank accounts, issue bank cheques, bank drafts, make transfers and in general handling current accounts in the company's name, sign the documents pertaining to the opening and closing of the company's bank accounts, sign deeds of credit assignment, advances on invoices factoring and in general perform any other act of financial movement by signing all the related documentation, request and sign bank and insurance sureties, sign leasing agreements, sign medium and long-term bank loan agreements, and sign consultancy and service agreements

for the management of the company's administration, all for a value not exceeding Euro 4.000,000.00 (four million/00) per individual transaction;

- (iv) refer and settle disputes to arbitrators, including amicable compositors whether on the basis of an arbitration clause or an arbitration agreement, appoint arbitrators and take care of all the formalities inherent in and relating to arbitration proceedings;
- (v) collect and collect debts of any nature and amount, issuing ample and final discharge, both in respect of private individuals and Public Administrations, Credit Institutions, always including the issuing one, Stamp and Registry Offices, etc., exonerating the solvent administrations from any liability; and Tax Authorities, etc., exonerating the solvent administrations from any liability;
- (vi) withdraw and receipt bank cheques, promissory notes, payment orders, deposits, bills of exchange, drafts of any amount and anything else due to the Company for any reason, sign the relevant receipts and release the counterparties from any liability;
- (vii) represent the Company before any judicial, administrative, tax, currency, ordinary or special authority in any proceedings, at any level or seat and therefore also before the Council of State, the Court of Cassation, revocation and in labour disputes, appointing defence counsel;
- (vii) collect and send, or appoint to collect and send from post and telegraph offices, forwarding agents and other carriers, any kind of goods, parcels, correspondence even if registered or insured, ordinary and telegraphic postal orders;
- (ix) to take and report oaths, to submit and answer interrogatories and requests also in matters of civil perjury, to be a civil party in criminal trials, to elect domicile;
- (x) to perform any act and operation at Customs and Postal and Telegraphic Offices and in general at any public or private office, with the power to issue due receipts of release, declarations of discharge and to permit encumbrances and releases;
- (xi) sign all declarations and reports required by tax laws such as, but not limited to, tax returns, withholding tax returns, VAT returns;
- (xii) sign all reports and declarations for the Social Security Institutions; deal with the Social Security and Welfare Institutions on all matters concerning the Company's personnel, resolving any disputes with said Institutions;
- (xiii) sign delegated powers for the payment of taxes, fees and contributions also by means of F24, F23 and the like for any amount.

### **11.1.2 Board of Statutory Auditors**

Pursuant to Article 29 of the Articles of Association, the Board of Statutory Auditors consists of 3 (three) statutory auditors, including the Chairperson, and 2 (two) alternate auditors, appointed by the Shareholders' Meeting. Statutory auditors must meet the eligibility requirements of Article 148(3) of the Italian Consolidated Law on Finance and the integrity and professionalism requirements of Article 148(4) of the Italian Consolidated Law on Finance. The standing auditors and alternate auditors shall hold office for 3 (three) financial years and their term of office shall

expire on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their mandate; they may be re-elected.

As of the Date of Admission Document, the Issuer's Board of Statutory Auditors (the "**Board of Statutory Auditors**") in office is composed of 3 (three) standing auditors and 2 (two) alternate auditors, who will remain in office until the Shareholders' Meeting called to approve the financial statements as of 31 December 2026. The Board of Statutory Auditors in office as at the Date Admission Document was appointed by the Shareholders' Meeting held on 29 March 2024, and subsequently supplemented on 15 May 2024.

The following table shows the members of the Board of Statutory Auditors in office as of the Date of Admission Document, specifying, in addition to their names, their position, place and date of birth.

First name and surname	Office	Place and date of birth
Maurizio Vetere	Chairperson of the Board of Statutory Auditors	Naples, 28/06/1972
Simone Andrea d'Aniello	Standing auditor	Naples, 11/12/1972
Davide Lorenzo Pio Barosi	Standing auditor	Milan, 20/08/1967
Mauro Secchi	Alternate auditor	Naples, 28/11/1956
Marzio Mazio	Alternate auditor	Naples, 31/07/1968

The members of the Board of Statutory Auditors are domiciled for the office at the registered office of the Company.

All the members of the Board of Statutory Auditors meet the requirements of integrity and professionalism set forth in Article 148(4) of the Italian Consolidated Law on Finance.

The following is a brief *curriculum vitae* of the members of the Board of Statutory Auditors, which shows their expertise and experience gained in business management.

*Maurizio Vetere*

After earning a degree in Economics of International Trade and Currency Markets from the Naval University Institute of Naples in 1998, he qualified as a Chartered Accountant in 2001 and was admitted to the Professional Register of the Association of Chartered Accountants and Accounting Experts at the Court of Naples, under the number 3697/3701. The subsequent year, he was registered as a Technical Consultant for the Court of Naples, holding the qualifications of a Chartered Accountant and Auditor, with expertise in banking and financial law. He has been a registered Auditor in the Register of Auditors pursuant to the Ministerial Decree dated 23/07/2002 since that year. He has acquired substantial expertise in financial and banking consultancy, especially in transactions such as leasing, factoring, disinvestment, and the assignment of receivables on both a recourse and non-recourse basis, through collaborations and agreements with prominent banking institutions. Additionally, his experience spans auditing, accounting, business, and fiscal advisory services. Since 2000, he has held professional roles, including appointments to supervisory and institutional bodies of corporations with international operations. Since 2006, he has been Vice-Chairperson and Partner of the "Vetere & Associati" Chartered Accountants Firm, of which he became Chairperson in October 2022.

Simone Andrea d'Aniello

Having graduated in Economics and Commerce from the University of Naples "Federico II" in 1997, he has been listed in the Register of Statutory Auditors since 1999 by the Ministerial Decree of 2 November 1999. In 2001, he completed a specialisation school in "International Corporate Tax Law" at the Faculty of Economics of the University of Rome "Tor Vergata." Between January 2001 and July 2003, he served as an expert in "Private Community Business Law." Throughout the years, he has served in various capacities, including Chairman of the Board of Statutory Auditors, Standing Auditor, Sole Auditor, Alternate Auditor, Statutory Auditor, and Director at numerous companies. As of the Date of the Admission Document, he retains these roles, as well as practising as a Chartered Accountant and Auditor, and is a Partner of the Aniello & Associati Tax Law Firm.

Davide Lorenzo Pio Barosi

After graduating in Business Administration in 1992 from the Luigi Bocconi University in Milan, he qualified as a chartered accountant in 1994 and, the following year, was enrolled in the list under Article 28 of Royal Decree No. 267 of 16/03/1942 at the Court of Milan. Later, in 1999, he also qualified as auditor (Register of Auditors No. 90864 – Italian Official Gazette No. 87 of 2/11/1999). Most recently, since 2003 he has been registered with the list of experts for negotiated crisis settlement pursuant to Article 12 of Legislative Decree 12/01/2019, No. 14. In its professional experience and, in particular, with regard to supervisory and auditing activities, it has held and holds, as at the Date of Admission Document, positions in industrial, commercial and real estate companies, and in industrial and financial holding companies. Furthermore, he has gained significant experience as official receiver, court-appointed receiver, bankruptcy receiver and certifier under Article 161 of Royal Decree No. 267/1942, as well as technical adviser to directors involved in liability actions and criminal proceedings for bankruptcy. On the Date of Admission Document, he is a member of the *Commissione Crisi d'Impresa* of the Order of Chartered Accountants of Milan. From 2008 to the Date of Admission Document, he has been a Partner at the Barosi Bollea accounting Firm, which operates in the field of accounting and tax consultancy and business crisis, as well as real estate management.

Mauro Secchi

Upon graduating with a degree in Economics and Commerce from the University of Naples in 1981, he pursued a course in auditing and financial statement certification. Subsequently, in 1983, he became a member of the Order of Chartered Accountants at the Court of Naples. He continued his education with various courses, including a management training course in 1985. Since 1995, he has also been entered in the Register of Auditors (Official Gazette No. 31 –bis of 21/04/1995). From 1980 to 1986, he worked in an associated firm of chartered accountants and then founded his own firm, where he still works today. He possesses considerable expertise in the shipping and shipbuilding industries, as well as extensive knowledge in business consulting, taxation, accounting, and financial reporting. He sits, over the years, on the board of numerous companies, and is a member of the Boards of Statutory Auditors of companies, including international ones, and also serves – among others – as a member of supervisory bodies, a liquidator, and a certifier of project reports.

Marzio Mazio

In 1997, he earned a degree in International Business Economics and Currency Markets from the Naval University Institute of Naples. The subsequent year, he completed an Operational Course for Bankruptcy Curators, which was organised by the Naples Order of Chartered Accountants. In 2002, he registered with the Order of Chartered Accountants at the Court of Naples, the Register of Technical Consultants of the Office of the Court of Naples, and the Auditors' Register. In 2003, he completed the Master's Degree programme "The Tax Process," offered by the Order of Chartered Accountants of Naples, and in 2017, he attended the Practical Theoretical Course on "Custody and Judicial Administration." Throughout the years, he has accumulated extensive experience in business consulting, taxation, accounting, financial reporting, and auditing. He is also well-versed in tax litigation, company valuations, complex business deals, and real estate transactions. Specifically, among other things, he served as an Insurance Agent for Assicurazioni Generali S.p.A. from 1990 to 1997, held the position of Condominium Director from 1997 to 2000, launched his own business in 2002, and has been a Senior Partner at "Vetere & Associati" since 2006. He serves as a Technical Consultant for the Office of the Court of Naples, specializing in civil, corporate, and business valuations, (with particular regard to usury/compound interest profiles). Additionally, he holds membership in significant companies, both domestic and international.

The following table shows the corporations or partnerships in which the members of the Board of Statutory Auditors have been members of the administrative, management or supervisory bodies, or partners in the last five years, with an indication of their status, as at the Admission Document Date.

	<b>Company</b>	<b>Position in the company or shareholding held</b>	<b>Charge status</b>	<b>Shareholding status</b>
Maurizio Vetere	Castalia Consorzio S.C.p.a.	Chairperson of the Board of Statutory Auditors	In office	-
	Vemar S.r.l.	Standing auditor	In office	-
	Vetor S.r.l.	Standing auditor	In office	-
	Next Geosolutions Ltd	Chairman of the Board of Directors	In office	-
	Ulisse Cantiere Navale S.r.l.	Sole Director	In office	-
	Next Geosolutions Europe S.p.A.	Chairman of the Board of Directors	Ceased	-
	Next Geosolutions UKCS Ltd	Chairman of the Board of Directors	Ceased	-
	Marnavi S.p.A.	Chairperson of the Board of Statutory Auditors	Ceased	-
	Marnavi CHEM S.r.l.	External auditors	Ceased	-
	MAPA S.r.l.	40%	-	In place
	Cmc Marine S.r.l.	Chairperson of the Board of Statutory Auditors	In office	-

Simone Andrea d'Aniello	Alba di Guido Bruzzo e C. S.p.A.	Chairperson of the Board of Statutory Auditors	In office	-
	Nhood Services Italy S.p.A.	Chairperson of the Board of Statutory Auditors	In office	-
	Madim Immobiliare S.p.A.	Chairperson of the Board of Statutory Auditors	In office	-
	Fincob S.p.A.	Chairperson of the Board of Statutory Auditors	In office	-
	Grimaldi Group S.p.A.	Chairperson of the Board of Statutory Auditors	In office	-
	Stopson Italiana S.r.l.	Sole Auditor	In office	-
	Ohana 2 S.r.l.	Sole Auditor	In office	-
	Newood Italy S.r.l.	Sole statutory auditor	In office	-
	Loc S.r.l.	Sole statutory auditor	In office	-
	Nac Numismatica S.p.A.	Standing auditor	In office	-
	Nhood Holding Italy S.p.A.	Standing auditor	In office	-
	Puy du Fou Milan S.p.A.	Standing auditor	In office	-
	L'iniziativa S.r.l.	Standing auditor	In office	-
	Eredi Giuseppe Mercuri S.p.A.	Standing auditor	In office	-
	Organizzazione Servizi Auto O.S.A. S.p.A.	Standing auditor	In office	-
	Società per la gestione della Maricoltura Solchiaro S.r.l.	Standing auditor	In office	-
	Immobiliare Galvani S.p.A.	Sole Director	In office	-
	Immobiliare Aldrovandi S.p.A.	Director	In office	-
	Ceetrus Italy S.p.A.	Alternate auditor	In office	-
	Misar S.r.l.	Alternate auditor	In office	-
Misar 2 S.r.l.	Alternate auditor	In office	-	
Stinga Antonino Trasporti S.p.A. di Giuseppe Stinga e Fratelli	Alternate auditor	In office	-	



	Ge.Fi. Holding S.p.A.	Alternate auditor	In office	-
	Grimaldi Deep Sea S.p.A.	Alternate auditor	In office	-
	Castalia Consorzio stabile S.C.p.a.	Alternate auditor	In office	-
	Castalia Operations S.r.l.	Alternate auditor	In office	-
	Res S.r.l.	Sole statutory auditor	Ceased	-
	Accademi'a S.r.l. in liquidation	Sole statutory auditor	Ceased	-
	Capri S.r.l.	Standing auditor	Ceased	-
	Food Station Express S.r.l. in liquidation	Standing auditor	Ceased	-
	Bar Station Express S.r.l. in liquidation	Standing auditor	Ceased	-
	SIF Società Italiana Fondazioni S.p.A.	Alternate auditor	Ceased	-
	Kuvera S.p.A.	Alternate auditor	Ceased	-
	Vulcano S.p.A.	Alternate auditor	Ceased	-
	Fen Corporate S.p.A.	Sole Director	Ceased	-
	DAST S.r.l.	51%	-	Non-shareholder
Davide Lorenzo Pio Barosi	Magic S.p.A.	Chairperson of the Board of Statutory Auditors	In office	-
	Alchera S.p.A. in liquidazione	Chairperson of the Board of Statutory Auditors	In office	-
	Lanificio dell'Olivo S.p.A.	Statutory Auditor	In office	-
	Genertec Italia S.r.l.	Statutory Auditor	In office	-
	Resitape S.r.l.	Statutory Auditor	In office	-
	Progetti Industriali S.p.A.	Statutory Auditor	In office	-
	Ethica Global Investments S.p.A.	Statutory Auditor	In office	-
	Hot Forging S.r.l.	Statutory Auditor	In office	-
	Marine Holding S.p.A.	Statutory Auditor	In office	-
	Manifattura Sesia S.r.l.	Statutory Auditor	In office	-
	Zephir Group S.r.l.	Statutory Auditor	In office	-
	S.amu. S.r.l. in liquidazione	The Liquidator	In office	-

	Saint Gregory S.r.l. in liquidazione	The Liquidator	Ceased	-
	Servizi Contabili Amministrativi s.s.	90%	-	Shareholder
	Ginestre di Carla Giorgi e C. S.a.s.	8.33%	-	Shareholder
	Immobiliare Lugalma s.s.	4.17%	-	Shareholder
	S.am.u. S.r.l. in liquidazione	10%	-	Shareholder
Mauro Secchi	MEC SER S.r.l.	External auditors	In office	-
	SVID S.r.l.	External auditors	In office	-
	REM S.r.l.	External auditors	In office	-
	Somat S.p.A.	Member of the Supervisory Board	In office	-
	CUEN S.r.l. in liquidation	The Liquidator	In office	-
	MAPA S.r.l.	20%	-	In place
	MAPA S.r.l.	Director	In office	-
	Next Geosolutions Europe S.p.A.	Chairperson of the Board of Statutory Auditors	Ceased	-
	Marnavi S.p.A.	Standing auditor	Ceased	-
	MAPA S.r.l.	40%	-	In place

As at the Date of Admission Document, none of the members of the Board of Statutory Auditors has any family relationship with the other members of the Board of Statutory Auditors, with the members of the Board of Directors or with the executives and key managers of the Company.

To the best of the Company's knowledge, none of the members of the Board of Statutory Auditors has, in the last five years, been convicted of any offence of fraud or bankruptcy or been associated in the performance of their duties with any bankruptcy, receivership or involuntary liquidation proceedings, nor, finally has been the subject of official charges and/or sanctions by public or regulatory authorities (including designated professional associations) or disqualification by a court from acting as a director, manager or supervisor of the Issuer or from acting as a director or manager of any issuer.

### 11.1.3 Executives and *key managers*

The following table shows the information concerning the executives and key managers of the Issuer as at the Date of Admission Document.

First name and surname	Function	Place and date of birth	Year of entry into service with the Issuer
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Fabio Galeotti	<i>Execution Director</i>	Naples, 29/10/1962	2015
Valentina De Rienzo	Sales & Commercial Manager	Naples, 01/11/1973	2015

The following is a brief *curriculum vitae* of the executives and key managers, which shows their expertise and experience gained in business management.

Fabio Galeotti

After earning a degree in nautical disciplines from the Faculty of Nautical Sciences at the Naval University Institute of Naples in 1991, he conducted research from 1985 to 1992 for the Naval University Institute of Oceanology in Naples, collaborating with various institutions and universities. Throughout the years, he has accumulated considerable experience in surveying, initially working from 1994 to 1995 with the technical–scientific team on the “National Research Project in the Strait of Magellan” in the Campania region. Later, from 1992 to 2017, he served as part of the technical team overseeing the “Regional Seismic Monitoring Centre” under the Civil Protection of the Campania region. He served as the Geophysical Manager at UTEC SURVEY ASIA Pte Singapore from July 2011 to March 2015. Subsequently, from March 2012 to July 2015, he was the Survey Manager and Operations Director at UTEC MEDITERRANEAN SURVEY S.r.l.. In July 2015, he joined Next Geo, assuming the position of Execution Director.

Valentina De Rienzo

After graduating with a degree in Foreign Languages and Literatures from the University of Naples L’Orientale, she embarked on her corporate career in 2006. She started as an Executive/Administrative Assistant and later progressed to the role of International Tender Coordinator at various companies. She has been with Next Geosolutions since 2015, starting as a Tender Coordinator/Sales & Marketing Assistant and later advancing to the role of Corporate Tendering & Marketing/PR & Communication Manager. She has served as the Issuer’s Key Account Sales Manager since 2022.

The following table shows the corporations or partnerships in which key managers have been members of the administrative, management or supervisory bodies, or partners in the last five years, with an indication of their status as at the Date of Admission Document.

Full name	Company	Position in the company or shareholding held	Charge status	Shareholding status
Fabio Galeotti	FG Consulting S.r.l.	Sole Director	In office	–
	FG Consulting S.r.l.	100%	–	In place
	Mercury Subsea S.r.l.	33%	–	Non–shareholder
	–	–	–	–

As at the Date of Admission Document, none of the Company’s executives and key managers are related to other executives and key managers of the Company, members of the Board of Directors or members of the Board of Statutory Auditors.

To the best of the Company’s knowledge, none of the key managers has, in the last five years, been convicted of any offence of fraud or bankruptcy or been associated in the performance of their duties

with any bankruptcy, receivership or involuntary liquidation proceedings, nor, finally has been the subject of official charges and/or sanctions by public or regulatory authorities (including designated professional associations) or disqualification by a court from acting as a director, manager or supervisor of the Issuer or from acting as a director or manager of any issuer.

## **11.2 Conflicts of interest of the members of the Board of Directors and the members of the Board of Statutory Auditors**

### ***11.2.1 Potential conflicts of interest of the members of the Board of Directors***

Except as indicated below, to the best of the Issuer's knowledge, as of the Date of Admission Document none of the members of the Board of Directors in office as of the Trading Commencement Date has any interest that conflicts with their obligations arising from the office or position held in the Company.

It should be noted that some of the Issuer's directors hold direct and indirect shareholdings in the Company. Specifically, as of the Admission Document Date, the Chairperson of the Board of Directors of Next Geo Mr Attilio Ievoli, holds – directly and indirectly (through the company Dynamic Europe S.r.l.) – an overall shareholding of approximately 15.45% of the Issuer's share capital, and the Managing Director Mr Giovanni Ranieri holds – indirectly (through the company VR Consulting S.r.l.) – a shareholding of approximately 7.14% of the Issuer's share capital, and the Execution Director Mr Giuseppe Maffia holds – indirectly (through the company PM Consulting S.r.l.) – a shareholding of approximately 7.14% of the Issuer's share capital. It should also be noted that Mr Attilio Ievoli is the son of Mr Domenico Ievoli, to whom the control of Marnavi is attributed.

In addition, as of the Admission Document Date, Mr Giuseppe Maffia is classified as an Executive of Marnavi and holds the position of Chief Financial Officer at the Issuer, by virtue of a so-called "full time" intercompany secondment agreement, for which reference should be made to Section One, Chapter XV, Paragraph 15.2 of the Admission Document.

For further details on the composition of the Issuer's share capital, see Section One, Chapter XIV, Paragraph 14.1 of the Admission Document.

### ***11.2.2 Potential conflicts of interest of the members of the Board of Statutory Auditors***

As of the Date of Admission Document, no member of the Board of Statutory Auditors has private interests in conflict with his or her obligations arising from the office or position held within the Company.

It should be noted, however, that as at the Date of Admission Document:

- (i) The Chairperson of the Board of Statutory Auditors, Maurizio Vetere, provides assistance to Marnavi and audits its accounts and financial statements;
- (ii) Statutory Auditor Simone Andrea D'Aniello holds a shareholding in D'Aniello & Associati Tax Law Firm, which provides tax assistance to Marnavi and the Company, for immaterial amounts;
- (iii) Alternate auditor Mauro Secchi provides assistance to Marnavi and audits its accounts and financial statements; and

- (iv) Alternate auditor Marzio Mazio provides assistance to Manavi and audits its accounts and financial statements.

### ***11.2.3 Potential conflicts of interest of executives and key managers***

Except as indicated below, to the best of the Issuer's knowledge, as at the Date of Admission Document, none of the key managers in office as at the Trading Commencement Date has any interest that conflicts with their obligations arising from the office or position held in the Company.

It should be noted that Execution Director Fabio Galeotti holds – indirectly (through the company FG Consulting S.r.l.) – a shareholding of approximately 7.14% of the Issuer's share capital.

### ***11.2.4 Agreements, if any, with the Issuer's major shareholders, customers, suppliers or other persons as a result of which the members of the Board of Directors, Board of Statutory Auditors and senior management were appointed***

As at the Date of Admission Document, as far as the Issuer is aware, there are no agreements or understandings with major shareholders, customers, suppliers or other persons, pursuant to which the persons referred to in Chapter XI, Paragraph 11.1 of the Admission Document have been appointed as members of the management, administration and supervisory bodies or as executives of the Company, except as indicated in Part One, Chapter XVII, Paragraph 17.4 of the Admission Document.

For the sake of completeness, it should be noted that, as of the Date of Admission Document, Mr Giuseppe Maffia is classified as an Executive of Marnavi and holds, within the Issuer, the position of Chief Financial Officer by virtue of a so-called "full time" intercompany secondment agreement, for which reference should be made to Section One, Chapter XV, Paragraph 15.2 of the Admission Document.

### ***11.2.5 Restrictions agreed upon by the members of the administration and control bodies regarding the transfer of the Issuer's shares held by them***

As at the Date of Admission Document, with the exception of the Lock-Up Agreement, to the best of the Issuer's knowledge, there are no restrictions on the assignment and transfer of the Shares in the Company that may be held by the persons indicated in the tables in Section One, Chapter XI, Paragraph 11.1 of the Admission Document. For further information on the Lock-Up Agreement, see Section Two, Chapter V, Paragraph 5.3 of the Admission Document.

## CHAPTER XII – PRACTICES OF THE BOARD OF DIRECTORS

### 12.1 Term of office of members of the Board of Directors and members of the Board of Statutory Auditors

As of the Date of Admission Document, the Board of Directors in office is composed of 5 members, who will remain in office until the Shareholders' Meeting called to approve the financial statements as of 31 December 2026. The directors in office as at the Date of Admission Document were appointed by the Shareholders' Meeting held on 29 March 2024, later supplemented by the Shareholders' Meeting held on 15 May 2024.

The following table shows, for each director in office as of the Date of Admission Document, the date of his first appointment as a member of the Issuer's Board of Directors.

First name and surname	Office	Date of first appointment
Attilio Ievoli	Chairman of the Board of Directors	29 January 2015
Giovanni Ranieri	Chief Executive Officer	26 June 2015
Giuseppe Maffia	Director with delegated powers	29 January 2015
Andrea Costantini	Independent Director	15 May 2024
Giorgio Filippi	Independent Director	13 April 2022

The Board of Statutory Auditors in office as of the Date of Admission Document was appointed by the Issuer's Shareholders' Meeting on 29 March 2024 and is composed of 3 (three) standing auditors and 2 (two) alternate auditors and will remain in office until the Shareholders' Meeting called to approve the financial statements as of 31 December 2026.

The following table shows, for each member of the Board of Statutory Auditors in office as of the Date of Admission Document, the office held and the date of first appointment.

First name and surname	Office	Date of first appointment
Maurizio Vetere	Chairperson of the Board of Statutory Auditors	28 April 2023
Simone Andrea d'Aniello	Standing auditor	27 February 2015
Davide Lorenzo Pio Barosi	Standing auditor	15 May 2024
Mauro Secchi	Alternate auditor	22 July 2019
Marzio Mazio	Alternate auditor	4 June 2019

### 12.2 Employment agreements entered into by the members of the Board of Directors and the members of the Board of Statutory Auditors with the Issuer that provide for severance payments

As at the Date of Admission Document, there is no employment agreement in force between the Issuer and the members of the Board of Directors and the Board of Statutory Auditors providing for severance pay.

For the sake of completeness, it should be noted that a severance payment is provided for the following members of the management body: (i) Attilio Ievoli; (ii) Giovanni Ranieri; (iii) Giuseppe Maffia.

### 12.3 Transposition of corporate governance rules

Although the Issuer is not obliged to implement the corporate governance provisions provided for companies listed on regulated markets, Next Geo has decided to apply to its corporate governance system, on a voluntary basis, as of the Admission Date, certain provisions aimed at favouring transparency and the protection of minority shareholders. In particular, the Issuer has:

- provided in the Articles of Association for list voting for the election of the Board of Directors and the Board of Statutory Auditors, limiting the possibility of presenting lists of candidates to only shareholders who, alone or together with other shareholders, are holders of a shareholding in the share capital equal to 5%;
- provided in the Articles of Association that the provisions relating to listed companies set forth in the Italian Consolidated Law on Finance are applicable by way of voluntary recall and insofar as they are compatible with the Euronext Growth Milan Issuers' Regulation;
- provided in the Articles of Association that once the Shares are admitted to trading on Euronext Growth Milan, the provisions of Articles 106, paragraphs 1, 1-bis, 1-ter, 3 letter a), 3 letter(b) (subject to the provision of paragraph 3-*quater*) and 3-bis, 108, 109 and 111 of the Italian Consolidated Law on Finance and the relevant Consob regulations implementing them are applicable to the Company, *mutatis mutandis*.
- provided in the Articles of Association an obligation on the part of shareholders to notify when the applicable *pro tempore* thresholds dictated by the Euronext Growth Milan Issuers' Regulation <sup>(27)</sup> are reached, exceeded or fallen below;
- appointed Giuseppe Maffia as Investor Relations Manager;
- provided in the Articles of Association for the competence of the Shareholders' Meeting for transactions such as reverse take-overs, substantial changes in business and withdrawal of shares from trading on Euronext Growth Milan.

The Company has also approved: (i) a procedure on Related Party transactions, in accordance with the provisions of Article 13 of the Euronext Growth Milan Issuers' Regulation; (ii) a code of conduct on internal dealing; (iii) rules for the purposes of complying with the obligations imposed by European legislation on inside information; and (iv) a procedure on communication obligations with the Euronext Growth Advisor.

### 12.4 Any significant impacts on corporate governance and future changes in the composition of the Board of Directors

As at the Date of Admission Document, the Issuer is not aware of any potential significant impacts on corporate governance, including future changes in the composition of the board and committees,

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<sup>(27)</sup> On the Admission Date, these thresholds are set at 5%, 10%, 15%, 20%, 25%, 30%, 50%, 66.6% and 90%.

nor have any such decisions been taken by the Board of Directors and/or the Shareholders' Meeting of the Company.



## CHAPTER XIII – EMPLOYEES

### 13.1 Number of employees

The following table shows the change in the number of total employees employed by the Group as of 31 December 2023, 31 December 2022 and the Date of Admission Document, broken down by main categories.

Employees	Admission Document Date	31 December 2023	31 December 2022
Executives and Managers	24	12	10
Employees	93	93	85
Workers (Seamen)	37	31	19
<b>Total</b>	<b>154</b>	<b>137</b>	<b>115</b>

### 13.2 Shareholdings and stock option plans

As of the Date of Admission Document, no stock option plans have been resolved for, inter alia, the Issuer's statutory auditors or directors, nor are there any contractual agreements that provide for forms of shareholding by members of the Board of Directors or the Board of Statutory Auditors in the Company's share capital.

For the sake of completeness, it should be noted that, on 15 May 2024, the Company's Board of Directors resolved to approve the guidelines of a so-called phantom stock options reserved for the Company's management, excluding the Manager Shareholders, to provide incentives to them in relation to the Company's growth in value, and also as a retention and attraction tool, which provide for the free assignment to the beneficiaries of a number of options to be exercised over the period of the next three financial years, which will be determined in a discretionary and unchallengeable manner by the board of directors (having regard to the importance of the position held within the Company by each beneficiary in relation to the Company's value), the exercise of which, under the terms and conditions that will be set forth in the final plan regulations that will be approved at a subsequent board meeting, will result in the beneficiaries' entitlement to the payment of an amount in cash (bonus).

In further detail, it should be noted that, on 15 May 2024, the Board of Directors resolved to approve the execution of a so-called directorship agreement with each of the Chairman of the Board of Directors Mr Attilio Ievoli, the Managing Director Mr Giovanni Ranieri, Executive Director Mr Giuseppe Maffia, and Execution Director Fabio Galeotti, providing for the payment of a total annual bonus for the four above-described underwriters in the amount of 5% of the consolidated EBITDA of the relevant financial year for a three-year period, as resulting from the consolidated financial statements of the relevant financial year duly approved by the competent body.

### **13.3 Description of any employee shareholding agreements in the capital of the Issuer**

As of the Date of Admission Document, there are no employee shareholding agreements in the capital of the Issuer.

## CHAPTER XIV – MAJOR SHAREHOLDERS

### 14.1 Major shareholders

According to the shareholders' register and other information available to the Company, as of the Date of Admission Document, the Issuer's share capital, amounting to Euro 500,000 and represented by 38,500,000 Ordinary Shares and 1,500,000 Shares with Multiple Voting Rights, is divided as shown in the following table.

Shareholder	No. of Ordinary Shares	No. of Shares with Multiple Voting Rights	% of share capital
Marnavi S.p.A.	23,750,000.00	1,500,000	63.13%
Attilio levoli	4,750,000	–	11.87%
VR Consulting S.r.l.	2,856,000	–	7.14%
PM Consulting S.r.l.	2,856,000	–	7.14%
FG Consulting S.r.l.	2,856,000	–	7.14%
Dynamic Europe S.r.l.	1,432,000	–	3.58%
<b>Total:</b>	<b>38,500,000</b>	<b>1,500,000</b>	<b>100%</b>

On the Trading Commencement Date of the Shares on Euronext Growth Milan, the share capital of the Issuer following the Placement prior to the exercise, if any, of the Greenshoe Option will be held as shown in the table below.

Shareholder	No. of Ordinary Shares	No. of Shares with Multiple Voting Rights	% of share capital	% of voting rights
Marnavi S.p.A.	23,750,000.00	1,500,000	52.60%	63.01%
Attilio levoli	4,750,000	–	9.90%	7.72%
VR Consulting S.r.l.	2,856,000	–	5.95%	4.64%
PM Consulting S.r.l.	2,856,000	–	5.95%	4.64%
FG Consulting S.r.l.	2,856,000	–	5.95%	4.64%
SMARTVSL Geosolutions S.r.l.	1,760,000.00	–	3.67%	2.86%
Dynamic Europe S.r.l.	1,432,000	–	2.98%	2.33%
Mercato	6,240,000.00	–	13.00%	10.15%
<b>Total:</b>	<b>48,000,000</b>	<b>1,500,000</b>	<b>100%</b>	<b>100%</b>

The following table, on the other hand, shows the composition of the Issuer's share capital following the Placement and assuming the full exercise of the Greenshoe Option:

Shareholder	No. of Ordinary Shares	No. of Shares with Multiple Voting Rights	% of share capital	% of voting rights
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Marnavi S.p.A.	23,750,000.00	1,500,000	52.60%	63.01%
Attilio Ievoli	4,750,000	-	9.90%	7.72%
VR Consulting S.r.l.	2,556,000.00	-	5.33%	4.16%
PM Consulting S.r.l.	2,556,000.00	-	5.33%	4.16%
FG Consulting S.r.l.	2,556,000.00	-	5.33%	4.16%
SMARTVSL Geosolutions S.r.l.	1,760,000.00	-	3.67%	2.86%
Dynamic Europe S.r.l.	1,132,000.00	-	2.36%	1.84%
Mercato	7,440,000.00	-	15.50%	12.10%
<b>Total:</b>	<b>48,000,000</b>	<b>1,500,000</b>	<b>100%</b>	<b>100%</b>

#### 14.2 Different voting rights of major shareholders

As at the Date of Admission Document, Marnavi holds 23,750,000 Ordinary Shares and 1,500,000 Shares with Multiple Voting Rights.

For further information on the Shares with Multiple Voting Rights, see Section One, Chapter 16, Paragraph 16.2.2 of the Admission Document.

#### 14.3 Issuer's parent entity

As of the Date of Admission Document, the Company is a legal subsidiary of Marnavi pursuant to Article 2359(1)(1) of the Italian Civil Code and subject to management and coordination by the latter.

For further information on Marnavi, see Section One, Chapter 7, Paragraph 7.1 of the Admission Document.

#### 14.4 Agreements that may lead to a change in the Issuer's control structure

To the best of the Issuer's knowledge, as at the Date of Admission Document, there are no agreements in place that could lead to a change in the control structure of Next Geosolutions at a later date.

## CHAPTER XV – RELATED PARTY TRANSACTIONS

### 15.1. Introduction

This Chapter describes the transactions entered into by the Group with related parties (hereinafter referred to as “**Related Party Transactions**”) and intercompany transactions during the financial years ended 31 December 2023 and 31 December 2022.

Related Party Transactions, including intercompany transactions, are neither atypical nor unusual, falling, in the Issuer’s opinion, within the scope of ordinary management activities; in this regard, it should be noted that these transactions are regulated at market conditions, taking into account the characteristics of the goods and services provided.

It should also be noted that the Related-Party transactions described in the Admission Document were carried out before the rules set forth in the Related Party Rules became applicable to the Issuer (i.e., as of the Trading Commencement Date) and therefore without their approval on the basis of a specific internal procedure for the management of Related Party transactions. Although the Issuer considers that Related-Party transactions were carried out under normal market conditions, there is no guarantee that, with third parties, the same would have been concluded under the same conditions. Furthermore, in general, it cannot be excluded that transactions concluded with Related Parties expose the Group to risks that are not adequately measured or monitored, causing potential damage to the Group itself.

In addition, in relation to the aforementioned agreements in place as of the Admission Document Date between the Issuer and the Related Parties, there is no certainty that, once they expire, they will be renewed or will be renewed on terms similar to those in effect as of the Admission Document Date.

On 15 May 2024, in accordance with the provisions of the EGM Issuers’ Regulation, the Issuer’s Board of Directors resolved to adopt the Related-Parties Procedure effective as of the admission date of the Company to trading on Euronext Growth Milan. Therefore, for the financial years ended 31 December 2023 and 2022 and up to the Trading Commencement Date, the Related Party Transactions did not benefit from the protections provided by the RPT Procedure, which will instead be applicable to the Related-Party Transactions that will be put in place starting from the Admission Date.

After 31 December 2023 and up to the Date of Admission Document, the Group did not enter into any Related Party Transactions that were unusual in terms of their characteristics, or significant in terms of their amount, other than those represented in this Chapter. The following paragraphs set forth the balance sheet and income statement balances for the years ended 31 December 2023 and 2022 of (i) intercompany transactions and (ii) of Related Party Transactions. This information was extracted from the Issuer’s Consolidated Financial Statements as at 31 December 2023 and 31 December 2022.

## 15.2 Related Party Transactions entered into by the Group for the years ended 31 December 2023 and 2022

It should be noted that the information in the tables below has been extracted from the Group's Consolidated Financial Statements and only includes the Group's transactions with its Related Parties.

The following tables summarise the Group's economic transactions with Related Parties for the years ended 31 December 2023 and 2022.

For the year ended 31 December 2023		
Counterparty company	Revenues	Costs
	<i>(in Euro thousand)</i>	
Marnavi S.p.A.	2,535	(20,738)
Navalcantieri S.r.l.	-	(16)
Finimm S.r.l.	-	-
Next Geosolutions Ltd	-	(1,092)
<b>Total</b>	<b>2,535</b>	<b>(21,846)</b>

For the year ended 31 December 2022		
Counterparty company	Revenues	Costs
	<i>(in Euro thousand)</i>	
Marnavi S.p.A.	2,138	(8,364)
Navalcantieri S.r.l.	-	(5)
Next Geosolutions Ltd	-	-
<b>Total</b>	<b>2,138</b>	<b>(8,369)</b>

The following tables summarise the Group's financial transactions with Related Parties as at 31 December 2023 and 2022.

As of 31 December 2023					
Counterparty company	Tangible fixed assets	Financial fixed assets	Trade receivables	Financial payables	Trade payables
	<i>(in Euro thousand)</i>				
Marnavi S.p.A.	-	-	902	529	6,113
Navalcantieri S.r.l.	90	-	-	-	98
Finimm S.r.l.	-	2	-	-	42
Next Geosolutions Ltd	-	-	-	-	-
<b>Total</b>	<b>90</b>	<b>2</b>	<b>902</b>	<b>529</b>	<b>6,253</b>

As at 31 December 2022			
Counterparty company	Trade receivables	Financial payables	Trade payables
	<i>(in Euro thousand)</i>		
Marnavi S.p.A.	986	529	3,897
Navalcantieri S.r.l.	-	-	-
Next Geosolutions Ltd	1,055	-	-
<b>Total</b>	<b>2,041</b>	<b>529</b>	<b>3,897</b>

The transactions listed above mainly refer to commercial administrative and financial transactions between the Group and its Related Parties. These transactions, which do not include any atypical and/or unusual transactions, are governed by normal market conditions.

*Marnavi S.p.A.*

Commercial transactions with the parent company Marnavi are mainly due to:

- provision of services, in particular the chartering of vessels (time-charter), including food and refuelling as regulated in the relevant Charter Party;
- equipment rental services; and
- service agreements in relation to the use of office space and services related to IT systems.

In this regard, it should be noted that on 6 May 2024, the Issuer entered into a framework agreement with Marnavi for the supply of vessels owned by the latter for a term of 10 years with an option to renew for a further 10 years, for which reference should be made to Section I, Chapter XVII, Paragraph 17.2 of the Admission Document.

With reference to the chartering of vessels, it should be noted that the agreement type adopted refers to the standard BIMCO market agreement.

The financial transactions, on the other hand, are due to the non-interest-bearing shareholders' loan granted to Seashiptanker S.r.l by Marnavi in the amount of Euro 529 thousand, used for the purchase of the vessel NG Worker.

In addition to the foregoing, it should be noted that, on 6 May 2024, the Company and Marnavi entered into a so-called "full-time" inter-group secondment agreement, pursuant to which Mr Giuseppe Maffia (for the purposes of this section, the "Executive") – classified as an Executive of Marnavi – is seconded to the Company in the role of Chief Financial Officer (the "Secondment"). The agreement provides for the Secondment to last three years, subject to possible extension, and without prejudice to the possibility, should technical or organisational reasons require it or in any case at Marnavi's discretionary and unquestionable judgment, to terminate the secondment earlier (with 6 months' notice) than the agreed term. By virtue of the agreement governing the Secondment, Marnavi shall be obliged to pay the Executive's salary and to pay the related social security and welfare contributions; conversely, Next Geo shall pay Marnavi, by virtue of the Secondment, an amount equivalent to the total business cost incurred by Marnavi for the fulfilment of all legal and contractual charges, remuneration and contributions, both social security and welfare, relating to the Executive's employment relationship. It should be noted that Marnavi shall continue to maintain the hetero-managerial and hetero-organisational power of the Executive, with the possibility, if

necessary, of delegating coordination to the Company, which may provide the Executive with directives and/or instructions concerning the performance and organisation of work activities.

#### *Next Geosolutions Ltd*

The commercial transactions with Next Geosolutions Ltd mainly relate to the recharging of costs incurred by the Issuer on behalf of Next Geosolutions Ltd.

The costs towards Next Geosolutions Ltd of 2023 refer to the full write-down of the Group's receivables from the company, which were deemed irrecoverable.

#### *Navalcantieri S.r.l.*

Commercial transactions with Navalcantieri S.r.l. relate to ordinary and extraordinary vessel maintenance activities.

#### *Finnim S.r.l.*

Commercial transactions with Finnim S.r.l. mainly relate to rents for the use of company-owned premises.

### 15.3 Intercompany transactions

Intercompany transactions are attributable to transactions of a commercial and financial nature between the Issuer and the subsidiaries included in the scope of the Consolidated Financial Statements.

The following tables summarise the Issuer's financial transactions with its subsidiaries as of 31 December 2023 and 2022.

As of 31 December 2023			
Counterparty company	Financial receivables	Trade receivables	Trade payables
	<i>(in Euro thousand)</i>		
Next Geosolutions UKCS Ltd	-	1,493	681
Next Geosolutions BV	-	-	375
Seashiptanker S.r.l.	1,952	346	163
Phoenix Offshore S.r.l.	-	29	420
NextPoli S.r.l.	-	6	601
<b>Total</b>	<b>1,952</b>	<b>1,874</b>	<b>2,240</b>
As at 31 December 2022			



Counterparty company	Fixed assets	Financial receivables	Trade receivables	Trade payables
	<i>(in Euro thousand)</i>			
Next Geosolutions UKCS Ltd	289	–	734	353
Next Geosolutions BV	–	–	72	473
Seashiptanker S.r.l.	–	1,952	–	252
Phoenix Offshore S.r.l.	–	–	42	400
NextPoli S.r.l.	–	–	–	658
<b>Total</b>	<b>289</b>	<b>1,952</b>	<b>848</b>	<b>2,136</b>

The following tables summarise the Issuer's economic transactions with its subsidiaries for the years ended 31 December 2023 and 2022.

<b>For the year ended 31 December 2023</b>			
Counterparty company	Revenues	Costs	
	<i>(in Euro thousand)</i>		
Next Geosolutions UKCS Ltd	709	(1,567)	
Next Geosolutions BV	–	(404)	
Seashiptanker S.r.l.	–	(693)	
Phoenix Offshore S.r.l.	24	(180)	
NextPoli S.r.l.	6	(1,056)	
<b>Total</b>	<b>739</b>	<b>(3,900)</b>	
<b>For the year ended 31 December 2022</b>			
Counterparty company	Revenues	Costs	Financial income
	<i>(in thousands of euros, unless otherwise indicated)</i>		
Next Geosolutions UKCS Ltd	11	(1,849)	13
Next Geosolutions BV	–	(419)	–
Seashiptanker S.r.l.	–	(693)	–
Phoenix Offshore S.r.l.	12	(180)	–
NextPoli S.r.l.	–	(755)	–
<b>Total</b>	<b>23</b>	<b>(3,896)</b>	<b>13</b>

*Next Geosolutions UKCS Ltd*

The commercial transactions with Next Geosolutions UKCS Ltd mainly concern the recharging of costs for the recruitment of specialised personnel and charter agreements owned by the Issuer.

*Next Geosolutions BV*

Commercial transactions with Next Geosolutions BV mainly concern services for the management of offices, personnel and authorisations related to the project with Tennet in the Netherlands, as well as support activities for local market surveys.

*Seashiptanker S.r.l*

Commercial transactions with Seashiptanker S.r.l. mainly related to the bareboat charter agreement of the *support offshore vessel* NG Worker of which Seashiptanker S.r.l. is the owner, entered into on 2 September 2020, for which reference should be made to Section I, Chapter XVII, Paragraph 17.3, of the Admission Document.

Financial transactions, on the other hand, refer to the non-interest-bearing shareholders' loan granted by the Issuer to the subsidiary Seashiptanker S.r.l. of Euro 1,952 thousand, used for the purchase of the above-mentioned vessel NG Worker.

*Phoenix Offshore S.r.l.*

The commercial transactions with Phoenix Offshore S.r.l. relate to vessel management agreements concerning crew management, technical management, operational and commercial management, refuelling and the drafting of vessel budgets relating to vessels owned by the Issuer, also through its subsidiaries.

*NextPoli S.r.l.*

Commercial transactions with NextPoli S.r.l. mainly concern the subcontracting of Nearshore survey activities.

## CHAPTER XVI – ADDITIONAL INFORMATION

### 16.1 Share capital

#### *16.1.1 Subscribed and paid-up share capital*

As at the Date of Admission Document, the Issuer's subscribed and paid-up share capital amounted to Euro 500,000, divided into 38,500,000 Ordinary Shares and 1,500,000 Shares with Multiple Voting Rights, with no nominal value.

#### *16.1.2 Existence of shares not representing the capital, specification of their number and main characteristics*

As at the Date of Admission Document, the Issuer has not issued any shares not representing capital.

#### *16.1.3 Treasury shares*

As at the Date of Admission Document, the Issuer does not hold any treasury shares.

#### *16.1.4 Amount of convertible bonds, exchangeable bonds or bonds with warrants, with an indication of the method of conversion, exchange or subscription*

As at the Date of Admission Document, the Issuer has no convertible bonds, exchangeable bonds or bonds with warrants outstanding.

#### *16.1.5 Existence of rights and/or obligations to purchase authorised but unissued capital or a commitment to increase capital*

Except as set forth in Paragraph 16.1.7 below, as at the Date of Admission Document there are no rights and/or obligations to purchase capital authorised but not issued by the Issuer, nor are there any commitments for capital increases, nor have any proxies been granted to the directors conferring the power to resolve capital increases of the Issuer.

#### *16.1.6 Existence of offers under option for the capital of any members of the Group*

As at the Date of Admission Document, the Issuer is not aware of any transactions, concerning the capital of any members of the Group to which it is a party, offered under option or which it has been decided to offer under option.

#### *16.1.7 Changes in share capital over the last three financial years*

As at the Date of Admission Document, the Issuer's subscribed and paid-up share capital amounted to Euro 500,000, divided into 38,500,000 Ordinary Shares and 1,500,000 Shares with Multiple Voting Rights, with no nominal value.

On 29 March 2024, the Extraordinary Shareholders' Meeting resolved to increase the share capital, for cash, in one or more tranches, up to a maximum amount of Euro 60,000,000.00 (sixty

million/00), including any share premium, excluding option rights pursuant to Article 2441(5) of the Italian Civil Code, by issuing new ordinary shares, without express indication of nominal value, having the same characteristics as the ordinary shares already outstanding, regular dividend rights, to be offered as part of a placement for the listing project on Euronext Growth Milan, in such a manner, in terms of quality and/or quantity, as to allow the Company to fall within the cases of inapplicability of the provisions on offers to the public of financial instruments provided for by Article 1 of the Prospectus Regulation, with the consequent exclusion from the publication of a prospectus, establishing pursuant to Article 2439(2) of the Italian Civil Code that should the resolved increase not be fully subscribed by the first date between (i) the deadline for the subscription of the shares as part of the Placement and (ii) 31 December 2024, it shall be deemed to be limited to the subscriptions collected by said date.

## **16.2 Memorandum of Association and Articles of Association**

The information contained in the following Paragraphs refers to the Articles of Association.

### ***16.2.1 Corporate Purpose and aims of the Issuer***

The Company, within the limits of the laws in force and with the relevant authorisations where provided for, has as its corporate purpose the realisation and management, with the use of traditional systems and advanced technologies, but without carrying out reserved activities, of:

- studies, research, surveys, surveys and programming in the fields of oceanography, geophysics, geology, geotechnics, oceanology, hydrography, meteorology, geodesy, navigation;
- carrying out feasibility studies and environmental impact assessments and studies;
- studies, research, surveys and measurements of environmental, ecological, chemical, physical and biological parameters, without carrying out reserved activities;
- construction and operation of maritime, land and underwater works;
- construction and operation of pilot plants;
- development and application of systems and techniques for environmental protection and development;
- studies, research, surveys and interventions related to archaeology and the preservation of landscape and monumental heritage, without carrying out reserved activities;
- carrying out studies, research, surveys and interventions in the field of research, production and exploitation of energy sources, mineral resources and resources in general, without carrying out reserved activities;
- professional training of personnel operating in the aforementioned fields;
- production of software programmes, their updating and maintenance, their installation on hardware and the subsequent sale of one and the other;

- production, management and sale of electronic systems, integrated hardware–software systems, monitoring networks and new technologies in the aforementioned fields;
- technical and commercial support for the outfitting of special vessels;
- activities of data collection, analysis, processing, interpretation and cartographic restitution;
- creation, management and sale of GIS spatial information systems, integrated hardware and software systems for spatial data management;
- business support services for the planning, management, control and verification of projects, works and production activities in the aforementioned fields, always without carrying out reserved activities;
- logistical, technical, technological, regulatory and commercial assistance and support services to companies in the aforementioned fields, without the provision of reserved activities;
- marketing, advertising and sales promotion services and activities in the aforementioned fields or in other sectors.

For the purpose of furthering the corporate purpose, the Company may carry out:

- the management, directly and/or on behalf of third parties, of vessels, including those owned by third parties, as well as the fitting out, crew recruitment, technical management, and the conclusion of insurance agreements, with insurance companies and/or brokers, relating to vessels and crews used for the pursuit of the corporate purpose;
- the performance at port and customs authorities and at any other competent office of all transactions and activities relating to the nautical and naval sector;
- all commercial, industrial, securities, and real estate transactions deemed necessary or useful by the administration, may assume shareholdings not for the purpose of placement in other companies with a similar or similar purpose, within the limits permitted by law, take out loans and resort to any type of financing with banks, credit institutions and companies enabled to do so, granting the related guarantees, stipulate “leasing” agreements as a user party, request and obtain admission to all tax, credit, social security benefits, access to loans or non-repayable contributions to be granted by public entities in general.

### ***16.2.2 Rights and privileges attached to shares***

As at the Date of Admission Document, the share capital of the Issuer is divided into Ordinary Shares and Shares with Multiple Voting Rights (A Shares).

The Ordinary Shares and Shares with Multiple Voting Rights are subject to the dematerialisation regime pursuant to Articles 83 *-bis* et seq. of the TUF.

The A Shares grant the holders the same rights as the Ordinary Shares, except for the following:

- (i) each A Share entitles the holder to 10 (ten) votes, pursuant to Article 2351(4) of the Italian Civil Code, at the Company’s ordinary and extraordinary Shareholders’ Meetings;
- (ii) Class A Shares automatically convert into Ordinary Shares, at a ratio of 1 (one) Ordinary Share for each A Share in the event that they are subscribed by, or transferred to, or otherwise

held, directly or indirectly, by, parties other than (a) Marnavi or companies Controlled by, or subject to common Control with Marnavi, or (b) companies Controlled by Marnavi or where Marnavi holds over 50% (fifty per cent) of the relevant capital.

- (iii) Class A Shares can, at any time, be converted into Ordinary Shares, at a ratio of 1 (one) Ordinary Share for each A Share, at simple request of each holder, to be submitted, by registered letter with return receipt, certified e-mail or other means guaranteeing proof of receipt, to the Chairman of the Board of Directors of the Company and, in copy, to the Chairman of the Board of Statutory Auditors. Each holder of Class A Shares may exercise the right of conversion into Ordinary Shares also with respect to only a part of Class A Shares held thereby.

In any case of conversion of A Shares into Ordinary Shares, the intermediaries participating in the centralised management system for dematerialised financial instruments are obliged and authorised to carry out the accreditation in favour of the entitled legal person, noting as the object of the transfer a number of Ordinary Shares corresponding to the number of transferred A Shares.

For further information, please refer to Article 8 of the Articles of Association and Section Two, Chapter 4, Paragraph 4.5 of the Admission Document.

### ***16.2.3 Provisions in the Articles of Association that could have the effect of delaying, postponing or preventing the change of control structure of the Issuer***

The Articles of Association do not contain any provisions that could have the effect of delaying, postponing or preventing a change in the control structure of the Company.

## CHAPTER XVII – MATERIAL AGREEMENTS

### 17.1 Financial and loan agreements

As at the Date of Admission Document, the Issuer is party to a number of loan agreements, which are functional to the day-to-day operations of the business.

The following table summarises key information relating to the loan agreements outstanding as at 31 December 2023.

Company	Credit institution	Signing date	Maturity	Original amount (Euro)	Residual amount as at 31 December 2023
Seashiptanker S.r.l.	Iccrea Bancalmpresa S.p.A. and Banca di Credito Cooperativo di Napoli S.C.	14 January 2020 / 9 September 2020	31 December 2029	5,000,000	3,043,209.84
Next Geosolutions	Banco BPM S.p.A.	9 January 2023	31 December 2028	5,000,000	4,347,826.10
Next Geosolutions	UniCredit S.p.A.	20 October 2022	30 September 2028	5,000,000	4,130,434.79
Next Geosolutions	Intesa Sanpaolo S.p.A.	28 September 2022	28 September 2028	3,600,000	3,055,616.54
Next Geosolutions	Banca Nazionale del Lavoro S.p.A.	2 October 2020	2 October 2026	2,350,000	1,410,000.00
Next Geosolutions	Banco BPM S.p.A.	25 February 2021	25 February 2026	2,350,000	1,356,290.96
Next Geosolutions	Credito Emiliano S.p.A.	24 May 2022	24 May 2027	2,000,000	1,439,250.68
Next Geosolutions	Banco BPM S.p.A.	11 October 2021	30 September 2027	1,500,000	1,125,000.00

#### *17.1.1 Loan agreement entered into between Seashiptanker S.r.l., Marnavi S.p.A., Next Geosolutions Europe S.p.A., Iccrea Bancalmpresa S.p.A. and Banca di Credito Cooperativo di Napoli S.C. dated 14 January 2020, as amended by amending agreement dated 9 September 2020*

On 9 September 2020, Seashiptanker S.r.l. (“**Seashiptanker**”), the Company (the “**Bareboat Charterer**”), Marnavi (the “**Guarantor**”) and Iccrea Bancalmpresa S.p.A. as, *inter alia*, agent bank (“**Iccrea**”) and Banca di Credito Cooperativo di Napoli S.C. (“**BCC**” and, together with Iccrea, limited to the purposes of this section, the “**Banks**”) entered into an amending agreement to the loan

agreement entered into on 14 January 2020, pursuant to which Iccrea and BCC granted the Company a loan equal to Euro 5,000,000, with an interest rate determined on the 6-month EURIBOR base 360 increased by 2.65% points, having an effective value at the date of signing equal to 0% (the “**Loan Agreement**”).

The Annual Percentage Rate (APR) is equal to 3.077%.

The Loan Agreement has a term of 114 months and thus until 31 December 2029 and provides for an amortisation plan of 19 deferred semi-annual instalments with the last instalment due on 28 April 2031.

It should also be noted that the Loan Agreement is backed by:

- (i) an assignment in favour of the Banks of all indemnities relating to the insurance policies of the Vessel Hull & Machinery, War Risk and Protection & Indemnity;
- (ii) the stipulation of “Mortgagee’s Interest Insurance and Additional Perils” policies issued, at the Company’s care and expense, for the benefit of the Banks by a leading insurance company acceptable to Iccrea;
- (iii) the surety of the Guarantor, jointly and severally with the Company, for a maximum total amount of Euro 7,500,000;
- (iv) a registration of a voluntary mortgage, granted pursuant to Article 2822 of the Italian Civil Code, on the vessel “Pacific Worker”, registered in the Registry of the Republic of Singapore under No. 401371 (the “**Vessel**”) at the time of the execution of the Loan Agreement and subsequently transcribed, after registration in the name of the Company under the Italian flag, at the Italian International Register, with the name “NG Worker”, First Section of the Port Authority of Naples, with annotation on the Clearance Certificate (or on the Temporary Pass). The registration sum amounts to Euro 7,500,000 for capital, interest, accessories and expenses;
- (v) an assignment for security purposes in favour of the Banks of the rights arising out of the bareboat lease agreement of the Vessel entered into between Seashiptanker, as lessor, and the Bareboat Charterer, as lessee (the “**Bareboat Agreement**”);
- (vi) a commitment to channel the proceeds of the Vessel (including those relating to the Bareboat Agreement) into an escrow account with BCC, as custodian bank.

The Banks shall have the right to terminate the Loan Agreement pursuant to Section 1456 of the Italian Civil Code, *inter alia*, if the Seashiptanker uses the loan for a purpose other than the purpose set forth in the agreement, ceases its activity or changes it in such a manner that the purpose of the loan or its proper performance is no longer possible, or if the Seashiptanker fails to take out policies in accordance with the Loan Agreement. In addition, the Loan Agreement requires, with reference to the consolidated figures of the Guarantor: that (1) the ratio of net financial position to EBITDA be equal to or less than 6.25; (2) the ratio of net financial position to shareholders’ equity be equal to or less than 1.1. In addition, should the outstanding amount of the loan (in principal and including interest and other fees and expenses due) be greater than 65% of the market value of the Vessel on the verification dates, Seashiptanker shall, alternatively, (i) partially repay the loan in advance in an amount such that the countervalue is reduced to 65% or less, or (ii) provide additional security to the satisfaction of the Banks.



The Loan Agreement provides, *inter alia*, for the following termination conditions: (a) any breach by the Seashiptanker or the Guarantor of any other loan agreements granted, by the Banks themselves or by others; (b) any guarantee granted for the Loan fails or its value substantially decreases, unless the Company has provided an alternative guarantee acceptable to Iccrea; (c) the share capital of the Company is no longer controlled, directly or indirectly, by the current shareholders, without this having been previously allowed by the Banks; (d) unless this is remedied within 45 days of the event, there will be the expropriation, seizure, detention, requisition or attachment of the Vessel.

The Banks shall be entitled to consider Seashiptanker as having forfeited the benefit of the term pursuant to Section 1186 of the Italian Civil Code, or shall be entitled to terminate the Loan Agreement *ipso jure* pursuant to Section 1456 of the Italian Civil Code, in the event of non-payment of the amounts due to the Banks by way of repayment of principal or payment of interest, or any other amounts due from it for any reason.

Pursuant to Article 1456 of the Italian Civil Code, the Banks shall also have the right to declare the Loan Agreement terminated as a result of the default or if, after 15 days from receipt of the relevant notice from Iccrea, the Seashiptanker has not proven, by submitting suitable supporting documents, that it has already remedied the breach of its freight channelling obligations under the Loan Agreement.

In all cases of forfeiture of the benefit of the term or termination of the Loan Agreement, Seashiptanker shall be obliged within and no later than 15 days from the written request of the Bank to pay the debt for any outstanding instalments, residual principal, interest and default interest to the extent established in the agreement, ancillary costs and expenses, including court costs, incurred by the Banks, and for any other amounts owed by the Banks as a result of the loan. In the event of termination of the agreement, the Company shall reimburse the Banks for all expenses and costs incurred as a result of such termination.

As at the Date of Admission Document, there had been no contractual breach or cause of default by Seashiptanker under the aforementioned agreement.

#### ***17.1.2 Loan agreement entered into between Next Geo and Banco BPM S.p.A. dated 9 January 2023***

On 9 January 2023, the Company and Banco BPM S.p.A. (“**BBPM**” or, solely for the purposes of this section, the “**Bank**”) entered into a loan agreement pursuant to which Unicredit granted the Company a loan in the amount of Euro 5,000,000, with interest rate determined on the 3-month EURIBOR base 360 increased by 1.50% points (the “**Loan Agreement**”).

The Annual Percentage Rate (APR) is equal to 4.929%.

Furthermore, it should be noted that the Loan Agreement does not contain any financial covenants and is backed by the SACE SupportItalia guarantee (“**SACE Guarantee**”) pursuant to Article 15 of Decree-Law No. 50 of 17 May 2022 (the so-called Aid Decree) and subsequent amendments and supplements, and related regulatory and operational measures granted by Sace S.p.A. (“**SACE**”) for an amount equal to 90% of its amount.

Pursuant to the Loan Agreement, the Company is obliged, *inter alia*, to perform the following obligations:

(A) disclosure obligations: (a) to notify the Bank immediately, in writing, of any event, fact, deed or circumstance that is a direct and/or indirect consequence of a Relevant Event (as defined below),

*i.e.*, a fact or circumstance that may, *e.g.*: (1) materially and adversely affect the legal, asset, financial, economic, administrative or technical situation or the productive capacity or prospects of the borrower; or (2) impair, in the Bank's reasonable and justified appreciation, the prospects for repayment of the loan (the "**Material Adverse Effect**"); (b) send to the Bank as soon as available, but in any event no later than 30 business days after the approval by the corporate bodies, its annual financial statements and/or its Group financial statements together with the certification report of a leading auditing firm and the report of the Board of Directors and the Board of Statutory Auditors;

(B) specific obligations: (a) to use the loan proceeds strictly for the purposes indicated in the recitals of the Loan Agreement (*i.e.*, investments and working capital); (b) to maintain in place all authorisations, permits or administrative licences necessary or appropriate to permit the regular performance of its business activities; (c) to permit, upon request of the Bank or SACE and compatibly with the performance of its business activities, any technical and administrative inspection of the company by the Bank or SACE in order to ascertain compliance with all obligations under the Loan Agreement; (d) to maintain in force the loan collateral and not perform any act that might jeopardise or otherwise impair or render more difficult the Bank's ability to satisfy its receivables through the enforcement of the loan guarantees; (e) to maintain insurance coverage with leading insurance companies to cover the risks connected to its business and its assets, in accordance with market practice and for the maximum amounts that are normally insured in the sector in which it operates; (f) to cooperate with the Bank and with SACE to carry out, at the latter's request, any checks on the use of the loan and on compliance with the requirements of the Decree for the granting of the loan;

(C) specific obligations not to do: (a) not to make amendments to its Articles of Association that may have a Material Adverse Effect, without the prior written consent of the Bank; (b) not to set up assets earmarked for a specific business transaction pursuant to Article 2447 *-bis* et seq. of the Italian Civil Code and to request financing dedicated to a specific business transaction pursuant to Article 2447 *-decies* of the Italian Civil Code.

In addition to the events that, in accordance with the law, allow the Bank to terminate and/or withdraw from the Loan Agreement, or declare the Company in default, each of the events described below constitutes a "**Relevant Event**": (a) if the loan is used, in whole or in part, for a purpose other than that stated and indicated in the recitals of the Loan Agreement (*i.e.*, investments and working capital); (b) the breach of any obligation under the Loan Agreement which – where possible – is not remedied within 30 business days of the date of notification by the Bank; (c) the SACE Guarantee ceases to be effective, in whole or in part, for any reason whatsoever.

As at the Date of Admission Document, there had been no contractual breach or cause of default by the Company under the aforementioned agreement.

### ***17.1.3 Loan agreement entered into between Next Geo and UniCredit S.p.A. dated 20 October 2022***

On 20 October 2022, the Company entered into a loan agreement with Unicredit S.p.A. ("**UCI**" or, solely for the purposes of this section, the "**Bank**") pursuant to which the Bank granted the Company a loan of Euro 5,000,000, based on the funding made available by the European Investment Bank, with registered office in Luxembourg 100, Boulevard Konrad Adenauer L- 2950, tax code 80231030588 ("**EIB**"), with an interest rate determined on the 3-month EURIBOR base 360 increased by 1.4% points, with an effective value at the date of signing of 1.456% (the "**Loan Agreement**").

The Annual Percentage Rate (APR) is equal to 4.14%.

It should also be noted that the Loan Agreement has no financial covenants and is backed by the guarantee issued by SACE (the “**SACE Guarantee**” or the “**Guarantee**”) on 17 October 2022 pursuant to Article 15 of Decree–Law No. 50 of 17 May 2022, converted, with amendments, by Law No. 91 of 15 July 2022.

It should be noted that the Bank decided to grant the loan on the essential prerequisite of the funding made available by the EIB. The Company has therefore undertaken to comply with certain conditions and special commitments connected to the use of the EIB funding, such as, by way of example: (a) to allocate the amount of the loan exclusively for the implementation of the investment programme for which the loan was granted (the “**Project**”); (b) not to receive other EIB loans, directly or through intermediaries, with reference to the same Project. If these special conditions and commitments are not fulfilled, the Bank shall be entitled to declare forfeiture of the benefit of the term pursuant to Article 1186 of the Italian Civil Code or to terminate the agreement pursuant to Article 1456 of the Italian Civil Code.

In the context of the general terms and conditions and commitments, the Bank may also declare the forfeiture of the benefit of the term if the cases provided for in Article 1186 of the Italian Civil Code occur or terminate the Loan Agreement pursuant to Article 1456 of the Italian Civil Code if, by way of example: (a) the financed enterprise has destined, even only in part, the loan for purposes other than those for which it was granted; (b) there is a failure to pay by the enterprise or other companies in its group a financial debt when due, or there is a forfeiture of the benefit of the term of the Company or other companies in its group toward a third–party lender, or a third–party lender requests the early repayment of any financial indebtedness, or finally if a guarantee issued by any company in the group is enforced, if, in the opinion of the Bank, the above defaults are such as to impair the Company’s ability to repay the loan or the value of the collateral; (c) there is a lapse, or significant reduction in the value, of any collateral granted in connection with the loan and such collateral is not promptly replaced and/or supplemented to the satisfaction of the Bank; (d) the Company is in default of its obligations under the Loan Agreement, including: (1) notify the Bank in advance of any change in the company’s legal or corporate structure (e.g., form, share capital, directors, statutory auditors and shareholders, as well as mergers, including mergers by incorporation, demergers, spin–offs, contributions), administrative, asset and financial structure (e.g., bond issues), as well as the economic and technical situation as resulting from data, elements and documents provided at the time of the loan application, as well as the facts that may in any case modify the current structure and organisation of the company; (2) deliver to the Bank, within 30 days from the approval by the shareholders’ meeting and in any case no later than 210 days from the closing of the financial year, the annual financial statements and the annual consolidated financial statements, complete with the minutes of the shareholders’ meeting approval, notes to the financial statements, report of the Board of Statutory Auditors, management report and certification of the independent auditors; (3) inform the Bank in advance of the intention to request other medium/long–term financing from credit institutions or private entities.

As at the Date of Admission Document, there had been no contractual breach or cause of default by the Company under the aforementioned agreement.

#### ***17.1.4 Loan Agreement entered into between Next Geo and Intesa Sanpaolo S.p.A. dated 28 September 2022***

On 28 September 2022, the Company entered into a loan agreement with Intesa Sanpaolo S.p.A. (“**ISP**” or, solely for the purposes of this section, the “**Bank**”), pursuant to which the Bank granted the Company a loan of Euro 3,600,000, with an interest rate determined on the six-month EURIBOR base 360 increased by 2.65% points, with an effective value at the date of signing equal to 1.193% (the “**Loan Agreement**”).

The Annual Percentage Rate (APR) is 4.22%.

The Bank shall have the right to terminate the Loan Agreement pursuant to Article 1456 of the Italian Civil Code or to withdraw from the same, if the Company does not fulfil, even in part, even one of its obligations under the Loan Agreement and, by way of example (a) to send to the Bank the annual financial statements accompanied by the reports of the Board of Directors and the Board of Statutory Auditors within 30 days of their approval by the Shareholders’ Meeting, as well as the agenda of extraordinary Shareholders’ Meetings as soon as they are convened, with the obligation to also send the relevant minutes within 30 days of the Shareholders’ Meeting; (b) not to abandon, suspend or perform in a manner inconsistent with the forecasts delivered to the Bank the programme financed and not to use, in whole or in part, the sums received as a loan for purposes other than those contractually established; (c) to ensure that the following financial covenants are complied with until all claims against the Bank in relation to the Loan Agreement are fully extinguished, with reference to the consolidated data of the shareholder of Marnavi: (1) the gross operating margin/financial expenses ratio, is greater than 5; (2) the net financial position/equity ratio, is less than 1.5 (the “**Financial Covenants**”).

Pursuant to Article 1373 of the Italian Civil Code the Bank may terminate the Loan Agreement upon the occurrence of, inter alia, any of the following events affecting the party being financed: (a) merger, demerger, sale or transfer of a company or business unit not previously authorised in writing by the Bank; (b) non-performance of credit, financial or guarantee obligations vis-à-vis any party; (c) acceleration, termination or withdrawal due to any fact attributable to the financed party with respect to any third-party lender with respect to any contract entered into.

As at the Date of Admission Document, there had been no contractual breach or cause of default by the Company under the aforementioned agreement.

#### ***17.1.5 Loan Agreement between Next Geo and Banca Nazionale del Lavoro S.p.A. dated 2 October 2020***

On 2 October 2020, the Company and Banca Nazionale del Lavoro S.p.A. (“**BNL**” or, solely for the purposes of this section, the “**Bank**”) entered into a loan agreement pursuant to which BNL granted the Issuer a loan in the amount of Euro 2,350,000, with interest rate determined on the 3-month EURIBOR base 360 increased by 1.40% points (the “**Loan Agreement**”).

The Annual Percentage Rate (APR) is 0.98%.

The Loan Agreement has a 72-month term, including a 12-month grace period, and provides for repayment plan comprised of 20 quarterly instalments with the last instalment due on 2 October 2026.

It should also be noted that the Loan Agreement has no financial covenants and is backed by a guarantee granted by the “Fondo di garanzie per le piccole e medie imprese” managed by Banca del Mezzogiorno – MedioCredito Centrale S.p.A. (the “**MCC Guarantee**”).

Pursuant to the Loan Agreement, the Issuer has, inter alia, made the following representations and warranties: (i) no Material Event (as defined below) or any event or circumstance that (a) may cause, by its nature and extent, a material adverse change in the Issuer’s economic, financial, asset or income situation and/or may materially adversely affect the Issuer’s business such as to impair the Issuer’s ability to meet on a timely basis one or more of its obligations under the loan or (b) affect, or may affect, the validity, legitimacy or enforceability of the contractual documentation, even if only in part, in a manner materially affecting the Bank’s rights, actions and remedies (“**Material Adverse Event**”) has occurred or is continuing (ii) with respect to the assets of the Issuer there is no lien of a in rem nature, (iii) neither the Issuer, nor any of its subsidiaries, nor any of their respective directors and/or executives, nor, to the best of the Issuer’s knowledge, any of the respective subsidiaries or affiliates, or any of their respective agents or employees, is a natural person, legal entity or entity that (a) is the subject of, or the recipient of, a sanction (“**Sanctioned Person**”) or (b) is located, incorporated or resident in a nation, or territory, which is, or whose government is, subject to sanctions, which generally prohibit dealings with such government, nation or territory (“**Sanctioned Nation**”).

Pursuant to the Loan Agreement, the Company has undertaken, among other things, (i) not to use, directly or indirectly, the proceeds of any collection or payment and (ii) not to finance, contribute or otherwise make available proceeds to any subsidiary, joint venture partner or other person, for the purpose of financing an activity of, or transaction with, a person, or in a state or territory, that is a Sanctioned Person or a Sanctioned Country.

The following, among other things, are “**Material Events**” under the Loan Agreement and each is a “**Material Event**”:

- (A) any grounds for accelerating the Issuer’s obligations upon the occurrence of any of the circumstances referred to in Article 1186 of the Italian Civil Code;
- (B) cause for automatic termination, at the initiative and at the discretion of the Bank, pursuant to Articles 1454 and/or 1456 of the Italian Civil Code upon the occurrence, inter alia, of any of the following circumstances: (i) the Issuer fails to timely pay any amount due by it under the Loan Agreement; (ii) the loan is used by the Issuer, in whole or in part, for a purpose other than to acquire the financial resources necessary to meet its liquidity needs to support its business operations (the “**Purpose**”), or the Purpose is not realised within the terms agreed with the Bank;
- (C) cause for withdrawing from the Loan Agreement pursuant to Article 1845 of the Italian Civil Code upon the occurrence of, inter alia, any of the following circumstances: (i) the Issuer ceases to carry out or gives written notice to cease its current activities or commences an activity that is substantially different from its current corporate purpose; (ii) a change of control has occurred.

As at the Date of Admission Document, there had been no contractual breach or cause of default by the Company under the aforementioned agreement.

### **17.1.6 Loan agreement entered into between Next Geo and Banco BPM S.p.A. dated 25 February 2021**

On 25 February 2021, the Company and Banco BPM S.p.A. (“**BBPM**” or, solely for the purposes of this section, the “**Bank**”) entered into a loan agreement for the purpose of providing cash for supplier payments, pursuant to which the Bank granted the Issuer a loan of Euro 2,350,000, with interest rate determined on the three-month EURIBOR base 360 increased by 1.50% points (the “**Loan Agreement**”).

The Annual Percentage Rate (APR) is 1.6964%.

The Loan Agreement has a 60-month term, including a 12-month grace period, and thus the term expires on 25 February 2026, and provides for a repayment plan of 20 quarterly instalments.

It should also be noted that the Loan Agreement has no financial covenants and is backed by a guarantee granted by the “Fondo di garanzie per le piccole e medie imprese” (the “**Fund**”) managed by Banca del Mezzogiorno – MedioCredito Centrale S.p.A. (the “**MCC Guarantee**”).

Pursuant to the Loan Agreement, the Issuer has committed to comply with the following obligations, among others:

- (A) *Disclosure obligations*: send to the Bank as soon as they are available, but in any event no later than 30 business days after they are approved (a) its annual financial statements; (b) its consolidated financial statements; (c) the board of directors’, board of statutory auditors’ and auditing firm’s report;
- (B) *Positive obligations*: (i) maintain in place all authorisations, permits or administrative licences necessary or advisable to allow it to carry on business normally; (ii) maintain insurance coverage with leading insurance companies to cover the risks related to its business and its assets, in accordance with market practice and for the coverage limits that are normally insured within the sector in which it operates;
- (C) *Prohibitions*: (i) not to make amendments to its Articles of Association/to corporate covenants that may have a Materially Adverse Effect (which means the direct and/or indirect consequence of an event, fact, circumstance that may: (a) materially and adversely affect the Issuer’s legal, asset, financial, economic, administrative or technical situation or its productive capacity or prospects; or (b) result in a serious impairment of the Bank’s creditworthiness; or (c) impair, in the Bank’s reasonable and reasoned assessment, the prospects for repayment of the loan or the effectiveness or validity of the Fund’s guarantee), without the Bank’s prior written consent); (ii) not to set up assets intended for a specific business transaction pursuant to Article 2447-bis et seq. of the Italian Civil Code nor request financing dedicated to a specific business transaction pursuant to Article 2447-decies of the Italian Civil Code.

Pursuant to the Loan Agreement, the Bank shall have the right to accelerate the Issuer’s obligations upon the occurrence of any of the events referred to in Article 1186 of the Italian Civil Code, including, inter alia: (i) the occurrence of events (including, inter alia, changes in the corporate form, changes in the share capital, bond issues, changes in the corporate structure and/or directors) that adversely affect the Issuer’s equity, corporate, financial or economic situation; (ii) any resolution of the Fund’s Management Board to invalidate the Fund’s guarantee or otherwise the lapse of the Fund’s guarantee.

Pursuant to the Loan Agreement, the Bank may also terminate the agreement pursuant to Article 1456 of the Italian Civil Code if, among other things, the loan is not used for the purposes for which it was granted.

With particular reference to compliance with the Fund's operating provisions, the Issuer has undertaken to the Bank, *inter alia*: (i) to complete the investment programme for which the financing is intended within three years of the date of execution of the Loan Agreement; (ii) to prepare the final report, signed by the legal representative, containing a list of the uses of the guaranteed loan, a description of any substantial changes that have occurred in the performance of the investment programme presented, a statement of the start of the planned activity, and a copy of the invoices relating to the tangible and intangible assets acquired or realised (iii) to inform the Bank in advance of any changes to the investment programme financed; (iv) to inform the Bank of the occurrence of specific or universal succession to the obligations arising from the loan, it being understood that, in the event of extraordinary corporate transactions, the Issuer has undertaken to carry them out only with the prior written consent of the Bank.

As at the Date of Admission Document, there had been no contractual breach or cause of default by the Company under the aforementioned agreement.

#### ***17.1.7 Loan agreement entered into between Next Geo and Credito Emiliano S.p.A. dated 24 May 2022***

On 24 May 2022, the Company entered into a Loan Agreement with Credito Emiliano S.p.A. ("**Credem**" or, solely for the purposes of this section, the "**Bank**") for the purpose of carrying out the Company's business and supporting the Company's R&D investment requirements relating to that business, pursuant to which the Bank granted the Issuer a Euro 2,000,000 loan, with an annual nominal interest rate equal to the EURIBOR, expressed to the third decimal place, at 12 months plus a spread of 1.05% (the "**Loan Agreement**").

The Annual Percentage Rate (APR) is 1.540%.

The Loan Agreement has a 60-month term beginning on 25 May 2022, and thus the term expires on 24 May 2027, and provides for a repayment plan of 20 quarterly instalments.

It should also be noted that the Loan Agreement has no financial covenants.

The Bank may terminate the Loan Agreement at any time and for any reason, by written notice sent by registered letter with return receipt, and may demand full payment of the outstanding debt with five days' notice.

Moreover, the Issuer has undertaken, under penalty of the Bank's right to terminate, pursuant to Article 1456 of the Italian Civil Code, the Loan Agreement in the event of failure to comply with its obligations, *inter alia*, to (i) to allow any technical or administrative enquiries, to provide all the documents and information that will be requested, and to submit annual financial statements; (ii) to inform the Bank of any new medium- and long-term financing concessions obtained from other institutions; (iii) not to transfer all or part of the Company's shares to individuals or groups other than those existing at the time of the financing; (iv) except with the prior consent of the Bank, not to carry out any spin-offs or transfers of assets, transformations, mergers, demergers or concentrations with other companies (v) except with the prior consent of the Bank, not to make any amendment to its Articles of Association which would result in a material change in its corporate purpose and activities; (vi) except with the prior consent of the Bank, not to grant any of its

guarantees, whether collateral or personal, in the interests of third parties and not to grant liens of an in rem nature on any part of its assets, with the sole exception of guarantees arising from legal provisions and guarantees securing subsidised loans.

The Bank may terminate the Loan Agreement if, among other things, there is a delay in the payment of even a single loan instalment as well as if the Issuer or its guarantors fail to meet their obligations towards the institution under other loan agreements.

In addition to events of insolvency, the Bank may demand immediate performance pursuant to Art. 1186 of the Italian Civil Code in the event of a loss of security caused by the borrower.

As at the Date of Admission Document, there had been no contractual breach or cause of default by the Company under the aforementioned agreement.

#### ***17.1.8 Loan agreement entered into between Next Geo and Banco BPM S.p.A. dated 11 October 2021***

On 11 October 2021, the Company and Banco BPM S.p.A. (“**BBPM**” or, solely for the purposes of this section, the “**Bank**”) entered into a loan agreement, pursuant to which the Bank granted the Issuer a loan of Euro 1,500,000, with interest rate determined on the three-month EURIBOR base 360 increased by 1.400 points (the “**Loan Agreement**”).

The Annual Percentage Rate (APR) is 2.583%.

The Loan Agreement has a 60-month term beginning on 1 October 2022, including a 12-month grace period, and thus the term expires on 30 September 2027, and provides for a repayment plan of 20 quarterly instalments.

Furthermore, it should be noted that the Loan Agreement has no financial covenants and 90% of the loan is secured by the SACE Italia Guarantee granted by SACE S.p.A. (the “**SACE Guarantee**” or “**Guarantee**”).

Pursuant to the Loan Agreement, the Issuer is obliged, for itself and any ultimate parent company, including foreign parent companies of the Issuer, and any other companies that are or will be directly or indirectly controlled by the Issuer or its parent company pursuant to Article 2359, first and second paragraph, of the Italian Civil Code, and any other company that has given notice that it is subject to the direction and coordination of the Issuer or its parent company (the “**Group**”), also pursuant to Article 1381 of the Italian Civil Code and until the total extinction of all the Bank’s claims, to fulfil, inter alia, the following:

- (A) *Disclosure obligations:* (i) send to the Bank as soon as they are available, but in any event no later than 30 business days after they are approved by the corporate bodies: its annual financial statements and/or consolidated financial statements together with the auditing firm’s report and the board of directors’ and board of statutory auditors’ report; (ii) promptly provide the Bank with any information necessary to prepare the quarterly report due from the Bank to SACE.
- (B) *Positive obligations:* (i) maintain in place all authorisations, permits or administrative licences necessary or advisable to allow it to carry on business normally; (ii) allow, at the request of the Bank or SACE and compatibly with the performance of its business activities, any technical and administrative checks in the company by the Bank or SACE in order to ascertain the regularity of the company’s performance; (iii) maintain insurance coverage with leading insurance



companies to cover the risks associated with its business and its assets, in accordance with market practice and for the maximum amounts that are normally insured in the sector in which it operates; (iv) cooperate with the Bank and SACE in carrying out any checks on the allocation of the loan and compliance with the requirements of the Liquidity Decree for the granting of the loan, undertaking to provide any necessary supporting documentation where requested;

- (C) *Prohibitions:* (i) not to set up assets earmarked for a specific business transaction pursuant to Article 2447-bis et seq. of the Italian Civil Code and request financing dedicated to a specific business transaction pursuant to Article 2447-decies of the Italian Civil Code; (ii) not to transfer to third parties for any reason, for the entire duration of the financing, the ownership of the shares and/or quotas of the subsidiary(ies).

## 17.2 Marnavi Agreement

On 6 May 2024, the Issuer entered into a framework agreement with Marnavi for the supply of vessels owned by Marnavi (the “**Marnavi Agreement**”), which stems from the common interest of the parties to formalise a commercial collaboration built up between the two entities over the years concerning the procurement of vessels, supplied by Marnavi, by the Company.

Specifically, the Marnavi Agreement governs the general provisions relating to the granting by Marnavi, on the basis of requests made by the Company from time to time, of the right to charter the following fleet, which is suitable to carry out the work conducted by the Issuer (the “**Fleet**”)

- (i) Five vessels owned by Marnavi (and, specifically, the vessels named, respectively (1) “Ievoli Cobalt”, (2) “Ievoli Ivory”, (3) “Ievoli Amber”, (4) “Ievoli Grey”, and (5) “Ievoli Relume”), equipped to carry out offshore geophysical and geotechnical survey work and used by the Company to carry out its work and perform agreements with its customers; and
- (ii) any additional vessels for carrying out offshore activities conducted by the Issuer that Marnavi should acquire or use for such activities.

Pursuant to the Marnavi Agreement, it is also provided – among other things – that the fee to charter the vessels is determined:

- at market conditions (which means (a) the conditions applied to the charter of the Fleet Unit based on the expressions of interest received in writing from potential third party charterers and notified to the Company, or (b) in the event no charter offers have been received from Marnavi, the conditions applied in a previous charter agreement signed with the Company for the same Fleet Unit in the three months immediately preceding the date of the request and provided that no significant market variations have occurred in the meantime, either increasing or decreasing freight rates, which may be enforced by both Marnavi and the Company), and
- in priority over other charterers (i.e, a right of first refusal). It should be noted that this priority is granted on equal financial terms and time of use with respect to other potential charterers.

In this regard, if Marnavi receives an expression of interest from a third party to charter one or more vessels, it will inform the Company, which is granted a period of three days to exercise the right of first refusal.

Furthermore, in order to optimise the allocation of the Vessel in their mutual interest, the Company and Marnavi shall also hold weekly consultations – including through a system of information on the potential allocation, scheduling and possible time deployment of the Vessel (the so-called “*Vessel Allocation Plan*” – “VAP”) – aimed at exchanging the necessary information on the availability of the Vessel, the possibilities of its employment with third party charterers and the relevant chartering price, and the possibilities of its employment by the Company.

Accordingly, the Company undertakes to indicate the following in the VAP:

- (iii) the signed and effective charter contracts and, consequently, the vessels allocated thereunder;
- (iv) Fleet units that could be used to carry out potential projects that the Company would consider most likely to be chosen, in order to allow Marnavi to evaluate other potential charters that could overlap in time with the same chartering periods requested by the Issuer, and in order to reach solutions in the mutual interest of Marnavi and the Company.

In addition to the above, as part of the Marnavi Agreement, Marnavi grants the Company a right of first refusal on the vessels belonging to the Fleet and used for the performance of the Issuer’s offshore activities, which may be exercised if Marnavi decides to sell them. In such an event, Marnavi must inform the Company of such intention and the Company will obtain the right of first refusal mentioned above with respect to the vessel being sold. For its part, the Company must send its non-binding expression of interest in the purchase within 24 hours; if, within the above-mentioned deadline, the Company has expressed its interest in purchasing the vessel, once the 24 hours have elapsed, the Company will have a further 72 hours to exercise the right of first refusal, thereby confirming or not the purchase of the vessel to be sold.

The chartering of the Fleet will then be formalised and governed between Marnavi and the Company through the conclusion of an agreement complying with market standards for this type of agreement.

The duration of the Marnavi Agreement is set at 10 years, starting from the date of signature, with the option to extend for a further 10-year period.

For completeness, it should be noted that the Marnavi Agreement is governed by and construed in accordance with Italian law, even if the Fleet’s units fly a non-Italian flag.

### **17.3 Bareboat charter agreement**

On 2 September 2020, Next Geo and its subsidiary Seashiptanker S.r.l., which owns the Group’s “NG Worker” vessel (the “Seashiptanker” and the “Vessel”) – 80% of whose capital is held by the Issuer and the remaining 20% by Marnavi – entered into a bareboat charter agreement, subsequently amended between the parties on 6 May 2024, concerning the charter period for the Vessel (the “**Bareboat Agreement**”).

The Bareboat Contract provides for a charter period of up to twenty years (expiring in September 2040).

During the charter period, the vessel is in the full possession and at the absolute disposal for all purposes of the Company and under its complete control in every respect.

Pursuant to the Bareboat Agreement, Next Geo undertakes to maintain the Vessel in a good state of repair, in good operating condition and in accordance with good commercial maintenance practice, as well as to keep in force, at its own expense, the required certificates and also any financial or third party liability guarantees that may be required by any government, to allow the Vessel to enter, remain in or leave, for example, ports and/or territorial waters.

In addition, Next Geo shall indemnify the Seashiptanker for any loss, damage or expense incurred by the Seashiptanker and arising out of or in connection with the operation of the Vessel, and from any lien registered on the Vessel during the charter period. In this respect, it should be noted in particular that should the Vessel should be placed in detention due to claims or encumbrances arising from Next Geo's transactions during the Bareboat Contract, Next Geo shall take steps at its own expense to ensure that the Vessel is released within a reasonable period of time.

Conversely, should the Vessel be impounded or otherwise detained due to claims made against the Seashiptanker, the Seashiptanker shall take the necessary measures at its own expense to ensure that the Ship is released within a reasonable time (including by granting a guarantee). In this context, Seashiptanker shall indemnify Next Geo against any loss, damage or expense incurred by it (including freight paid under the Bareboat Contract) as a direct consequence of such arrest or detention.

#### **17.4 Investment Agreement signed between the Issuer on one side, and Smart Capital S.p.A. and VSL Club S.p.A. on the other side, on 12 April 2024**

On 12 April 2024, the Issuer signed with Smart Capital S.p.A. ("**Smart Capital**") and VSL Club S.p.A. ("**VSL Club**"), an investment agreement (the "**Investment Agreement**") pursuant to which the Investors undertook to subscribe, through a newly incorporated company in which they hold an interest (the "**Investor**"), and subject to the occurrence of the conditions set out below, Ordinary Shares of Next Geo deriving from the Share Capital Increase for the transaction for admission to trading on Euronext Growth Milan, for a value of up to Euro 15,000,000 (hereinafter, the "**Investment**"). In this regard, it should be noted that – on 30 April 2024 – the Investor notified the Company of the precise amount of the Investment, which was Euro 11,000,000.

The subscription commitment undertaken by the Investor is subject to the fulfilment of the following conditions precedent: (i) a maximum subscription price of Euro 6.25 per Share, corresponding to a pre-money equity value of the Company of Euro 250,000,000; and (ii) the circumstance that the total subscription of the Share Capital Increase, including the amount of the Investment is not less than Euro 40,000,000.

Pursuant to the terms and conditions of the Investment Agreement, which are in line with market practice for similar agreements, on 16 May 2024, the Investor entered into a lock-up agreement with the Joint Bookrunners with a term equal to the lock-up commitments entered into by the Issuer, the Selling Shareholders and Mr Attilio Ievoli (i.e., 12 months from the Trading Commencement Date).

Conversely, the Company undertook: (i) to appoint, within 30 days from the Trading Commencement Date, an independent director, who had already been selected by the Investor as Andrea Costantini, and who will remain in office for the entire term of office of the current Board of Directors (and without prejudice to what is specified below with regard to the possible Board of Directors

replacement procedure – set out below – should this become necessary during the term of office) (ii) to appoint, within 30 days from the Trading Commencement Date, a standing auditor, already selected by the Investor as Davide Lorenzo Pio Barosi, who will remain in office for the entire term of office of the current Board of Statutory Auditors (and without prejudice to the possible Board of Statutory Auditors replacement procedure – set out below – should this become necessary during the term of office); (iii) to take out a “Directors and Officers” policy with a primary insurance company or extend an existing one of adequate capacity, in favour of Mr Costantini, with an adequate limit, to cover the risks arising from the performance of the office of director.

Furthermore, the Company undertook to evaluate – after 18 months from the Trading Commencement Date – also on the basis of the actual market conditions and the existence of the statutory requirements, the possible transfer of its Shares from the listing on the Euronext Growth Milan to the Euronext Milan market, organised and managed by Borsa Italiana S.p.A., possibly the STAR segment, without any obligation to achieve results for the Company.

In addition to the above, under the terms of the Investment Agreement, if, upon expiry of the lock-up agreement, as described above, Marnavi intends to transfer all or part of its Next Geo Shares (the “**Shareholding for Sale**”) to one or more third parties, the Investor has the right to transfer to such third party purchaser, under the same terms and conditions, a percentage of its shareholding equal to the percentage of the Shareholding for Sale if it relates to at least 20% of Next Geo’s share capital (and without prejudice to the fact that this right will not apply (a) in cases of “permitted transfers”, according to normal lock-up practice), and (b) in the event that the Shareholding for Sale is such as to trigger a mandatory tender offer).

In addition, the Investment Agreement provides that the Company will pay the Investor (i.e. Smart Capital and VSL Club, in proportion to their investment in the Company), a transaction structuring fee in line with similar transactions.

The Investment Agreement shall be effective as of its signing date and shall cease to be effective on the earlier of the following dates: (i) 31 March 2027; (ii) 30 June 2024 in the event that the listing on Euronext Growth Milan or the transaction referred to in the Investment Agreement has not been finalised; (iii) the trading commencement date on EM; (iv) the date on which the Investor ceases to hold more than 75% of the number of Shares it was to hold on the Trading Commencement Date.

#### **17.5 Agreement signed between the Issuer on one side, and ABC Company S.p.A. – Società Benefit on the other side, as anchor investor of the listing, on 6 May 2024**

On 6 May 2024, the Issuer entered into an agreement with ABC Company S.p.A. – Società Benefit (“**ABC Company**”), as an anchor investor of the listing, an agreement (the “**Anchor Agreement**”) pursuant to which the Company appointed ABC Company to assist it in structuring and carrying out the listing (the “**Assignment**”).

More specifically, the Assignment will include the performance of the following activities:

- (i) assistance in defining the communication and presentation strategy of the Company and the listing to the financial community;
- (ii) assistance in the preparation of analytical material and information documents to be distributed to investors, necessary for the promotion and successful completion of the

listing; and

- (iii) the organisation of events, meetings and group and/or one-to-one meetings with potential investors.

To carry out the Assignment, on the Trading Commencement Date, the Company: (i) shall pay ABC Company a success fee and (ii) may pay ABC Company a discretionary fee if it is particularly satisfied with the services rendered by ABC Company in the performance of the Assignment, all in line with practice for similar transactions.

In addition to the foregoing, pursuant to the Anchor Agreement, the Company undertook to:

- (i) reserve for underwriting to ABC Company a portion of the Share Capital Increase for a maximum amount equal to the value of the order made by ABC Company to ISP in the context of the Placement (it being understood that such order may in no event exceed the total amount of Euro 8,160,000 (the “**Quota**”)); and
- (ii) provide regular updates to ABC Company regarding its listing process and to notify to it the commencement of roadshow activities (the “**Notification**”).

On the other hand, ABC Company has undertaken to notify the Company, within 3 (three) business days of receipt of the Notification, alternatively: (a) the waiver of the subscription of the Portion; or (b) the amount of the Portion to be reserved for it.

The Anchor Agreement shall be effective as of its signing date and shall cease to be effective between the Parties on the earlier of: (y) ABC Company’s subscription of the Portion; or (x) 30 June 2024.

## SECTION TWO

## **CHAPTER I      RESPONSIBLE PERSONS**

### **1.1 Persons responsible for the Admission Document**

For information on responsible persons, see Section One, Chapter I, Paragraph 1.1 of the Admission Document.

### **1.2      Statement of responsibility**

For information on statements of responsibility, see Section One, Chapter I, Paragraph 1.2 of the Admission Document.

### **1.3      Expert report**

For information on expert reports, see Section One, Chapter I, Paragraph 1.3 of the Admission Document.

### **1.4      Information from third parties**

For information on information from third parties, see Section One, Chapter I, Paragraph 1.4 of the Admission Document.

## **CHAPTER II – RISK FACTORS**

For a detailed description of the Risk Factors relating to the Issuer, the sector in which it operates and the Admission to Trading of the Shares on Euronext Growth Milan, please refer to Section One, Chapter IV of the Admission Document.



## CHAPTER III – ESSENTIAL INFORMATION

### 3,1 Reasons for the Share Capital Increase and use of proceeds

The purpose of the Share Capital Increase is to admit the Ordinary Shares to trading on Euronext Growth Milan, with the aim of providing shareholders and the market with an objective and transparent value of the Company, to increase the Company's standing and visibility, and to provide the Company with financial resources to pursue the strategic objectives outlined in Section One, Chapter VI, Paragraph 6.4 of the Admission Document.

### 3,2 Statement relating to working capital

The Board of Directors, after having carried out all necessary and thorough investigations, based on the information on the working capital in the "*Guidelines on disclosure requirements under the Prospectus Regulation*" (ESMA 32-382-1138) of 4 March 2021, considers that the working capital available to the Issuer and the Group is sufficient for the current needs, meaning those relating to at least 12 (twelve) months from the Admission Date.

## CHAPTER IV – INFORMATION CONCERNING FINANCIAL INSTRUMENTS TO BE ADMITTED TO TRADING

### 4.1 Description of financial instruments

The financial instruments for which admission to trading on Euronext Growth Milan has been requested are Ordinary Shares.

The Ordinary Shares have been assigned the ISIN Code: IT0005594418.

### 4.2 Legislation under which the Shares were issued

The Shares were issued on the basis of Italian law.

### 4.3 Characteristics of financial instruments

The Shares will be registered, indivisible, freely transferable and without any indication of nominal value.

The Shares will be subject to the dematerialisation regime and will be entered into the centralised management system managed by Monte Titoli.

### 4.4 Currency of financial instruments

The Shares will be denominated in Euro.

### 4.5 Description of rights attached to the Shares

Without prejudice to what is set out below, all Shares have the same characteristics and give the same rights; each Share confers the right to one vote at all ordinary and extraordinary shareholders' meetings of the Company, as well as the other administrative rights provided by applicable provisions of the law and the Articles of Association.

As at the Admission Date, assuming the full exercise of the Over-Allotment Option and the Greenshoe Option, the Issuer's share capital will be divided into 38,500,000 Ordinary Shares and 1,500,000 Multiple Voting Shares.

Multiple Voting Shares grant their holders the same rights as Ordinary Shares, except for the following:

- (i) each A Share entitles the holder to 10 (ten) votes, pursuant to Article 2351(4) of the Italian Civil Code, at the Company's ordinary and extraordinary Shareholders' Meetings;
- (ii) Class A Shares automatically convert into Ordinary Shares, at a ratio of 1 (one) Ordinary Share for each A Share in the event that they are subscribed by, or Transferred to, or otherwise held, directly or indirectly, by, parties other than (a) Marnavi or companies Controlled by, or subject to common Control with Marnavi, or (b) companies Controlled by Marnavi or where Marnavi holds over 50% (fifty per cent) of the relevant capital.

- (iii) Class A Shares can, at any time, be converted into Ordinary Shares, at a ratio of 1 (one) Ordinary Share for each A Share, at simple request of each holder, to be submitted, by registered letter with return receipt, certified e-mail or other means guaranteeing proof of receipt, to the Chairman of the Board of Directors of the Company and, in copy, to the Chairman of the Board of Statutory Auditors. Each holder of Class A Shares may exercise the right of conversion into Ordinary Shares also with respect to only a part of Class A Shares held thereby.

It is, however, understood that:

- (i) under no circumstances may Ordinary Shares be converted into Class A Shares;
- (ii) the Company may issue new Class A Shares only in case of (a) share capital increases by means of new cash contributions without exclusion or limitation of option rights, (b) capital increases without new contributions pursuant to Article 2442 of the Italian Civil Code, and (c) mergers or demergers, in proportion to the number of Class A Shares outstanding at the time of the new issue;
- (iii) in the event that the Company takes part in a merger or demerger transaction, the holders of Class A Shares may receive, in exchange for, or in addition to, the Class A Shares held by them, shares having the same characteristics as Class A Shares, within the limits of law and compatibility, unless otherwise resolved by the Special Meeting of Shareholders holding Class A Shares.

For further information, see Section One, Chapter 16, Paragraph 16.2.2 of the Admission Document.

#### **4.6 Resolutions, authorisations and approvals pursuant to which financial instruments have been or will be issued**

The Shares offered as part of the Placement were issued pursuant to the resolution of the Extraordinary Shareholders' Meeting held on 29 March 2024, which resolved to increase the share capital, for cash, in one or more tranches, up to a maximum amount of Euro 60,000,000.00 (sixty million/00), including any share premium, excluding option rights pursuant to Article 2441(5) of the Italian Civil Code, by issuing new ordinary shares, without express indication of nominal value, having the same characteristics as the ordinary shares already outstanding, regular dividend rights, to be offered as part of a placement for the listing project on Euronext Growth Milan, in such a manner, in terms of quality and/or quantity, as to allow the Company to fall within the cases of inapplicability of the provisions on offers to the public of financial instruments provided for by Article 1 of the Prospectus Regulation, with the consequent exclusion from the publication of a prospectus, establishing pursuant to Article 2439(2) of the Italian Civil Code that should the resolved increase not be fully subscribed by the first date between (i) the deadline for the subscription of the shares as part of the Placement and (ii) 31 December 2024, it shall be deemed to be limited to the subscriptions collected by said date.

For further information on this resolution and details on the development Issuer's share capital, see Section One, Chapter XIV, Paragraph 16.1.7 of the Admission Document.

#### **4.7 Date of issue and making available of financial instruments**

At the same time with the payment of the price, the Shares allotted under the Placement will be made available to those entitled to them, in dematerialised form, by entering them in deposit accounts held with Monte Titoli.

#### **4.8 Restrictions on the free circulation of Shares**

Except as set out below, there are no limitations on the free transferability of the Shares pursuant to the law or the Articles of Association.

For the sake of completeness, it should be noted that the Company, the Selling Shareholders, and Mr Attilio Ievoli have entered into lock-up undertakings vis-à-vis the Joint Bookrunners containing limitations on disposal of the Next Geo shares for a period of 12 months commencing on the Trading Commencement Date.

For further information in this regard, please refer to Chapter V, Section 5.3 of the Admission Document.

#### **4.9 Indication of existence of any rules on mandatory tender offers and/or tender offers to purchase remaining shares in relation to Shares**

In accordance with the Euronext Growth Milan Issuers' Regulations, Next Geo has provided in its articles of association that starting from the Admission Date and until such time as similar rules, if any, are made compulsorily applicable, the provisions relating to listed companies set out in the Italian Consolidated Law on Finance and Consob's implementing regulations on compulsory tender offers and exchange offers are applicable by voluntary reference and to the extent compatible.

The rules of the Italian Consolidated Law on Finance and the Issuers' Regulations apply with regard to the holding of a shareholding exceeding the threshold of 30% of the share capital, where a shareholding is defined as a portion, which may be held even indirectly through trustees or intermediaries, of the securities issued by the Company that grant voting rights in shareholders' meeting resolutions concerning the appointment or removal of directors. Therefore, in such case the obligation to launch a tender offer for all of the shares with voting rights applies.

#### **4.10 Tender offers made on the Issuer's shares during the last financial year and the current financial year**

During the last financial year and the current financial year, the Issuer's shares were not subject to any tender and/or exchange offers.

#### **4.11 Tax Regime**

The tax legislation of the investor's Member State and that of the Issuer's country of registration might have an impact on the income generated by the Shares.

As at the Date of Admission Document, the proposed investment is not subject to a specific tax regime, pursuant to Annex 11, item 4.11 of the Delegated Regulation (EU) 980/2019.

Investors are in any event required to consult their own advisors in order to assess the tax regime applicable to the purchase, holding and sale of the Shares, having regard also to the tax legislation of the State of the investor in case of non-Italian residents.

## CHAPTER V – HOLDERS OF FINANCIAL INSTRUMENTS PROCEEDING TO SALE

### 5.1 Selling Shareholders

Except as indicated below, Ordinary Shares are offered, in the context of the Institutional Placement, exclusively by the Issuer.

As part of the agreements entered into for the Placement, the Selling Shareholders have granted to Alantra, also on behalf of ISP, (i) an option to borrow Shares of the Issuer up to a maximum number of 1,200,000 Shares, for the purposes of a possible over-allotment (the “**Over-Allotment Option**”); and (ii) an option to purchase, at the offer price of the Shares, up to a maximum number of 1,200,000 Shares (the “**Greenshoe Option**”), which may be exercised, in whole or in part, up to 30 (thirty) days following the Trading Commencement Date.

### 5.2 Financial instruments offered for sale

Not applicable.

### 5.3 Lock-up agreements

Subject to the limitations specified below, there are no limitations on the transferability and availability of the Shares.

On 16 May 2024, the Issuer, the Selling Shareholders and Mr Attilio Ievoli entered into a lock-up agreement with the Joint Bookrunners (the “**Lock-Up Agreement**”).

Pursuant to the Lock-Up Agreement, the Issuer, the Selling Shareholders and Mr Attilio Ievoli irrevocably undertook for a period of 12 months following the Trading Commencement Date to inter alia:

- a) not to carry out, directly or indirectly, sales transactions, transfers, acts of disposition and/or other transactions whose subject matter and/or effect is, directly or indirectly, the allocation and/or transfer to third parties, for any reason and in any form whatsoever, of Shares (or other financial instruments, including equity financial instruments, granting the right to purchase, subscribe for, convert into, or exchange with, Shares or other financial instruments, including equity financial instruments, granting rights inherent in or similar to such Shares or financial instruments), including transactions by virtue of which option rights or rights *in rem* in relation to Shares are created and/or transferred, except for Shares that may be subscribed within the Institutional Placement and Shares loaned and/or sold within the Over-Allotment Option and the Greenshoe Option;
- b) not to approve and/or carry out transactions in derivative instruments, having the same effects, even if only economic, as the transactions referred to in point a) above;
- c) not to promote and/or approve capital increases or the issuance of bonds convertible into (or exchangeable for) Shares or share purchase/subscription certificates, or other financial instrument transactions, including equity financial instruments, granting rights inherent in or similar to such Shares or financial instruments; and

- (d) not to publicly announce their intention to carry out any of the actions referred to in points (a), (b) and (c) above.

The commitments entered into by the Company, the Selling Shareholders, and Mr Attilio Ievoli may only be waived with the prior written consent of the Joint Bookrunners, and such consent may not be unreasonably withheld or delayed.

Transactions: (i) carried out in compliance with legal or regulatory obligations, or measures or requests of competent Authorities (ii) instrumental and/or functional to the transfer of the trading of the Shares from Euronext Growth Milan to the Euronext Milan regulated market organised and managed by Borsa Italiana S.p.A.; (iii) relating to the issuance and/or transfer of the Company's Shares for any incentive plans, are in any event excluded from the commitments undertaken by the Company.

Furthermore, the commitments entered into by the Selling Shareholders and Mr Attilio Ievoli: (a) dispositive transactions carried out in compliance with legal or regulatory obligations, including transactions with the Specialist; (b) transfers in adherence to a public offer to purchase or exchange Shares and addressed to all holders of financial instruments of the Company, it being understood that, if the public offer to purchase or exchange Shares is unsuccessful, the restrictions under the Lock-up Agreement will become effective again until their natural expiration; and (c) any transfers by the Selling Shareholders and by Mr Attilio Ievoli in favour of one or more companies directly and/or indirectly controlled by, or controlling the same, pursuant to Article 2359, paragraph 1, of the Italian Civil Code, provided that (i) the Selling Shareholder or Attilio Ievoli retains control pursuant to Article 2359, paragraph 1, of the Italian Civil Code of the assigned company and (ii) the person becoming the owner of such Restricted Shares in any capacity whatsoever subscribes, adhering to it to the extent of its competence and without exception, a special lock-up agreement for the remaining period in which the same is in force.

In addition to the foregoing, in the context of the investment agreement entered into between the Issuer on the one hand, and Smart Capital S.p.A. and VSL Club S.p.A. on the other, on 16 May 2024, the Investor entered into a lock-up agreement with the Joint Bookrunners for a term equal to the commitments undertaken by the Issuer, the Selling Shareholders and Mr Attilio Ievoli pursuant to the Lock-up Agreement.

## CHAPTER VI – EXPENSES RELATED TO ADMISSION

### 6.1 Total net proceeds and estimated total expenses related to Admission to Trading

The proceeds from the Offer, assuming the full subscription of the Share Capital Increase and the complete exercise of the Over-Allotment Option and the Greenshoe Option, excluding placement fees and expenses, are estimated to be approximately Euro 54 million.

It is estimated that the expenses relating to Admission to Trading, including the fees payable to the Joint Bookrunners, amount to approximately Euro 3.5 million and will be borne directly, on a *pro rata* basis, by the Issuer and the Selling Shareholders to the extent applicable to each of them.

For information on the allocation of the proceeds of the Offer, please refer to Section Two, Chapter 3, Paragraph 3.1 of the Admission Document.



## CHAPTER VII – DILUTION

### 7.1 Amount and percentage of immediate dilution resulting from the Offer

The Offer Shares are offered for subscription to third parties at a price of Euro 6.25 per Share (the “Subscription Price”).

The number of Shares subject to the Offer is 8,000,000 (eight million) Shares.

The following table shows the comparison between the shareholders’ equity value per Share as at the last balance sheet date prior to the Placement and the Subscription Price.

Shareholders’ equity per share as at 31 December 2023	Subscription Price
0.0125	Euro 6.25

Considering the subscription of the Offer Shares, the controlling shareholder Marnavi will have its shareholding diluted by a maximum of 10.52% of the share capital and 0.12% of the voting rights.

For further information, see Section One, Chapter XIV, Paragraph 14.1 of the Admission Document.

### 7.2 Dilutive effects in the event of non-subscription of the offer

Not applicable.

## CHAPTER VIII – ADDITIONAL INFORMATION

### 8.1 Participants to the transaction

Person	Role
Next Geosolutions Europe S.p.A.	The Issuer
Alantra Capital Markets SV S.A.U. – Italian Branch	Euronext Growth Advisor and Joint Bookrunner
Intesa Sanpaolo S.p.A.	Global Coordinator, Joint Bookrunner and Specialist
Chiomenti	Issuer's law firm
Cleary Gottlieb Steen & Hamilton LLP	Law firm of Euronext Growth Advisor and Global Coordinator
PricewaterhouseCoopers S.p.A.	Independent Audit Firm
RSM Società di Revisione e Organizzazione Contabile S.p.A.	Tax and Circuling Advisor
Ceresio SIM S.p.A.	<i>Lead Manager</i>
IPO Coach	Financial Advisor

### 8.2 Other audited information

Section Two of the Admission Document does not contain any information in addition to that contained in Section One that has been subject to a full or limited audit.

### 8.3 Places where the Admission Document is available

This Admission Document is available in the *Investor Relations* section of the Company's website.

### 8.4 Appendix

The following documents are incorporated by reference into the Admission Document:

- Group Financial Statements as at 31 December 2023, including the Auditor's Report;
- Consolidated Financial Statements as of 31 December 2022, including the Auditor's Report.