



Pesaro, June 22, 2026

## PRESS RELEASE

### LAUNCH OF AN OFFERING OF SENIOR SECURED FIXED RATE NOTES DUE 2032 BY TEAMSYSYSTEM S.P.A.

TeamSystem S.p.A. (the “**Issuer**”) announced today that it intends to launch an offering (the “**Offering**”) of Senior Secured Fixed Rate Notes due 2032, for an expected aggregate principal amount of €700.0 million (the “**Notes**”).

The proceeds from the Offering are expected to be used to (a) redeem in full the Issuer’s outstanding €300.0 million aggregate principal amount of 3½% Senior Secured Notes due 2028, (b) repay all drawn amounts under the existing revolving credit facility, (c) pay contingent deferred consideration and contingent liabilities relating to certain acquisitions, (d) fund cash on the Issuer’s balance sheet for general corporate purposes and for any other purposes not prohibited by the indenture for the Notes and (e) pay costs, fees, expenses, and taxes in connection with the transactions described above and any such financing, refinancing, and/or acquisitions.

The Issuer will determine and publish the final terms and conditions of the Notes at pricing, upon completion of the book building process.

The Issuer expects its existing €700.0 million Senior Secured Floating Rate Notes due 2031, €500.0 million 5.0% Senior Secured Notes due 2031 and €1,250.0 million Senior Secured Floating Rate Notes due 2032 to remain outstanding following the Offering and the application of the proceeds thereof.

In connection with the Offering and subject to completion thereof, the lenders under the existing revolving credit facility agreement have agreed to participate in an upsize of the total commitments thereunder from €350.0 million to €409.5 million and, subject to certain exceptions, amend the incurrence covenants and related definitions to align to the equivalent covenants and definitions of the Notes (to the extent applicable).

### CERTAIN ESTIMATED PRELIMINARY TRADING DATA OF THE GROUP

The Issuer provides below certain information regarding certain estimated financial results and other financial metrics and information of TeamSystem Holdco S.p.A. and its subsidiaries (including the Issuer) on a consolidated basis (the “**Group**”) to the holders of existing notes issued by certain Group’s companies, including the Issuer. All references to “we”, “us”, or “our” below are to the Group.

#### ***Recent Trading***

*The preliminary results and estimates presented below for the four months and the month ended April 30, 2026 are derived from our internal management accounts, which may not be directly comparable with our consolidated financial statements, and on information currently available to management. This information has not been audited or reviewed and no procedures have been completed by our external*

*auditors with respect thereto. These results are subject to the risks related to our business and other risks and, because they are preliminary, are inherently subject to modification. The preliminary results set out below are based on a number of estimates and assumptions that are subject to inherent uncertainties and subject to change. While we believe these preliminary results and estimates to be reasonable, they remain subject to change and our actual results for such periods may vary from the preliminary results presented below, and these variations could be material.*

We believe that our recent trading performance for the four months ended April 30, 2026 is in line with our growth trajectory as a result of the same key drivers that positively impacted our results for the first quarter of 2025.

In particular, based on preliminary results derived from our unaudited management accounts and other information currently available to us, we estimate that our annualized recurring revenue (“ARR”) reached approximately €1,022 million as at April 30, 2026, an increase of approximately 13% compared to ARR of approximately €905 million as at April 30, 2025, mainly due to the acquisition of new customers and cross-selling initiatives to our existing customer base, supported by our software as a service (SaaS) transition.

We also estimate that we generated total revenue of approximately €377 million for the four months ended April 30, 2026, compared to total revenue of approximately €348 million for the corresponding period in 2025. Our revenue growth accelerated in April to approximately 10% compared to a growth rate of 8% for the first quarter in 2026, primarily driven by the expansion in our International Solutions and Micro Solutions business units. We further estimate that recurring revenues increased by approximately 11% for the four months ended April 30, 2026 compared to the corresponding period in 2025.

Our positive results for the four months ended April 30, 2026 were further underpinned by the growth in revenues attributable exclusively to AI-related products and services (the “AI revenues”), which represented approximately 4.9% of our total revenue for such period (increasing from approximately 1.5% for the corresponding period in 2025) and amounted to approximately €4.7 million on an average monthly basis (compared to average monthly AI revenues of approximately €1.3 million for the corresponding period in 2025). We estimate that the increase in our AI revenues was primarily driven by the increased deployment of our AI-editions and the continued adoption of such innovative solutions by our customers.

In addition, we estimate that for the four months ended April 30, 2026, we generated Adjusted EBITDA of approximately €162 million, an increase of approximately 15% compared to Adjusted EBITDA of approximately €142 million for the four months ended April 30, 2025. The Adjusted EBITDA margin for the four months ended April 30, 2026 was approximately 43%, further growing from approximately 41% for the corresponding period in 2025. We estimate that this increase in Adjusted EBITDA and the relevant margin was mainly driven by our revenue growth combined with the implementation of cost savings initiatives under our AI-powered internal reorganization involving our operating model transformation and simplification program (so called Reloaded Program).

*This press release may constitute a public disclosure of inside information by TeamSystem S.p.A. under Regulation (EU) 596/2014, as subsequently amended, and any relevant implementing rules and regulations.*

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### **Cautionary Statements**

There can be no assurance that the Offering will be completed or, if completed, as to the terms on which it will be completed.

This press release is for information purposes only and does not constitute any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or applicable state or foreign securities laws and may not be offered or sold in the United States without registration under federal or applicable state securities laws or an applicable exemption from such registration requirements. The Notes will be offered (a) in the United States to “qualified institutional buyers” as defined in Rule 144A under the Securities Act and (b) outside the United States to persons who are not U.S. persons (i) in an offshore transaction in accordance with Regulation S under the Securities Act, and (ii) if resident in a Member State of the European Economic Area, to “qualified investors” within the meaning of Article 2(e) of Regulation 2017/1129/EU and amendments thereto (the “**Prospectus Regulation**”) and any relevant implementing measure in each Member State of the European Economic Area and (iii) if a resident of the United Kingdom, only to persons who are not “retail investors” (being persons who are not “professional clients” as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”). This press release is not for distribution in the United States, Canada, Australia or Japan.

This press release does not constitute an offer to the public in Italy of financial products, as defined under Article 1, paragraph 1, letter (t) of legislative decree of February 24, 1998, no. 58, as amended. The Notes cannot be offered, sold or delivered, directly or indirectly, in Italy either on the primary or on the secondary market to any natural persons nor to entities other than qualified investors (*investitori qualificati*) as referred to in Article 2, paragraph (e), of the Prospectus Regulation or unless in any circumstances which are exempt from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation and the implementing regulations issued by the *Commissione Nazionale per le Società e la Borsa*, the Italian securities and financial markets regulator (“**CONSOB**”), including Article 34-ter, paragraph 1 of CONSOB Regulation no. 11971 of May 14, 1999, as amended, and the applicable Italian laws and regulations.

This press release is for informational purposes only and does not constitute and shall not, in any circumstances, constitute a public offering or an invitation to the public in connection with any offer within the meaning of the Prospectus Regulation. The Offering will be made (i) in any Member State of the European Economic Area pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities and (ii) in the United Kingdom pursuant to an exemption under the Public Offers and Admissions to Trading Regulations 2024 (the “**POATRs**”) from the requirement to produce a prospectus for offers of securities.

This press release is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are “investment professionals” falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**Relevant Persons**”). This press release is directed only at Relevant Persons and must not be acted on or relied upon by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

The offering memorandum prepared in connection with the Offering has not been and will not be approved by the U.S. Securities and Exchange Commission, CONSOB, the Financial Conduct Authority or any other competent authority.

This press release does not constitute a conditional notice of redemption in respect of the any notes. Holders of any notes are therefore urged to refer to the relevant notice of redemption (once available) for more information regarding the redemption price, record date and redemption date.

#### **Information to Distributors**

Manufacturer target market (MIFID II product governance; UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No key information document required by the PRIIPs Regulation for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any

retail investor in the EEA may be unlawful under the PRIIPs Regulation. No disclosure document required by FCA Product Disclosure Sourcebook (“**DISC**”) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

### **Forward Looking Statements**

This press release may include forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Group’s future financial position and results of operations, their strategies, plans, objectives, goals and targets, future developments in the markets in which the Group participates or is seeking to participate or anticipated regulatory changes in the markets in which the Group operates or intends to operate. In some cases, you can identify forward-looking statements by terminology such as “aim,” “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “guidance,” “intend,” “may,” “plan,” “potential,” “predict,” “projected,” “should” or “will” or the negative of such terms or other comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and are based on numerous assumptions. Our actual results of operations, including our financial condition and liquidity and the development of the industries in which we operate, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this press release. In addition, even if our results of operations, including our financial condition and liquidity and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.