

Smart Capital

Sector: Holding

Smart strategies, smarter returns

Smart Capital is an investment holding company specializing in minority and private equity investments via club deals with over 100 families and entrepreneurs. It focuses on Italian SMEs, aiming to create value through active management and long-term partnerships. The company has a diversified portfolio including 17 key investments across sectors like manufacturing, specialty logistics and technology. Led by an experienced team, Smart Capital was recently listed on EGM-PRO, leveraging its strong network and patient capital to drive sustainable growth. In addition, Smart Capital's management can unlock further upside through strategic cash deployment. Alantra values NAV at Eu52.0mn and sets a target price of Eu1.8/share, implying a 16% upside, BUY. Portfolio diversification and a strong management team help mitigate risks.

- More than just a holding investment company** - Smart Capital, founded in 2020, is an investment holding company specializing in minority and private equity investments via a club deal approach involving around 100 families and entrepreneurs. The firm focuses on Italian SMEs, with assets exceeding Eu65.3mn, and a diversified portfolio including 17 key investments (company NAV Eu51.7mn, +74% since inception, +9% vs. end-23). Led by experienced professionals Andrea Costantini and Andrea Faraggiana, Smart Capital recently listed on the EGM-PRO, leveraging its network and patient capital to drive sustainable growth.
- Diversified growth through strategic investments** - Smart Capital has built a diversified portfolio spanning aerospace, defence, automotive, energy, fashion, and industrials, mitigating company-specific risks. Key holdings include A.L.A., a logistics leader in aerospace and defence, and Next Geo, an advanced marine services provider, both with strong global positions. The expected exit from A.L.A. following the recent tender offer, set to yield Eu15mn at a 2.6x return, marks a key milestone, validating its board-driven, minority investment model and boosting reinvestment capacity. Other assets like Eurogroup Laminations (EV) and GM Leather (luxury leather) add further resilience. Exposure to e-commerce (Giglio.com), adhesives (ICF), and marine services (Next Geo) supports growth potential across diverse sectors.
- Five-phase approach for sustainable SME growth** - Smart Capital follows a five-phase investment process to create long-term value. It begins with sourcing opportunities through a vast network in sectors like manufacturing and logistics. Potential investments undergo thorough financial and ESG analysis before structuring deals that align with long-term goals, integrating governance and sustainability initiatives. Post-investment, Smart Capital actively monitors portfolio companies, offering strategic advice to enhance operations and growth. The final phase involves planning exits to maximize returns while ensuring business sustainability. This disciplined approach consistently creates value for both investors and portfolio companies.
- Driving SME growth through strategic investments** - Smart Capital plays a key role in Italy's economy, providing growth capital and actively managing investments in SMEs, which contribute over Eu1,600bn in value. The firm stands out in a fragmented investor landscape by specialising in SME-focused PIPE (Private Investment in Public Equity) transactions and leveraging a strong track record. In addition to funding, Smart Capital offers advisory services that support operational improvements and strategic realignment. With most of its NAV in listed minority stakes, it is a reference player in Italy's SME market.
- NAV of Eu52.0mn, TP of Eu1.8/share** - Valuing Smart Capital requires both quantitative and qualitative analysis. We apply the NAV method, estimating the fair value of assets and liabilities. Private holdings are valued using peer multiples or book value. Our NAV estimate of Eu52.0mn includes a 20% holding discount and reflects the average of listed assets at market and target prices. We believe Smart Capital's skilled management is well positioned to extract value from its growing cash base, with disciplined deployment across public and private markets offering further upside not yet reflected in our valuation. Our Eu1.8/share TP offers 16% upside, BUY.
- Main risks** include market volatility, due diligence issues, sector concentration, and leadership dependence. Illiquid private investments face exit challenges, while regulatory, geopolitical, and diversification concerns add to potential downsides. Governance and exit valuation uncertainties may further impact the portfolio and its valorisation.

BUY

New Coverage

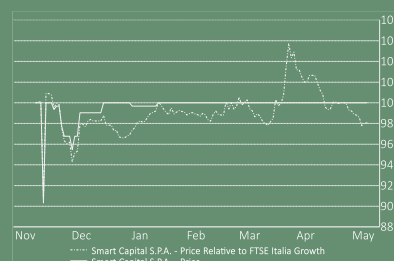
TP 1.8

New Coverage

Target price upside 16%

Ticker (BBG, Reut)	SMCAP IM	SMCAP.MI
Share price Ord. (Eu)		1.6
N. of Ord. shares (mn)		27.8
Total N. of shares (mn)		29.5
Market cap (Eu mn)		44
Total Market Cap (EU mn)		44
Free Float Ord. (%)		33%
Free Float Ord. (Eu mn)		14
Daily AVG liquidity Ord. (Eu k)		5

	1M	3M	12M
Absolute Perf.	0.0%	0.0%	na
Rel. to FTSEMIDCap	-12.5%	-6.0%	na
52 weeks range		1.4	1.6



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Strengths

- Unique club deal model targeting Italian SMEs effectively
- Broad sector exposure diversifies risks and opportunities
- Active board roles support operational and strategic growth
- Solid IRR and successful exits demonstrate investment discipline and expertise

Weaknesses

- Minority stakes reduce strategic control in companies
- Small size limits institutional appeal and liquidity
- High reliance on two key founding managers
- Direct exposure just to Italy

Opportunities

- Italian SMEs offer scalable, high-growth investment opportunities
- EGM listing enhances capital markets access and visibility
- ESG integration aligns with sustainable finance investor trends
- Early-stage tech bets offer asymmetric return potential

Threats

- Market volatility impacts NAV and investor sentiment, and holding discount
- Exit timing in private equity remains highly uncertain
- Regulatory, ESG or geopolitical shifts may significantly affect portfolio
- Cyclical sectors increase sensitivity to macroeconomic downturns

Key shareholders*

- Agrati Holding: 29.8%
- Costantini Investments 25.2%
- Herongreen 8.1%
- Reef Capital 1.82%
- Other 2.2%
- Free Float: 33%

* voting rights

Management

- Andrea Costantini - Managing Partner, Chairman & CEO
- Andrea Faraggiana - Managing Partner, General Manager
- Roberto Francani - Partner, Advisory & Business Dev. Director
- Laura Pedrinazzi - General Manager Smart4Tech

Next events

1H25 results: 26/09/25

Executive Summary

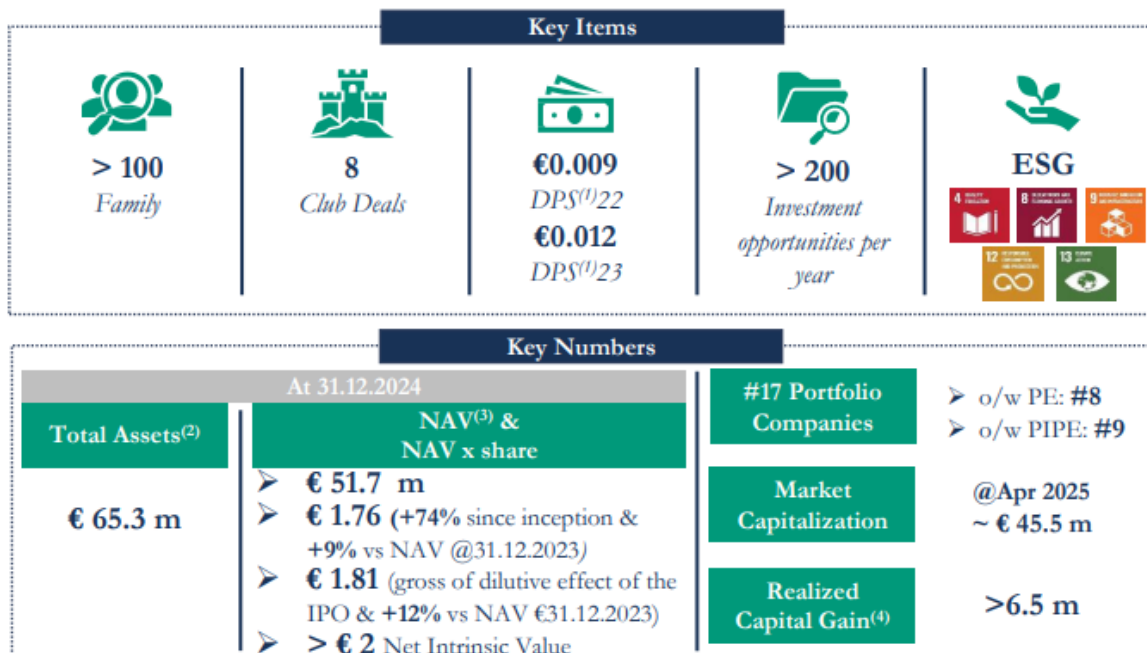
Smart Capital is an investment holding company, founded in 2020, specializing in minority and private equity investments through club deals with approximately 100 families and entrepreneurs and was listed last 21-Nov on Euronext Growth Milan, PRO segment. Targeting Italian SMEs, it aims to create value through active management and long-term partnerships. The company has Eu65.3mn in assets and a diversified portfolio including 17 key investments, comprising listed and unlisted firms, with a NAV of Eu51.7mn. Its portfolio covers sectors like manufacturing, logistics and technology, featuring companies such as A.L.A., Next Geo, and Eurogroup Laminations, known for strong market positions. Smart Capital not only provides capital but actively participates in boards, M&A advisory, and operational strategy, driving growth across the portfolio. The business model integrates an effective ESG strategy, targeting quality education, decent work, and industry innovation. Operating in the fragmented Italian SME market, valued at over Eu900bn, the company's strong track record in PIPE/PE transactions is a competitive advantage. Alantra values Smart Capital's NAV at Eu52.0mn, already factoring in a 20% holding discount, based on the average of listed companies valued at market price and target price. Our target price of Eu1.8/share implies a 16% upside. BUY.

More than just a holding investment company

Smart Capital S.p.A. is an investment holding company, founded in 2020, specializing in minority and private equity investments through a club deal approach (c. 100 families and entrepreneurs). The company targets Italian small and medium-sized enterprises (SMEs), both listed and unlisted, with a focus on value creation through long-term partnerships and an active management approach. With over Eu65.3mn in assets, the company operates across key sectors, including manufacturing, logistics, and technology with a value-added approach by seating actively in BoDs, providing M&A advisory and management support. Led by a highly experienced management team, including Andrea Costantini and Andrea Faraggiana (both having 20 years of experience in the field), Smart Capital has established itself as a leading player in the Italian SME market, boasting a diversified portfolio including 17 key investments with a NAV of Eu51.7mn in FY24. Smart Capital recently listed on the EGM-Pro, leveraging its extensive network and patient capital approach to drive sustainable growth and value creation.

Smart Capital Key items and figures

With more than Eu65.3mn in total assets, Smart Capital has built a strong track record



Source: Company data; (1) Dividend per share; (2) Total asset consolidated; (3) NAV is calculated as the sum of: Pipe + Private Equity + cash and cash equivalents (readily marketable investments like mutual funds, bonds, fixed income securities, etc.); 4) The capital gain considers all the exits since inception.

Portfolio Companies

Smart Capital has built a highly diversified portfolio across multiple sectors, minimizing risks associated with individual portfolio companies. Its investments span aerospace, defence, automotive, energy, fashion, and industrial sectors, ensuring exposure to a variety of growth opportunities. For instance, Smart Capital holds stakes in A.L.A., a logistics leader in aerospace and defence, and Cofle, a producer of control systems for agriculture and automotive sectors. Both companies have strong market positions and global reach, reflecting Smart Capital's focus on stable, high-growth industries. Smart Capital is approaching a key milestone with the planned exit from A.L.A., expected to generate Eu15mn in proceeds at a 2.6x return. This follows the recent buyout of minorities in its dedicated SPV and marks one of the group's most profitable divestments, validating its model of active, board-level involvement in minority holdings and boosting capital for reinvestment. A.L.A. specializes in supply chain management, while Cofle excels in mechanical control systems, particularly for heavy-duty vehicles. The portfolio also includes Eurogroup Laminations, a key supplier in the electric vehicle and industrial sectors, and GM Leather, a player in the luxury leather industry. These investments cater to different stages of industrial and consumer supply chains, enhancing portfolio resilience. The investments extend to industries like e-commerce (Giglio.com), adhesives (Industrie Chimiche Forestali), and advanced marine services (Next Geosolutions), further reinforcing the diversity. Smart Capital's participation in these companies provides governance representation, ensuring strategic influence. This broad sectoral distribution helps mitigate risks and positions the firm to capture growth across multiple industries, emphasizing its strategic advantage in balancing exposure while maximizing growth potential. By investing in industry leaders with proven expertise and growth potential, Smart Capital ensures a balanced and resilient portfolio, aligned with long-term sustainability and market leadership.

Smart Capital current portfolio companies

Strategic diversification: Smart Capital's dynamic portfolio reduces industry risk exposure

	SECTOR	REVENUE RANGE 2025E	EBITDA MARGIN 2025E	INVESTMENT DATE			
LOGISTICS	ALA	€320 - 330 million	12% - 13%	2021	CLUB DEAL		
	MIDOLINI	€40 - 50 million	14% - 16%	2022			
	EUROGROUP LAMINATIONS	€70 - 90 million	3% - 6%	2024			
TECHNOLOGY	NEXTGEO	€215 - 245 million	26% - 28%	2024		CO-INVESTMENT	
	newcleo	€40 - 60 million	negative	2022			
	Smart4Tech			2023			
MANUFACTURING	Cofle	€55 - 65 million	10% - 12%	2021			DIRECT INVESTMENTS - PIPE
	OTK KART GROUP	€60 - 80 million	18% - 21%	2022			
	INUN up	€15 - 20 million	20% - 25%	2022			
	MGM	€65 - 75 million	11% - 13%	2022			
	BERNARDINELLO ENGINEERING	€40 - 50 million	22% - 25%	2021			

DIRECT INVESTMENTS - PIPE

 SOGEFI GROUP
 EUROGROUP LAMINATIONS
 FERRARI
 GM
 SG COMPANY
 GIGLIO.COM
 INDUSTRIE CHIMICHE FORESTALI
 ArterraBioscience
 UNIDATA

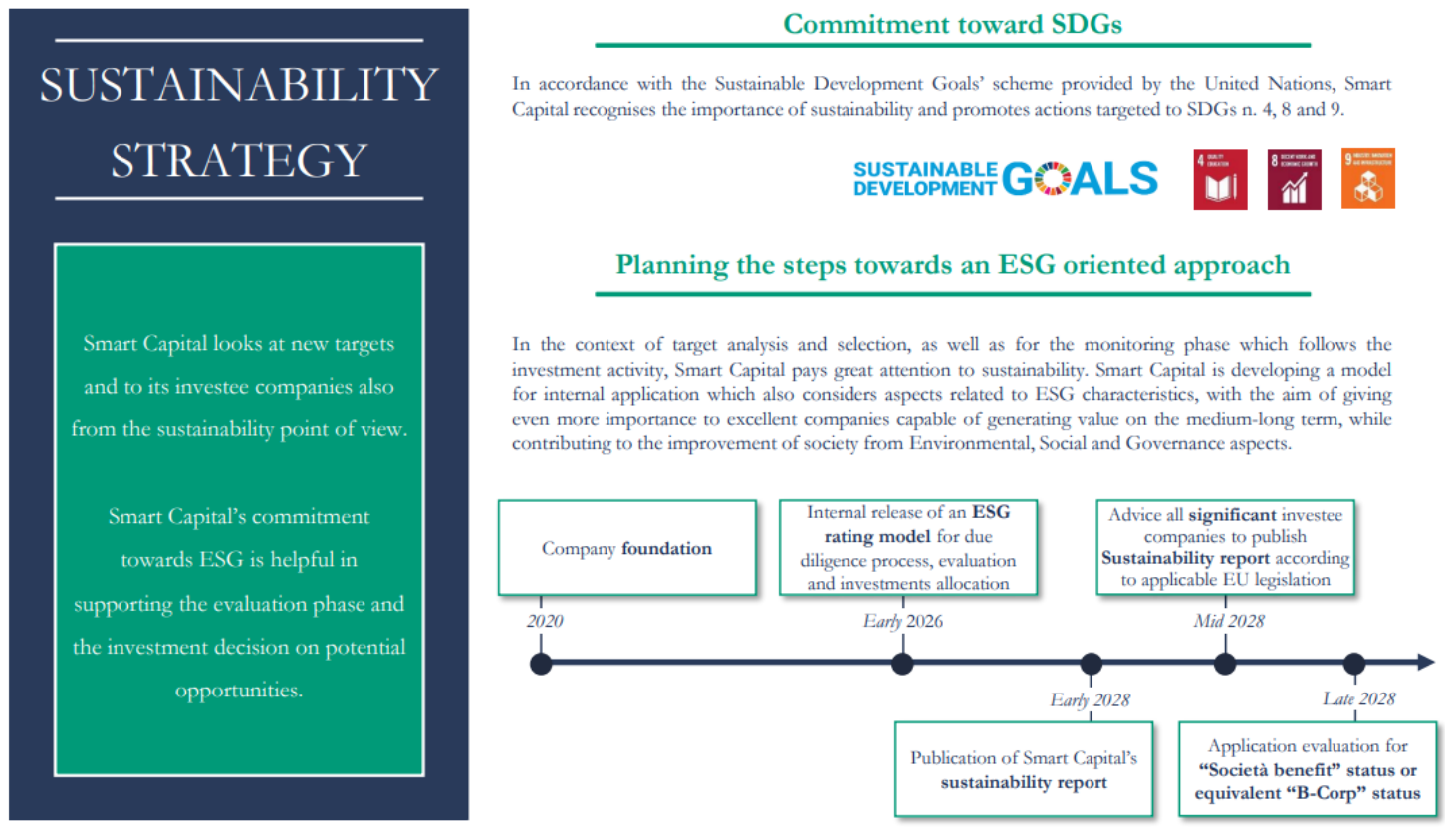
Listed company Governance rights Subsidy

Source: Company data, Alantra, consensus estimates

Sustainability Strategy

Smart Capital’s sustainability strategy is centered around aligning its investments with the United Nations’ Sustainable Development Goals (SDGs), focusing on SDGs 4, 8, and 9, which emphasize quality education, decent work, and innovation in industry. By integrating Environmental, Social, and Governance (ESG) factors into its investment process, Smart Capital aims to create long-term value while addressing global challenges. Its comprehensive ESG assessment model ensures that both new and existing investments are evaluated for their sustainability impact, fostering responsible growth across its portfolio. The firm’s commitment to ESG also drives its portfolio companies to pursue sustainable practices, positioning them as leaders in positive societal change. Smart Capital has set a clear roadmap for advancing ESG integration, including launching an internal ESG rating model by 2026 and requiring portfolio companies to produce sustainability reports by 2028. Overall, Smart Capital’s strategy emphasizes responsible investment, aiming for both financial success and positive societal impact, reinforcing its position as a leader in sustainable finance.

Smart Capital – sustainability strategy



Source: Company data

Business model

Smart Capital employs a well-structured, five-phase investment process aimed at creating long-term value within Italy’s SME sector. The process begins with sourcing opportunities through an extensive network of entrepreneurs, financial institutions, and industry experts, focusing on sectors like manufacturing and logistics. Once identified, potential investments undergo rigorous financial and qualitative analysis, including ESG assessments. The investment is then structured to align with both the company’s and Smart Capital’s long-term objectives, incorporating governance, performance incentives, and sustainability initiatives. After investment, Smart Capital actively monitors the portfolio companies, providing strategic advice to improve operations and drive growth. Finally, the exit strategy is carefully planned to maximize returns while ensuring the business’s long-term sustainability. This disciplined approach allows Smart Capital to consistently generate value for both its investors and portfolio companies.

Smart Capital business model

Five phases value generation business model



Source: Company data

The market and the competitive Arena

Smart Capital plays a pivotal role in the Italian market, providing growth capital and actively managing public and private investment opportunities within the SME sector. Its activities are considered essential and critical to the entrepreneurial ecosystem of Italy, where SMEs represent the backbone of the economy. In fact, the SME market in Italy is estimated to generate an added value of over Eu1,600bn. Despite the fragmented nature of Italy's long-term investor landscape, Smart Capital distinguishes itself by focusing on SMEs, leveraging an extensive and successful track record in PIPE (Private Investment in Public Equity) transactions. The firm has capitalized on numerous investment opportunities offered by the Italian stock market. Moreover, Smart Capital adopts a unique investment approach, not only providing capital but also closely supporting its portfolio companies with comprehensive advisory services. This hands-on involvement goes beyond mere financial support, as Smart Capital seeks to drive operational improvements and strategic realignment within its portfolio companies. With most of its NAV linked to minority stakes in listed companies, the group boasts deep expertise in PIPE investments, positioning itself as a reference player in identifying and executing attractive investment opportunities.

Invest in the Italian thriving market of SMEs private and listed

Italian SME market is a critical backbone of the national economy. Smart Capital expertise allows them to spot many opportunities from the flourish segment of EGM



- Italian SME segment is densely populated with investment opportunities
- Geographically, ~ 60% of Italian SMEs are located in the north of Italy and ~25% in Lombardy
- Manufacturing represents more than a third of SME activities

Why invest in Italian SME?

- **High Growth Potential:** Italian SMEs are often leaders in niche markets with strong scalability, offering attractive returns on investment
- **Fragmented Market = Consolidation Opportunities:** the SME landscape in Italy is highly fragmented, creating opportunities for value creation through M&A and operational synergies
- **Government Incentives:** various tax benefits, grants, and funding programs support SME growth and foreign investment. In particular, listed companies benefit from the IPO bonus and other government incentives
- **Undervalued Assets with Strong Fundamentals:** compared to other European markets, Italian SMEs often trade at lower valuations despite solid financial performance, providing a unique opportunity for value investors

EGM vs STAR on EV/EBITDA

	2025	2026
FTSE STAR	7,0x	5,9x
EGM	5,3x	3,9x
EGM premium/-discount	-23,9%	-34,3%

Intesa Sanpaolo Research elaboration on FactSet data

EGM vs STAR on P/E

	2025	2026
FTSE STAR	12,9x	11,5x
EGM	11,0x	8,5x
EGM premium/-discount	-15,0%	-26,6%

Intesa Sanpaolo Research elaboration on FactSet data

Source: Company data

Recent results confirmed the earnings growth trend

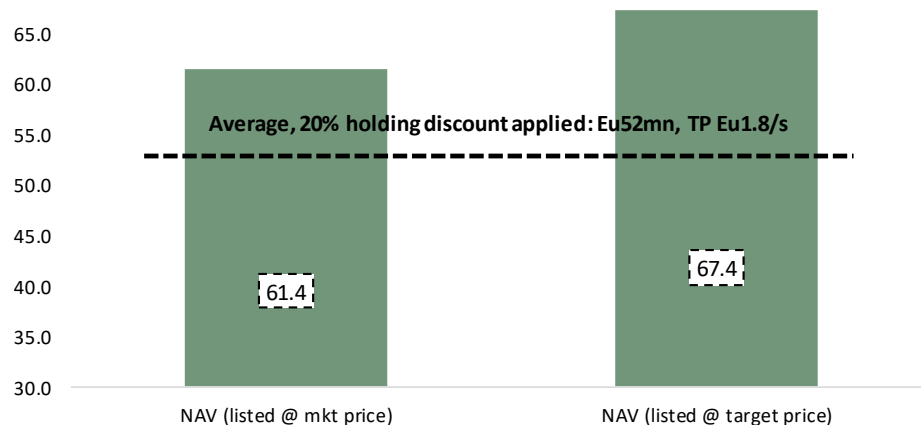
Smart Capital, as an investment holding, derives value from its financial participations, primarily through the collection of earnings, which facilitates dividend distributions. Unlike other holding companies, the group also engages in advisory services, contributing to its top-line and helping offset fixed costs. Additionally, divestments from portfolio exits and capital increases are crucial metrics to track. Smart Capital's FY24 results highlight a strong growth path, supported by subsidiary earnings and strategic investments. The Value of Production surged to c. Eu1.0mn, while Earnings Before Tax reached Eu1.5mn, reflecting solid financial performance. Net profit amounted to Eu1.9mn, bolstered by Eu2.8mn income from investments. In recent years, the group has also benefitted from several tender offers amongst its PIPE companies (e.g. Reevo, Net Insurance, etc.).

Valuation: TP Eu1.8/share

To accurately value Smart Capital, a diversified holding company, a comprehensive approach integrating both quantitative and qualitative assessments is essential. The Net Asset Value (NAV) methodology is central, as it assesses the market value of individual investments and liabilities to determine the company's overall worth. Our valuation estimates Smart Capital's NAV at Eu52.0mn, representing the average between Eu61.4mn and Eu67.4mn, depending on the valuation method applied to listed holdings (market price vs. target price). A 20% holding discount has been applied. Portfolio diversification and strong management play a key role in mitigating risk and supporting long-term growth. Key investments include private stakes in Bernardinello, MGM, Midolini, and Newcleo, as well as listed exposures to ALA, NextGeo, and Sogefi. In addition, we believe Smart Capital's skilled management team is well equipped to extract value from its robust cash position, which is expected to be further strengthened by proceeds from the ALA stake sale under the ongoing tender offer. With a disciplined investment approach and strong market access, we see room for opportunistic deployment across both public and private targets, positioning the portfolio for additional upside not yet reflected in our valuation. TP of Eu1.8/share offers 16% upside potential: BUY.

Valuation: TP of Eu1.8/share

TP of Eu1.8/share: average NAV (market prices / target prices for listed holdings), adjusted with a 20% holding discount



Source: Alantra

Main risks

Smart Capital faces various risks, including market volatility impacting small-cap stocks and private equity investments, which can affect NAV and fundraising potential. Inadequate due diligence may expose operational or legal issues in target companies, while sector concentration in cyclical industries increases sensitivity to economic downturns. Dependence on key leaders poses a continuity risk, and governance concerns could arise from misaligned interests. Investments in illiquid private companies face exit challenges, especially during economic uncertainty. Regulatory non-compliance, geopolitical factors, limited diversification, and achieving anticipated exit valuations further contribute to potential downside risks in the portfolio.

Profile

Smart Capital S.p.A. is an investment holding company, founded in 2020, specializing in minority and private equity investments through a club deal approach (c. 100 families and entrepreneurs). The company targets Italian small and medium-sized enterprises (SMEs), both listed and unlisted, with a focus on value creation through long-term partnerships and an active management approach. With over Eu65.3mn in assets, the company operates across key sectors, including manufacturing, logistics, and technology with a value-added approach by seating actively in BoDs, providing M&A advisory and management support. Led by a highly experienced management team, including Andrea Costantini and Andrea Faraggiana (both having 20 years of experience in the field), Smart Capital has established itself as a leading player in the Italian SME market, boasting diversified portfolio including 17 key investments with a NAV of Eu51.7mn in FY24 (+74% since inception and +9% vs. NAV at end-23).

More than just a holding investment company

Smart Capital S.p.A., established in 2020, is a dynamic investment holding company that specializes in minority and private equity investments, utilizing a club deal approach that brings together c. 100 entrepreneurial families and investors. The firm focuses on acquiring stakes in Italian small and medium-sized enterprises (SMEs), targeting both listed and unlisted companies. By concentrating on long-term value creation, Smart Capital seeks to forge enduring partnerships with its portfolio companies, adopting a hands-on, active management style to support growth and operational excellence after a selective investment selection out of over 200 investment opportunities per year.

With more than Eu65.3mn in total assets, Smart Capital has built a strong track record, completing 8 successful club deals since its inception and managing a growing portfolio. The company strategically invests in key sectors that are vital to the Italian economy, including manufacturing, logistics, and technology. What sets Smart Capital apart is its active involvement in the governance of its portfolio companies, offering more than just capital by playing a pivotal role in their strategic decision-making and growth initiatives.

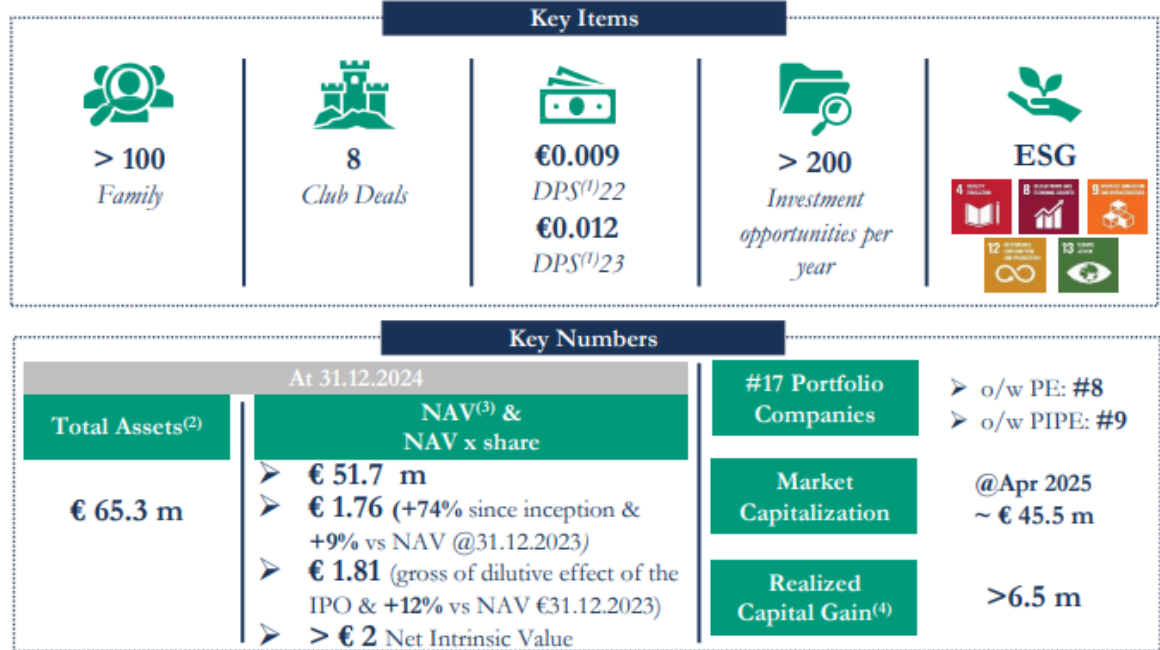
Smart Capital's investment strategy is built around minority private equity investments and PIPE (Private Investment in Public Equity) transactions, typically ranging from Eu3mn to Eu15mn. The firm adopts a patient capital approach, targeting companies with strong growth potential in sectors where Italy excels.

Key items include:

- Assets: Over Eu65.3mn in FY24.
- NAV: Eu51.7mn, translating to Eu1.76 per share, a 74% increase since inception.
- Capital Gain: Eu6.5mn since inception, reflecting successful exits from investments, i.e. Eu15.5mn including the likely exit from its investment in A.L.A..
- Portfolio Composition: 17 key investments, with 8 in private equity and 9 in PIPE investments.

Smart Capital Key items and figures

With more than Eu65.3mn in assets under management, Smart Capital has built a strong track record



Source: Company data; (1) Dividend per share; (2) Total asset consolidated; (3) NAV is calculated as the sum of: Pipe + Private Equity + cash and cash equivalents (readily marketable investments like mutual funds, bonds, fixed income securities, etc.); 4) The capital gain considers all the exits since inception.

Strategic Leadership and Expertise

Smart Capital's leadership team brings together extensive experience in private equity, M&A, and strategic advisory.

- **Andrea Costantini**, Founder, Chairman, CEO & Managing Partner, has over 20 years of experience in the financial sector. He has held key roles in Arthur Andersen, KPMG, Coca Cola, d'amico Società di Navigazione SpA and Agrati Group where is currently working as Executive Vice President.
- **Andrea Faraggiana**, Founder, Managing Partner & General Manager, also brings over 15 years of experience, having held the position of Vice General Manager at Tamburi Investment Partners and Investment Director at First Capital, after several years of experience in the investment banking industry. His expertise in M&A, financial restructuring and Private Equity plays a vital role in Smart Capital's operational execution, ensuring strategic and financial goals for the portfolio's companies.

Together, Costantini and Faraggiana lead Smart Capital with a focus on hands-on management, operational improvements, and long-term value creation.

Top management team

Costantini and Faraggiana lead Smart Capital with a focus on hands-on management, operational improvements, and LT value creation.



Source: Company data

Top Management remuneration. The founders and top management team receive a fixed base compensation, and a variable component (annual MBO) tied to the group's performance. Additionally, as shareholders (and holders of SFPs), they may receive dividends from the group's earnings, but this is not considered part of their management remuneration. On top of that, Smart Capital and its management team may also benefit from performance fees associated with club deals. These success-based fees are awarded upon the exit of investments and are calculated based on the capital gains realized. The fees are only payable by club deal participants once an investment is successfully exited, providing an additional layer of incentive for the management team to drive strong investment outcomes, ultimately enhancing returns for shareholders.

Minority Private Equity, PIPE, and Co-Investments Approach

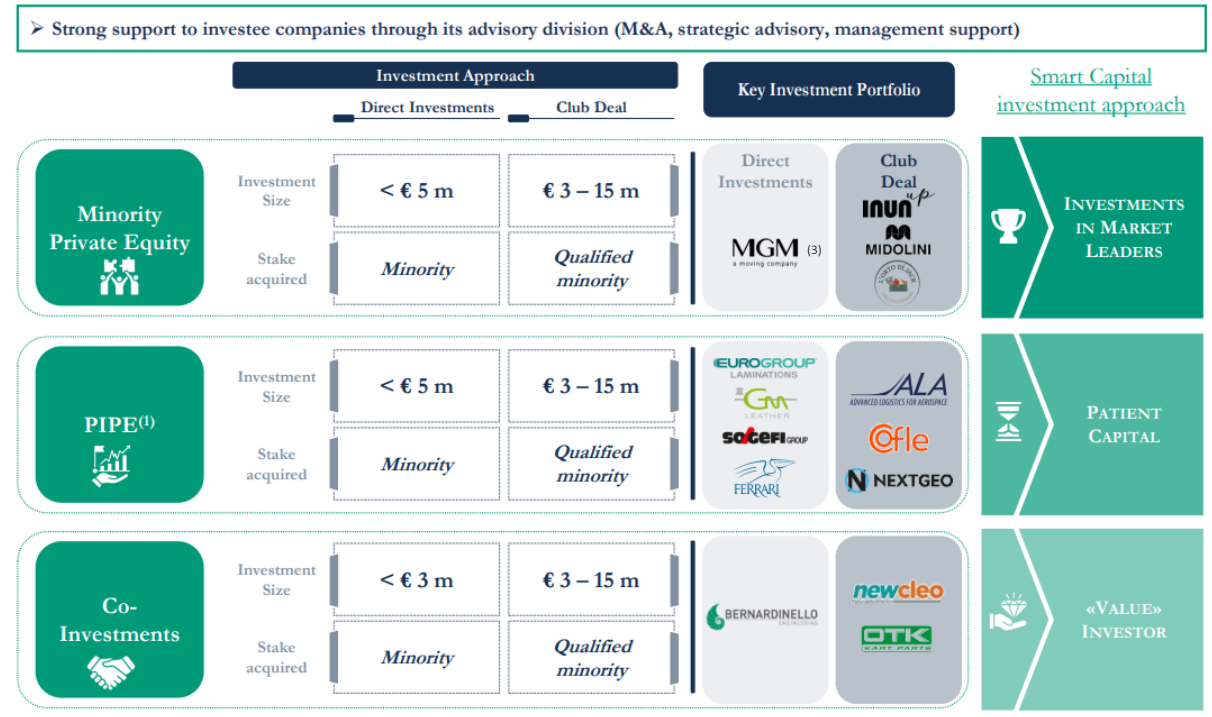
Smart Capital divides its investments approach between **Private Equity (PE), PIPE and Co-investments**. Depending by the size of investment the group act as direct investment in minority (<Eu5mn, <Eu3mn for co-investments) or as club deal qualified minority (Eu3-15mn). In detail:

- **Private Equity (PE):** The firm typically acquires minority stakes in unlisted SMEs, with investment sizes between Eu3mn and Eu15mn. Recent investments include companies in manufacturing, logistics, and specialty sectors. Smart Capital's involvement goes beyond financial support, providing operational and strategic guidance.
- **PIPE (Private Investment in Public Equity):** Through PIPE transactions, Smart Capital acquires minority stakes in listed Italian companies. These investments often focus on high-growth potential businesses with a clear path to value creation. The firm's key investments in this space include companies in technology and specialized logistics.

- **Co-Investments:** Smart Capital frequently collaborates with leading institutional investors in co-investment structures. This approach allows Smart Capital to scale its investments while maintaining a minority equity position.

The “Smart” investment approach

Smart Capital divides its investments approach between Private Equity (PE), PIPE and Co-investments



Source: Company data, (1) Private Investment in Public Equity

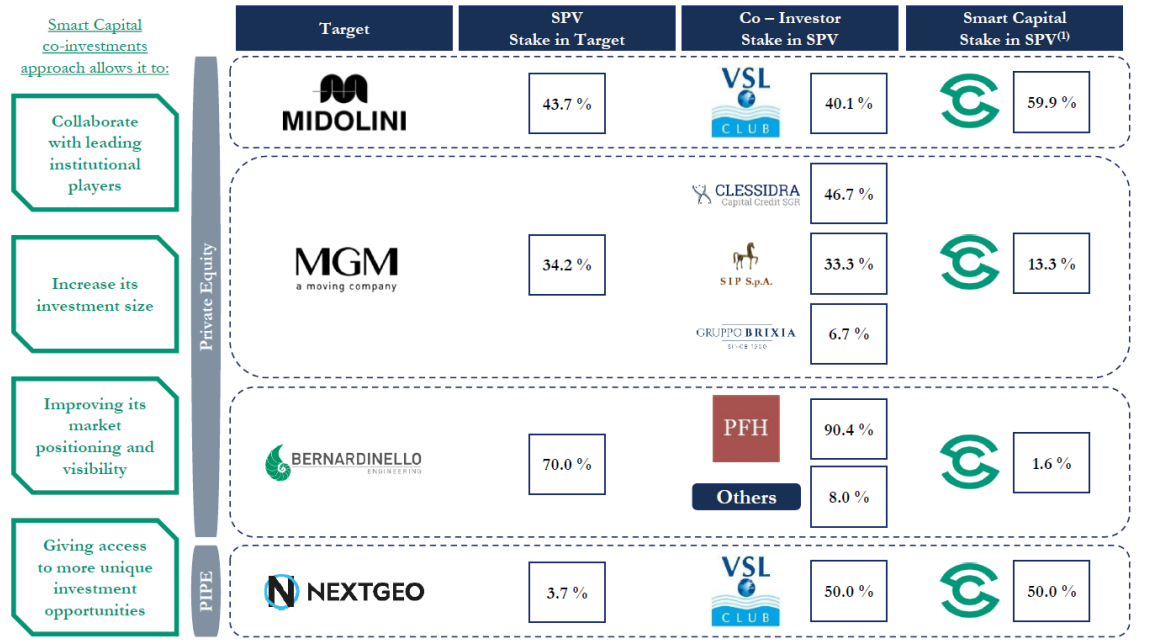
Co-Investment collaborations unlock a wide range of opportunities

Smart Capital enhances its market positioning through strategic co-investments with institutional partners. These partnerships allow the firm to expand its investment size and visibility, providing access to unique investment opportunities.

For example, Smart Capital co-invested alongside institutional partners in Next Geosolutions Europe and Midolini, together with VSL club, MGM with Clessidra and Bernardinello with Palladio Holding, among others.

A deep expertise in successful co-investments

Smart Capital enhances its market positioning through strategic co-investments









Source: Company data

Active Investment Management with Value-Added Services

Smart Capital actively contributes to the value creation in its portfolio companies by taking seats on the boards of directors. This allows Smart Capital to influence critical decision-making processes, provide strategic advisory services, and support management teams in achieving operational excellence. In addition to board representation, Smart Capital provides M&A advisory services, financial planning support, and management control system implementation. This hands-on approach ensures that portfolio companies benefit from expert guidance in navigating complex transactions and scaling their businesses.

A value-added approach

Smart Capital actively contributes to the value creation in its portfolio companies by taking seats on the boards of directors.

		 <small>ADVANCED LOGISTICS FOR AEROSPACE</small>	 <small>a moving company</small>			
 <p>Smart Capital actively contributes to create value for its strategic portfolio's companies thanks to:</p> <ul style="list-style-type: none"> Seat in board of directors/auditors Supporting M&A & Advising (strategic & financial) Management support 	BoD	✓	✓ ⁽¹⁾	✓	✓	✓
	BoA	✓	✓	✓	✓	✓
	Advisory/M&A			✓	✓	✓
	Active management support				✓	✓

Source: Company data, (1) Opportunity to attend the BoD as auditor

A multi-sector expertise

Smart Capital has developed deep expertise across several industries with a focus on three main verticals:

- Manufacturing:** The firm's investments in the manufacturing sector focus on companies that are leaders in niche markets. These companies are typically engaged in high-value, specialized manufacturing processes that are essential to Italy's industrial base. Smart Capital provides both growth capital and strategic advisory services to help these companies expand their market presence and optimize their operations.
- Specialty Logistics:** Smart Capital invests in companies that are leaders in logistics solutions, particularly those offering specialized services such as supply chain management for aerospace and defense industries. By focusing on niche logistics segments, Smart Capital ensures that its investments are well-positioned to capture growth in high-demand markets.
- Technology:** The firm's investments in technology span innovative sectors such as digital transformation, artificial intelligence, and blockchain. Through its Smart4Tech subsidiary, Smart Capital supports early-stage tech companies and SMEs providing them with the capital and expertise necessary to scale their operations and compete in global markets.

A diversified and balanced sector exposure

Smart Capital boasts a balanced sector diversification with deep expertise in: Manufacturing, Specialty logistics and Technology



Source: Company data

With a well-structured management team

Smart Capital boasts a highly experienced and well-structured team, comprising 4 senior members who bring strategic leadership, 4 skilled professionals in the execution team responsible for operational tasks, and many shareholders and industry experts who actively contribute to the decision-making process. This diverse group leverages their deep expertise across various industries, ensuring a comprehensive approach to every investment opportunity. The Smart Capital team is led by senior members A. Costantini (Managing Partner, Chairman & CEO), A. Faraggiana (Managing Partner & General Manager), R. Francani (Partner, Advisory & Business Development Director), D. Catena (Partner & Value Creation Director) and L. Pedrizzani (General Manager of Smart4Tech), supported by an execution team that includes I. Fiori (CFO Services & Business Development), M. Vabanesi (Investment Associate), and M. Conti (Financial Analyst).

A key strength of Smart Capital lies in its extensive network of advisors and sector specialists, who play a critical role in identifying and evaluating potential investments. By tapping into specialized knowledge and insights, Smart Capital can uncover value not only in traditional sectors but also in unconventional business models that may be overlooked by others. This broad reach allows the firm to diversify its portfolio and pursue high-growth opportunities across a wide array of industries.

Furthermore, the collaborative approach between the internal team and external experts enhances Smart Capital's ability to assess market trends, execute strategic deals, and ensure each investment aligns with the company's long-term objectives. This collective expertise is instrumental in driving Smart Capital's competitive advantage, enabling it to navigate complex markets and capitalize on unique opportunities with precision and confidence.

A highly skilled investment team with industry experts

A key strength of Smart Capital lies in its extensive network of advisors and sector specialists.

TEAM MEMBERS



A. Costantini - *Managing Partner, Chairman & CEO*



A. Faraggiana - *Managing Partner & General Manager*



R. Francani - *Partner, Advisory & Business Development Director*



L. Pedrinazzi - *General Manager Smart#Tech*



D. Catena - *Partner, Value Creation Director*



I. Fioni - *CFO Services & Business Development*



M. Vabanesi - *Investment Associate*



M. Conti - *Financial Analyst*

CORPORATE GOVERNANCE & ADVISOR

BOARD OF DIRECTORS



3

Members

- A. Costantini – *Chairman*
- C. Agrati – *Board Member*
- P. Carena – *Board Member*
- A. Faraggiana – *Board Observer*

BOARD OF AUDITORS



3

Members

- F. Sormani - *Chairman*
- D. Tomaselli - *Standing Auditor*
- T. Saccone - *Standing Auditor*

EURONEXT GROWTH ADVISOR

ALANTRA

AUDITING FIRM



EQUITY COVERAGE



CORPORATE & INVESTMENT BANKING



Source: Company data

Case Studies

- ALA Group:** ALA is a top international supply chain partner in the Aerospace, Defense, Rail, and High-Tech industries. With over 35 years of experience, ALA has become a trusted provider of high-performance products, services, and engineering solutions, helping streamline and optimize supply chain management for its clients. Headquartered in Naples, Italy, the ALA Group, along with its recent acquisition S.C.P. Sintersa, now boasts a team of over 500 employees and an expanding network of sales offices and operational sites across Europe (Italy, Spain, Portugal, the UK, France, and Germany), Israel, and North America. Serving customers in 40 countries and managing more than 1,300 suppliers globally, ALA continues to grow its reach and impact.

Smart Capital played a key role as a cornerstone investor in ALA Group’s IPO in 2021 and later in 2022 and 2023, investing Eu5.9mn and acquiring a 4.5% stake, exploiting moments of share weakness. The group has seen a strong increase in revenues going from Eu130mn in 2021 to Eu290mn in 2024 with a market capitalization of Eu303mn (>250% from IPO). Smart Capital continues to provide strategic guidance through its board of directors and auditors’ representation.

Smart Capital is nearing a key milestone with the planned exit from A.L.A., set to yield Eu15mn in proceeds and a 2.6x return on invested capital. The move follows its March 2025 buyout of minority interests in the A.L.A. SPV, consolidating full ownership ahead of the sale. Marking one of its most value-accretive divestments, the transaction enhances reinvestment capacity and exemplifies Smart Capital’s strategy of active, board-level engagement in minority stakes within growth-stage Italian SMEs. Completion is expected in the coming months.

ALA – Case Study

ADVANCED LOGISTICS FOR AEROSPACE



BRIEF DESCRIPTION ABOUT THE COMPANY



ALA is an historical Italian group with more than 30 years of experience in the **distribution, logistic and supply for the Aerospace & Defence**, representing the first national player and the seventh operator worldwide in these sectors, *holding a market share equal to 3%*.

The group is identified as **strategic partner for the full-outsourcing activity**, providing tailor-made supply chain solutions often close or directly integrated to the partners' factory.

FINANCIALS

ALA demonstrated an **important track record** achieved through new customer acquisitions increase of offered products/services and expansion abroad.

(€/m)	2023A	2024A	2025E	2026E
Revenues	233.1	290.8	326.0	361.4
Growth %	46.9%	24.7%	12.1%	10.9%
Ebitda	25.4	35.9	42.3	48.7
Ebitda margin %	10.9%	12.3%	13.0%	13.5%
Ebit	21.2	30.8	36.9	43.5
Ebit margin %	9.1%	10.6%	11.3%	12.0%
NFP	29.2	48.0	51.4	39.8
Net Debt/EBITDA	1.1x	1.3x	1.2x	0.8x
EV/EBITDA	6.8x	10.3x	8.8x	7.4x
PE	6.8x	10.4x	8.7x	7.4x

THE ROLE OF SMART CAPITAL FOR THE GROWTH

In July 2021 ALA went public on Euronext Growth Milan through a €25m transaction consisting of €20m through capital increase and €5m through the sale of already existing shares.

July 2021

SMART ALA

SPV established by Smart Capital and club deal investors

↓

€ 10.00

IPO share price

Smart Capital acted as **cornerstone investor** in the transaction for a total amount up to €4.2m.

In March 2025 **H.L.G. Capital** launched an **OPA** following the acquisition of 73.8% of ALA, from A.I.P. Italia, at **€36.5 per share**. The transaction is projected to deliver approximately **€15mn** in proceeds, or **2.6x** return on capital.

€ 36.50

OPA price

March 2025

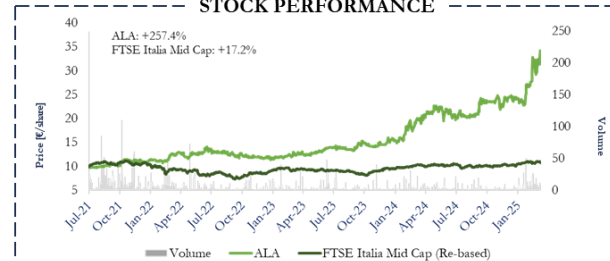


In the context of the agreement, **Andrea Costantini** has been appointed as Independent Member in the company's Board of Directors.



Smart Capital has also a presence in the Board of Statutory Auditors in the person of **Pietro Carena** who has been appointed as **Standing Auditor**.

STOCK PERFORMANCE



Source: Company data; FactSet

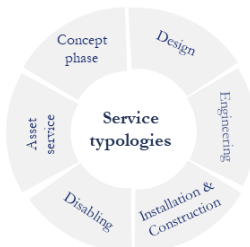
- Next Geosolutions Europe:** One of Europe's leading providers of marine geoscience and offshore engineering services, primarily for renewable energy projects. With revenues of €203mn in 2024, the group conducts submarine surveys, including geophysical and geotechnical aspects, to map seabed characteristics, facilitating, accelerating, and reducing risks in submarine cable and offshore wind farm projects. The company holds a strong competitive position, demonstrated by its high return on invested capital (>40%), thanks to its expertise and advanced engineering in complex projects. Listed in May 2025 with a market cap of €418mn, NextGeo is the third-largest company by market capitalization in the history of the EGM (excluding SPACs).

Smart Capital invested €11mn in NextGeo's 2024 IPO through its SmartVSL Geosolutions vehicle, of which 50% is owned by Smart4Sea, itself 52.1% owned by Smart Capital. The mentioned investment was jointly made with VSL Club. Mr Andrea Costantini has been appointed as Independent Member in the NextGeo BoD.

NEXTGEO – Case Study



BRIEF DESCRIPTION ABOUT THE COMPANY



Founded at the end of 2014, NextGeo is a company that operates in the field of submarine surveys, offering marine geoscience services in support of engineering and construction of offshore infrastructures in the EMEA market.

Clients are mainly represented by companies operating in the fields of (i) submarine electrical cables, (ii) offshore renewable energy and (iii) in the offshore oil & gas industry (to a lesser extent).

The activities are carried out by the group both offshore (in open sea, with high depths, far from the coast) and nearshore (in waters shallow, quite close to the coast).

FINANCIALS

Recently, NextGeo has expanded its operations by hiring specialized operational and commercial personnel, investing in new equipment, and improving its positioning through the JV "NextPoli"

(€/m)	2023A	2024A	2025E	2026E
Revenues	148.6	203.3	238.8	291.8
Growth %	121.0%	36.8%	17.4%	22.2%
Ebitda	40.5	54.0	62.9	77.5
Ebitda margin %	27.3%	26.6%	26.3%	26.6%
Ebit	35.3	47.9	52.8	65.0
Ebit margin %	23.8%	23.6%	22.1%	22.3%
NFP	9.7	(66.8)	(70.5)	(100.1)
Net Debt/EBITDA	0.2x	-	-	-
EV/EBITDA	-	6.3x	5.3x	3.5x
PE	-	8.5x	7.7x	3.3x

THE ROLE OF SMART CAPITAL FOR THE GROWTH

In May 2024 NextGeo was listed on Euronext Growth Milan, raising €57.5m of which €50.0m through capital increase and €7.5m through the exercise of the greenshoe option.

May 2024
SMART4SEA
SPV established by Smart
Capital and club deal
investors



€ 6.25
IPO share price



€ 8.54
end of May 2025
share price

Smart Capital through Smart VSL Geosolutions acted as cornerstone investor in the transaction for a total investment of €11 m.

At the end of June 2024, the stock price registered a +6.4% increase.



In the context of the agreement, **Andrea Costantini** has been appointed as **Independent Member** in the company's **Board of Directors**. Smart VSL Geosolutions also appointed a standing auditor.

STOCK PERFORMANCE

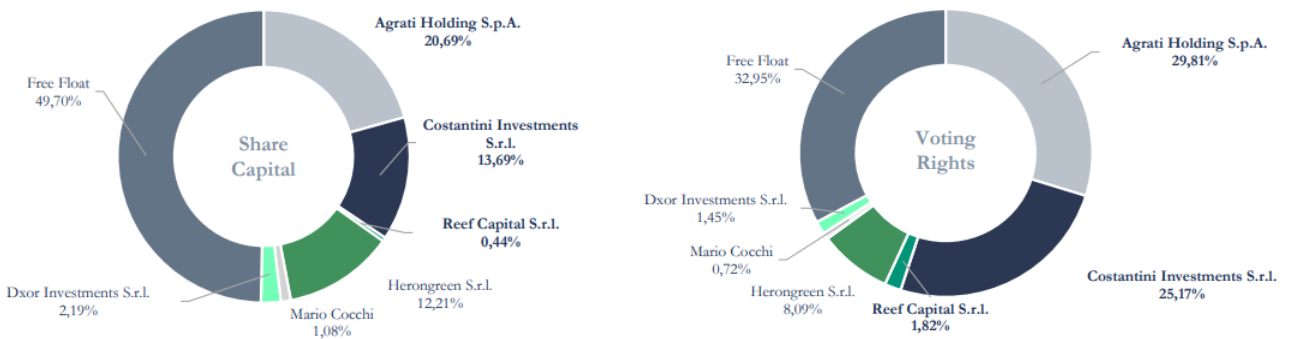


Source: Company data; FactSet

The BoD and Shareholding structure

The BoD of Smart Capital is formed by three members: Andrea Costantini (Chairman of the BoD, Managing Director), Cesare Annibale Agrati (Board Member) and before the IPO, an independent and outstanding advisor will be integrated. Smart Capital benefits from a stable and committed long-term shareholder base, composed of key investors who are integral to its strategic direction. The shareholding structure is: Agrati Holding (20.7% with 29.8% of voting rights); Costantini Investments Srl (13.7% with 25.2% of voting rights, by Andrea Costantini), Reef Capital Srl (0.4% with 1.8% voting rights, by Andrea Faraggiana) and ca. 100 investors/families with 56.8%/34.8% of voting rights. The maker has 49.7% or 32.9% including the voting rights. This concentrated ownership structure, with multiple-vote shares granting the main shareholders 56.8% of the voting rights, allows Smart Capital to maintain strategic control while driving the growth and success of its portfolio companies. The alignment of interests between the shareholders and the management team ensures a long-term commitment to value creation and sustainable business growth.

Shareholding structure, share capital and voting rights



Source: Company data

Portfolio Companies

Smart Capital has built a highly diversified portfolio across multiple sectors, minimizing risks associated with individual portfolio companies. Its investments span aerospace, defence, automotive, energy, fashion, and industrial sectors, ensuring exposure to a variety of growth opportunities. For instance, Smart Capital holds stakes in A.L.A., a logistics leader in aerospace and defence, and Cofle, a producer of control systems for agriculture and automotive sectors. Both companies have strong market positions and global reach, reflecting Smart Capital's focus on stable, high-growth industries. A.L.A. specializes in supply chain management, while Cofle excels in mechanical control systems, particularly for heavy-duty vehicles. The portfolio also includes Eurogroup Laminations, a key supplier in the electric vehicle and industrial sectors, and GM Leather, a player in the luxury leather industry. These investments cater to different stages of industrial and consumer supply chains, enhancing portfolio resilience. The investments extend to industries like e-commerce (Giglio.com), adhesives (Industrie Chimiche Forestali), and advanced marine services (Next Geosolutions), further reinforcing the diversity. Smart Capital's participation in these companies provides governance representation, ensuring strategic influence. This broad sectoral distribution helps mitigate risks and positions the firm to capture growth across multiple industries, emphasizing its strategic advantage in balancing exposure while maximizing growth potential. By investing in industry leaders with proven expertise and growth potential, Smart Capital ensures a balanced and resilient portfolio, aligned with long-term sustainability and market leadership.

Smart Capital current portfolio companies

Strategic diversification: Smart Capital's dynamic portfolio reduces industry risk exposure

	SECTOR	REVENUE RANGE 2025E	EBITDA MARGIN 2025E	INVESTMENT DATE		
LOGISTICS	ALA	€320 - 330 million	12% - 13%	2021	DIRECT INVESTMENTS - PIPE SOGEFI GROUP EUROGROUP LAMINATIONS FERRARI GM SG COMPANY GIGLIO.COM INDUSTRIE CHIMICHE FORESTALI Arterra Bioscience UNIDATA	
	MIDOLINI	€40 - 50 million	14% - 16%	2022		
	COFLE	€70 - 90 million	3% - 6%	2024		
TECHNOLOGY	NEXTGEO	€215 - 245 million	26% - 28%	2024		CLUB DEAL
	newcleo	€40 - 60 million	negative	2022		
	Smart4Tech			2023		
MANUFACTURING	Cofle	€55 - 65 million	10% - 12%	2021		CO-INVESTMENT
	OTK	€60 - 80 million	18% - 21%	2022		
	inun up	€15 - 20 million	20% - 25%	2022		
	MGM	€65 - 75 million	11% - 13%	2022		
	BERNARDINELLO	€40 - 50 million	22% - 25%	2021		

Source: Company data, Alantra, consensus estimates

Smart Capital current portfolio companies

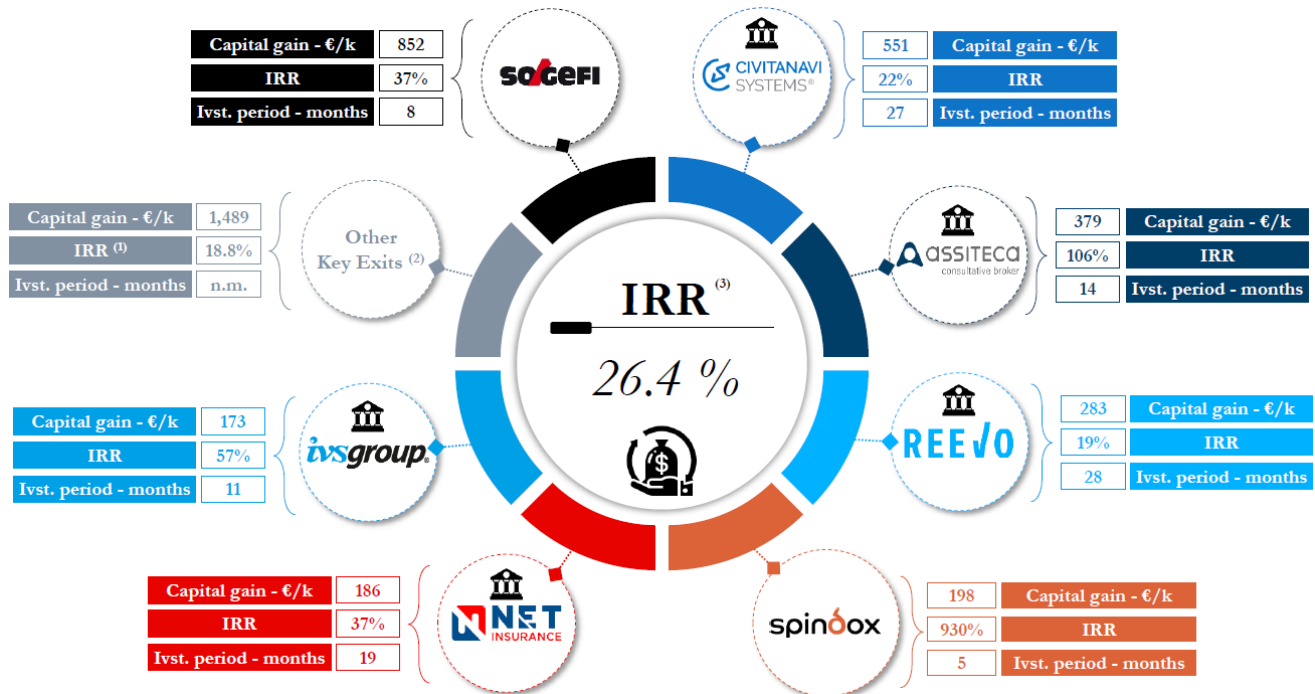
Private companies	% on sh. capital	EBITDA FY1 Eu mn	NFP FY1 Eu mn	Business, Industry
Bernardinello Engineering	1.1%	10.8	14.0	Water treatment
In.Un.Up	6.7%	3.4	1.3	Cosmetics
MGM	4.6%	7.5	3.1	Outdoor footwear
Midolini F.Ili	9.6%	7.5	8.1	Logistics
Newcleo	0.3%	n.m.	n.m.	Nuclear energy
OTK Kart Group	0.2%	14.8	13.0	Racing go-karts
Smart4Tech	57.2%	n.m.	n.m.	-
L'orto di Jack	13.5%	4.7		Grocery distribution
Other				

Public companies	# shares held (k)	% on sh. capital	Business, Industry
A.L.A. S.p.A.	410.0	4.5%	Commercial Services
Cofle S.p.A.	147.9	2.4%	Producer Manufacturing
EuroGroup Laminations S.p.A	857.4	0.6%	Producer Manufacturing
Ferrari Group PLC	123.5	0.6%	Transportation
G.M. Leather S.P.A.	711.0	7.0%	Process Industries
Giglio.com SpA	180.0	1.5%	Retail Trade
Industrie Chimiche Forestali SpA	233.5	4.0%	Process Industries
Next Geosolutions Europe SpA	458.9	1.0%	Industrial Services
Sogefi S.p.A.	1,349.4	1.1%	Producer Manufacturing
Other			

Source: Company data, Alantra, FactSet

Smart Capital divested portfolio companies

Smart Capital boasts a 26.4% average IRR on divested companies, showing diverse exits with varying investment periods and returns



Source: Company data, Alantra; The IRR is calculated based on all cash flows related to the key exits that have been selected; (2) The key exits only include the once where the group has experienced a capital gain or a loss greater than + / - €15 k; (3) The IRR is calculated using only cash flow associated with all the divestments Smart Capital has completed since inception

ALA – Cornerstone Investor in the IPO

A.L.A. S.p.A. (Advanced Logistics for Aerospace) is a global leader in supply chain management solutions, focusing on the Aerospace, Defense, Energy, Rail, and Industrial sectors. Headquartered in Naples, Italy, A.L.A. has over 35 years of experience, specializing in the distribution of C-Class components and providing comprehensive supply chain services that simplify and optimize customer operations. The company operates through two primary business units:

- **Service Provider Division:** This division delivers integrated supply chain management solutions, offering a range of services including inventory management, just-in-time delivery (JIT), kitting, and third-party logistics. These services help streamline clients' operations, particularly in the aerospace and defense sectors, ensuring critical components are available on time and reducing operational costs.
- **Stocking Distribution Division:** A.L.A. also acts as a distributor, supplying an extensive array of components such as fasteners, electronic parts, and mechanical systems to OEMs (Original Equipment Manufacturers) and MROs (Maintenance, Repair, and Overhaul) organizations. This division plays a crucial role in supporting both military and commercial aviation.

A.L.A. is the leading logistics provider for the aerospace and defence industries in Italy and ranks as the seventh largest worldwide in this space. It continues to expand internationally, with operations in Italy, the UK, France, Germany, Israel, and North America, thanks to strategic acquisitions like Industrio GmbH.

The company's innovation in lean supply chain management and its diversified portfolio of services, including direct distribution and aftermarket support, allow it to offer end-to-end solutions that meet the complex demands of its global customers. A.L.A. remains committed to growing its influence across high-tech industries, enhancing operational efficiency, and maintaining its leadership in supply chain solutions. This blend of services and its expansive network position A.L.A. as a vital player in the aerospace supply chain, offering innovative solutions that contribute to the success of key industry players globally.

Smart Capital detains 291.2k shares, corresponding to 67% of the share capital pro-rata of Smart ALA, including the shares directly owned. Smart Capital, jointly with Smart ALA, owns 410.0k shares of ALA. In terms of governance, Andrea Costantini and Pietro Carena, are in the BoD and in the Board of Auditors, respectively.

Smart Capital is nearing a key milestone with the planned exit from A.L.A., set to yield Eu15mn in proceeds and a 2.6x return on invested capital, and a capital gain of over Eu9.0mn, due to the recent tender offer. The move follows its March 2025 buyout of minority interests in the A.L.A. SPV, consolidating full ownership ahead of the sale. Marking one of its most value-accretive divestments, the transaction enhances reinvestment capacity and exemplifies Smart Capital's strategy of active, board-level engagement in minority stakes within growth-stage Italian SMEs. Completion is expected in the coming months.

A.L.A. key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	158.7	233.1	290.8	326.0	361.4	15.7
EBITDA	16.8	25.4	35.9	42.3	48.7	24.2
<i>% margin</i>	10.6	10.9	12.3	13.0	13.5	
EBIT	13.6	21.2	30.8	36.9	43.5	27.0
<i>% margin</i>	8.6	9.1	10.6	11.3	12.0	
Net Debt	28.7	29.2	48.0	51.4	39.8	
Mkt Cap	119.9	144.0	320.6	320.6	320.6	
EV/EBITDA (x)	8.8	6.8	10.3	8.8	7.4	
EV/EBIT (x)	10.9	8.2	12.0	10.1	8.3	
PE (x)	8.8	6.8	10.4	8.7	7.4	
Net Debt/EBITDA (x)	1.7	1.1	1.3	1.2	0.8	

Source: Company data, FactSet

Cofle – Cornerstone Investor in the IPO

Cofle S.p.A., an Italian company founded in 1964, specializes in the design, production, and global distribution of control cables and systems for sectors such as agriculture, off-road vehicles, and automotive. The company's expertise lies in mechanical control solutions, including gear levers, brake and clutch cables, steering systems, and throttle cables. These products are essential in ensuring precise control and durability for heavy-duty machinery and vehicles, especially in industries where reliability and performance are critical.

Cofle's business model emphasizes innovation, quality, and customization. The company works closely with original equipment manufacturers (OEMs) and the aftermarket, offering tailored solutions to meet specific client needs. Its control systems are engineered to withstand harsh environmental conditions, making them particularly well-suited for off-road and agricultural equipment, where robust performance is essential.

The company has a broad international footprint, with six production facilities located in Italy, Turkey, India, and Brazil. This global presence allows Cofle to cater to a diverse range of markets, with a particular focus on Europe. In addition to its strong European operations, the company continues to explore new growth opportunities in emerging markets.

Strategically, Cofle has expanded its portfolio through partnerships with leading automotive and machinery manufacturers, further enhancing its market position. Its ability to innovate in control systems, coupled with a focus on expanding into new sectors, underpins its long-term growth strategy.

With a commitment to sustainability, Cofle also integrates environmentally friendly practices into its production processes, aligning with global trends toward greener manufacturing in the automotive and machinery sectors. This positions the company as a forward-thinking leader in its field, meeting the evolving demands of its customers while maintaining high standards of performance and reliability.

Smart Capital detains 147.9k shares, in addition to 35.6k warrants, corresponding to 2.4% of the share capital pro-rata of Smart Agri. Smart Agri owns 239.3k shares of Cofle, in addition to 57.7k warrants. In terms of governance, Andrea Costantini and Ugo Palumbo, are in the BoD and in the Board of Auditors, respectively.

Cofle key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	55.4	60.6	59.3	60.9	65.4	2.6
EBITDA	11.9	9.9	7.5	9.2	10.7	2.7
<i>EBITDA Margin</i>	21.4	16.4	12.7	15.1	16.4	
EBIT	8.4	6.7	2.1	3.9	5.5	(6.6)
<i>EBIT Margin</i>	15.2	11.1	3.6	6.4	8.4	
Net Debt	(0.5)	5.1	11.4	10.8	11.2	
Mkt Cap	66.2	50.5	15.4	15.4	15.4	
EV/EBITDA (x)	5.5	5.6	3.6	2.8	2.5	
EV/EBIT (x)	7.8	8.3	12.6	6.8	4.9	
PE (x)	7.8	7.5	7.2	4.0	2.8	
Net Debt/EBITDA (x)	n.s.	0.5	1.5	1.2	1.0	

Source: Company data, FactSet

Eurogroup Laminations

EuroGroup Laminations S.p.A. is a global leader in the design, production, and distribution of components for electric motors and generators, specializing in rotors and stators for rotating electrical machines and large electric motors. These components are critical for the operation of electric motors across various sectors, including electric vehicles (EVs) and industrial applications. The company's business is divided into two main segments:

- Electric vehicles and automotive (57.1% of revenue): EuroGroup Laminations provides rotors and stators used in electric vehicle traction systems and non-power automotive applications, playing a vital role in the shift toward electrification within the automotive industry.
- Industrial sector (42.9% of revenue): This includes supplying rotors and stators for applications in home automation, heating, ventilation, air conditioning (HVAC), wind energy, logistics, and industrial pumps, underscoring the company's broad market presence.

EuroGroup Laminations operates 14 production facilities worldwide, with a strong base in Italy (eight plants) and additional sites in China, Mexico, Tunisia, and the United States. This global footprint supports its ability to serve diverse markets, with revenue geographically distributed as follows: 53.7% from Italy, 32.7% from Mexico, 6.5% from the U.S., 6.2% from China, and 0.9% from Europe, the Middle East, and Africa.

With a focus on sustainability, the company aligns its production processes with the global push toward reducing carbon emissions and improving energy efficiency. EuroGroup Laminations continues to innovate and expand its product offerings to meet the rising demand for electric motor components, driven by the transition to electric mobility and industrial decarbonization efforts. This strategic direction ensures its position as a key player in the evolving market for electric motor solutions.

Smart Capital detains 857.4k shares corresponding to 0.5% of the share capital.

Eurogroup Laminations key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	851.1	835.9	870.6	962.6	1,087.2	9.2
EBITDA	104.6	110.9	114.8	117.1	136.6	7.2
<i>EBITDA Margin</i>	12.3	13.3	13.2	12.2	12.6	
EBIT	78.5	77.2	68.0	63.1	79.9	1.2
<i>EBIT Margin</i>	9.2	9.2	7.8	6.6	7.3	
Net Debt	264.9	156.3	231.4	218.0	210.1	
Mkt Cap	458.8	365.0	265.1	265.1	265.1	
EV/EBITDA (x)	-	4.7	4.3	4.1	3.5	
EV/EBIT (x)	-	6.8	7.3	7.7	5.9	
PE (x)	-	4.7	3.9	4.2	3.3	
Net Debt/EBITDA (x)	2.5	1.4	2.0	1.9	1.5	

Source: Company data, FactSet

GM Leather – Cornerstone Investor in the IPO

G.M. Leather S.p.A., founded by the Marcigaglia family in 2011, is an Italian company specializing in the processing, transformation, and commercialization of bovine hides. With deep roots in Italy’s renowned Veneto leather district, the company has established itself as a key player in the leather sector. G.M. Leather’s products serve a diverse range of industries, including furniture, footwear, and luxury leather goods. The group operates through three production sites across Italy, with its business heavily oriented toward international markets—53.6% of revenues are generated outside the European Union.

G.M. Leather’s growth strategy focuses on vertical integration and innovation. In recent years, the company has strengthened its position through strategic acquisitions, such as acquiring Conceria Palladio in 2023, which enabled it to internalize high-value production processes. This move aligns with their commitment to sustainability and expanding their green initiatives. Furthermore, G.M. Leather expanded its presence in the luxury leather goods and footwear sector by acquiring a minority stake in Chiorino Technology S.p.A. in early 2024, aiming to create synergies in the luxury market.

With a revenue of Eu40.5mn, the company has positioned itself as a reliable partner for high-profile clients, including international distributors and leading fashion brands. G.M. Leather’s success is also attributed to its strong focus on research and development, allowing the company to anticipate market trends and provide customized solutions for its clients.

Through continuous innovation and strategic investments, G.M. Leather remains a leader in the global leather industry, leveraging its decades-long expertise and commitment to quality to drive future growth.

Smart Capital detains 711.0k shares of GM Leather, corresponding to 6.3% of the share capital. In terms of governance, Elia Bonacina and Pietro Carena, are in the BoD and in the Board of Auditors, respectively.

GM Leather key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	41.2	40.8	40.5	46.1	50.6	7.4
EBITDA	3.3	5.4	6.4	8.9	10.6	25.4
<i>EBITDA Margin</i>	<i>8.0</i>	<i>13.2</i>	<i>15.8</i>	<i>19.3</i>	<i>20.9</i>	
EBIT	1.8	3.1	3.1	6.0	7.5	34.0
<i>EBIT Margin</i>	<i>4.3</i>	<i>7.6</i>	<i>7.7</i>	<i>13.0</i>	<i>14.8</i>	
Net Debt	15.5	25.7	25.7	20.8	16.0	
Mkt Cap	17.8	15.3	12.8	12.8	12.8	
EV/EBITDA (x)	10.0	7.6	6.0	3.8	2.7	
EV/EBIT (x)	18.9	13.1	12.4	5.6	3.8	
PE (x)	10.1	4.9	4.1	2.1	1.7	
Net Debt/EBITDA (x)	4.7	4.8	4.0	2.3	1.5	

Source: Company data, FactSet

Giglio.com

Giglio.com S.p.A. is a leading global e-commerce platform specializing in luxury fashion for men, women, and children. Founded in 1965 by Michele Giglio in Palermo, Italy, the company originally operated as a boutique retailer before shifting its focus to online sales in 1996, making it the first Italian fashion retailer to go digital. Today, the company offers a curated selection of over 500 high-end fashion brands, including globally recognized names like Gucci, Valentino, and Bottega Veneta, catering to customers in more than 150 countries.

Giglio.com distinguishes itself through its proprietary platform, developed in-house with innovative technology that enhances the customer experience. The company's business model emphasizes operational flexibility, with a focus on ensuring swift delivery and excellent customer service. Giglio.com's revenues are geographically diverse, with 2024 figures showing 35.8% of sales from Italy, 31.9% from the European Union, and 32.3% from other international markets.

The company's steady growth can also be attributed to strategic partnerships and investments, such as the 2019 stake taken by Equilybra, which helped to bolster its presence in the luxury fashion sector. Despite being a digital-first company, Giglio.com remains deeply connected to its Mediterranean roots, which is reflected in the company's branding and aesthetic vision.

In recent years, Giglio.com has been recognized as one of Europe's fastest-growing companies, leveraging its unique position in the luxury fashion market and commitment to innovation to sustain its competitive edge.

Smart Capital, jointly with Smart4Thech, detains 320k shares of Giglio.com, corresponding to 1.5% of the share capital.

Giglio.com key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	51.1	56.3	46.2	48.5	53.3	(1.8)
EBITDA	(1.2)	(0.3)	(0.2)	0.5	1.2	n.s.
<i>EBITDA Margin</i>	(2.3)	(0.5)	(0.4)	1.0	2.3	
EBIT	(2.4)	(1.5)	(1.3)	(0.7)	(0.1)	n.s.
<i>EBIT Margin</i>	(4.6)	(2.7)	(2.8)	(1.4)	(0.2)	
Net Debt	(8.2)	(4.6)	(4.9)	(6.1)	(7.6)	
Mkt Cap	32.4	27.2	11.4	11.4	11.4	
EV/EBITDA	Neg.	Neg.	Neg.	10.6	3.1	
EV/EBIT	Neg.	Neg.	Neg.	Neg.	Neg.	
PE	Neg.	Neg.	Neg.	Neg.	Neg.	
Net Debt/EBITDA (x)	n.s.	n.s.	n.s.	n.s.	n.s.	

Source: Company data, FactSet

Industrie Chimiche Forestali

Industrie Chimiche Forestali S.p.A. (ICF) is a leading Italian company specializing in the design, production, and marketing of high-tech adhesives and fabrics. Established in 1918, ICF has built a reputation as a key player across several industries, including leather goods, footwear, automotive, and packaging. The company's product range is highly diversified, with adhesives and fabrics tailored to meet the needs of technical applications, making it a leader in these niche markets.

ICF operates globally, with more than 50% of its revenue generated from international sales, reflecting its strong export presence. The company's business is divided among various sectors, with industrial applications (51.6%), leather goods and footwear (7.6%), automotive (38.0%), packaging (10.3%), and other sectors (17.6%) contributing to its revenue mix.

Over the years, ICF has grown both organically and through mergers and acquisitions. Recent strategic acquisitions include Morel, a historic company specializing in technical fabrics for footwear and leather goods, and Tessitura Langè, which refines cotton fabrics for industrial applications. These moves have strengthened ICF's position in its core markets while expanding its portfolio of high-tech solutions.

The company's production facilities are based in northern Italy, in Marcallo con Casone and Robecchetto con Induno, allowing it to maintain close control over its manufacturing processes. ICF continues to innovate through its investments in research and development, focusing on creating sustainable, cutting-edge products for its global client base.

Smart Capital detains 187.7k shares of ICF, corresponding to 4.0% of the share capital.

Industrie Chimiche Forestali key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	88.3	79.9	75.2	76.0	82.8	1.2
EBITDA	6.4	7.8	8.9	9.0	9.8	8.1
<i>EBITDA Margin</i>	7.2	9.7	11.8	11.8	11.8	
EBIT	1.8	2.4	5.8	5.8	6.6	39.6
<i>EBIT Margin</i>	2.1	3.0	7.7	7.6	8.0	
Net Debt	7.8	10.9	6.5	7.3	3.8	
Mkt Cap	39.9	33.7	33.0	33.0	33.0	
EV/EBITDA (x)	7.5	5.7	4.4	4.5	3.8	
EV/EBIT (x)	26.2	18.4	6.8	6.9	5.6	
PE (x)	21.9	13.9	5.7	5.7	5.0	
Net Debt/EBITDA (x)	1.2	1.4	0.7	0.8	0.4	

Source: Company data, FactSet

Next Geosolutions Europe – Cornerstone Investor in the IPO

Next Geosolutions Europe S.p.A. is a leading provider of marine geosciences and offshore construction support services, with a strong focus on renewable energy projects. Founded in 2014, the company is headquartered in Naples, Italy, and provides a comprehensive range of services that include geophysical and geotechnical surveys, engineering, construction support, installation, inspection, and maintenance of marine infrastructures. These services are essential for projects in the offshore energy sector, particularly submarine interconnection infrastructures and offshore wind farms, which collectively account for over 97% of the company's revenue.

Submarine interconnection infrastructures, which make up 42% of the company's revenue, involve laying undersea cables to connect power grids, an increasingly critical service as countries shift toward renewable energy sources. Offshore wind farms contribute 55% of the revenue, reflecting the company's pivotal role in the growth of clean energy projects. Additionally, the company generates 1% of its revenue from oil and gas infrastructure projects, with 1% coming from other sectors.

Next Geosolutions is recognized for its advanced technological capabilities, supported by a fleet of cutting-edge equipment such as remotely operated vehicles (ROVs), which allow the company to conduct complex underwater surveys and inspections. These tools enable Next Geosolutions to operate in challenging marine environments, providing accurate data for the construction and maintenance of offshore energy projects.

The company has expanded its services through strategic acquisitions, such as Subonica, a specialist in underwater surveying, enhancing its geophysical capabilities and positioning it as a leader in the renewable energy market. With 74% of its revenue coming from international markets, Next Geosolutions is a key player in the global offshore energy sector, providing crucial services that support the transition to cleaner energy.

1.0% of the share capital, equivalent to 458.9k shares, is held indirectly through SmartVSL Geosolutions. The number of shares is calculated based on the pro-rata ownership held by Smart Capital via its stakes in Smart4Sea and SmartVSL Geosolutions. In terms of governance, Andrea Costantini is in the BoD of the company.

Next Geosolutions Europe key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	67.2	148.6	203.3	238.8	291.8	25.2
EBITDA	10.6	40.5	54.0	62.9	77.5	24.1
<i>EBITDA Margin</i>	15.8	27.3	26.6	26.3	26.6	
EBIT	8.4	35.3	47.9	52.8	65.0	22.5
<i>EBIT Margin</i>	12.5	23.8	23.6	22.1	22.3	
Net Debt	19.2	9.7	(66.8)	(70.5)	(100.1)	
Mkt Cap	n.a.	n.a.	405.5	405.5	405.5	
EV/EBITDA (x)	-	-	6.3	5.3	3.9	
EV/EBIT (x)	-	-	7.1	6.4	4.7	
PE (x)	-	-	8.5	7.7	6.2	
Net Debt/EBITDA (x)	1.8	0.2	n.s.	n.s.	n.s.	

Source: Company data, FactSet

Sogefi

Sogefi S.p.A. is a key player in the global automotive components industry, specializing in the production and distribution of suspension systems, air and cooling systems, and, until recently, filtration systems. Founded in 1980, Sogefi has established a solid reputation through innovation and a strong commitment to quality. The company operates in over 35 production facilities across Europe, North America, Asia, and South America, catering to major automakers worldwide.

In 2024, Sogefi's revenue was divided into two primary segments: suspension systems (55.2%) and filtration & air and cooling systems (44.7%). Suspension components include coil springs, stabilizer bars, and torsion bars, while air and cooling systems consist of products like air intake manifolds and cooling pumps. The filtration division, which offered products under brands like Fram and Fiaam, was sold in 2024 to Pacific Avenue Capital Partners for an estimated Eu374mn. This sale generated a substantial capital gain and allowed Sogefi to significantly reduce its debt.

Sogefi's geographic revenue distribution highlights its global reach, with Europe contributing 54.5%, followed by North America (20.9%), China (11.3%), and South America (11.8%) and Others (1.5%). Following the divestiture of its filtration division, Sogefi has shifted focus to strengthening its suspension and air and cooling divisions, positioning itself strategically for future growth in both traditional and electric vehicles.

By capitalizing on its innovative technology, global footprint, and longstanding relationships with leading automakers, Sogefi remains well-positioned as a leading supplier of automotive components in the evolving global automotive market.

Smart Capital detains 1,349.4k shares of Sogefi, corresponding to 1.1% of the share capital.

Sogefi key financials

Eu mn	2022	2023	2024	2025	2026	CAGR ₂₃₋₂₆
Revenue	41.2	1,039.7	1,022.2	975.7	1,004.5	(1.1)
EBITDA	202.3	121.3	127.1	127.8	132.1	2.9
<i>EBITDA Margin</i>	491.4	11.7	12.4	13.1	13.1	
EBIT	86.5	43.4	48.0	50.0	53.7	7.4
<i>EBIT Margin</i>	210.2	4.2	4.7	5.1	5.3	
Net Debt	306.5	279.6	55.2	49.3	37.0	
Mkt Cap	157.3	245.6	271.5	271.5	271.5	
EV/EBITDA (x)	2.3	4.3	2.6	2.5	2.3	
EV/EBIT (x)	5.4	12.1	6.8	6.4	5.7	
PE (x)	1.8	5.7	5.7	5.4	5.1	
Net Debt/EBITDA (x)	1.5	2.3	0.4	0.4	0.3	

Source: Company data, FactSet

Bernardinello Engineering

Bernardinello Engineering is a leading Italian company specializing in the design, construction, and management of water treatment systems for various industrial sectors, including petrochemicals, pharmaceuticals, food and beverage, energy, and chemicals. Established in the 1970s, the company has built a reputation for delivering tailored, innovative solutions aimed at promoting sustainability and efficiency in industrial water management. The company operates primarily through three divisions:

1. **Turnkey plant design and construction** (69% of revenue): Bernardinello Engineering designs and builds complete water treatment systems for wastewater and process water. In addition to installing the plants, the company also provides all preparatory work, including site clean-ups, foundations, reinforced concrete structures, and sewage works.
2. **Plant rental services** (22% of revenue): Through its dedicated mobile division, Bernardinello offers short- and long-term rentals of water treatment plants, which are fully managed by the company for its clients.
3. **Technical assistance** (5% of revenue): Bernardinello provides real-time monitoring and maintenance solutions for its plants, ensuring optimal performance and longevity for its clients.

In collaboration with global partners like Dow Water & Process Solutions, the company has implemented advanced technologies such as ultrafiltration and reverse osmosis. One notable project includes a multi-technology water demineralization plant for ENI Power, showcasing Bernardinello's ability to deliver complex, high-performance systems.

In 2021, Bernardinello Engineering was acquired by private equity firm PFH, positioning the company for further growth. With a strong focus on innovation, sustainability, and customer-centric solutions, Bernardinello continues to be a key player in the water treatment industry.

Bernardinello Engineering is 70.0% owned through the holding company WT Holding S.p.A., which in turn is 1.6% owned by Smart Capital S.p.A.

Bernardinello Engineering, innovating industrial water solutions

Bernardinello Engineering provides innovative, sustainable water treatment solutions across diverse industrial sectors, ensuring efficiency and growth



Source: Company data

In.Un.Up

In.Un.Up. S.r.l. is a prominent player in the cosmetic industry, specializing in third-party manufacturing services that include compaction, filling, and packaging of cosmetic products. The company offers a fully integrated production process, allowing it to deliver a complete range of services from product formulation to the final packaging stage. This integrated supply chain enables In.Un.Up. to be highly flexible, catering to both small and large production batches and ensuring a rapid time-to-market for its clients.

In.Un.Up. is a third- and fourth-party manufacturer because it handles all activities in-house, covering every aspect from formulation to bulk production, filling, and packaging of finished cosmetic products. The company also oversees quality control, laboratory testing, performance analysis, e-commerce, and customer service, providing a complete solution for cosmetic brands under one roof. This integrated approach allows In.Un.Up. to offer seamless services that meet the diverse needs of its clients efficiently.

A standout feature of In.Un.Up. is its ability to provide ready-to-go cosmetic solutions, which help reduce lead times and streamline the production process. The company's multidisciplinary team ensures that products meet high standards of quality and safety while adapting swiftly to the specific needs of each client. With a strong focus on sustainability and ethical practices, In.Un.Up. has earned a reputation for delivering eco-friendly solutions that align with the growing demand for responsible cosmetics production.

In.Un.Up. operates with a global mindset, serving both domestic and international markets. Its commitment to efficiency and innovation positions it as a key player in the cosmetics industry, capable of delivering tailored solutions that cater to a wide range of cosmetic brands. Whether for niche markets or large-scale production, In.Un.Up.'s versatility and focus on quality make it a trusted partner in the competitive world of cosmetics manufacturing.

In terms of ownership, In.Un.Up. is 30% owned by Lario Up S.r.l., which in turn is 22.4% owned by Smart Capital S.p.A.. Thus the Smart Capital stake in In.Un.Up. is 6.7%. This strategic structure provides the company with financial backing and industry expertise, allowing it to continuously innovate and expand its service offerings.

In.Un.Up.

In.Un.Up. handles all activities in-house, covering every aspect from formulation to bulk production, filling, and packaging of finished cosmetic products.



Source: Company data

MGM

MGM S.p.A. is a leading European company specializing in the production of technical outdoor footwear. The group designs, develops, and markets sports and outdoor shoes under both its own brands and licensed brands. MGM's extensive reach spans over 47 countries across four continents, making it a significant player in the global market for outdoor footwear.

In 2022, MGM strengthened its position through the acquisition of Rekord, a top producer of outdoor shoes for major international brands. This acquisition enhances MGM's production capabilities and expands its product offerings, aligning with the rising global demand for high-performance outdoor footwear.

MGM's products are recognized for their innovative use of advanced materials and cutting-edge design, catering to outdoor enthusiasts who seek durability, comfort, and performance. The company's technical expertise in outdoor footwear has established it as a key supplier in the industry, with a reputation for quality and reliability. By leveraging Rekord's manufacturing capacity and expertise, MGM is poised to further enhance its market presence and continue to grow its influence in the technical footwear segment.

With this strategic acquisition and a focus on continuous innovation, MGM remains well-positioned to meet the evolving needs of the global outdoor footwear market. The company's commitment to quality and performance has allowed it to build strong relationships with international brands and expand its customer base worldwide, solidifying its leadership in the industry.

Smart Capital directly owns 4.6% of MGM.

MGM, a leading European producer of technical outdoor footwear

MGM serves over 47 countries globally and offers innovative design and solutions



Source: Company data

Midolini Group

Midolini Group S.p.A. is a specialized logistics and lifting services provider. The company offers heavy lifting, transportation, loading, and unloading services primarily in port and logistics operations. Midolini Group operates two key concessions at the ports of Monfalcone and Porto Nogaro.

In 2024, the company reported a pro-forma revenue of Eu43mn, and an EBITDA Proforma Adjusted of Eu6.5mn, with a net financial position of Eu13.6mn. The Group caters to industries including steel, manufacturing, chemicals, oil and gas, heavy carpentry, and shipbuilding, offering services both within and outside port areas. Midolini's services are divided into three core segments:

1. **Lifting & Transport:** The rental of cranes and aerial platforms (mostly with operators) for heavy load transportation across Italy and Europe.
2. **Port Services:** Handling, storage, and breakbulk cargo operations at key North Adriatic ports.
3. **Logistics:** Tailored logistics solutions for internal operations in steel mills and oil and gas industries.

By integrating comprehensive lifting and logistics services, Midolini Group has established itself as a key player in the North Adriatic logistics and industrial service sector. Its strategic concessions, coupled with its broad range of services, enable the company to serve a diverse client base and support large-scale industrial operations both in Italy and Europe. The acquisition of new contracts and its continued growth reflect the Group's robust financial performance and ability to adapt to complex logistical challenges across various industries.

Smart Capital holds a 9.6% stake in the group via a 43.7% stake through Smart Logistics S.r.l. (36.7% owned by Smart Capital S.p.A.) and SmartVSL S.r.l. (59.9% owned by Smart Logistics).

Midolini Group, port and heavy logistics leader

Midolini Group specializes in heavy lifting, logistics, and port services across Italy and Europe, serving industries like steel, oil, and shipbuilding



Source: Company data

Newcleo

Newcleo is an innovative company focused on designing, constructing, and managing advanced fourth-generation nuclear reactors. These reactors use reprocessed nuclear waste as fuel, aiming to close the nuclear fuel cycle and generate clean, affordable, and sustainable energy. Founded in 2021, Newcleo quickly established itself in the nuclear sector by developing modular advanced reactors (AMR) cooled by liquid lead.

The company has secured over Eu535mn in private funding and achieved a revenue of Eu50mn in 2024. With more than 800 highly skilled employees across five countries, Newcleo partners with over 70 companies, enhancing its capabilities in nuclear engineering, waste management, and manufacturing.

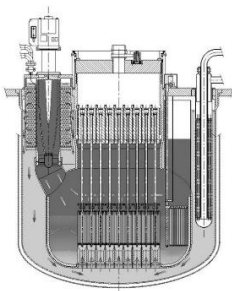
Newcleo's strategic acquisitions and partnerships strengthen its position in the industry, supporting its mission to safely produce practically inexhaustible energy while reprocessing nuclear waste. The company's expansion across key markets, including France, the UK, Italy, Switzerland, and Slovakia, underlines its growing influence in the global nuclear energy sector.

By merging innovative technologies with sustainable practices, Newcleo aims to lead the transformation of nuclear energy, contributing significantly to the future of clean energy production. The company's vision aligns with global efforts to transition toward a greener energy landscape while addressing critical challenges related to nuclear waste management.

The investment in Newcleo was made through the vehicle Smart Newcleo S.r.l., which is 24.7% owned by Smart Capital S.p.A. and 6.2% owned by Smart4Tech S.p.A. Smart Capital's stake in Newcleo directly and indirectly through SPV Smart Newcleo is around 0.3%.

Newcleo, revolutionizing nuclear energy with waste

Newcleo designs fourth-generation nuclear reactors using reprocessed waste to generate clean, affordable, and sustainable energy across five countries



Source: Company data

OTK Kart Group

OTK is a global leader in the production of racing go-karts and their components. Based in northern Italy, OTK operates globally with subsidiaries in the U.S. and Singapore and a distribution network of over 130 dealers in more than 70 countries. In 2023, the company generated Eu68.5mn in revenue and Eu12.5mn in EBITDA. OTK acquired Vega S.r.l., a world leader in high-performance go-kart racing tires. The company's operations are divided into four main business lines:

1. **Production and sale of racing go-karts and spare parts:** OTK designs and manufactures high-performance racing karts and provides a full range of spare parts for the competitive karting market.
2. **Production and commercialization of racing tires and accessories:** Following the acquisition of Vega S.r.l., OTK expanded its business to include high-quality racing tires, solidifying its market leadership.
3. **Organization of Rok Cup one-make championships:** OTK organizes exclusive kart racing championships worldwide, adding brand visibility and fostering a community of dedicated racers.
4. **Management of Tony Kart Racing Team:** Tony Kart, OTK's official racing team, has won over 20 world titles and is an official partner of Ferrari Driver Academy (FDA), providing a pathway for young drivers into professional motorsport.

In recent years, OTK has also entered the rental kart market, expanding its offering to cater to both professional and recreational karting enthusiasts. With its diversified business model and global reach, OTK remains a dominant force in the karting industry, known for innovation and excellence in racing technology.

Smart Capital holds a 0.16% stake into OTK via the 31.2% stake owned through the vehicle Progetto Drifting, which is 2.2% owned by the vehicle Smart Racing S.r.l., and Smart Racing itself is 23.2% owned by Smart Capital S.p.A.

OTK Kart Group, global leader in racing go kart

OTK dominates the racing go-kart industry, offering high-performance karts, tires, and managing the Tony Kart team



Source: Company data

L'Orto di Jack

L'Orto di Jack operates in the fresh product distribution sector, with a distinct positioning as an omnichannel player. Founded in Milan in 2017, the company has developed a vertically integrated model that serves both B2B and B2C segments, with a strong emphasis on operational efficiency, quality control, and sustainability across the value chain.

The company leverages proprietary logistics infrastructure and a custom-built digital platform to streamline operations, forecast demand, and minimise waste. Through its diverse channels, the company acts as a modern intermediary between local producers and urban consumers, aiming to shorten the supply chain and enhance transparency in the sourcing process.

Revenue model is built around four main operational pillars:

1. **B2B distribution (HoReCa):** the company supplies high-quality fruit and vegetables to restaurants, hotels, and catering services. Orders are managed through a dedicated digital interface, with rapid delivery cycles and a focus on product consistency and punctuality.
2. **B2C E-commerce and home delivery:** through its proprietary platform, offers consumers the possibility to order fresh seasonal produce in subscription-based or one-off deliveries. The service is geared towards urban households seeking convenience, freshness, and traceable origins
3. **Retail stores:** the company operates nine branded stores across Milan, offering a curated in-store experience focused on freshness, sustainability, and local sourcing. The physical retail presence acts as a logistical node for same-day deliveries and a touchpoint for customer engagement.
4. **Wholesale and brokerage services:** as a central procurement hub, L'Orto di Jack aggregates demand internally (for its own channels) and externally (as a wholesaler to other operators). This function supports economies of scale in purchasing.

From an operating perspective, the company is demonstrating robust growth momentum. In FY24, management anticipates preliminary revenues of Eu45.0mn, more than doubling the Eu21.1mn recorded in 2023. EBITDA is expected to turn positive for Eu1.8mn compared to negative Eu0.6mn registered in 2023.

L'Orto di Jack has attracted institutional investor to boost its growth trajectory. Notably, Smart4Orto S.r.l., an investment vehicle controlled by Smart Capital S.p.A. (38.3%) and Smart4Tech S.p.A. (4.9%), subscribed Eu4.0mn in convertible financial instruments issued by the company. These instruments are currently undergoing conversion.

L'Orto di Jack, Italian omnichannel fresh product player

L'orto di Jack leverages proprietary logistics infrastructure and a wide distribution channel to cover all the segment (B2B, B2C, retail and wholesale)



Source: Company data

Sustainability Strategy

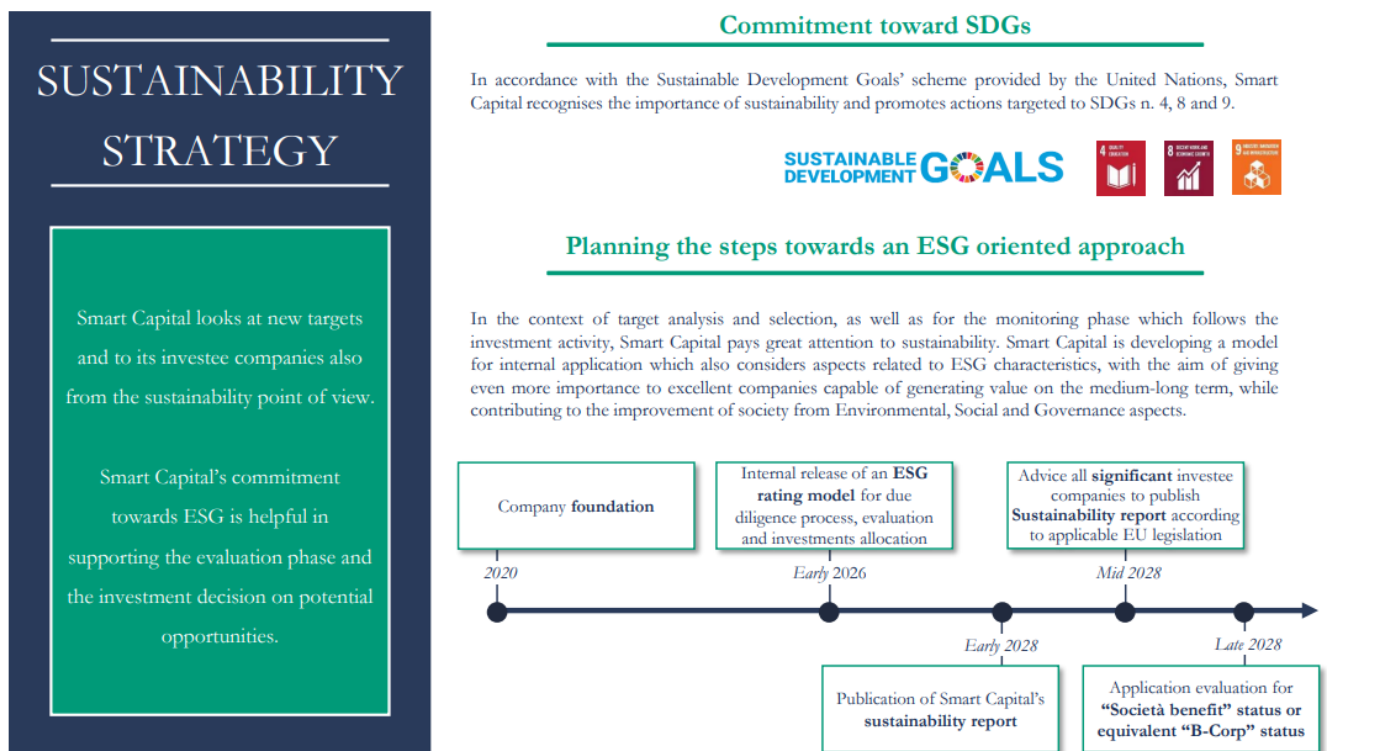
Smart Capital’s sustainability strategy aligns with the United Nations' Sustainable Development Goals (SDGs), specifically focusing on SDGs 4, 8, and 9, which target quality education, decent work and economic growth, and industry innovation and infrastructure, respectively. This strategy ensures that both new investment opportunities and existing portfolio companies meet the firm’s long-term vision of responsible growth. By incorporating Environmental, Social, and Governance (ESG) factors into its investment processes, Smart Capital seeks to build companies that not only achieve strong financial performance but also contribute positively to broader societal and environmental objectives. This positions the firm as a leading player in responsible investment, driving value while addressing global challenges.

A core component of Smart Capital’s approach is the development of a comprehensive ESG assessment model, applied during both the evaluation and monitoring phases of investments. This model ensures that investment decisions are aligned with the firm’s sustainability goals and contribute to long-term value creation. The commitment to ESG also supports portfolio companies in pursuing sustainable growth, positioning them as agents of positive societal change.

Looking forward, Smart Capital has laid out a timeline of initiatives to strengthen ESG integration. By early 2026, the firm plans to release an internal ESG rating model to guide investment evaluation, formalizing the role of ESG in its framework. By mid-2028, Smart Capital aims for all significant investee companies to publish sustainability reports in accordance with the Corporate Sustainability Reporting Directive (CSRD), promoting transparency and accountability.

In conclusion, Smart Capital’s sustainability strategy demonstrates its commitment to responsible investing, with a strong focus on ESG integration, sustainability reporting, and recognized certifications. This approach not only enhances financial performance but also aligns with global sustainability trends, solidifying its leadership in sustainable finance.

Smart Capital – sustainability strategy



Source: Company data

Business Model

Smart Capital employs a well-structured, five-phase investment process aimed at creating long-term value within Italy's SME sector. The process begins with sourcing opportunities through an extensive network of entrepreneurs, financial institutions, and industry experts, focusing on sectors like manufacturing and logistics. Once identified, potential investments undergo rigorous financial and qualitative analysis, including ESG assessments. The investment is then structured to align with both the company's and Smart Capital's long-term objectives, incorporating governance, performance incentives, and sustainability initiatives. After investment, Smart Capital actively monitors the portfolio companies, providing strategic advice to improve operations and drive growth. Finally, the exit strategy is carefully planned to maximize returns while ensuring the business's long-term sustainability. This disciplined approach allows Smart Capital to consistently generate value for both its investors and portfolio companies.

Strategic Investment Approach and Opportunity Sourcing

The investment process, as mentioned above, is flexible and may differ considerably, considering, inter alia, the investment approach (private equity, PIPE or co-investment) as well as the size and status (listed or closed company) of the targets. In the case, for example, of transactions involving listed companies, the investment process may present certain simplifications related to both the different purchase method and the wider availability of public information. The investment process is also influenced by the size of the investment itself, with the Smart Capital Group being able to operate through a club deal vehicle, created 'ad hoc' as part of the investment transaction.

Smart Capital has developed a broad, yet focused, investment strategy that is both proactive and opportunistic. The company uses an extensive network of entrepreneurs, financial institutions, advisors, and industry experts to identify promising investment opportunities. In any given year, Smart Capital assesses more than 200 opportunities, primarily within its target sectors—manufacturing, logistics, technology, and others—where the firm holds deep expertise.

This sourcing process is powered by the relationships built over years of market presence and expertise. The group is well-positioned as a preferred partner for businesses looking to grow sustainably and strategically. Leveraging a bottom-up analysis, the team focuses on identifying companies that are undervalued or poised for growth, taking into account the fundamental strengths of each individual business, rather than purely relying on macroeconomic trends. By working closely with the management of the target companies, Smart Capital ensures they fully understand both the financial and operational nuances before moving forward with any potential investment.

Smart Capital business model

Five phases value generation business model



Source: Company data

Comprehensive Investment Analysis and Due Diligence

Once a potential target is identified, Smart Capital's investment team undertakes a thorough and meticulous analysis. This phase involves deep-diving into the company's financials, business model, and strategic fit with

Smart Capital's long-term goals. In addition to reviewing the company's historical financial performance, the team evaluates any existing business plans and forecasts, ensuring a solid understanding of the potential for growth and profitability.

Smart Capital's approach to analysis goes beyond just numbers. The company places significant emphasis on understanding the qualitative aspects of the business, such as its market positioning, competitive edge, and management quality. They hold in-depth discussions with the company's leadership to assess these areas. Furthermore, the investment team incorporates ESG (Environmental, Social, and Governance) factors into the evaluation, reflecting Smart Capital's commitment to responsible investment practices.

At the conclusion of this phase, a comprehensive Investment Memorandum is prepared, which includes detailed findings from the analysis. This document highlights the key strengths, weaknesses, risks, and opportunities associated with the potential investment. It is then presented to Smart Capital's Board of Directors for review and approval before the deal progresses to the next phase.

Structuring the Investment and Negotiation

Once the investment has received approval from the Board, Smart Capital moves into the structuring and negotiation phase. Each investment is tailored to suit the specific characteristics of the target company, whether it's a private equity transaction, PIPE, or a co-investment with other institutional partners.

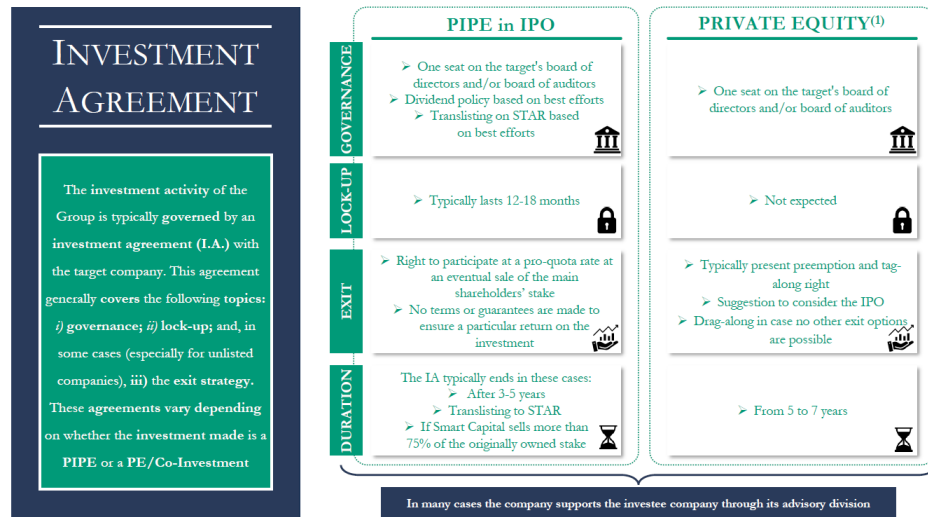
The structuring phase involves negotiating the terms of the investment, including governance provisions, dividend policies, and performance-based incentives. Smart Capital is known for crafting deals that align the interests of all parties involved, ensuring that the company's growth objectives are met while safeguarding its investment. The negotiation process may also include defining an exit strategy, ensuring flexibility for future divestments or liquidity events.

In many cases, Smart Capital emphasizes the importance of ESG principles in the investment agreement, encouraging portfolio companies to adopt sustainable business practices that promote long-term value creation. This includes formalizing commitments to environmental responsibility, social impact, and good corporate governance within the structure of the investment.

The investment conditions typically governed by an investment agreement (I.A.) between Smart Capital and the target company. The agreements focus on three key areas: governance, lock-up periods, and exit strategies, varying based on the nature of the investment, whether it's a PIPE (Private Investment in Public Equity) or private equity/co-investment. For PIPE investments in IPOs, Smart Capital often secures a board seat and follows a best-efforts dividend policy. The lock-up period typically lasts 12-18 months, with the option to sell the stake on a pro-rata basis in case of a sale by the main shareholders. Private equity agreements provide pre-emption rights, tag-along rights, and the potential for IPO suggestions. The I.A. usually lasts 3-5 years for PIPE investments and 5-7 years for private equity, with the agreement ending upon meeting key exit conditions like translisting or a major sale of the stake.

Smart Capital Investment Agreement

Smart Capital's Investment Agreement covers: 1) Governance; 2) Lock-up and 3) the exit strategy.



Source: Company data

Ongoing Monitoring and Value Creation

After an investment is made, Smart Capital takes an active role in monitoring the performance of its portfolio companies. This is a critical aspect of their business model, ensuring that each investment stays aligned with the strategic goals and continues to deliver expected returns. The monitoring process is rigorous, involving regular financial reviews, operational oversight, and close collaboration with company management. Smart Capital may appoint representatives to the boards of its portfolio companies, playing an active role in governance. These board members work to ensure that strategic initiatives are executed effectively and that any operational challenges are addressed promptly. The focus is not just on maintaining the status quo but on driving operational improvements, scaling the business, and executing value-enhancing strategies. In addition to providing financial oversight, Smart Capital offers strategic advisory services to help portfolio companies navigate complex challenges and capitalize on new opportunities. Whether it's identifying acquisition targets or improving internal processes, Smart Capital's involvement adds substantial value to the businesses in which it invests.

Strategic exit planning

Smart Capital carefully plans its exit strategies with the same level of diligence as it does the investment process. The timing and method of exit are tailored to the specific situation, with the goal of maximizing returns while ensuring the long-term viability of the portfolio company. Depending on market conditions and the company's performance, Smart Capital may consider a variety of exit strategies, including public listings, strategic sales, or gradual divestments.

Throughout the investment lifecycle, Smart Capital remains focused on enhancing the long-term value of the businesses it backs. This includes preparing the company for a successful exit by ensuring its operations are optimized, its growth potential is realized, and any risks are mitigated.

Smart Capital's investment process is designed to not only identify and capitalize on high-potential opportunities but to actively support portfolio companies in achieving their long-term growth goals. By combining strategic foresight with rigorous execution, Smart Capital delivers sustainable value for both its investors and its investees. Their flexible yet disciplined approach enables them to adapt to different market conditions while maintaining a strong focus on growth and risk management, positioning the company as a leader in the investment landscape.

The market and the competitive arena

Smart Capital plays a pivotal role in the Italian market, providing growth capital and actively managing public and private investment opportunities within the SME sector. Its activities are considered essential and critical to the entrepreneurial ecosystem of Italy, where SMEs represent the backbone of the economy. In fact, the SME market in Italy is estimated to generate an added value of over Eu1,600bn. Despite the fragmented nature of Italy's long-term investor landscape, Smart Capital distinguishes itself by focusing on SMEs, leveraging an extensive and successful track record in PIPE (Private Investment in Public Equity) transactions. The firm has capitalized on numerous investment opportunities offered by the Italian stock market. Moreover, Smart Capital adopts a unique investment approach, not only providing capital but also closely supporting its portfolio companies with comprehensive advisory services. This hands-on involvement goes beyond mere financial support, as Smart Capital seeks to drive operational improvements and strategic realignment within its portfolio companies. With a significant part of its NAV linked to minority stakes in listed companies, the group boasts deep expertise in PIPE investments, positioning itself as a reference player in identifying and executing attractive investment opportunities.

Supporting the backbone of Italy's economy

The Italian SME market is a critical backbone of the national economy, encompassing over 199,000 small and medium-sized enterprises (SMEs), with the vast majority being micro-enterprises employing fewer than 10 workers. SMEs account for roughly 70% of total employment in Italy and contribute 2/3 of the total turnover, with their total value added estimated at over Eu1,600bn annually. These businesses are responsible for approximately 47% of Italy's GDP, underscoring their pivotal role in the nation's economic output, a contribution that is significantly higher than the average across the European Union.

The distribution of SMEs reveals that services is the leading sector (54% of the total), followed by manufacturing (28%), sector of interest for Smart Capital. Their role in international trade is equally substantial, as they account for 53% of Italy's exports, surpassing the EU average of 40%. Thus, Smart Capital is actively participating in a highly attractive market, focusing on a key economic sector with strong growth potential.

Invest in the Italian thriving market of SMEs.

Italian SME market is a critical backbone of the national economy



- Italian SME segment is densely populated with investment opportunities
- Geographically, ~ 60% of Italian SMEs are located in the north of Italy and ~25% in Lombardy
- Manufacturing represents more than a third of SME activities

Why invest in Italian SME?

- **High Growth Potential:** Italian SMEs are often leaders in niche markets with strong scalability, offering attractive returns on investment
- **Fragmented Market = Consolidation Opportunities:** the SME landscape in Italy is highly fragmented, creating opportunities for value creation through M&A and operational synergies
- **Government Incentives:** various tax benefits, grants, and funding programs support SME growth and foreign investment. In particular, listed companies benefit from the IPO bonus and other government incentives

➤ **Undervalued Assets with Strong Fundamentals:** compared to other European markets, Italian SMEs often trade at lower valuations despite solid financial performance, providing a unique opportunity for value investors

EGM vs STAR on EV/EBITDA

	2025	2026
FTSE STAR	7,0x	5,9x
EGM	5,3x	3,9x
EGM premium/-discount	-23,9%	-34,3%

Intesa Sanpaolo Research elaboration on FactSet data

EGM vs STAR on P/E

	2025	2026
FTSE STAR	12,9x	11,5x
EGM	11,0x	8,5x
EGM premium/-discount	-15,0%	-26,6%

Intesa Sanpaolo Research elaboration on FactSet data

Listed Italian SME's offer compelling opportunities

The group is also focused on PIPE investments in Italian companies, with over 50% of its NAV allocated to this strategy, positioning itself as a key player on Euronext Milan. The Italian stock market hosts 437 listed companies, with a total market capitalization of approximately Eu800bn. While Euronext Growth Milan (EGM) is the dedicated segment for SMEs, both the STAR and MTA segments include numerous SMEs, aligning well with Smart Capital's investment strategy.

Euronext Growth Milan (EGM), tailored for high-growth SMEs, has experienced remarkable expansion in recent years. As of today, EGM features some 210 listed companies with a total market capitalization of over Eu8bn. In the last five years, IPOs on EGM have raised some Eu2.0bn, with an average of >Eu13.0mn per IPO.

EGM continues to offer attractive investment opportunities, with the segment trading at a significant discount (over 20%) compared to its 5-year historical average, only partially attributable to lower liquidity. Nevertheless, EGM remains a critical platform for high-potential SMEs, particularly in sectors like consumer discretionary, industrials, and technology, which together make up around 65% of the companies listed on this market.

The growing attractiveness of this segment is also evident from the increasing number of acquisitions aimed at delisting, which have surged in recent years. Among these, eight companies involved in tenders were in the portfolio of Smart Capital, showcasing its ability to cherry-pick compelling investment opportunities at undemanding valuations.

A differentiating positioning in the competitive arena

Despite the fragmented nature of Italy's long-term investor landscape, Smart Capital sets itself apart by primarily focusing on SMEs, making it one of the few firms in Italy to concentrate heavily on this segment. Unlike many other players that focus solely on private equity, Smart Capital also has a strong presence in PIPE (Private Investment in Public Equity) transactions, with an impressive track record of identifying and capitalizing on opportunities in the Italian stock market. This versatility makes Smart Capital one of the few players in Italy capable of navigating both public and private investment landscapes with equal proficiency, offering a diversified portfolio that is highly attractive to investors seeking exposure to the SME segment.




































































What sets Smart Capital even further apart is its recent evolution toward acquiring majority stakes in its portfolio companies. While historically focused on minority positions, this shift toward majority control represents a strategic move, enabling the firm to play a more active role in shaping the future of its investments. By gaining greater influence over the management and operations of these companies, Smart Capital is better positioned to steer their growth and value creation, ensuring alignment with long-term objectives.

In addition to its investment activities, Smart Capital also differentiates itself by providing a full suite of advisory and M&A services, making it a holistic partner to the companies it supports. Unlike many traditional financial institutions, which limit their role to capital provision, Smart Capital takes a hands-on approach. The firm works closely with its portfolio companies, offering guidance in areas such as operational improvements, strategic planning, and organizational restructuring. This deep involvement goes far beyond financial backing, as Smart Capital seeks to enhance the overall performance and strategic direction of the businesses in which it invests.

This comprehensive approach, blending financial support with advisory services, gives Smart Capital a unique edge in the market. By helping its portfolio companies grow through tailored expertise and operational improvements, Smart Capital ensures that each of its investments is positioned for sustainable, long-term success.

A strong competitive positioning covering a full spectrum of investment activities with value-added advisory

This comprehensive approach, blending financial support with advisory services, gives Smart Capital a unique edge in the market

Company	Focus on SMEs	Type		Dimension		Revenues from advisory and M&A
		PIPE	PE	Majority	Minority	
 Smart Capital <small>Long-term investors</small>	 					
SOFINA	 					
 WENDEL	 					
Exor	 					
ITALMOBILIARE <small>INVESTMENT HOLDING</small>	 					
 TIKEHAU CAPITAL	 					
 NB AURORA	 					
 FSI						
REDFISH <small>LONG TERM CAPITAL</small>	 					
 TIP <small>Tunis Investment Partners S.A.</small>	 					
FIRST CAPITAL	 					

Source: Management Information, Management assessment on the basis of public information

 Coming soon  Listed company



Source: Company data

Recent results confirmed the earnings growth trend

Smart Capital, as an investment holding, derives value from its financial participations, primarily through the collection of earnings, which facilitates dividend distributions. Unlike other holding companies, the group also engages in advisory services, contributing to its top-line and helping offset fixed costs. Additionally, divestments from portfolio exits and capital increases are crucial metrics to track. Smart Capital's FY24 results highlight a strong growth path, supported by subsidiary earnings and strategic investments. The Value of Production surged to c. Eu1.0mn, while Earnings Before Tax reached Eu1.5mn, reflecting solid financial performance. Net profit amounted to Eu1.9mn, bolstered by Eu2.8mn income from investments. In recent years, the group has also benefitted from several tender offers amongst its PIPE companies (e.g. Reevo, Net Insurance, etc.).

Consolidated company FY24 results

Smart Capital, functioning as an investment holding firm, creates value through its financial participations, primarily by collecting earnings, which in turn support dividend payouts. The Group's revenues are essentially generated from four components: (i) advisory mandates for associated companies; (ii) advisory mandates in the free market; (iii) monitoring fees for club deals; and (iv) potential performance fees from sales. Thanks to Smart4Advisory Srl, the group offers advisory services to companies in portfolio, boosting top-line revenue and partially covering its fixed costs.

The Value of Production has increased to Eu1.0mn from Eu0.4mn reported as of December 31, 2024. Earnings Before Tax remained increased three times at Eu1.5mn, driven by financial investments. Accordingly, net profit totalled Eu1.9mn, vs. Eu0.9mn in 2023 and up 114% yoy.

The consolidated statement entails associated companies to Smart Capital, mainly related to Midolini F.lli SpA, where the group indirectly holds 37% through a SPV.

FY24 also saw some partial or total exits from portfolio holdings, notably such as Civitanavi Systems PTO, Unieuro PTO, Venpa disposal.

Smart Capital FY24 Consolidated P&L

Net profit increased by 114% yoy

Eu k	FY22A	FY23A	FY24A	% YoY
Net revenues	117	269	685	154.5%
Value of Production	119	380	979	
Raw Materials	0	(3)	(11)	
Services	(241)	(486)	(986)	
Personnel Costs	(221)	(472)	(842)	
Rents	(12)	(36)	(69)	
Other Operating Costs	(37)	(42)	(83)	
EBITDA Adj.	(392)	(659)	(1,012)	<i>nm</i>
D&A	(18)	(24)	(237)	
EBIT Adj.	(410)	(682)	(1,249)	<i>nm</i>
Financials	989	1,258	2,784	
Pre-tax profits	579	576	1,535	166.5%
Taxes	(16)	(154)	(86)	
Minorities	(23)	478	482	
Net Profit	540	900	1,931	114.4%

Source: Company data

Net invested capital rose to Eu54mn from Eu36mn (+50% yoy), mainly due to incremental investments, sometimes substantial, in some of the most promising companies in the portfolio (e.g. Ala) and into new companies (e.g. L'orto di Jack). Net cash was Eu3.3mn, from a net cash position of Eu2.6mn reported in 2023. Shareholders' equity increased to Eu57.0mn in 2024 from Eu35.9mn.

Smart Capital FY24 Consolidated Balance Sheet

Net invested capital increased by 50% yoy thanks to new and incremental investments in the portfolio of companies

Eu k	FY22A	FY23A	FY24A	% Yoy
Net Working capital	(574)	538	(5,468)	nm
Property, plant and equipment	8	20	20	
Intangible assets	41	81	924	
Financial assets	28,123	35,291	58,203	
Total fixed assets	28,171	35,393	59,147	67.1%
Funds	(67)	(21)	(7)	
Net Invested Capital	27,530	35,910	53,672	49.5%
Short Term debts	749	704	5,468	
Long Term debts	4,261	611	191	
Short term credits	0	0	0	
Cash	2,224	3,882	8,967	
Net Debt (Cash)	2,786	(2,567)	(3,308)	nm
Shareholders Equity	24,744	38,477	56,980	48.1%
Source of Funds	27,530	35,910	53,672	49.5%

Source: Company data

1H24 results: solid trend in pre-tax profits

In 1H24 Value of Production reached Eu0.4mn from Eu0.07mn in 1H23, driven by higher volumes in advisory fees. Earnings Before Tax jumped to at Eu1.3mn, primarily because of the dividend distributed from the companies in portfolio, from Eu0.3mn in 1H23. Net profit totalled Eu1.1mn, vs. Eu0.1mn in 1H23.

In 2024, significant developments continue, with key acquisition offers for the filter division of Sogefi and a tender offer by Honeywell for Civitanavi, underscoring the strategic importance of these holdings.

Smart Capital 1H24 Consolidated P&L

Earnings Before Tax jumped to at Eu1.3mn from Eu0.3mn in 1H23

Eu k	1H23A	1H24A	% Yoy
Net revenues	65	335	414.9%
Value of Production	67	377	
Raw Materials	0	(6)	
Services	(265)	(462)	
Personnel Costs	(240)	(521)	
Rents	(22)	(41)	
Other Operating Costs	(19)	(40)	
EBITDA Adj.	(479)	(692)	nm
D&A	(8)	(14)	
EBIT Adj.	(487)	(706)	nm
Financials	739	2,049	
Pre-tax profits	252	1,343	433.6%
Taxes	(75)	(76)	
Minorities	(46)	(190)	
Net Profit	130	1,076	725.8%

Source: Company data

1H24 financial assets rose to Eu45mn, up from Eu35.3mn at YE23. The difference is attributable to change in scope of consolidation in 1H24, thanks to the addition of the co-investment into NextGeo Solutions Europe, through the dedicated SPV, with a pro quota book value of Eu5.5mn (Eu11mn investment, considering SVL contribution). On top of that, the group increased its financial assets by investing in new PIPE assets (e.g. Yolo), while incrementing capital in some companies in portfolio. Net cash was Eu1.5mn, from Eu2.8mn reported in 2023. Shareholders' equity increased to Eu45.5mn in 1H24 from Eu38.5mn.

Smart Capital 1H24 Consolidated Balance Sheet

Shareholders' equity increased to Eu45.5mn in 1H24 from Eu38.5mn.

Eu k	FY23A	1H24A	% Yoy
Net Working capital	538	(869)	nm
Property, plant and equipment	20	19	
Intangible assets	81	94	
Financial assets	35,291	44,780	
Total fixed assets	35,393	44,893	26.8%
Funds	(21)	(19)	
Net Invested Capital	35,910	44,005	22.5%
Short Term debts	704	3,432	
Long Term debts	611	0	
Short term credits	0	0	
Cash	3,882	4,954	
Net Debt (Cash)	(2,567)	(1,522)	nm
Shareholders Equity	38,477	45,527	18.3%
Source of Funds	35,910	44,005	22.5%

Source: Company data

A landmark exit unlocking capital for future deployment

Smart Capital is approaching a significant milestone with the likely exit from its investment in A.L.A., one of its cornerstone assets. The forthcoming public tender offer, triggered by H.I.G. Capital's acquisition of a 73.8% stake from A.I.P. Italia at Eu36.5 per share (cum dividend), provides an attractive opportunity to monetize the group's 4.542% holding. The stake, accumulated through a combination of direct investments and club-deal structures since the 2021 IPO, is expected to generate proceeds of around Eu15mn, translating into a 2.6x multiple on invested capital.

The transaction follows Smart Capital's March 2025 buyback of minority interests in the Smart A.L.A. SPV, a move that brought full ownership of the vehicle in-house ahead of the exit. The capital gain, estimated at roughly Eu9mn, stands out as one of the group's most value-accretive divestments to date, underlining the effectiveness of its strategy of minority participation coupled with active involvement at board level.

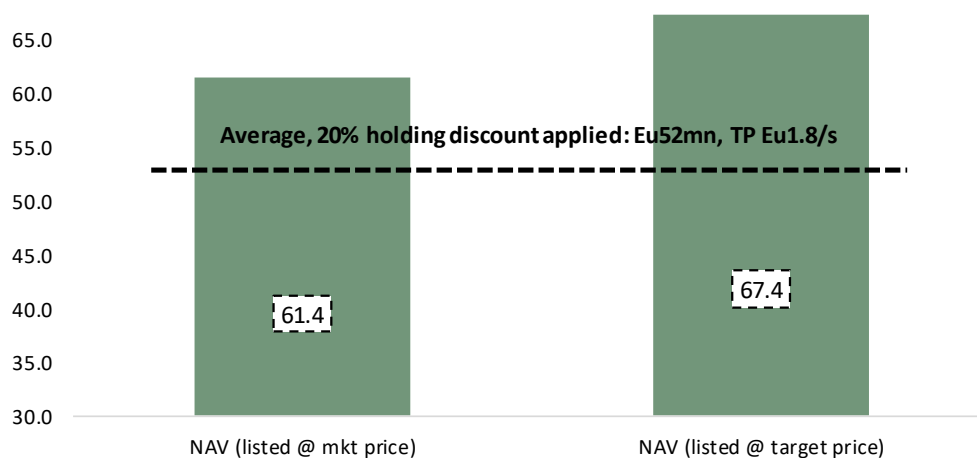
Beyond the strong financial return, the exit further strengthens Smart Capital's ability to reinvest capital into new opportunities across its growing pipeline. The deal also exemplifies the group's positioning as a long-term partner for growth-stage Italian SMEs, and reinforces confidence in the visibility and monetization potential of its current NAV. Subject to regulatory approvals, the transaction is expected to close over the coming months, providing additional liquidity to fuel the next cycle of value creation.

Valuation: TP of Eu1.8/s

To accurately value Smart Capital, a diversified holding company, a comprehensive approach integrating both quantitative and qualitative assessments is essential. The Net Asset Value (NAV) methodology is central, as it assesses the market value of individual investments and liabilities to determine the company's overall worth. Our valuation estimates Smart Capital's NAV at Eu52.0mn, representing the average between Eu61.4mn and Eu67.4mn, depending on the valuation method applied to listed holdings (market price vs. target price). A 20% holding discount has been applied. Portfolio diversification and strong management play a key role in mitigating risk and supporting long-term growth. Key investments include private stakes in Bernardinello, MGM, Midolini, and Newcleo, as well as listed exposures to ALA, NextGeo, and Sogefi. In addition, we believe Smart Capital's skilled management team is well equipped to extract value from its robust cash position, which is expected to be further strengthened by proceeds from the ALA stake sale under the ongoing tender offer. With a disciplined investment approach and strong market access, we see room for opportunistic deployment across both public and private targets, positioning the portfolio for additional upside not yet reflected in our valuation. TP of Eu1.8/share offers 16% upside potential: BUY.

Valuation: TP of Eu1.8/share

TP of Eu1.8/share: average NAV (market prices / target prices for listed holdings), adjusted with a 20% holding discount



Source: Alantra

Valuing Smart Capital activities portfolio

To evaluate the worth of a holding company, it is crucial to adopt a comprehensive approach that integrates both numerical data and qualitative insights. The latter, such as the effectiveness of leadership, strategic vision, and potential growth across the holding and its subsidiaries, are equally critical to understanding the company's long-term value. Moreover, assessing the diversity of the company's investments, its risk management strategies, and compliance with regulations provides additional layers of insight into its overall risk profile and sustainability. These elements together create a structured framework for investors to grasp the full scope of the company's inherent value. In valuing Smart Capital, we advocate for the NAV approach. This methodology entails assessing the individual worth of each business unit or investment separately. After calculating these individual valuations, they are combined to estimate the overall company value. This process allows for a deeper understanding of each asset's contribution and potential, highlighting areas where actions like spin-offs, asset sales, or restructurings could unlock additional value. Amongst public companies, we used the current market price. For private holdings, we applied the FY25E EV/EBITDA multiple of comparable or book value. In greater details:

Bernardinello: Eu1.6mn

Founded in the engineering sector, Bernardinello Engineering S.p.A. specializes in the design and production of water treatment plants primarily serving the oil & gas, food & beverage, steel, and power generation industries. The company operates in three core segments: (i) turnkey wastewater and process water treatment plant solutions (69% of revenue), (ii) equipment rental (22% of revenue), and (iii) technical assistance and real-time plant monitoring (5% of revenue). In 2024, Bernardinello achieved a value of production of Eu34mn, EBITDA of Eu10.5mn, and net income of Eu1.5mn (vs Eu44.mn, Eu10.6mn and Eu3.4mn in 2023, respectively). NFP was 14.2mn vs. EU12.6mn in FY23.

Smart Capital, through the vehicle WT Holding (in which it holds a 1.6% stake), acquired a 70% stake in Bernardinello Engineering. Leveraging the investment, Smart Capital aims to enhance Bernardinello's market presence and unlock growth potential across its three divisions.

Applying the peer 2025E EV/EBITDA multiple of 10.4x, the valuation of Smart Capital's stake in Bernardinello amounts to Eu1.6mn.

INUN UP: Eu3.3mn

In.Un.Up. S.r.l. specializes in contract manufacturing and packaging for the cosmetics industry. The company provides a comprehensive range of services, from compacting and filling to packaging cosmetic products, creating a fully integrated supply chain capable of adapting to customer needs. In 2024, In.Un.Up. achieved revenues of Eu17mn (Eu12.6mn in 2023) and an EBITDA of Eu3.0mn (Eu2.3mn in FY23), while the NFP as of December 31, 2024, stood at Eu 1.4mn, vs. Eu0.7mn in FY23. The company's multidisciplinary team enables high-quality services, fast time to market, and production flexibility, catering to both small and large production batches.

Smart Capital holds an indirect stake in In.Un.Up. through its participation in Lario Up S.r.l. (which owns 30% of In.Un.Up.). Smart Capital itself holds a 22.4% stake in Lario Up, giving it indirect exposure to In.Un.Up.'s business.

Applying the peer 2025E EV/EBITDA multiple of 13.5x, the valuation of Smart Capital's stake in Inun Up amounts to Eu3.3mn.

MGM: Eu3.8mn

MGM S.p.A. is Europe's leading producer of technical footwear for outdoor activities. In 2023, MGM recorded a revenue of Eu60.0mn, EBITDA of Eu6.4mn, and a net profit of Eu0.3mn. The group operates in the design, development, and marketing of outdoor and sports footwear, either under its own brand or under license. MGM distributes its footwear in over 47 countries across 4 continents. At the end of 2022, MGM strengthened its position in the market through the acquisition of Rekord, a key producer of outdoor footwear for major international brands. As of December 31, 2024, Revenues totalled Eu51mn vs. Eu60mn in 2023, EBITDA was Eu6.0mn vs. Eu6.4m in 2023 and Net Profit increased to Eu1.5mn from Eu0.3mn. MGM's net financial position stood at Eu7.7mn vs. Eu10.7mn in 2023. Smart Capital acquired a 4.5% stake in MGM.

Applying the peer 2025E EV/EBITDA multiple of 11.2x, the valuation of SMART CAPITAL's stake in MGM amounts to Eu3.8mn.

MIDOLINI: Eu5.1mn

Midolini Group specializes in lifting, handling, loading, and unloading services in port operations and heavy cargo logistics. The company holds two concessions for conducting operations and services at the ports of Monfalcone and Porto Nogaro. The group primarily serves industries such as steel, manufacturing, chemicals, petrochemicals, heavy carpentry, and shipbuilding, both inside and outside ports. Midolini Group operates in three key segments: (i) Lifting & Transport; (ii) Port Services and (iii) Logistics, offering complete internal logistics solutions for steel mills and oil & gas industries.

In 2024, the group achieved a pro forma revenue of Eu43.0mn (Eu40.0mn in 2023) and a pro forma EBITDA of Eu6.5mn vs. Eu5.9mn in FY23, with a net financial position of Eu13.6mn from Eu16.4mn as of Dec-23.

Smart Capital holds an indirect stake in Midolini Group through its participation in Smart Logistics S.r.l. (36.7% owned by Smart Capital) and SmartVSL S.r.l. (59.9% owned by Smart Logistics). Smart Logistics owns 43.7% of Midolini Group. This results in a complex ownership structure, where SMART CAPITAL has an indirect stake in Midolini's business. Applying the peer 2025E EV/EBITDA multiple of 7.5x, the valuation of Smart Capital's stake in Midolini amounts to Eu5.1mn.

NEWCLEO: Eu1.1mn

Newcleo Ltd. is a pioneering company in the field of advanced nuclear energy, focusing on the design, construction, and management of innovative Generation IV modular nuclear reactors. These reactors, cooled by liquid lead and powered by reprocessed nuclear waste, aim to use existing nuclear waste as fuel. Founded in 2021, Newcleo has quickly emerged as a leader in the nuclear energy sector. The company combines existing technologies with a new approach to nuclear fuel recycling using mixed oxide (MOX) fuel, with the goal of closing the nuclear fuel cycle while producing clean, economical, and virtually inexhaustible energy.

In 2024, Newcleo Ltd. reported Eu9 mn in revenue and EBITDA of Eu4.5mn. Smart Capital holds an indirect stake in Newcleo through Smart Newcleo S.r.l., which is 29.7% owned by Smart Capital and 6.2% by Smart4Tech S.p.A. The valuation of Smart Capital's stake in Newcleo equals the book value.

OTK: Eu0.2mn

OTK Kart Group is a global leader in the design and manufacturing of racing go-karts and related components. In 2024, the company reported consolidated revenue of Eu68.5mn from Eu71.2mn and an EBITDA of Eu12.5mn from Eu14.3mn in 2023. OTK operates from its headquarters and production facility in Northern Italy and maintains a global presence through subsidiaries in the USA and Singapore, along with a network of over 130 distributors in more than 70 countries. The group's business is organized into four key segments: (i) manufacture and sale of racing go-karts and spare parts; (ii) production and distribution of racing tires and accessories; (iii) organization of single-make championships under the Rok Cup brand; and (iv) management of the Tony Kart Racing Team. Recently, OTK has expanded into the rental go-kart production market as well.

Smart Capital holds an indirect interest in OTK Kart Group through Progetto Drifting, which owns 31.2% of OTK. Progetto Drifting is, in turn, partially held by Smart Racing S.r.l. (2.2%), which is 23.2% owned by Smart Capital. Applying the peer 2025E EV/EBITDA multiple of 9.0x, the valuation of Smart Capital's stake OTK amounts to Eu0.2mn.

Smart4tech: Eu2.5mn

Smart4Tech S.p.A., a subsidiary of Smart Capital S.p.A., focuses on developing advanced algorithms for the objective and multidisciplinary evaluation of startups, SMEs, and scale-ups. These algorithms integrate financial data with various other inputs, including social, web, and reputational contexts, to deliver more comprehensive and accurate assessments of companies. This improves the efficiency and precision of investment evaluations, optimizing decision-making timelines.

Smart Capital acquired a 42.6% stake in Smart4tech. The valuation of Smart Capital's stake in Smart4tech equals the book value.

L'orto di Jack: Eu3.8mn

L'Orto di Jack operates in the fresh product distribution sector, with a distinct positioning as an omnichannel player. Founded in Milan in 2017, the company has developed a vertically integrated model that serves both B2B and B2C segments, with a strong emphasis on operational efficiency, quality control, and sustainability across the value chain.

L'Orto di Jack has attracted institutional investor to boost its growth trajectory. Notably, Smart4Orto S.r.l., an investment vehicle controlled by Smart Capital (38.3%) and Smart4Tech (4.9%), subscribed Eu4.0mn in convertible financial instruments issued by the company. These instruments are currently undergoing conversion, which is expected to be converted into a 13.45% equity stake. In FY24, the group generated revenues of Eu45.0mn (vs Eu21.1mn in 2023) and EBITDA of Eu1.8mn (vs - Eu0.6mn in 2023).

The valuation of Smart Capital's stake in L'orto di Jack equals the book value.

Assessing Smart Capital Net Asset Value

Smart Capital Net Asset Value, I

The Net Asset Value of Smart Capital, valuing the listed companies at mkt price, stands at Eu61.4mn

Net Asset Value	Eu mn	Eu/s	% on GNAV	Methodology	Business
Bernardinello Engineering	1.6	0.05	3%	25E Peers Median EV/EBITDA 10.4x	Water treatment
In.Un.Up	3.3	0.11	6%	25E Peers Median EV/EBITDA 13.5x	Cosmetics
MGM	3.8	0.13	7%	25E Peers Median EV/EBITDA 11.2x	Outdoor footwear
Midolini F.Ili	5.1	0.17	10%	25E Peers Median EV/EBITDA 7.5x	Logistics
Newcleo	1.1	0.04	2%	Book Value	Nuclear energy
OTK Kart Group	0.2	0.01	0%	25E Peers Median EV/EBITDA 9x	Racing go-karts
Smart4Tech	2.5	0.08	5%	Book Value	-
L'orto di Jack	3.8	0.13	7%	Book Value	Grocery distribution
Other	0.7	0.03	1%	Book Value	-
Total Private Companies	22.1	0.75	42%		
A.L.A. S.p.A.	14.4	0.49	27%	Market Value, Eu35/s	Commercial Services
Cofle S.p.A.	0.4	0.01	1%	Market Value, Eu2.54/s	Producer Manufacturing
EuroGroup Laminations S.p.A	2.7	0.09	5%	Market Value, Eu3.19/s	Producer Manufacturing
Ferrari Group PLC	1.0	0.03	2%	Market Value, Eu8.17/s	Transportation
G.M. Leather S.P.A.	0.8	0.03	1%	Market Value, Eu1.1/s	Process Industries
Giglio.com SpA	0.2	0.01	0%	Market Value, Eu1.03/s	Retail Trade
Industrie Chimiche Forestali SpA	1.3	0.05	3%	Market Value, Eu5.7/s	Process Industries
Next Geosolutions Europe SpA	4.0	0.14	8%	Market Value, Eu8.7/s	Industrial Services
Sogefi S.p.A.	3.0	0.10	6%	Market Value, Eu2.2/s	Producer Manufacturing
Other	2.7	0.09	5%	Market Value	-
Total Listed Companies	30.5	1.03	58%		
Gross Net Asset Value	52.5	1.78	100%		
NFP (debt)/cash	8.9	0.30		Last reported (FY24), adjusted	
Net Asset Value	61.4	2.08			

Source: Alantra

Smart Capital Net Asset Value, II

The Net Asset Value of Smart Capital, valuing the listed companies at brokers' TP, stands at Eu67.4mn

Net Asset Value	Eu mn	Eu/s	% on GNAV	Methodology	Business
Bernardinello Engineering	1.6	0.05	3%	25E Peers Median EV/EBITDA 10.4x	Water treatment
In.Un.Up	3.3	0.11	6%	25E Peers Median EV/EBITDA 13.5x	Cosmetics
MGM	3.8	0.13	6%	25E Peers Median EV/EBITDA 11.2x	Outdoor footwear
Midolini F.Ili	5.1	0.17	9%	25E Peers Median EV/EBITDA 7.5x	Logistics
Newcleo	1.1	0.04	2%	Book Value	Nuclear energy
OTK Kart Group	0.2	0.01	0%	25E Peers Median EV/EBITDA 9x	Racing go-karts
Smart4Tech	2.5	0.08	4%	Book Value	-
L'orto di Jack	3.8	0.13	6%		
Other	0.7	0.03	1%	Book Value	-
Total Private Companies	22.1	0.75	38%		
A.L.A. S.p.A.	15.0	0.51	26%	Tender Offer Price, Eu36.5/s	Commercial Services
Cofle S.p.A.	1.0	0.03	2%	Broker TP, Eu6.8/s	Producer Manufacturing
EuroGroup Laminations S.p.A	2.6	0.09	4%	Broker TP, Eu2.98/s	Producer Manufacturing
Ferrari Group PLC	1.4	0.05	2%	Broker TP, Eu11.63/s	Transportation
G.M. Leather S.P.A.	2.6	0.09	4%	Broker TP, Eu3.66/s	Process Industries
Giglio.com SpA	0.4	0.01	1%	Broker TP, Eu2.41/s	Retail Trade
Industrie Chimiche Forestali SpA	1.9	0.06	3%	Broker TP, Eu8/s	Process Industries
Next Geosolutions Europe SpA	5.7	0.19	10%	Broker TP, Eu12.4/s	Industrial Services
Sogefi S.p.A.	3.1	0.11	5%	Broker TP, Eu2.32/s	Producer Manufacturing
Other	2.7	0.09	5%		-
Total Listed Companies	36.4	1.24	62%		
Gross Net Asset Value	58.5	1.99	100%		
NFP (debt)/cash	8.9	0.30		Last reported (FY24), adjusted	
Net Asset Value	67.4	2.29			

Source: Alantra

In the second table, listed portfolio companies have been valued based on market consensus target prices (where available). Although this approach is rarely considered a best practice in NAV assessments, it has been applied to theoretically estimate the potential upside relative to current market prices. While we clearly prefer valuations based on the market prices of the listed companies in the portfolio, this methodology has been introduced to establish the ceiling of Smart Capital's potential valuation.

Assessing the proper holding discount

Valuing a holding company, whether preparing for listing or already listed, involves a multifaceted approach that integrates both financial and non-financial aspects. A key metric in this process is the Net Asset Value, which reflects the market value of the underlying assets minus liabilities. However, in the case of holding companies, the market often applies a holding discount, driven by a mix of qualitative and quantitative factors such as reduced liquidity, governance complexities, and control issues inherent in holding structures. This discount typically ranges between 10% and 30%, depending on the specific characteristics of the holding and its portfolio. Factors such as portfolio diversification, asset quality, and the performance of subsidiaries play a critical role in shaping the valuation. Strong subsidiaries with growth potential, aligned with effective management strategies, can mitigate risks and enhance the company's market appeal. The capability of management to execute long-term strategies while managing leverage further influences investor confidence. A stable dividend policy and careful assessment of sectoral concentration help reinforce the company's financial strength. Ultimately, the combination of all these elements - asset quality, market conditions, governance practices, and risk exposure - dictates the holding discount applied by the market, as well as the company's overall valuation and growth potential in the eyes of investors.

- **Net Asset Value** - NAV is often the most important metric when valuing a holding company. This involves assessing the market value of each of the company's underlying assets or subsidiaries, then subtracting liabilities to calculate the overall value. NAV helps investors understand the intrinsic value of the company based on its holdings.
- **Portfolio Composition** - The diversification and quality of the holding company's portfolio play a crucial role. A well-diversified portfolio across sectors and regions can mitigate risk, while strong, profitable subsidiaries increase the attractiveness of the company.
- **Growth Potential** - The growth prospects of both the holding company and its underlying businesses are critical. This includes the future potential of the industries in which the subsidiaries operate, as well as any strategic initiatives aimed at enhancing growth, such as acquisitions, joint ventures, or market expansion.
- **Management Quality** - Strong and experienced management is essential for both the holding company and its subsidiaries. Investors look for a management team capable of executing long-term strategies, effectively managing risks, and enhancing shareholder value.
- **Financial Health and Leverage** - The portfolio companies' financial statements, including revenue growth, profit margins, and debt levels, are key. In addition, the leverage of the holding company is particularly important, as excessive debt can signal higher risk, especially for investors in a public listing.
- **Liquidity and marketability**: Listed holding companies often suffer from lower liquidity compared to their underlying assets. If the holding company's shares are not frequently traded or there is a large bid-ask spread, a higher discount may be warranted.
- **Regulatory Compliance and Governance** - Adherence to legal and regulatory requirements, as well as strong corporate governance practices, are critical for attracting institutional investors. Holding companies must have transparent reporting standards, risk management, and sound governance policies to enhance trust and credibility.
- **Dividend Policy** - If the holding company has a history of distributing dividends, this could be a positive factor for valuation. Investors often see a stable or growing dividend as a sign of financial health and consistent returns.

- **Risk Exposure** - Assessing the risks the holding company faces, including sectoral concentration, economic conditions, and geopolitical factors, is essential. Companies with concentrated exposure to a single industry or geographic region might carry higher risks, affecting their valuation negatively.

With this in mind, we developed a matrix to evaluate both the qualitative intangibles and quantitative elements of Smart Capital. Taking all factors into account, we applied a 20% holding discount to the average of the NAVs calculated using listed holdings valued at market prices and brokers' target prices. This results in a target price of Eu1.8/share, implying a 16% upside from the current market level.

Smart Capital: evaluating the qualitative intangible assessment matrix

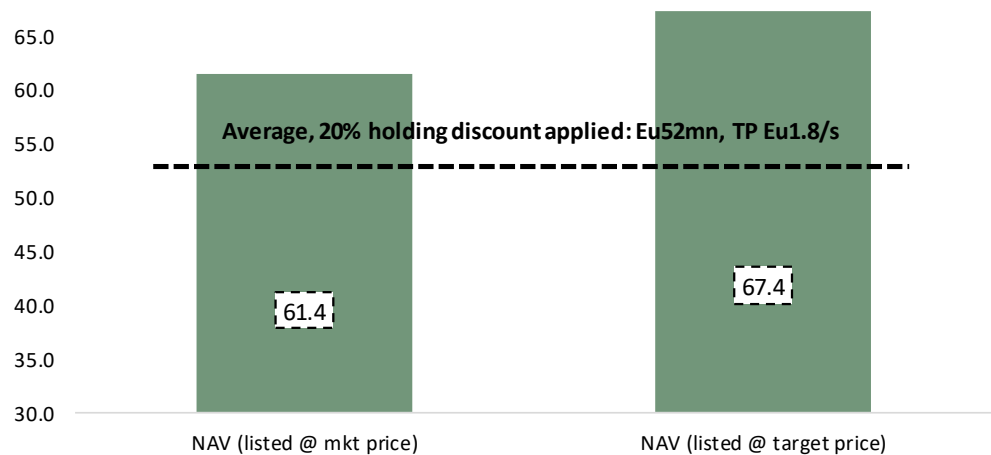
Based on this matrix, we view Smart Capital as a high-quality holding company, warranting a holding discount of just 20%

Criteria	Low	Medium	High
Net Asset Value			High-value portfolio, with significant upside potential
Portfolio composition			Diversified asset portfolio spanning multiple sectors
Growth potential		Diversified portfolio offers solid growth potential	
Management quality			Experienced management with in-house expertise
Financial health and leverage			Strong finances, potential for more capital raising
Stock liquidity and marketability	Stock liquidity: 1M av. daily turn. of Eu3k		
Regulatory compliance and governance			Strong governance frameworks
Dividend policy		Dividends may increase with exits	
Risk exposure	Assets mostly in one country		

Source: Alantra

Valuation: TP of Eu1.8/share

TP of Eu1.8/share: average NAV (market prices / target prices for listed holdings), adjusted with a 20% holding discount



Source: Alantra

Main risks

Smart Capital faces various risks, including market volatility impacting small-cap stocks and private equity investments, which can affect NAV and fundraising potential. Inadequate due diligence may expose operational or legal issues in target companies, while sector concentration in cyclical industries increases sensitivity to economic downturns. Dependence on key leaders poses a continuity risk, and governance concerns could arise from misaligned interests. Investments in illiquid private companies face exit challenges, especially during economic uncertainty. Regulatory non-compliance, geopolitical factors, limited diversification, and achieving anticipated exit valuations further contribute to potential downside risks in the portfolio.

Market volatility: Smart Capital's portfolio includes small-cap stocks and private equity investments. Fluctuations in the small-cap market, characterized by lower liquidity, can significantly impact the value of listed holdings, potentially affecting the overall NAV and limiting the ability to raise new funds or capitalize on market opportunities. Moreover, economic downturns can lead to valuation declines across portfolio companies, particularly in sectors sensitive to economic cycles.

Inadequate due diligence and integration: There is a risk that due diligence may not fully uncover operational inefficiencies, financial risks, or legal issues within target companies. This could result in unanticipated costs, regulatory compliance issues, or challenges in achieving projected synergies. While Smart Capital has a record of successful integration, this risk remains when acquiring new participations.

Sector concentration and cyclicity: The portfolio has significant exposure to sectors like manufacturing, logistics, and engineering, which are highly cyclical and prone to downturns during economic slowdowns. This concentration may lead to amplified risks if these industries face adverse conditions simultaneously, affecting portfolio performance and cash flows.

Dependence on key individuals: The leadership of key executives, such as Andrea Costantini and Andrea Faraggiana, is crucial to the group's strategy and management. The departure of these individuals could disrupt operations and strategic execution, potentially diminishing investor confidence.

Governance and transparency risks: Potential concerns may arise regarding the transparency of governance practices, including remuneration policies for management. A lack of alignment between management and shareholders could lead to conflicts of interest. Smart Capital mitigates this risk by involving top management as shareholders, which helps align interests, but this may not fully eliminate transparency concerns.

Liquidity risks in private investments: The portfolio includes investments in private and illiquid companies. Exit strategies may be limited, or valuations could be affected by market conditions. In times of economic uncertainty, the lack of liquidity could hinder timely exits or result in forced sales at suboptimal prices.

Regulatory and compliance risks: Smart Capital operates in multiple sectors, each with specific regulatory requirements. Non-compliance with industry standards, environmental regulations, or labour laws could lead to legal liabilities, fines, or reputational damage. This risk is heightened when expanding into new industries or regions.

Geopolitical and economic risks: Exposure to international markets or specific regions can make the portfolio vulnerable to geopolitical tensions, trade barriers, or economic instability. Additionally, macroeconomic factors like foreign exchange fluctuations can affect the financial performance of companies with significant international revenues.

Limited diversification in specific holdings: While Smart Capital aims to maintain a diversified portfolio, some holdings may represent a significant portion of the NAV, creating concentration risks. This situation can amplify exposure to sector-specific downturns or company-specific issues.

Exit and valuation risks for portfolio companies: Achieving anticipated exit valuations for private equity investments may be challenging, especially if market conditions deteriorate. Valuations based on comparable multiples or market consensus could differ significantly from realized prices, impacting Smart Capital's NAV.

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