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Everli Debuts on Nasdaq as "EVRL," Setting Out to Lead Grocery Tech in Italy and Beyond

- *Everli completes business combination with Melar Acquisition Corp. I; Class A common stock and warrants begin trading on Nasdaq today, November 23, 2026, under "EVRL" and "EVRLW"*
- *Asset-light, multi-retailer marketplace positioned to lead Italy's shift to online grocery*
- *AI-powered, agentic shopping roadmap aims to make the weekly grocery shop effortless*
- *Seasoned C-suite and majority-independent Board in place as Everli eyes expansion across Europe and into the United States*

NEW YORK, November 23, 2026 — Everli Global Holdings, Inc. (Nasdaq: EVRL, EVRLW) ("Everli" or the "Company"), the multi-retailer online grocery marketplace that brings Italy's favorite supermarkets to customers' phones and front doors, today announced the completion of its business combination with Melar Acquisition Corp. I (Nasdaq: MACI) ("Melar"). The Company begins its life as a public company with a clear ambition: to become the leading grocery technology platform in Italy, and to take its model to new markets across Europe and the United States.



Palella Holdings LLC, majority stockholder of Everli Global Holdings, Inc. (Nasdaq: EVRL), at Nasdaq.

"Grocery is the biggest and most frequent purchase in every household, and in Italy it is still overwhelmingly done offline. That is our opportunity," said Salvatore Palella, Chairman and Chief Executive Officer of Everli.

"We are entering the AI race in the lane we know best: the weekly grocery shop. Agentic shopping, an assistant that knows your household, builds your basket across the stores you trust and reorders before you run out, is coming to groceries, and a multi-retailer marketplace like Everli is built for it. Italy has significant room to grow online, and we intend to lead that growth. We plan to bring our model to other European markets and the United States."

The business combination was approved by Melar shareholders at an extraordinary general meeting held on October 22, 2026. In connection with the closing, Melar domesticated from the Cayman Islands to the State of Nevada and changed its name to "Everli Global Holdings, Inc."

The Everli Story

Everli began in 2014, with a simple idea: people want the convenience of shopping for groceries online without giving up the stores, brands and prices they already rely on. Today, Everli has grown into one of Italy's best-known names in online grocery, partnering with leading supermarket chains and specialty retailers to bring their full assortment into a single app.

How the Everli App Works

1. **Choose your stores.** Customers browse the real shelves of the supermarkets near them and can shop at more than one store in a single session.
2. **Fill your basket.** Everli shows each retailer's full assortment, including fresh produce, local specialties and the brands families already buy.
3. **Pick a delivery window.** Same-day slots fit around work, school and family schedules.
4. **A personal shopper does the rest.** A trained Everli shopper picks each item in store, checks freshness, agrees any substitutions with the customer in the app, and delivers to the door.

The Business Model

Everli does not own inventory, warehouses or dark stores. Instead, it partners with the retailers Italians already trust and gives them a ready-made digital channel without the cost of building one. This asset-light approach lets Everli grow alongside its partners' store footprints rather than its own capital base and makes the model portable to new cities and new countries.

Technology and the Agentic Future

Everli's proprietary platform aggregates live catalogs across retailers, manages availability and substitutions store by store, and routes and batches orders for its shopper network. That cross-retailer data is the foundation for the next phase: AI-driven recommendations, smarter substitutions and, over time, agentic shopping assistants that can plan a household's basket, compare stores and reorder staples automatically. Because Everli already sits across many retailers and has many years of grocery data from its customers, the Company believes it is well positioned to bring agentic grocery shopping to Italian consumers.

Outlook

Online grocery penetration in Italy continues to trail most major European markets, leaving substantial room for growth. Everli's priority is to extend its leadership at home by adding retail partners, deepening brand relationships and rolling out new AI-powered features. With a U.S. listing and a portable, asset-light model, the Company also intends to evaluate expansion into additional European markets and, over time, the United States.

Leadership Going Forward

Everli enters the public markets with a leadership team that pairs deep operating experience in Italian grocery with U.S. capital markets expertise, overseen by a Board built for public-company governance.

Executive Leadership

- **Salvatore Palella, Chairman and Chief Executive Officer** — sets the Company's strategy and leads its growth, partnership and expansion agenda.
- **Ethan Walfish, Chief Financial Officer** — leads finance, reporting and capital allocation, bringing 10 years of capital markets and public-company experience.
- **Tony Sklar, Chief Strategy Officer and Head of Investor Relations** — leads corporate strategy, capital markets relationships and investor communications.
- **Jonathan Hannestad, Chief Operating Officer and Chief Executive Officer of Everli S.p.A.** — runs day-to-day operations in Italy, including retail partnerships, the shopper network and the product roadmap.

Board of Directors — five members, a majority of whom are independent:

- **Salvatore Palella** — Chairman
- **Tony Sklar** — Director
- **Guy Adani** — Independent Director, and Head of the Audit Committee. Guy is one of the original "Fast Money Five" on CNBC's Fast Money.
- **Michael Montagano** — Independent Director. Michael is the CEO at Dog Haus, one of the fastest-growing national restaurant chains in the United States, and brings leadership and experience from the consumer sector.
- **Adam Bistritzky** — Independent Director. Adam is a Director in Investment Banking at Barclays Investment Bank.

"We have built a Board and management team for the next stage of Everli's growth," said Mr. Palella. "Our independent directors bring the oversight and experience public investors expect, and our executive team is focused on one thing: execution."

Transaction Overview

Under the terms of the merger agreement, Everli's equity holders received shares of the combined company based on a pre-money equity value of $180 million, at $10.00 per share. Palella Holdings LLC, the Company's majority stockholder, has agreed to a six-month lock-up of its shares, subject to customary early-release provisions. Following the closing, the Company had approximately 15,874,868 shares of Class A common stock and 7,819,072 shares of Class B common stock outstanding.

Additional information about the transaction will be included in a Current Report on Form 8-K to be filed by the Company with the U.S. Securities and Exchange Commission ("SEC").

Advisors and Partners

Ortoli Rosenstadt LLP served as legal counsel to Everli, JonesTrading Institutional Services LLC served as capital markets advisor to Everli, and CBIZ serves as the Company's independent registered public accounting firm. Cohen & Company Capital Markets, a division of Cohen & Company Securities, LLC, served as financial advisor and capital markets advisor to Melar, and Ellenoff Grossman & Schole LLP served as legal counsel to Melar. Withum served as Melar's independent registered public accounting firm, and Calabrese Consulting LLC served as advisor to Melar. Continental Stock Transfer & Trust Company served as Melar's transfer agent and continues as transfer agent to the Company.

"A transaction like this is a team effort, and we are grateful to every partner who helped bring Everli to Nasdaq," said Mr. Palella. "Our thanks go to the Melar team for their partnership; to Cohen & Company Capital Markets and JonesTrading for their capital markets guidance; to Ortoli Rosenstadt and Ellenoff Grossman & Schole for their legal counsel; to Yorkville Advisors and Melar Capital Group for their financial support through the process; and to CBIZ, Withum, Calabrese Consulting and Continental Stock Transfer for their work behind the scenes."

$200 Million Committed Equity Facility with Yorkville

Concurrent with the closing, the Company has entered into a Standby Equity Purchase Agreement (the "SEPA") with YA II PN, Ltd., a fund managed by Yorkville Advisors Global, LP ("Yorkville"), for up to $200 million. The SEPA gives Everli the right, but not the obligation, to sell shares of its Class A common stock to Yorkville from time to time over 36 months, with Everli controlling the timing and amount of any sale. Sales may begin once a resale registration statement is declared effective by the SEC and are subject to the conditions and limitations of the SEPA, including applicable Nasdaq stockholder-approval requirements. Everli intends to use any proceeds to support the growth of its marketplace, investment in its technology and AI roadmap, and general corporate purposes. Additional information about the SEPA will be included in a Current Report on Form 8-K to be filed with the SEC.

About Everli

Everli is a leading e-grocery marketplace and delivery platform in Italy. Founded in 2014, Everli connects consumers with their preferred grocery retailers through its online platform and a network of over one

thousand weekly active independent shoppers who shop and deliver each order end to end, having served millions of Italian households. Everli's asset-light model gives retailers a fully outsourced e-commerce channel built on their existing store footprint. For more information, visit www.everli.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the U.S. federal securities laws with respect to the parties and the Business Combination set out in the Registration Statement. Melar's and/or Everli's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements that are other than statements of historical facts. No representations or warranties, express or implied are given in, or in respect of, this press release. When this press release uses words such as "may," "will," "intend," "should," "believe," "expect," "anticipate," "project," "estimate" or similar expressions that do not relate solely to historical matters, it is making forward-looking statements.

These forward-looking statements and factors that may cause actual results to differ materially from current expectations include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement with respect to the Business Combination; (2) the outcome of any legal proceedings that may be instituted against the parties and definitive agreements with respect thereto; (3) the inability to complete the Business Combination, including due to failure to obtain approval of the shareholders of Everli and Melar or other conditions to closing of the Business Combination; (4) the inability to obtain or maintain the listing of the combined company's securities on Nasdaq or another national securities exchange following the Business Combination; (5) the ability of Melar to remain current with its SEC filings; (6) the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; (7) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably and retain its key employees; (8) costs related to the Business Combination; (9) changes in applicable laws or regulations; (10) the inability of Everli to implement business plans, forecasts, and other expectations after the completion of the Business Combination; (11) the risk that additional financing in connection with the Business Combination, or additional capital needed following the Business Combination to support Everli's business or operations, may not be raised on favorable terms or at all; and (12) other risks and uncertainties included in documents filed or to be filed with the SEC by Melar and/or Everli.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of the Registration Statement referenced above and other documents filed by Melar and Everli from time to time with the SEC. These filings will identify and address other important risks and uncertainties that could cause actual events and results to

differ materially from those contained in the forward-looking statements. You should not place undue reliance upon any forward-looking statements, which speak only as of the date made. There may be additional risks that neither Melar nor Everli presently knows, or that Melar and/or Everli currently believe are immaterial, that could cause actual results to differ from those contained in the forward-looking statements. For these reasons, among others, investors and other interested persons are cautioned not to place undue reliance upon any forward-looking statements in this press release. Past performance by Melar's or Everli's management teams and their respective affiliates is not a guarantee of future performance. Therefore, you should not place undue reliance on the historical record of the performance of Melar's or Everli's management teams or businesses associated with them as indicative of future performance of an investment or the returns that Melar or Everli will, or may, generate going forward. Neither Melar nor Everli undertakes any obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date of this press release, except as required by applicable law.

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