

Informazione Regolamentata n. 20115-33-2025	Data/Ora Inizio Diffusione 29 Aprile 2025 15:35:05	Euronext Star Milan
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Societa' : EQUITA GROUP

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Regolamentata

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Oggetto : Ordinary and Extraordinary Shareholders'
Meeting of EQUITA Group (29 April 2025)

Testo del comunicato

Vedi allegato



PRESS RELEASE

The Ordinary Shareholders' Meeting approved:

- The financial statements for the year ended 31 December 2024 and the distribution of a dividend of €0.35 per share, to be cashed out in two tranches
- The first and the second section of the Report on remuneration policies and compensation paid in 2024
- The new "EQUITA Group 2025-2027" incentive plan based on financial instruments and the amendment proposals to the "EQUITA Group 2022-2025" incentive plan based on phantom shares
- The authorisation to purchase and dispose treasury shares

The Shareholders' Meeting appointed EY S.p.A. as audit firm for the limited review of the Sustainability Reporting

The Extraordinary Shareholders' Meeting approved the amendment proposals to articles 2, 6-bis, 10, 12 and 15 of the Company's Bylaws

Milan, April 29th, 2025

The Ordinary Shareholder's Meeting (the "**Meeting**") of EQUITA Group S.p.A. (the "**Company**") and, together with its subsidiaries, the "**Group**") met today under the chairmanship of Ms. Sara Biglieri. 50.8% of the share capital and 61.1% of the total voting rights participated to the Meeting.

Ordinary Part

Financial Statements for the year ended 31 December 2024 and Dividend Distribution

The Meeting approved – with 99.9% of the attending votes – **the financial statements for the year ended 31 December 2024**, accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm.

The Meeting also approved – unanimously – **to distribute a dividend**, gross of taxes, **of €0.35 per share**, representing a dividend yield above 8%.

The dividend will be paid out as follow:

- First tranche, equal to €0.20 per share (coupon no. 12), paid out by distributing a maximum estimated amount of €10,094,425 in total;
- Second tranche, equal to €0.15 per share (coupon no. 13), paid out by distributing a maximum estimated amount of €7,570,819 in total;

First tranche will be cashed out on 21 May 2025 (payment date), with coupon tender date on 19 May 2025 (ex-dividend date) and record date on 20 May 2025 (record date); second tranche will be cashed out on 19 November 2025 (payment date), with coupon tender date on 17 November 2025 (ex-dividend date) and record date on 18 November 2025 (record date).

Remuneration Policy and Report on Remuneration Policies and Compensation paid in 2024

The Meeting – with 89.8% of the attending votes – **approved the first section of the Report on remuneration policies and compensation paid in 2024** (the “**Report**”), pursuant to Article 123-ter, of the Legislative Decree No 58/98 (“**TUF**”) and Article 84-quarter of the Issuers’ Regulation as subsequently amended. By approving the first section of the Report, the Meeting also approved the remuneration and incentive policies of the Group applicable from 2025 onwards.

The Meeting also expressed its favourable opinion on the second section of the Report, with 89.8% of the attending votes.

New “EQUITA Group 2025-2027” incentive plan based on financial instruments

On the basis of the information made available to the public, **the Meeting approved** – with 89.7% of the attending votes – **the new incentive plan “EQUITA Group 2025-2027”**.

The new plan is addressed to all Group’s professionals and is divided into three annual incentive cycles awarding financial instruments issued by the Company (shares, performance shares, stock options, phantom shares and subordinated bonds), as required by applicable regulation on remuneration. Award of financial instruments is subject to deferral and vesting periods, in line with applicable regulation. The maximum number of financial instruments to be potentially awarded is no. 1,000,000 equity and equity-like instruments (shares, performance shares, stock options, phantom shares) and no. 10,000 subordinated bonds. The maximum dilution of the plan is approximately 2% of the share capital in total, over three annual cycles, and the value of the subordinated bonds will not exceed €10 million.

Amendment to the “EQUITA Group 2022-2025” incentive plan based on phantom shares

The Meeting approved – with 89.7% of the attending votes – **the amendment proposals to the “EQUITA Group 2025-2027” incentive plan**, the latter previously approved on 28 April 2022.

Amendments were aimed at introducing the definition of “deferral period”, distinguishing the different timings involving the award (“initial grant date”, “final grant date” and “vesting date”) and adding sell-to-cover provisions on awarded instruments, in addition to minor changes aimed at better clarifying the rules of the

plan. For any other information about the amendments approved by the Meeting, please refer to the Directors' report on the fourth item on the agenda (ordinary part) made available to the public.

Authorisation to Purchase and Dispose Treasury Shares

The Meeting has authorised – unanimously – **the Company to purchase and dispose treasury shares**, pursuant to articles 2357 and 2357-ter of the Italian Civil Code and article 5 of the EU Regulation no. 596/2014, the EU Delegated Regulation no. 1052/2016, as well as best market practises, having previously revoked the authorisation approved by the Meeting on 18 April 2024.

The Company has been authorised to purchase a maximum of no. 1,000,000 EQUITA Group shares (ca. 1.9% of the share capital). Shares have no par value and are listed on the STAR segment of the Euronext Milan market. Buyback program has an **18-month validity** (the longest period allowed by applicable regulation). **Authorisation to dispose treasury shares has no due date.**

The Meeting's resolution and the start of buyback program is subject to Bank of Italy's approval. For any other information about the authorisation to purchase and dispose treasury shares, including the strategic objectives and the total consideration assumed to pursue the program, please refer to the Directors' report on the sixth item on the agenda (ordinary part) made available to the public.

As of today, the Company's share capital is €11,976,783.50 (no. 52,636,416 ordinary shares, of which no. 2,449,773 treasury shares, the latter representing ca. 5% of the share capital). Group subsidiaries do not hold any treasury share of the Company.

Appointment of the audit firm for the limited review of the Sustainability Reporting

The Meeting has appointed – unanimously – **EY S.p.A. as audit firm for the limited review of the Sustainability Reporting** for fiscal years 2025-2027, prepared under Directive 2022/2464/EU ("CSRD"). The Meeting also approved the compensation proposal (€35,000 for the 2025 fiscal year and €30,000 each for the 2026-2027 fiscal years).

Extraordinary Part

Amendments to articles 2, 6-bis, 10, 12 and 15 of the Company Bylaws

The Meeting approved – unanimously – **the amendment proposals to articles 2, 12 and 15 of the Company Bylaws, and** – with 89.8% and 89.7% of the attending votes, respectively – **to articles 6-bis and 10.** Changes were mainly focused on: i) updating the corporate purpose to comply with the provisions set forth under the Regulation on Supervision of Investment Firms issued by Bank of Italy; ii) introducing additions referred to increased voting rights, in order to better clarify certain circumstances; iii) integrating the article regulating attendance and voting during the Meeting, to align the Bylaws to the new provisions set forth in the recently approved "Legge Capitali" (Capital Markets Law); iv) other minor amendments to better clarify provisions of the Bylaws and introduce references to regulation and rules applicable from time to time.

Other Information

For more information about Meeting's resolutions, please refer to the minutes that will be made available in accordance with applicable law, as well as the Directors' reports on the items on the agenda for the Meeting, the latter already public available on the website www.equita.eu.

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EQUITA is the leading independent Italian investment bank. As the go-to partner for investors, institutions, listed companies, corporates and entrepreneurs, EQUITA acts as broker, financial advisor and alternative asset management platform by offering a broad range of financial services that include M&A and corporate finance advisory, access to capital markets, insights on financial markets, trading ideas and investment solutions, assisting clients with their financial projects and strategic initiatives in Italy and abroad. Drawing on half a century of experience, EQUITA is committed to promoting the role of finance by creating value for the economy and the entire financial system, thanks to its deep understanding of markets, strategic transactions, and sustainability. EQUITA has a unique business model, with research at the core of the strategy and clients access to a leading trading floor constantly connected with financial markets globally, a successful track-record in the execution of investment banking transactions – enhanced also by the international partnership with Clairfield who identifies cross-border opportunities for Italian and foreign companies – and proven expertise in the management of investment funds, especially in illiquid asset classes like private debt, private equity, infrastructures and renewables. EQUITA stands out for its independence and integrity, the commitment of its professionals to best-serve clients, and the concept of “partnership” that sees its managers and employees as shareholders of an investment bank listed on the Italian Stock Exchange as “STAR” company. Visit www.equita.eu to learn more... because WE KNOW HOW.

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