

Informazione Regolamentata n. 2251-22-2025	Data/Ora Inizio Diffusione 8 Maggio 2025 17:08:01	Euronext Milan
--	--	----------------

Societa' : GVS

Identificativo Informazione : 205287
Regolamentata

Utenza - referente : GVSNO3 - Bala Rozemaria

Tipologia : REGEM

Data/Ora Ricezione : 8 Maggio 2025 17:08:01

Data/Ora Inizio Diffusione : 8 Maggio 2025 17:08:01

Oggetto : GVS Shareholders' Meeting approves 2024
Financial Statements

Testo del comunicato

Vedi allegato



PRESS RELEASE

GVS SHAREHOLDERS' MEETING APPROVES 2024 FINANCIAL STATEMENTS

The Ordinary and Extraordinary Shareholders' Meeting of GVS S.p.A. has approved:

- the Financial Statements as at 31 December 2024;
- the remuneration policy set out in section one of the Remuneration Report, voting in favour of section two of the same Report relating to fees paid;
- authorisation to purchase and dispose of treasury shares;
- the granting to the board of directors of (a) a proxy to increase the share capital with the exclusion of pre-emptive rights, pursuant to Art. 2443 and 2441, paragraph 4, second sentence, of the Civil Code, (b) a proxy to increase the share capital with the exclusion of option rights, pursuant to Art. 2443 and 2441, paragraph 4, first sentence, of the Civil Code; as well as the consequent amendment of Article 5 of the Articles of Association;
- the amendment of Art. 30 of the Articles of Association.

Zola Predosa (BO), May 8, 2025 - The Ordinary and Extraordinary Shareholders' Meeting of GVS S.p.A. ("GVS" or the "Company") met today under the chairmanship of Alessandro Nasi, with a shareholding of 86.558% of the share capital and 91,514% of the total voting rights.

Pursuant to Article 135-undecies. 1 of Legislative Decree No. 58/1998 ("TUF") and in compliance with what is allowed by Article 12.6 of the articles of association (the "**Articles of Association**"), the participation in the Shareholders' Meeting by those with voting rights took place exclusively through the Designated Representative pursuant to Article 135-undecies of the TUF.

The Ordinary Shareholders' Meeting:

- approved the financial statements of GVS as at 31 December 2024, which closed with a net profit of Euro 10,084,472;
- resolved to allocate the net profit for the year 2024 as follows: (a) Euro 28,355 to the legal reserve and (b) the remaining amount, equal to Euro 10,056,117, to the unrealised exchange gains reserve. Therefore, the proposed allocation of the profit generated in financial year 2024 does not include the distribution of dividends;
- approved, with a binding resolution, section one of the "Report on the remuneration policy and compensation paid", containing an explanation of (i) the policy adopted and the objectives pursued by the Company in respect of the remuneration of the members of the administrative bodies, key managers and the Board of Statutory Auditors of GVS; as well as of (ii) the procedures adopted by the Company for the adoption, implementation and periodic evaluation of the remuneration policy;
- expressed, with a non-binding resolution, a favourable vote on the second section of the "Report on the remuneration policy and compensation paid", containing the indication of the remuneration paid to the members of the Board of Directors, Executive Directors, Key Managers and members of the Board of Statutory Auditors, in the financial year 2024;



GVS S.p.A.

Via Roma, 50 - 40069 Zola Predosa (Bologna) - Italy

Tel. +39 051 6176311 - Fax +39 051 6176200 - e-mail: gvs@gvs.it - www.gvs.com

Cap. Soc. € 1.891.776,93 int. vers. - C.F. 03636630372 - P. Iva 00644831208

R.E.A. 0305386/BO - Reg. Imprese 45539/BO - Mecc. BO 012048





- resolved to authorise the Board of Directors to purchase and dispose of treasury shares for a maximum period of 18 months from today's date - based on prior revocation of the previous resolution authorising the purchase of treasury shares passed by the shareholders' meeting on 7 May 2024, for the part that remains unfulfilled - and up to a maximum number which, taking into account the GVS ordinary shares held over time in the portfolio by the Company and its subsidiaries, shall not exceed 20% of the total share capital.

Furthermore, during the Ordinary Shareholders' Meeting, the Consolidated Financial Statements as of 31 December 2024 were presented, showing consolidated revenues of Euro 428.5 million and a net profit of Euro 33.4 million, and the Consolidated Sustainability Statement prepared pursuant to Legislative Decree 125/2024.

The Extraordinary Shareholders' Meeting:

- resolved to attribute to the Board of Directors
 - (a) a proxy to increase the share capital, against payment, in one or more instalments, also in divisible form, with the exclusion of pre-emptive rights for a number of ordinary shares not exceeding 20% of the total number of ordinary shares outstanding at the date of any exercise of the proxy pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, through the contribution of assets in kind concerning companies, business units or equity investments, as well as assets contributing with the corporate purpose of the Company and its subsidiaries;
 - (b) a proxy to increase the share capital, against payment, in one or more instalments, also in divisible form, with the exclusion of pre-emptive rights for a number of ordinary shares not exceeding 10% of the total number of ordinary shares outstanding at the date of any exercise of the proxy, pursuant to Art. 2441, paragraph 4, second sentence, of the Italian Civil Code, provided that the issue price corresponds to the market value of the shares and that this is confirmed in a special report by a statutory auditor or auditing firm, all to be exercised within the period of five years from the date of the shareholders' resolution granting the proxy (i.e. the maximum term set forth in Art. 2443 of the Italian Civil Code), and therefore until 8 May 2030 also through a combination of the proxies and with the power to establish any share premium; and consequently amended Article 5 of the Articles of Association;
- approved the amendment of Article 30 of the Articles of Association so that the attestation on the compliance of sustainability reporting can be made, if appointed, by a person other than the manager in charge of drafting corporate accounting documents.

The summary report of the votes, the minutes of the Shareholders' Meeting held today and the updated Articles of Association will be made available in the manner and within the terms established by current legislation.

Contacts

Investor Relations GVS S.p.A.

Guido Bacchelli, Head of Strategy, Corporate Development and IR

investor_relations@gvs.com



GVS S.p.A.

Via Roma, 50 - 40069 Zola Predosa (Bologna) - Italy

Tel. +39 051 6176311 - Fax +39 051 6176200 - e-mail: gvs@gvs.it - www.gvs.com

Cap. Soc. € 1.891.776,93 int. vers. - C.F. 03636630372 - P. Iva 00644831208

R.E.A. 0305386/BO - Reg. Imprese 45539/BO - Mecc. BO 012048



UNI EN ISO 14001
Cert. N. 7838-E

UNI EN ISO 45001
Cert. N. 7838-I

IATF 16949
Cert. N. 9136.GVS4

