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Oggetto : Piquadro S.p.A. Shareholders' meeting
Approval of the Financial Statements as of
March 31, 2025 and resolution of a dividend of
€ 0,148209 per share for a total of
approximately € 7 million.

Testo del comunicato

Vedi allegato



Press Release

Piquadro S.p.A.
Shareholders' meeting
Approval of the Financial Statements as of March 31, 2025 and resolution
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million.

Silla di Gaggio Montano (BO), 28 July 2025 - The Shareholders' Meeting of Piquadro S.p.A., which convened today, approved the Financial Statements for the year as at 31 March 2025 and the distribution to the Shareholders of a dividend per share of 0,148209 Euro, for a total amount of approximately Euro 7 million taking into account the number of ordinary Piquadro shares in circulation equal to 47,230,550, and the treasury shares equal to 2,769,450 held by Piquadro as of today.

The dividend will be **payable** starting from **6 August 2025 (record date 5 August 2025)** by detachment of **coupon no. 16** on **4 August 2025**.

Shareholders will be able to collect the dividend, gross or net of withholding taxes, depending on the applicable tax regime, exclusively from their respective intermediaries.

Appointment of the Board of Directors and of its Chairman

The Ordinary Shareholders' Meeting appointed the new Board of Directors, which will serve for three financial years, until the approval of the financial statements for the year ending March 31, 2028.

The new Board, which is confirmed as seven members, is composed of Marco Palmieri, Pierpaolo Palmieri, Roberto Trotta, Tommaso Palmieri, Alessandra Carra, Marinella Soldi, and Valentina Beatrice Manfredi.

Marco Palmieri, Pierpaolo Palmieri, Roberto Trotta, Tommaso Palmieri, Alessandra Carra, Marinella Soldi, and Valentina Beatrice Manfredi are candidates drawn from the single list submitted by the majority shareholder, Piquadro Holding S.p.A., which holds a total of 34,186,208 ordinary shares, representing 68.37% of the share capital entitled to vote at the Shareholders' Meeting.

The Shareholders' Meeting also confirmed Marco Palmieri as Chairman of the Board of Directors and determined a total annual compensation of €980,000 for all directors, to be distributed by the Board of Directors to all directors, including those holding special offices, without prejudice to the Board's right to award additional variable compensation to directors holding special offices.

Of the elected directors, Alessandra Carra, Marinella Soldi, and Valentina Beatrice Manfredi declared that they meet the independence requirements established by the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the Consolidated Law on Finance (TUF), as well as Recommendation 7 of the Corporate Governance Code adopted by Piquadro S.p.A.

It should be noted that, as of today, based on the information available to the Company, Director Marco Palmieri holds, indirectly through Piquadro Holding S.p.A., no. 34,186,208 ordinary shares of



the Company. Please note that Marco Palmieri indirectly holds a 93.34% stake in the share capital of Piquadro Holding S.p.A., while the remaining 6.66% of the share capital is held by Director Pierpaolo Palmieri.

In addition to the above, as of today, Marco Palmieri directly holds an additional 3,213 shares of the Company.

As of today, Pierpaolo Palmieri holds an additional 3,213 shares of the Company.

Also as of today, Director Roberto Trotta holds 6,213 ordinary shares of the Company.

Appointment of the Board of Statutory Auditors and its Chairman

The Ordinary Shareholders' Meeting also appointed the new Board of Statutory Auditors, which will serve for three financial years, namely until the approval of the financial statements for March 31, 2028.

The new Board of Statutory Auditors is composed of the standing auditors Gian Luca Galletti (Chairman), Maria Stefania Sala, and Domenico Farioli, and the alternate auditors Annalisa Naldi and Giacomo Passaniti. All candidates are drawn from the single list submitted by the majority shareholder, Piquadro Holding S.p.A. Finally, the Shareholders' Meeting set the remuneration of the entire Board of Statutory Auditors at a maximum of Euro 60,000 per year, in addition to the additional statutory contribution and reimbursement of expenses incurred in carrying out their duties.

Appointment of the Auditing Firm

The Ordinary Shareholders' Meeting, based on the reasoned proposal submitted by the Board of Statutory Auditors, appointed KPMG S.p.A. to perform the audit of the Company's accounts for each of the nine financial years ending March 31, 2026, through March 31, 2034 (inclusive), determining the related fees as per the reasoned proposal submitted by the Board of Statutory Auditors and the offer submitted by KPMG S.p.A. itself.

Certification of Conformity of Sustainability Reporting

The Ordinary Shareholders' Meeting, based on the reasoned proposal submitted by the Board of Statutory Auditors, appointed KPMG S.p.A. to perform the statutory audit of the Company's sustainability reporting for the financial years 2025/2026, 2026/2027, and 2027/2028.

Remuneration Policy

The today's Shareholders' Meeting has approved the first Section of the Report on Remuneration, which illustrates the company policy on the compensation of directors and managers with strategic responsibilities for the fiscal year ending on 31 March 2026, in accordance with Article 123-ter, paragraphs 3-bis and 6, of the TUF. The Shareholders' Meeting also expressed a favorable opinion on the second Section of the Report on Remuneration and the compensation paid pursuant to the aforementioned article 123-ter, paragraph 4, of the TUF.

Treasury Shares Purchase

The today's Shareholders' Meeting also approved:

(a) to revoke the previous authorization for the purchase and disposal of treasury shares taken in execution of the resolution of the Ordinary Shareholders' Meeting held on 23 July 2024;



(b) to authorize to purchase the Company's ordinary shares, in one or more tranches, up to the maximum allowed by law, considering to the treasury shares held directly and those held by subsidiaries. The purchase may take place, pursuant to Article 2357, paragraph 1 of the Italian Civil Code, within the limits of the distributable profits and available reserves resulting from the last approved financial statements, by reducing, pursuant to Article 2357-ter, paragraph 3 of the Italian Civil Code, the net assets of the same amount by recording, in the liabilities side of the financial statement, a specific item with a negative sign. In the event of a purchase of shares or their sale, exchange or contribution, must be made the appropriate accounting records in accordance with legal provisions and the applicable accounting principles.

In the event of sale, exchange or contribution, that amount may be reused for further purchases until the expiry of the shareholders' meeting authorization, subject to quantitative and spending limits, as well as the conditions set out by the Shareholders' Meeting.

The authorization to purchase shares is granted for a period starting from the date of the Shareholders' Meeting until the approval of the Financial Statements as of March 31, 2026.

The share purchase price will be identified accordingly from time to time, with regard to the method preselected for the execution of the operation and in accordance with the Law provisions, regulations or accepted market practices, within a minimum and a maximum which may be determined pursuant to the following criteria:

- the minimum purchase consideration must not in any case be 20% lower than the reference price which the share registered during the Stock Exchange session on the day before each transaction;
- the maximum purchase consideration must not in any case be 10% higher than the reference price which the share registered during the Stock Exchange session on the day before each transaction.

If the treasury share purchase operations are executed within the accepted market practices with reference to the liquidity support activity referred to in point 1 of Consob Resolution 16839/2009, without prejudice to the further limits provided for by such Resolution, the price for the purchase negotiation proposals must not be higher than the higher of the price of the most recent independent transaction or the current price of the highest independent purchase negotiation proposal present in the market in which the purchase proposals are submitted.

Such transactions may be executed in one or more tranches, purchasing shares pursuant to Article 144-bis, paragraph 1, letter b) of the Issuers' Regulation, on the stock markets or on multilateral trading facilities, which do not permit the direct combination of the purchase negotiation proposals with predetermined sale negotiation proposals, in accordance with the operating rules set out in the organization and management regulations of the markets, in compliance with Article 2357 and subsequent of the Italian Civil Code, equal treatment of shareholders and applicable rules and regulations, including the principles set out in Article 132 of the Consolidated Financial Act and of EU Regulation n. 596/2014 of April 16, 2014 and its implementing provisions, where applicable. The purchases may be executed with methods different from those indicated above pursuant to Article 132, paragraph 3, of the Consolidated Financial Act or other regulations from time to time applicable at the time of the transaction.

(c) to authorize pursuant to Article 2357-ter of the Italian Civil Code, to sell, in one or more instalments, the treasury shares purchased according to the present resolution, or in any case held by the Company, even before having terminate the maximum number of shares purchased, and possibly to buy back the same shares to such an extent that the treasury shares held by the Company do not exceed the limit established by the authorization. The authorization to sell is resolved starting from the date of the present resolution with no time limits. If a selling transaction of treasury shares may occur, the consideration, which will be set by the Board of Directors with the possibility to sub-delegate to one or more directors shall be not 20% lower than the reference price which the shares registered during the Stock Exchange session on the day before each transaction. If the treasury share selling transactions are carried out within the accepted practices in relation to the market liquidity support activity, as referred to in point 1 of Consob Resolution 16839/2009, without prejudice to the further limits provided for by that Resolution, the price for the sale negotiation



proposals must not be lower than the lower of the price of the most recent independent transaction and/or the current price of the lowest independent sale negotiation proposal present in the market in which the sale proposals are submitted. Where treasury shares are used for swaps, exchanges, transfers or in any other disposals not in cash, the financial terms of the transaction will be determined based on the nature and characteristics of the transaction, also taking into account the trends of the Piquadro S.p.A. title on the market.

The disposal of treasury shares may be executed in the manner deemed most appropriate in the interest of the Company, and in any case in compliance with applicable legislation and the market practices; and

(d) to vest the Board of Directors and for him, the directors delegated for this purpose, separately, with the widest possible powers required to give concrete and complete execution to the resolutions referred to in the above points in compliance with the provisions of Article 132 of the Consolidated Financial Act and the disclosures required by Article 144-bis, paragraph 3, of the Issuers' Regulation and, where appropriate, the disclosures required by the aforementioned market practices and EU Regulation no. 596/2014 of April 16, 2014 and the related implementing provisions, where applicable, with the right to purchase and hold own shares, within the limits of the foregoing, also through specialized intermediaries, also in accordance with and for the above mentioned market practice inherent in the liquidity support activity authorized by Consob with resolution no. 16839 of March 19, 2009 and pursuant to EU Regulation no. 596/2014 of April 16, 2014 and its implementing provisions, where applicable.

All the documentation relating to the Shareholders' Meeting, is made available on the Company's internet website www.piquadro.com and on the authorized storage facility accessible at www.emarketstorage.com. The additional documentation under article 77, paragraph 2-bis, of the Issuers' Regulation is available to the public at the Company's headquarters.

In compliance with the requirements of article 125-quater, paragraph 2 of the Consolidated Financial Act and article 77, paragraph 3 of the Issuers' Regulation a summarized report of the voting containing the number of shares represented at the Shareholders' Meeting, the shares for which a vote was cast, the percentage of capital that those shares represent and the number of votes cast in favor and against the resolution and the number of abstentions will be made available to the public within five days of the date of the Shareholders' Meeting on the Company's website. The minutes of the Shareholders' Meeting will be made available to the public in the terms pursuant to the law at the registered office, on the Company's internet website www.piquadro.com and on the authorized storage facility accessible at www.emarketstorage.com.

Piquadro Group

The Piquadro Group operates in the sector of leather accessories through the Piquadro, The Bridge and Lancel brands. Cornerstones for the three brands is attention to details and the quality of the workmanship as well as the leather but the Piquadro product stands out for its innovative design and technological content, while The Bridge emphasizes the vintage flavor of Tuscan craftsmanship and finally the Lancel collections embody the Parisian allure of a fashion house founded in 1876. The origins of the Group date back to 1987 when Marco Palmieri, now President and Chief Executive Officer, founded his company near Bologna, where it is still headquartered. The distribution network extends over 50 countries around the world and counts 171 outlets including 90 Piquadro boutiques (57 in Italy and 33 abroad including 50 DOS directly operated stores and 40 franchised stores), 15 The Bridge boutiques (15 in Italy including 13 DOS directly operated stores and 2 franchised) and 66 Lancel boutiques (57 in France and 9 abroad, of which 60 DOS directly operated stores and 6 franchised). The Group's consolidated turnover for the year 2024/2025 ended on March 31, 2025, is € 183.6 million. Piquadro S.p.A. has been listed on the Italian Stock Exchange since October 2007.



PIQUADRO



Piquadro S.p.A.

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