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Oggetto : ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato



Press Release

eVISO: ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

ORDINARY SESSION

- The financial statements for the year ended June 30, 2025, and the allocation of the profit were approved
- Authorization to purchase and dispose of treasury shares was approved
- The expansion of the Board of Directors from six to seven members was approved, and Ms. Lucia Fracassi was appointed as a new member of the Board of Directors

EXTRAORDINARY SESSION

- The Board of Directors was granted the power to increase the share capital by a maximum of €70 million, to be exercised, in one or more tranches, by October 27, 2030

Saluzzo (CN), 27 October 2025 – eVISO S.p.A. (symbol: EVISO) – *COMMOD-TECH* company, listed on the EGM, with a proprietary artificial intelligence infrastructure that operates in the raw materials sector (electricity, gas, apples) – announces that the Ordinary and Extraordinary Shareholders' Meeting of eVISO S.p.A. (“eVISO” or the “Company”) met today, on first call.

ORDINARY SESSION

APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2025

The Shareholders' Meeting of eVISO S.p.A. approved the financial statements for the year ended June 30, 2025.

For the year, eVISO recorded **revenues** of **€ 315.6 million, up 41%** compared to € 224.3 million the previous year, due to increased volumes across all channels served and the slight increase in energy prices ("average index"¹), which rose from € 102/MWh in the period July 2023 – June 2024 to € 115/MWh in the period July 2024 – June 2025. The **gross margin** stood at **€ 20.1 million**, up 12% compared to the € 18.0 million recorded in the period July 2023 – June 2024, and **EBITDA** amounted to **€ 10.5 million**, slightly down (-5%) from € 11.0 million the previous year, due to higher growth costs incurred in marketing and commercial development activities, fully expensed in the year. **Net profit** was **€ 4.9 million**, in line with the previous year. Furthermore, the **Net Financial Position (cash)** stood at **€ 9.2 million**, compared to a positive Net Financial Position of approximately € 9.8 million (cash) at March 31, 2025 and a positive Net Financial Position of € 11.5 million (cash) at June 30, 2024.

¹ Average index: average price of electricity and natural gas on the total economic value of electricity and natural gas delivered.



ALLOCATION OF THE OPERATING RESULT

The Shareholders' Meeting of eVISO S.p.A. resolved to allocate the net profit for the year, amounting to €4,913,399.00, as follows:

- "Dividends" of €0.06 per share, for a total amount of approximately € 1,401,451.00, corresponding to a payout ratio of approximately 29%. The dividend is expected to be paid ex-dividend on November 24, 2025 (record date November 25, 2025) and will be paid starting November 26, 2025;
- € 3,511,948.00 to the "Extraordinary Reserve"².

AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES

The Shareholders' Meeting of eVISO S.p.A. has granted the Board of Directors the authorization to purchase and dispose of treasury shares, subject to revocation of the previous authorization approved by the Shareholders' Meeting on October 28, 2024.

Specifically, the purchase of treasury shares may be made in a maximum number of eVISO S.p.A. ordinary shares, resulting in the Company, if the purchase option is exercised in full, holding no more than 10% of the Company's share capital.

It should be noted that the Company, based on data available as of October 24, 2025, holds 1,304,108 treasury shares, representing 5.29% of the share capital.

The authorization for the purchase was requested for the maximum duration permitted by Article 2357, paragraph 2, of the Italian Civil Code, and therefore for a period of 18 months from the date of authorization by the Shareholders' Meeting, subject to revocation of the previous authorization resolution for the portion not yet implemented.

The purchase and disposal of treasury shares is based on the opportunity to provide the Company with an effective tool that allows it to:

- hold treasury shares to be used to service any future incentive plans for members of the board of directors, employees, or collaborators of the Company that involve the disposal or assignment of shares or financial instruments convertible into shares;
- maintain a securities portfolio (so-called securities warehouse) to be used, consistent with the Company's strategic guidelines, to service any extraordinary transactions and/or the possible use of shares as consideration in extraordinary transactions, including share exchanges, with other parties in the context of transactions of interest to the Company;
- pursue the efficient use of the liquidity generated by the Company's core business, including through medium- and long-term investments in treasury shares.

Purchases must be made within the price limits indicated by the legislation, including regulatory, in force at the time:

- (i) at a price that does not deviate more than 20% in either direction from the reference price recorded by the stock in the trading session on the day preceding each individual transaction, and in any case

² Any change in the number of treasury shares held by the Company at the time of distribution will not affect the amount of the dividend per share but will increase or decrease the amount set aside for the extraordinary reserve.



- (ii) at a price that does not exceed the higher of the price of the last independent transaction and the highest current independent purchase offer price on the trading venue where the purchase is made.

EXPANSION OF THE BOARD OF DIRECTORS

The Shareholders' Meeting of eVISO S.p.A. resolved to increase the number of members of the Board of Directors from 6 (six) to 7 (seven) and appointed Ms. Lucia Fracassi, current General Manager of eVISO, as a new member of the Board of Directors until the expiration of the current Board of Directors' term and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements for the year ending June 30, 2026.

The Shareholders' Meeting also resolved to award the newly elected Director a gross annual emolument of € 20,000.00, to be deducted from the € 150,000.00 gross annual compensation paid to the Board of Directors, which has currently been used for a total of € 120,000.00 gross. It is understood that any additional fixed or variable compensation for members of the Board of Directors holding specific positions will be determined by the Board of Directors, after consulting the Board of Statutory Auditors.

EXTRAORDINARY SESSION

AMENDMENT TO ARTICLE 6 OF THE ARTICLES OF ASSOCIATION TO GIVE THE BOARD OF DIRECTORS THE POWER TO INCREASE THE SHARE CAPITAL UP TO €70 MILLION

The Shareholders' Meeting of eVISO S.p.A. resolved to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital, in one or more tranches, for payment and/or free of charge, including in divisible forms, with or without the issuance of warrants, up to a maximum total amount of € 70 million, including any share premium, to be exercised by October 27, 2030.

The delegation may be exercised either as an option to members, pursuant to article 2441, paragraph 1, of the Civil Code, or in favor of third parties, with the possibility of exclusion or limitation of the right of option, pursuant to article 2441, fourth, fifth and eighth paragraphs of the Civil Code. The Board of Directors will have the power to determine, in compliance with the applicable legal and regulatory provisions, the issue price (including any share premium) and, in general, to establish the terms, methods and conditions of the capital increases.

The Shareholders' Meeting also approved the amendment to Article 6 of the Articles of Association, with the insertion of two new paragraphs (6.7 and 6.8) that incorporate the possibility of granting the Board of Directors the power to resolve capital increases within the limits and under the conditions indicated above.

Finally, the Shareholders' Meeting granted the Board of Directors the broadest powers to define the methods, terms, and conditions for the execution of capital increases, including, but not limited to, the



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determination of the issue price and any share premium, the definition of additional terms and conditions of the transactions, and the completion of all necessary or appropriate formalities for the full implementation of the resolutions adopted.

Please note that the summary report of the votes, containing the number of shares represented at the Meeting and the shares for which votes were cast, the percentage of capital represented by these shares, as well as the number of votes for and against the resolutions and the number of abstentions, and the minutes of the Ordinary and Extraordinary Meetings, will be made available to the public in the manner and within the timeframe established by current legislation and will be available for consultation in the Governance section of the website <https://www.eviso.ai/>.

This press release is available in the Investor Relations section of the website www.eviso.ai. For the transmission of Regulated Information, the Company uses the EMARKET SDIR dissemination system available at www.emarketstorage.com, managed by Teleborsa S.r.l. - with headquarters Piazza di Priscilla, 4 - Rome - following the authorization and CONSOB resolutions n. 22517 and 22518 of 23 November 2022.

About eVISO

eVISO is a COMMOD-TECH that has developed an artificial intelligence platform that creates value in the raw materials market, currently 3: power, gas and fresh apples. In the power segment, eVISO provides power-tech services (technology and electricity) in Italy along the entire value chain: through the direct channel (B2B and B2C), to other operators in the electricity market (B2B2C) and also upstream to producers of renewable energy throughout the Italian territory. In the direct channel, eVISO serves approximately 20,000 users: small and medium enterprises (SMEs), farms, shops and restaurants in Low Voltage and Medium Voltage. In the indirect channel (B2B2C), eVISO serves over 100 competitors and almost 500,000 users throughout Italy. For info: <https://www.eviso.ai/>

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