

<p>Informazione Regolamentata n. 2211-40-2026</p>	<p>Data/Ora Inizio Diffusione 25 Marzo 2026 00:16:19</p>	<p>Euronext Star Milan</p>
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Oggetto : Notice of call of the Ordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato

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Sanlorenzo S.p.A.

Registered office in via Armezzone 3, Ameglia (SP) – Share capital €35,653,938 fully paid-in
Company Register Riviera di Liguria – Imperia La Spezia Savona and tax code: 00142240464
www.sanlorenzoyacht.com

NOTICE OF CALL FOR ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Sanlorenzo S.p.A. (the “**Company**”) is convened on 24 April 2026, at 10:30 a.m. at the Company's offices in La Spezia, Viale San Bartolomeo 362, in first call, and if necessary, on 27 April 2026, in second call, at the same time and place, to discuss and resolve on the following

Agenda

1. Financial statements for the year ended 31 December 2025. Related and consequent resolutions:
 - 1.1. approval of the financial statements, subject to the presentation of the report on operations for the year ended 31 December 2025, including the consolidated sustainability report for financial year 2025. Presentation of the consolidated financial statements of the Sanlorenzo Group as at 31 December 2025;
 - 1.2. proposal for the allocation of profit;
 - 1.3. reduction of the restriction on the extraordinary reserve up to a maximum amount of €5,900,000 pursuant to Article 110, paragraph 8, of Italian Decree-Law no. 104 of 14 August 2020, converted into law with amendments by Italian Law no. 126 of 13 October 2020.
2. Report on the policy regarding remuneration and fees paid:
 - 2.1. approval of the Remuneration Policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Italian Legislative Decree no. 58 of 24 February 1998, as amended;
 - 2.2. resolution on the “Second Section” of the Report on the policy regarding remuneration and fees paid, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree no. 58 of 24 February 1998, as amended.
3. Resolutions pursuant to Article 114-bis of Italian Legislative Decree no. 58 of 24 February 1998, as amended, regarding the establishment of a compensation plan based on financial instruments called the “2026 Performance Shares Plan”. Related and consequent resolutions.
4. Resolutions pursuant to Article 114-bis of Italian Legislative Decree no. 58 of 24 February 1998, as amended, regarding the establishment of a compensation plan based on financial instruments called the “Second Simpson Marine Plan”. Related and consequent resolutions.
5. Resolutions regarding the authorisation to purchase and dispose of treasury shares:
 - 5.1. revocation of the authorisation to purchase treasury shares resolved by the Ordinary Shareholders' Meeting of 29 April 2025;

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- 5.2. authorisation to purchase and dispose of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, as amended, and the related implementing provisions. Related and consequent resolutions.

Shareholders' Meeting proceedings

Pursuant to Article 106, paragraph 4 of Italian Decree-Law no. 18 of 17 March 2020, converted into law with amendments by Italian Law no. 27 of 24 April 2020 (the “**Cura Italia Decree**”), as amended and most recently extended by Article 4, paragraph 11, of Italian Decree-Law no. 200 of 31 December 2025, converted into law with amendments by Italian Law no. 26 of 26 February 2026, as well as Article 135-undecies.1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the Italian Consolidated Law on Finance or “**TUF**”) and Article 10.4 of the Company’s by-laws (the “**By-laws**”), available on the Company’s website (www.sanlorenzoyacht.com, “*Corporate Governance/Documents and procedures*” Section), participation in the Shareholders’ Meeting by those entitled to vote is permitted **exclusively** through the representative designated by the Company pursuant to Article 135-undecies of the TUF, to whom a proxy must be granted, in accordance with the procedures and conditions set out below; the aforementioned designated representative may also receive proxies or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

The representative designated by the Company is Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6, tax code no. 03638780159, part of the Euronext Group, group VAT no. 10977060960 (“**Monte Titoli**” or the “**Designated Representative**”).

Participation in the Shareholders’ Meeting will be organised through telecommunication means that ensure the identification, reserved for the Designated Representative, the Directors, the Statutory Auditors, the Secretary and/or the Notary, as well as other persons entitled under law or the By-laws, or otherwise invited by the Chairman, other than those entitled to vote. Instructions for participation in the Shareholders’ Meeting via telecommunication means will be provided by the Company to the aforesaid persons.

Share Capital

As of the date of this notice, the subscribed and paid-in share capital is equal to €35,653,938.00 and is represented by no. 35,653,938 ordinary shares, without par value. Each ordinary share entitles the holder to one vote, except for the shares which have obtained increased voting right (in the ratio of two voting rights for each share). As of the date of this notice, the number of shares which have obtained increased voting right is equal to 19,217,105.

As of the date of this notice, the Company holds no. 298,794 treasury shares, for which voting rights are suspended in accordance with Article 2357-ter of Italian Civil Code.

Detailed information on the amount and composition of the share capital is available on the Company’s website (www.sanlorenzoyacht.com, “*Corporate Governance/Shareholders’ Meeting/Ordinary Shareholders’ Meeting 24 April 2026*” Section).

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Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, the persons entitled to attend the Shareholders' Meeting and to exercise their voting rights, **exclusively** through the granting of a specific proxy and/or sub-proxy to the Designated Representative, are those in whose favour the entitlement to attend the Shareholders' Meeting and to exercise voting rights is certified, upon their request, by a communication to the Company made by an authorised intermediary, in accordance with their accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **15 April 2026 (record date)**. Those who become holders of the Company's shares only after such date will not be entitled to attend and vote at the Shareholders' Meeting. The intermediary's communication must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 21 April 2026). However, entitlement to attend and vote, exclusively through the granting of a specific proxy or sub-proxy to the Designated Representative, shall remain valid even if such communication is received by the Company after the aforementioned deadline, provided that it is received before the start of the proceedings of the Shareholders' Meeting.

Participation in the Shareholders' Meeting and granting of the proxy to the Designated Representative

The proxy to the Designated Representative must be granted, pursuant to Article 135-*undecies* of the TUF, free of charge for the delegating party (except for any shipping costs), by means of the specific proxy form available, together with the relevant instructions for completion and submission, on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section).

The proxy shall contain voting instructions on all or some of the proposals on the agenda and shall be effective only with respect to those proposals for which voting instructions have been granted; accordingly, the proxy shall have no effect in relation to proposals for which no voting instructions have been provided.

The proxy must be received by the Designated Representative, together with a copy of a currently valid identity document of the delegating Shareholder or, where the delegating Shareholder is a legal entity, of its *pro tempore* legal representative or another person duly authorised, along with adequate documentation evidencing such person's qualification and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting on first and second call (i.e. by 22 April 2026 and 23 April 2026 respectively) with the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail (PEC) address RD@pec.euronext.com (subject "*Proxy for Sanlorenzo April 2026 Shareholders' Meeting*") from one's own certified e-mail (PEC) address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the attention of: Register Services Area at Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan (Ref. "*Proxy for Sanlorenzo April 2026 Shareholders' Meeting*"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address: RD@pec.euronext.com (subject "*Proxy for Sanlorenzo April 2026 Shareholders' Meeting*").

Pursuant to Article 135-*undecies*, paragraph 1, of the TUF, the proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting on first and second call (i.e. by 22 April 2026 and 23 April 2026 respectively) through the above mentioned modalities.

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Proxies or sub-proxies may also be granted to the Designated Representative pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the TUF, using the specific proxy/sub-proxy form available on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section). To grant proxies/sub-proxies, the same procedures set forth above and indicated in the proxy form shall be followed. The proxy/sub-proxy must be received by and no later than 6:00 p.m. on the day prior to the Shareholders' Meeting on first and second call (i.e. by 22 April 2026 and 23 April 2026 respectively); it being understood that the Designated Representative may accept proxies and/or instructions even after the aforementioned deadline and before the Meeting proceedings. The proxy pursuant to Article 135-*novies* of the TUF and the related voting instructions may always be revoked within the aforesaid term.

For any clarifications regarding the granting of proxy to the Designated Representative (and in particular regarding the completion of the proxy form and the voting instructions and their transmission), as well as to request the aforesaid proxy forms, you may contact the Designated Representative by e-mail at RegisterServices@euronext.com or by telephone on (+39) 02.33635810 (on business days, from 9:00 a.m. to 5:00 p.m.).

No procedures are provided for voting by correspondence or by electronic means for this Shareholders' Meeting, without prejudice to the possibility for entitled persons to participate through telecommunication means.

Right to ask questions prior to the Shareholders' Meeting

Pursuant to Article 127-*ter* of the TUF, those entitled to vote and in whose favour a specific communication has been received by the Company from an authorised intermediary pursuant to the applicable regulations, may submit questions on the items on the agenda **only** prior to the Shareholders' Meeting, within seven trading days prior to the date of the Shareholders' Meeting on first call and thus by **15 April 2026**, by sending a registered letter with return receipt addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (La Spezia), to the attention of Armando Robustelli, or by electronic communication to the certified e-mail (PEC) address: corporate.affairs@cert.sanlorenzoyacht.com. Questions must be accompanied by the shareholder's personal details (surname and first name, or company name in the case of an entity or company, place and date of birth and tax code) and the relevant communication to the Company by the intermediary pursuant to Article 43, paragraph 1, of the Single measure on post-trading adopted by Consob and the Bank of Italy of 13 August 2018 ("*Regulation of central counterparties, central securities depositories and centralised management*"). Entitlement to exercise voting rights may also be attested after the submission of the questions provided that this occurs by the third day following the date indicated in Article 83-*sexies*, paragraph 2, of the TUF (record date), i.e. by 18 April 2026. However, such communication is not required in the event that the Company receives the intermediary's communication necessary for participation in the Shareholders' Meeting.

The Company will provide answers to the questions received at least three days prior to the Shareholders' Meeting, and thus at least by 21 April 2026, by publishing them on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section).

No answer will be due to the questions submitted prior to the Shareholders' Meeting, where the requested information is already made available by the Company in a "Question and Answer" format on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary*

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Shareholders' Meeting 24 April 2026' Section), or where the answer is already published in the same section. The Company may provide a single answer to questions having the same content.

Right to add items to the agenda and to submit further proposals on the items on the agenda

Pursuant to Article 126-*bis* of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request the addition of the list of items to be discussed, indicating in the request the additional items proposed by them, or may submit resolution proposals on items already included on the agenda.

In accordance with Article 126-*bis* of the TUF in force as at the date of this notice of call, requests for additions to the agenda or the submission of resolution proposals must be made within ten days of the publication of this notice (i.e. by **4 April 2026**). Shareholders in whose favour a specific communication has been received by the Company from an authorised intermediary pursuant to the applicable regulations are also entitled to request additions to the agenda or to submit new resolution proposals.

Requests, together with certification attesting the ownership of the shareholding, shall be submitted in writing by registered letter with return receipt addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (La Spezia), to the attention of Armando Robustelli, or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com, accompanied by a report from the requesting Shareholders setting out the reasons for the resolution proposals on the new items they propose to be discussed, or the reasons relating to the additional resolution proposals submitted on items already included on the agenda.

Any additions to the agenda or submission of further proposals shall be notified in the same manner prescribed for the publication of the notice of call of the Shareholders' Meeting, within the time limits provided by law and, pursuant to Article 126-*bis* of the TUF in force as at the date of this notice of call, at least 15 days prior to the date set for the Shareholders' Meeting, i.e. by 9 April 2026.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, upon proposal of the administrative body or on the basis of a plan or report prepared by it, other than those referred to in Article 125-*ter*, paragraph 1, of the TUF.

At the same time as the publication of the news relating any additions or submission of further proposals, the report prepared by the requesting Shareholders, accompanied by any assessments of the administrative body, will be made available to the public in the same manners provided for the documentation relating to the Shareholders' Meeting.

Right to submit individual resolution proposals prior to the Shareholders' Meeting

In addition to the foregoing, since participation and vote in this Shareholders' Meeting shall take place exclusively through the Designated Representative, no proposal may be submitted at the Shareholders' Meeting, and without prejudice to the provisions of Article 126-*bis*, paragraph 1, first sentence of the TUF, those entitled to vote may submit individual resolution proposals on the items on the agenda or proposals whose submission is otherwise permitted by law, no later than the fifteenth day prior to the date of the Shareholders' Meeting (and thus by **9 April 2026**). Entitlement to submit individual resolution proposals is subject to the receipt by the Company of the notice pursuant to Article 83-*sexies* of the TUF.

The resolution proposals, together with the certification attesting the ownership of the shareholding, issued by the intermediaries authorised by law, must be received in writing, within the aforesaid deadline, with original signatures, by registered letter with return receipt addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia

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(La Spezia), to the attention of Armando Robustelli, or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com.

Resolution proposals received within the deadline and with the same manners set out in the previous paragraph will be published on the Company's website by 11 April 2026, in order to allow those entitled to vote may review them for the purpose of granting proxies and/or sub-proxies, together with the relevant voting instructions, to the Designated Representative.

For the purposes of publication, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda or that their submission is otherwise permitted by law, their completeness, their compliance with applicable regulations and the legitimacy of the Shareholders submitting them.

It is specified that all the provisions cited above are to be understood as referring to the versions in force as at the date of this notice of call.

Documentation

The documentation related to items on the agenda of the Shareholders' Meeting provided for by applicable regulations, together with the proposed resolutions, will be made available to the public at the Company's registered office, on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section), as well as on the authorised storage mechanism *eMarket Storage* (www.emarketstorage.it) within the terms set up by law. Shareholders are entitled to obtain a copy thereof.

This notice of call is published today, in full, pursuant to Article 125-*bis* of the TUF and Article 84 of the Issuers' Regulation (Consob Regulation no. 11971 of 14 May 1999, as amended and supplemented), on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section), as well as on the authorised storage mechanism *eMarket Storage* (available at www.emarketstorage.it) and, in extract form (Italian version), in the newspaper "*ilSole24Ore*" on 25 March 2026.

La Spezia, 25 March 2026

For the Board of Directors

The Chairman, Mr. Massimo Perotti

Fine Comunicato n.2211-40-2026

Numero di Pagine: 8