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Oggetto : PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING SCHEDULED FOR APRIL 30, 2026. FILING OF THE MEETING DOCUMENTATION

Testo del comunicato

Vedi allegato



PRESS RELEASE

PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING SCHEDULED FOR APRIL 30, 2026

FILING OF THE MEETING DOCUMENTATION

Berbenno di Valtellina (SO), 15 April 2025 – The Board of Directors of **Valtecne S.p.A.** (ISIN IT0005532525, ticker VLT.IM) – a company operating in the field of high-precision mechanics for medical devices and industrial applications – announces that the notice of call of the Ordinary Shareholders' Meeting has been published on its website www.valtecne.com, on the website www.borsaitaliana.it and, in excerpt form, in the newspaper "Italia Oggi". The Company also announces that the documentation relating to the items on the agenda of the Shareholders' Meeting, including the Explanatory Report of the Board of Directors on the items on the agenda and the financial statements package, has been made available to the public at the registered office at Via Al Campo Sportivo, 277, Berbenno di Valtellina (SO), as well as on the Company's website and on the website of Borsa Italiana S.p.A.

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NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING OF VALTECNE S.P.A.

The Shareholders of Valtecne S.p.A. (the "Company" or "Valtecne") are hereby called to attend the Ordinary Shareholders' Meeting on April 30, 2026, at 10:30 a.m., on first call and, if necessary, on May 4, 2026, on second call, at the same time, to discuss and resolve upon the following:

Agenda

1. Approval of the financial statements as at December 31, 2025, accompanied by the management report, the report of the Board of Statutory Auditors and the independent auditors' report. Presentation of the consolidated financial statements of the Group as at December 31, 2025. Related and consequent resolutions.
2. Allocation of the net result for the year. Related and consequent resolutions.
3. Proposal regarding the distribution of a dividend through the use of available reserves. Related and consequent resolutions.
4. Appointment of the Board of Directors:
 - 4.1. Determination of the number of members of the Board of Directors;
 - 4.2. Determination of the term of office of the Board of Directors;
 - 4.3. Appointment of the members of the Board of Directors;
 - 4.4. Appointment of the Chairman of the Board of Directors;
 - 4.5. Determination of the remuneration of the members of the Board of Directors.
5. Appointment of the Board of Statutory Auditors:
 - 5.1. Appointment of the members of the Board of Statutory Auditors;
 - 5.2. Appointment of the Chairman of the Board of Statutory Auditors;
 - 5.3. Determination of the remuneration of the members of the Board of Statutory Auditors.



Pursuant to Articles 13 and 14 of the Company's by-laws, the Shareholders' Meeting will be held **exclusively through the Company's designated representative and solely by means of telecommunication systems** that ensure the identification of participants, their participation and the exercise of voting rights, without the need for the chairman and the recording secretary to be physically present in the same place.

Share Capital

The subscribed and paid-in share capital of Valtecne amounts to Euro 305,485 and is divided into no. 6,109,700 ordinary shares with no nominal value. Each share grants the right to one vote in both ordinary and extraordinary shareholders' meetings. As of today, the Company does not hold treasury shares.

Attendance at the Shareholders' Meeting

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998 ("TUF"), those entitled to attend the Shareholders' Meeting and to exercise voting rights – **exclusively through the Company's designated representative**, as permitted by Article 13 of the by-laws – are those for whom the Company has received the relevant communication from an authorized intermediary, based on the accounting records at the end of the 7th trading day prior to the date of the Meeting (April 21, 2026 – record date). Any credit or debit entries made after this date will not be relevant for the purpose of entitlement to exercise voting rights at the Meeting.

Pursuant to Article 83-sexies, paragraph 4, of the TUF, such communications must be received by the Company by the end of the 3rd trading day prior to the date set for the Meeting, i.e. by April 27, 2026. Entitlement to attend and vote shall remain valid if communications are received after this deadline, provided that they are received before the opening of the meeting proceedings.

Proxy Voting and Designated Representative

The Company has decided to avail itself of the option to provide that, pursuant to Article 13 of the by-laws, attendance at the Shareholders' Meeting by those entitled to exercise voting rights **shall be 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 be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, in derogation from Article 135-undecies, paragraph 4, of the TUF.

Attendance at the Shareholders' Meeting shall be permitted to the designated representative (as defined below) and to other persons entitled to attend, other than those entitled to exercise voting rights (who shall be required to grant a proxy to the designated representative), **exclusively by means of telecommunication systems** that allow for their identification and immediate participation, according to connection procedures that will be communicated by the Company.

The Company has appointed Attorney Alessandro Franzini as the shareholders' representative designated pursuant to Article 135-undecies of the TUF (the "**Designated Representative**").

Shareholders wishing to attend the Shareholders' Meeting shall therefore grant, free of charge (except for any transmission or mailing costs), to the Designated Representative, in compliance with Article 135-undecies of the TUF, a proxy – including voting instructions on all or some of the proposed resolutions concerning the items on the agenda – together with an identity document and, in the case of a legal entity granting the proxy, documentation evidencing the authority to grant such proxy, using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the Company's website at www.valtecne.com, Investor Relations section.

The proxy must be granted by signing the specific form available, together with the relevant instructions for completion and submission, on the Company's website www.valtecne.com, Investor Relations section, by



the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., 28 April 2026 on first call, or 30 April 2026 on second call), and shall be effective only for the proposals in relation to which voting instructions have been provided. The proxy and the voting instructions may be revoked within the same deadline indicated above.

It should be noted that the shares for which a proxy has been granted, even partially, shall be counted for the purposes of the valid constitution of the Shareholders' Meeting. With regard to proposals for which no voting instructions have been provided, the shares shall not be counted for the purposes of calculating the majority and the portion of share capital required for the approval of the resolutions.

It should also be noted that the Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the TUF, in derogation from Article 135-undecies, paragraph 4, of the TUF, which, together with the relevant written voting instructions, must be received by the Designated Representative at the certified email address alessandro.franzini@milano.pecavvocati.it by 12:00 noon on the day preceding the date set for the Shareholders' Meeting (April 29, 2026 in the event of first call, May 3, 2026 in the event of second call). The proxy may be granted using the specific form available on the Company's website at www.valtecne.com, Investor Relations section, in accordance with the procedures and within the deadlines indicated therein. The proxy and voting instructions may be revoked within the same deadlines and in accordance with the same procedures provided for their submission.

The granting of proxies pursuant to Articles 135-novies and 135-undecies of the TUF shall not entail any costs for the Shareholder, except for any transmission or mailing costs. From the date of publication of this notice of call, the Designated Representative will make available, for information and clarifications, the telephone number +39 02/433371 and the email address alessandro.franzini@znr.it. No procedures for voting by correspondence or by electronic means are provided.

Supplementation of the agenda and submission of proposed resolutions

Pursuant to Article 12 of the by-laws, shareholders representing at least 10% (ten per cent) of the share capital may submit to the Company, within 5 (five) days from the publication of this notice of call, requests to supplement the list of items to be discussed, indicating in the request the additional items proposed. The supplementation of the agenda is not permitted with regard to items on which the Shareholders' Meeting resolves, by law, upon proposal of the Directors or on the basis of a project or report prepared by them other than those relating to the items already on the agenda.

The notice of supplementation of the agenda shall be published in at least one of the newspapers indicated in the by-laws, no later than the 7th (seventh) day prior to the date of the Shareholders' Meeting on first call, as well as on the Company's website. Requests for supplementation of the agenda must be accompanied by an explanatory report, which must be filed at the registered office and submitted to the administrative body within the deadline for submitting the request. The explanatory report shall be published on the Company's website, also in order to allow the Designated Representative to collect voting instructions also on the requested supplements.

Shareholders in whose favour the Company has received a specific communication certifying ownership of the required shareholding from an authorized intermediary, in accordance with applicable regulations, are entitled to request supplementation of the agenda.

The request, together with the explanatory report, the information relating to the identifying details of the submitting shareholders and the overall percentage held, as well as the references to the communication sent by the intermediary to the Company pursuant to applicable regulations, must be submitted in writing to the Company within the above-mentioned deadline by certified email to info@pec.valtecne.com (subject: "Supplementation of Agenda Valtecne Shareholders' Meeting 2026").

Right to submit individual proposed resolutions prior to the Shareholders' Meeting



In light of the fact that attendance at this Shareholders' Meeting is permitted exclusively through the Designated Representative, shareholders wishing to submit proposals on the items on the agenda are invited to send them by April 20, 2026 by certified email to info@pec.valtecne.com (Ref. "Questions Valtecne Shareholders' Meeting 2026"), together with a copy of an identity document and documentation certifying their entitlement to exercise such right in accordance with applicable law.

It is recommended that proposals be formulated clearly and comprehensively, preferably accompanied by a report setting out the reasons therefor. Such proposals shall be published without delay on the Company's website (and in any case by April 22, 2026), in order to enable those entitled to vote to express an informed opinion also taking into account such new proposals and to provide the necessary instructions to the Designated Representative. For the purposes of such publication, as well as in relation to the conduct of the meeting, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness, their compliance with applicable regulations and the entitlement of the proposing parties.

Right to ask questions on the agenda

Pursuant to Article 12 of the by-laws, those entitled to attend the Shareholders' Meeting may submit questions on the items on the agenda also prior to the Meeting. In light of the fact that attendance at the Shareholders' Meeting is permitted exclusively through the Designated Representative, shareholders entitled to attend the Meeting may submit questions on the items on the agenda by sending them to the Company by April 21, 2026 by certified email to info@pec.valtecne.com. Questions must be accompanied by the relevant certification issued by the intermediaries with whom the shares are deposited or, alternatively, by the same communication required for participation in the Shareholders' Meeting. Please indicate in the accompanying message a telephone number or email address at which the sender may be contacted. Responses to questions received prior to the Meeting shall be provided at least three days before the Meeting by publication in a dedicated section of the Company's website. The Company may provide a single response to questions having the same content.

Appointment of the Board of Directors

The appointment of directors shall be based on proposals submitted by shareholders and in accordance with the majorities provided by law.

More specifically, shareholders intending to submit proposals for the appointment of members of the Board of Directors are invited to submit such proposals by April 20, 2026, by sending them to the certified email address info@pec.valtecne.com, together with:

- (i) information regarding the identity of the shareholders submitting the proposals, indicating the number of shares held at the date of submission, evidenced by appropriate certification issued by an intermediary;
- (ii) the list of candidates proposed for appointment as directors;
- (iii) the curriculum vitae of the candidates and the list of any directorships or supervisory positions held by each candidate in other companies;
- (iv) declarations by each candidate accepting their nomination and declaring, under their own responsibility, the absence of causes of ineligibility, incompatibility or disqualification provided by law, as well as the existence of any requirements prescribed by the by-laws, by law and by applicable regulations for members of the Board of Directors, and any possession of the independence requirements set forth in Article 148, paragraph 3, of the TUF.

It should be noted that, pursuant to the by-laws, members of the Board of Directors must meet the integrity requirements set forth in Article 147-quinquies of the TUF. At least one (1) member of the Board of Directors must meet the independence requirements set forth in Article 148, paragraph 3, of the TUF.



The proposed candidacies shall be published without delay on the Company's website (and in any case by April 22, 2026), in order to enable those entitled to vote to express an informed opinion and to provide the necessary instructions to the Designated Representative.

Appointment of the Board of Statutory Auditors

The appointment of standing and alternate statutory auditors shall be based on proposals submitted by shareholders and in accordance with the majorities provided by law.

More specifically, shareholders intending to submit proposals for the appointment of members of the Board of Statutory Auditors are invited to submit such proposals by April 20, 2026, by sending them to the certified email address info@pec.valtecne.com, together with:

- (i) information regarding the identity of the shareholders submitting the proposals, indicating the number of shares held at the date of submission, evidenced by appropriate certification issued by an intermediary;
- (ii) the list of candidates proposed for appointment as standing auditors (including the Chairman of the Board of Statutory Auditors) and alternate auditors;
- (iii) the curriculum vitae of the candidates and the list of any directorships or supervisory positions held by each candidate in other companies or entities;
- (iv) declarations by each candidate accepting their nomination and declaring, under their own responsibility, the absence of causes of ineligibility, incompatibility or disqualification provided by law, as well as the existence of any requirements prescribed by the by-laws, by law and by applicable regulations for members of the Board of Statutory Auditors.

It should also be noted that all candidates must meet the integrity and professional requirements set forth in Article 148, paragraph 4, of the TUF, as well as the independence requirements set forth in Article 148, paragraph 3, of the TUF.

The proposed candidacies shall be published without delay on the Company's website (and in any case by April 22, 2026), in order to enable those entitled to vote to express an informed opinion and to provide the necessary instructions to the Designated Representative.

Documentation

The documentation relating to the Shareholders' Meeting and the items on the agenda, as required by applicable regulations, shall be made available to the public at the registered office in Berbenno di Valtellina (SO), Via al Campo Sportivo, 277, and shall be available on the Company's website at www.valtecne.com, Investor Relations section, as well as on the website of Borsa Italiana S.p.A., within the time limits provided by law.

Berbenno di Valtellina (SO), April 15, 2026

Vittorio Mainetti

Chairman of the Board of Directors

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This press release is also available on the Company's website www.valtecne.com (section "Investors") and on <https://www.emarketstorage.it/>.



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About Valtecne

Founded in 1983, Valtecne is a leading company in high-precision mechanics. It manufactures components used in the medical sector – particularly surgical instruments for orthopedics and implantable components – as well as in various industrial sectors such as power transmission, automotive, and energy. As of 31 December 2024, Valtecne reported Production Value of € 37.3 million and Adjusted EBITDA of € 9.7 million, corresponding to an EBITDA margin of 26.0%.

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