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Oggetto : THE SHAREHOLDERS' MEETING
APPROVED THE 2025 FINANCIAL
STATEMENTS AND THE DISTRIBUTION OF
THE DIVIDEND. ADOPTION OF THE
ONE#TIER SYSTEM APPROVED AND NEW
BOARD OF DIRECTORS APPOINTED

Testo del comunicato

Vedi allegato

ITALMOBILIARE
INVESTMENT HOLDING

PRESS RELEASE

THE SHAREHOLDERS' MEETING APPROVED THE 2025 FINANCIAL STATEMENTS AND THE DISTRIBUTION OF THE DIVIDEND. ADOPTION OF THE ONE-TIER SYSTEM APPROVED AND NEW BOARD OF DIRECTORS APPOINTED

Milan, April 22, 2026 – The Shareholders' Meeting of Italmobiliare S.p.A. met today, with 76.08% of the share capital represented.

In its extraordinary session, the Shareholders' Meeting approved:

- the amendments to the By-laws necessary for **the adoption of the one-tier governance system**, the most widely recognised model of administration and control at international level. Under this system, the Board of Directors includes a Management Control Committee, to which control functions are entrusted. The one-tier structure will ensure constant synergy between the management and control functions and will enhance international investors' understanding of the Company's governance framework.
- further amendments to the By-laws, intended to align certain provisions with the most recent practices and orientations. Among the amendments approved are the extension of the Company's duration and the inclusion in the By-laws of the Company's commitment to pursuing sustainable success through long-term value creation.

In its ordinary session, the Shareholders' Meeting approved the financial statements for the year ended December 31, 2025, which closed with a profit of 55.4 million euro and shows a positive net financial position of +231.0 million euro for Italmobiliare S.p.A., and approved the distribution of a dividend of euro 1.1 per share, paid out of the profit for the year for a total of 46,217,541.70 euro. The dividend will be paid on May 6, 2026, going ex-coupon on May 4, 2026 and with a record date of May 5, 2026. The Shareholders also approved the remuneration policy for the financial year 2026 and expressed their favourable opinion on the compensation paid in the financial year 2025 to Directors, members of the Board of Statutory Auditors and key management personnel.

Still in the ordinary session, the Shareholders' Meeting: appointed the new members of the Board of Directors; approved a new Long-Term Incentive Plan reserved for the Chief Executive Officer, key management personnel and other managers selected for inclusion; renewed the authorisation to buy and sell treasury shares for the next 18 months.

*"In welcoming the new members of the Board, I would like to thank the outgoing Directors, some of whom have served since 2017 and, over the past nine years, have contributed to the development process that has seen Italmobiliare evolve into a modern investment holding company", said **Carlo Pesenti**, CEO of Italmobiliare. "A special word of thanks goes to Laura Zanetti, who, in her role as Chairman, has carried out an outstanding job, making a decisive contribution to equipping the Group with advanced governance systems, strengthening control frameworks, the quality of decision-making processes and alignment with leading best practices".*

The Chairman, **Laura Zanetti**, stated: *"I would like to thank the Shareholders, the Board of Directors, the Board of Statutory Auditors and the entire Italmobiliare team, whose outstanding human and professional qualities have made the journey and the results achieved over the years possible. In particular, I wish to thank Carlo Pesenti for the trust he has placed in me throughout these years and for the extraordinary path he has guided. I am proud to have had the opportunity to contribute to the growth and evolution of a Group with Italmobiliare's history, tradition and shareholder base, which today is more sustainable, innovative and resilient than when I began this journey, and ready to pursue new and ambitious challenges".*

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APPOINTMENT OF THE BOARD OF DIRECTORS

Taking into account the approval of the amendments to the By-laws and therefore the adoption of the one-tier administration and control system, the Shareholders' Meeting appointed a Board of Directors composed of 12 members for the three-year period 2026-2028, and therefore until the approval of the financial statements as at December 31, 2028.

Carlo Pesenti, Livio Strazzerà, Giorgio Bonomi, Luca Massimo Minoli, Antonia Di Bella, Valentina Casella, Roberto Pesenti, Gabriele Villa, Pietro Ruffini, Alessandra Carra, Silvia Pezzini, were elected from the majority list submitted by CFN Generale Fiduciaria S.p.A., which obtained 88.91% of the votes, representing 67.65% of the total share capital;

Alessandra Genco was elected from the minority list submitted by a group of institutional investors (which obtained 7.3% of the votes, representing 5.55% of the total share capital), not connected – even indirectly – with the shareholders holding a controlling interest in the Company.

The appointment of the Directors will become effective following the registration of the resolution of the Extraordinary Shareholders' Meeting with the competent Company Register.

All candidates declared, upon submission of their candidacies, that they met the integrity requirements necessary to hold office in an issuer listed on a regulated market. Antonia Di Bella, Valentina Casella, Gabriele Villa, Pietro Ruffini, Alessandra Carra, Silvia Pezzini, Alessandra Genco declared that they met, in addition to the independence requirements pursuant to Article 2399 of the Italian Civil Code, to Article 148, paragraph 3, of the Consolidated Law on Finance (CLF), to the Corporate Governance Code the requirements laid down in the new Article 24 of the By-laws for appointment as members of the Management Control Committee; Antonia Di Bella e Gabriele Villa also declared that they are registered in the Register of Statutory Auditors. Livio Strazzerà declared that he meets the independence requirements pursuant to Article 2399 of the Italian Civil Code and Article 148, paragraph 3, of the CLF.

The curriculum vitae of the members of the Board of Directors are available on the Company's website, in the Governance/Shareholders' Meeting section (<https://www.italmobiliare.it/en/governance/shareholders-meeting>). The shareholdings of Carlo Pesenti, Livio Strazzerà and Roberto Pesenti, who already served on the previous Board, are reported in the Report on the remuneration policy and compensation paid.

The Shareholders' Meeting resolved to grant each Director a fixed annual remuneration of 45,000 euro, an additional annual remuneration of 40,000 euro for the Chairperson of the Management Control Committee, an additional annual remuneration of 25,000 euro for each other member of the Management Control Committee, and an attendance fee of 3,000 euro for participation in the other Board committees (other than the Management Control Committee) that will be established. Should the newly appointed Board of Directors decide that the functions of the Control and Risk Committee are to be performed by the Management Control Committee, the remuneration of the members of the latter for performing such functions will be increased by 10,000 euro for each member, with no attendance fee being paid.

ITALMOBILIARE 2026–2028 PHANTOM STOCK GRANT PLAN

The Shareholders' Meeting also approved, pursuant to Article 114-bis of the Consolidated Law on Finance, the adoption of a new long-term incentive plan – the "Italmobiliare 2026-2028 Phantom Stock Grant Plan" – reserved for the Chief Executive Officer, the key management personnel of the Company and other managers selected by the Chief Executive Officer. The incentive plan will be aimed at further aligning the interests of management and those of the shareholders; supporting the achievement of the medium- to long-term corporate strategic objectives; and ensuring a high level of attraction and retention of key resources, offering remuneration packages consistent with market practice. The Plan provides for the assignment of a specific number of rights to receive "Phantom Stock" linked to the value of Italmobiliare's shares at the end of the

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three-year vesting period, depending on the achievement of the following performance objectives: Net Asset Value per share, with an 80% weight; ESG performance as assessed by the main specialist rating agencies (CDP, Sustainalytics, S&P), with a 20% weight. The payout of the Plan will be in cash and will therefore depend on the number of “Phantom Stock” accrued (based on the performance indicators) and the value of the Italmobiliare stock, based on the stock market performance. A detailed description of the purposes and characteristics of the Plan is contained in the Information Document prepared pursuant to Article 114-bis of the Consolidated Law on Finance and Article 84-bis of the Issuers’ Regulation, published on the Company’s website in the Governance/Shareholders’ Meeting section.

AUTHORISATION TO BUY AND SELL TREASURY SHARES

The Shareholders also renewed, for the next 18 months, the authorisation to buy and sell treasury shares in order to set up a portfolio of securities that could be used as an alternative or in addition to financial resources to carry out extraordinary corporate finance transactions – such as exchanges of equity interests or possible acquisitions – or to implement compensation plans based on financial instruments that may be approved in the future.

The authorisation concerns a maximum of 1,000,000 shares (representing 2.353% of the share capital) for a maximum outlay of 35 million euro. The Company currently has 484,053 treasury shares in its portfolio, equal to 1.139% of the share capital.

The Company will be able to buy treasury shares in one or more tranches. Purchases will be made on the market in compliance with Article 144-bis, paragraph 1, letters b) and d-ter) of the Issuers’ Regulation, so as to allow compliance with the principle of equal treatment of shareholders, as required by Article 132 of the Consolidated Law on Finance, and therefore (i) on regulated markets, according to the operating procedures established in the organisation and management regulations of Borsa Italiana, which do not allow direct matching of purchase proposals with predetermined sale proposals, or (ii) with the methods established by market practices allowed by CONSOB pursuant to Article 13 of Regulation (EU) No. 596/2014, from time to time in force, and in any case in accordance with the further provisions of the law and regulations applicable to this type of transaction.

Purchases will be made – in compliance with the conditions set out in Article 3 of Commission Delegated Regulation (EU) 2016/1052 dated March 8, 2016 and other applicable rules – at a unit price not exceeding the highest price between the price of the last independent transaction and the price of the current highest independent purchase offer on the Euronext STAR Milan, it being understood that this consideration may not in any case be lower in the minimum and higher in the maximum by 15% (fifteen percent) with respect to the reference price that the Italmobiliare share recorded in the stock market session of the day preceding each transaction.

The Company will be able to carry out disposals, also fractionally and without time limitations, of the Italmobiliare shares to be purchased or already purchased on the basis of previous shareholders’ authorisations, according to the purposes and methods indicated above, provided the unit selling price (or in any case the unit value established in the context of the sale) is not lower than the average carrying price of the shares bought on the basis of the authorisation.

For further information

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