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Oggetto : EQUITA Group Shareholders' Meeting (22 April 2026). Appointment of new corporate bodies

*Testo del comunicato*

Vedi allegato

## PRESS RELEASE

### EQUITA Shareholders' Meeting approved:

- Financial statements for the year ended 31 December 2025 and a dividend of €0.40 per share, to be distributed in two tranches
- The first and the second section of the Report on remuneration policies and compensation paid in 2025
  - The authorisation to purchase and dispose treasury shares

Meeting appointed the new Board of Directors and the Chairman, and determined the number of board members, the duration of the mandate and the board compensation

The Meeting also appointed the Board of Statutory Auditors and its Chairman, and determined board compensation

The newly appointed Board of Directors met after the Meeting and under the chairmanship of Andrea Vismara appointed Carlo Andrea Volpe Executive Vice-Chairman and Luigi de Bellis and Simone Riviera Chief Executive Officers

Milan, April 22<sup>nd</sup>, 2026

The Shareholders' Meeting (the "**Meeting**") of EQUITA Group S.p.A. (the "**Company**" and, together with its subsidiaries, the "**Group**") met today under the chairmanship of Ms. Sara Biglieri. 62% of the share capital and 70% of the total voting rights participated in the Meeting.

### Financial statements for the year ended 31 December 2025 and dividend distribution

**The Meeting approved** – with 99.9% of the attending votes – **the financial statements for the year ended 31 December 2025**, accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors, and the Report of the Auditing Firm.

**The Meeting also approved** – with 99.9% of the attending votes – **the distribution of a dividend of €0.40 per share**, gross of taxes, representing a dividend yield of approximately 6.5%.

The dividend will be paid out as follows,

through the distribution of earnings and share capital reserves:

- **First tranche**, equal to **€0.20 per share (coupon no. 14)**, paid out by distributing earnings, for a maximum estimated amount of €10,341,846.20;

- **Second tranche**, equal to **€0.20 per share (coupon no. 15)**, paid out by distributing retained earnings and share capital reserves, for a maximum estimated amount of €10,341,846.20.

The first tranche will be distributed on 20 May 2026 (payment date), with coupon tender date on 18 May 2026 (ex-dividend date) and entitlement date on 19 May 2026 (record date); second tranche will be cashed out on 18 November 2026 (payment date), with coupon tender date on 16 November 2026 (ex-dividend date) and entitlement date on 17 November 2026 (record date).

## Remuneration policy and Report on remuneration policies and compensation paid in 2025

**The Meeting approved** – with 89.1% of the attending votes – **the first section of the Report on remuneration policies and compensation paid in 2025** (the “**Report**”), pursuant to Article 123-ter of the Legislative Decree No 58/98 (“**TUF**”) and Article 84-quarter of the Issuers’ Regulation as subsequently amended. By approving the first section of the Report, the Meeting also approved the remuneration and incentive policies of the Group applicable from 2026 onwards.

**The Meeting also expressed its favourable opinion on the second section of the Report**, with 89.1% of the attending votes.

## Appointment of the Board of Directors

The Meeting resolved to **determine the size of the Board of Directors at 9 (nine)** and the **mandate duration to 3 (three) fiscal years**. The Board of Directors will therefore remain in charge until the approval of the 2028 financial statements.

The Meeting appointed **Andrea Vismara, Carlo Andrea Volpe, Luigi de Bellis, Simone Riviera, Stefania Milanese, Michela Zeme, Angela Gamba** and **Matteo Bruno Lunelli** as Directors from the slate submitted by some manager-shareholders on 25 March 2026 (Slate No. 1), which received the most votes in the Meeting, equivalent to 70.8% of the attending votes. **Silvia Demartini** was appointed Director from the second most voted slate with 18.1% of votes, the latter submitted by institutional investors on 25 March 2026 (Slate No. 2). A third slate (Slate No. 3) obtained 10.8% of the attending votes.

The composition of the new Board of Directors sees three independent members, four executive members and two non-executive members, in addition to a fair gender equilibrium, with four directors out of nine belonging to the female gender.

The Meeting also appointed **Andrea Vismara** as **Chairman** and resolved to set the gross annual compensation of each Director, pro tempore and for the period of the office, to €30,000.

## Appointment of the Board of Statutory Auditors

The Meeting appointed **Andrea Serra** and **Paolo Redaelli** as **Standing Auditors** and **Daniela Delfrate** and **Guido Fiori** as **Alternate Auditors** from the most voted slate of candidates in the Meeting (Slate No. 1) with 71.1% of votes. **Andrea Conso** was appointed as **Standing Auditor** from the second most voted slate (Slate No. 2) with 18.1% of votes. The third slate (Slate No. 3) obtained 10.8% of the votes.

**Andrea Conso was appointed Chairman of the Board of Statutory Auditors** according to Art. 148, paragraph 2-bis, of the TUF, with the latter stating that the Chairman shall be appointed by the Meeting among candidates belonging to the second most voted slate.

The Meeting also resolved to set the gross annual compensation of the Chairman, pro tempore and for the period of the office, to €42,000, and the gross annual compensation of any other Standing Auditor, pro tempore and for the period of the office, to €30,000.

## Authorisation to purchase and dispose treasury shares

**The Meeting authorised** – with 99.9% of the attending votes – **the Company to purchase and dispose treasury shares**, pursuant to articles 2357 and 2357-ter of the Italian Civil Code and article 5 of the EU Regulation no. 596/2014, the EU Delegated Regulation no. 1052/2016, as well as best market practises, having previously revoked the authorisation approved by the Meeting on 29 April 2025.

**The Company has been authorised to purchase a maximum of no. 1,500,000 EQUITA Group shares** (ca. 2.8% of the share capital as of today). The shares have no par value and are listed on the STAR segment of the Euronext Milan market. The buyback program has an **18-month validity** (the longest period allowed by applicable regulation). **Authorisation to dispose treasury shares has no due date.**

The Meeting's resolution and the start of the buyback program is subject to the Bank of Italy's approval. For any other information about the authorisation to purchase and dispose treasury shares, including the strategic objectives and the total consideration assumed to pursue the program, please refer to the Directors' report on the fifth item on the agenda made available to the public.

As of today, the Company's share capital is equal to €12,123,581.80 (no. 53,281,570 ordinary shares, of which no. 1,769,123 treasury shares, the latter representing ca. 3.3% of the share capital). Group subsidiaries do not hold any treasury share of the Company.

## Resolutions of the newly appointed Board of Directors

The new Board of Directors of the Company – which met for the first time after the Shareholders' Meeting – appointed **Carlo Andrea Volpe** as **Vice-Chairman** and **Luigi de Bellis** and **Simone Riviera** as **Chief Executive Officers**. The Board of Directors also resolved to appoint **Silvia Demartini** as **Lead Independent Director**.

The Lead Independent Director, voluntarily appointed by the Board of Directors, will act as primary liason between non-executive directors, especially independent ones, and the chair to enhance governance. The Lead Independent Director will also act – inter alia – as a third-party in the dialogue with investors who have a stake of at least 0.5% of the share capital, without prejudice to all other practices already in place to ensure a fair dialogue between the Company and investors.

The Board of Directors also appointed the following board committees:

- **Remuneration Committee:** Matteo Bruno Lunelli (Chair), Andrea Vismara, Silvia Demartini;
- **Risk and Control Committee:** Silvia Demartini (Chair), Michela Zeme, Angela Gamba;
- **Related Parties' Committee:** Angela Gamba (Chair), Matteo Bruno Lunelli, Michela Zeme.

The Board of Directors decided to postpone the official assessment of independence of Directors to the next Board meeting, which will also verify other formal requirements of Board members. Considering the documentation provided by Directors for the submission of slates of candidates, such independence requirements shall be deemed satisfied to date.

The Board also appointed **Stefania Milanesi** as **Manager in charge of financial reporting** of the Company.

## Other Information

For more information about Meeting's resolutions, please refer to the minutes that will be made available in accordance with applicable law, as well as the Directors' reports on the items on the agenda for the Meeting, the latter already public available on the website [www.equita.eu](http://www.equita.eu).

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EQUITA is the leading independent Italian investment bank. As the go-to partner of investors, institutions, listed companies, corporates and entrepreneurs, EQUITA acts as broker, financial advisor and alternative asset management platform by offering a broad range of financial services that include M&A and corporate finance advisory, access to capital markets, insights on financial markets, trading ideas and investment solutions, in Italy and abroad, assisting clients with their financial projects and strategic initiatives. Drawing on half a century of experience, EQUITA is committed to promote the role of finance by creating value for the economy and the entire financial system, thanks to its deep understanding of markets, strategic transactions, and sustainability. A unique business model, where research is at the core of the strategy and where clients get access to a leading trading floor constantly connected with financial markets globally, a successful track-record in the execution of investment banking transactions – enhanced also by the international partnership with Clairfield who identifies cross-border opportunities for Italian and foreign companies – and a proved expertise in the management of investment funds, especially in illiquid asset classes like private debt, private equity, infrastructures and renewables. EQUITA stands out for its independence and integrity, the commitment of its professionals to best-serve clients, and the concept of “partnership” that sees its managers and employees as shareholders of an investment bank listed on the Italian Stock Exchange as “STAR” company. Visit [www.equita.eu](http://www.equita.eu) to learn more... because WE KNOW HOW

Fine Comunicato n.20115-65-2026

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