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Oggetto : Ordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

SANLORENZO

SANLORENZO S.P.A.:

THE SHAREHOLDERS' MEETING APPROVED THE FINANCIAL STATEMENTS AS OF 31 DECEMBER 2025 AND THE DISTRIBUTION OF A DIVIDEND OF €1.05 PER SHARE

The Shareholders' Meeting also approved:

- the “First Section” of the Report on Remuneration and resolved in a favourable sense on the “Second Section”;
- the “2026 Performance Shares Plan”;
- the “Second Simpson Marine Plan”;
- the authorisation to purchase and dispose of treasury shares, subject to the revocation of the previous authorisation.

The Consolidated Financial Statements and the Consolidated Sustainability Report for FY2025, included in the report on operations of the 2025 Annual Financial Report, were also presented to the Shareholders' Meeting.

La Spezia, 24 April 2026 – The Ordinary Shareholders' Meeting (the “Shareholders' Meeting”) of Sanlorenzo S.p.A. (“Sanlorenzo” or the “Company”) met today in first call, under the chairmanship of Mr. Massimo Perotti.

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”), participation in the Shareholders' Meeting was held exclusively through the designated representative Monte Titoli S.p.A. (“Monte Titoli” or the “Designated Representative”)

FINANCIAL STATEMENTS AND PROPOSAL FOR THE ALLOCATION OF PROFIT

The Shareholders' Meeting approved the Financial Statements for the year ended 31 December 2025 and the proposal for the allocation of profit, including the distribution of a dividend of €1.05 per share, gross of withholding tax, for a total amount of €37,147,696.95¹, without prejudice to the number of shares entitled to payment, to be determined on 19 May 2026 (record date). The ex-dividend date will be on 18 May 2026, with payment on 20 May 2026. The dividend amount corresponds to a pay-out of 34.6% of the Group's net profit.

The Consolidated Financial Statements for the year ended 31 December 2025 were also presented during the Shareholders' Meeting and showed net revenues from the sale of new yachts (“Net Revenues New Yachts”²) equal to €960.4 million, up by 3.2% compared to €930.4 million in 2024, EBITDA equal to €180.6 million, up by 2.4% compared to €176.4 million in 2024, EBIT equal to €139.9 million, up by 0.4% compared to €139.3 million in 2024, Group net profit equal to €107.4 million, up by 4.2% compared to €103.1 million in 2024 and a net cash position equal to €20.1 million, compared to €29.1 million as of 31 December 2024 (net of: (i) dividend payment

¹ Excluding the treasury shares held by the Company, equal to no. 298,794 at today's date.

² Net Revenues New Yachts are calculated as the algebraic sum of revenues from contracts with customers relating to the sale of new yachts (recognised over time with the “cost-to-cost” method) and pre-owned yachts, net of commissions and trade-in costs of pre-owned boats.

of €34.8 million; (ii) organic net investments of €48.2 million; and (iii) extraordinary cash outflows of €1.2 million for M&A investments).

CONSOLIDATED SUSTAINABILITY REPORT

The 2025 Consolidated Sustainability Report, included in the report on operations of the 2025 Annual Financial Report, was presented to the Shareholders' Meeting, in compliance with Italian Legislative Decree no. 125 of 6 September 2024, issued in implementation of Directive 2022/2464/EU ("**Corporate Sustainability Reporting Directive**"), as well as the requirements set out in Regulation (EU) 2020/852 of the European Parliament and of the Council and the related delegated regulations.

The Consolidated Sustainability Report has been prepared in accordance with the European Sustainability Reporting Standards ("**ESRS**"), adopted by the European Commission, and includes information on the Sanlorenzo Group's activities related to ESG matters.

The Group has monitored and reported its commitment within this document, and continues to pursue a balanced approach between financial, environmental, and social objectives, through a comprehensive and responsible 360-degree approach. This includes a strong focus on the sustainability of products and processes, human resources, the supply chain, and the broader territory in which it operates.

REPORT ON REMUNERATION

The Shareholders' Meeting examined the Report on the policy regarding remuneration and fees paid (the "**Report on Remuneration**") prepared by the Company's Board of Directors pursuant to Article 123-ter of the TUF and Article 84-*quater* of Consob Regulation no. 11971 of 14 May 1999 (the "**Issuers' Regulation**").

The Shareholders' Meeting approved the "First Section" of the Report on Remuneration, related to the Company's remuneration policy for members of administrative bodies, general managers and managers with strategic responsibilities, and resolved in favourable sense on the "Second Section" of this report.

2026 PERFORMANCE SHARES PLAN

The Shareholders' Meeting approved, pursuant to Article 114-*bis* of the TUF, the adoption of a compensation plan based on financial instruments, aiming to ensure incentive and loyalty, called the "2026 Performance Shares Plan", reserved to executive directors, general managers, managers and collaborators not bound by employment contracts of Sanlorenzo and of its direct or indirect Italian and foreign subsidiaries pursuant to Article 93 of the TUF, or qualifying as subsidiaries in accordance with the accounting standards applicable over time or included in the consolidation perimeter, to be implemented through the free assignment of rights valid for the free assignment of ordinary treasury shares in the Company's portfolio.

The information document on the 2026 Performance Shares Plan, prepared pursuant to Article 84-*bis* and Annex 3A, Scheme 7 of the Issuers' Regulation, is available at the Company's registered office at via Armezzone 3, Ameglia (SP), Italy, on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section) and on the authorised eMarket Storage mechanism (www.emarketstorage.it).

SECOND SIMPSON MARINE PLAN

The Shareholders' Meeting approved, pursuant to Article 114-*bis* of the TUF, the adoption of a compensation plan based on financial instruments, aiming to ensure incentive and loyalty, called the "Second Simpson Marine Plan" and restricted to a limited number of directors, executives, employees and collaborators of the company Simpson Marine Limited ("**Simpson Marine**") incorporated under the laws of Hong Kong and controlled by

Sanlorenzo pursuant to Article 93 of the TUF, concerning shares of Simpson Marine. The plan provides that each beneficiary is entitled to purchase Simpson Marine shares from Sanlorenzo at their nominal value and, subsequently, to sell them back to the Company at a variable and variable and rewarding price based on the time elapsed since their purchase.

The information document on the Second Simpson Marine Plan, prepared pursuant to Article 84-*bis* and Annex 3A, Scheme 7 of the Issuers' Regulation, is available at the Company's registered office at via Armezzone 3, Ameglia (SP), Italy, on the Company's website (www.sanlorenzoyacht.com in the "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section) and on the authorised eMarket Storage mechanism (www.emarketstorage.it).

AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES

The Shareholders' Meeting approved the authorisation to purchase and dispose of the Company's treasury shares, pursuant to the provisions of Articles 2357 and 2357-*ter* of Italian Civil Code, as well as Article 132 of the TUF, and to revoke the authorisation resolved by the Ordinary Shareholders' Meeting on 29 April 2025, so that the Company will have, as from this Shareholders' Meeting, a single shareholders' authorisation.

The authorisation was approved for the purchase, even in several tranches, of ordinary shares up to a maximum amount of 3,565,394 shares, corresponding to 10% of share capital, for a period of 12 months and 6 days starting from the date of the relevant resolution of the Shareholders' Meeting, and therefore until 30 April 2027. The authorisation to dispose of treasury shares was approved with no time limits.

As of today's date, the Company holds no. 298,794 treasury shares equal to 0.84% of the share capital subscribed and paid-in.

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The summary report on the votes and the minutes of the Shareholders' Meeting will be made available to the public within the terms and according to the procedures set out by law.

The manager in charge of preparing the Company's financial reports Attilio Bruzzese, pursuant to Article 154-*bis*, paragraph 2, of the TUF, states that the information in this communication correspond to the records, ledgers and accounting entries.

This document includes some alternative performance indicators. The represented indicators are not identified as accounting measures in the context of IFRS standards and, therefore, must not be viewed as alternative measurements to those included in the financial statements. The management team considers these indicators as important additional parameters for the assessment of the Group's economic and financial performance.

The Annual Financial Report as at 31 December 2025, comprehensive of the Separate Financial Statements, the Consolidated Financial Statements, the Report on Operations, which includes the 2025 Consolidated Sustainability Report, and the certifications pursuant to Article 154-*bis* of the TUF, as well as the Reports prepared by the independent auditing firm and the Board of Statutory Auditors, is available to the public at the Company's registered office in Ameglia (SP), via Armezzone 3, on the Company's website (www.sanlorenzoyacht.com, "*Investors/Financial Results and Documents*" and "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Sections) and on the eMarket Storage mechanism (www.emarketstorage.com).

The Report on Remuneration is available at the Company's registered office in Ameglia (SP), via Armezzone 3, on the Company's website (www.sanlorenzoyacht.com, "*Corporate Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 24 April 2026*" Section) and on the eMarket Storage mechanism (www.emarketstorage.com).

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Sanlorenzo S.p.A.

Sanlorenzo is a leading global brand in the luxury yachting sector, which builds "made-to-measure" yachts and superyachts customized for each client, characterized by a distinctive and timeless design.

Founded in 1958 in Limite Sull'Arno (FI), the cradle of Italian shipbuilding, Sanlorenzo has succeeded over time in carving out a clear identity, achieving a high-end brand positioning. In 1974, Giovanni Jannetti acquired the company and created the Sanlorenzo legend, producing every year a limited number of yachts characterized by a unique, highly recognizable style, comfort, and safety, focusing on a sophisticated clientele. In 2005, Massimo Perotti, Executive Chairman, acquired the majority of Sanlorenzo, guiding its growth and development in international markets while preserving the brand's heritage.

Today, manufacturing activities are carried out in four main shipyards in La Spezia, Ameglia (SP), Viareggio (LU), and Massa, synergistically and strategically located within a 50-kilometre radius in the heart of the Italian nautical district.

The production is articulated into four business units: Yacht Division (composite motor yachts between 24 and 41 meters); Superyacht Division (aluminium and steel motor superyachts between 44 and 74 meters); Bluegame Division (composite motor yachts between 13 and 26 meters); and Nautor Swan Division, acquired in August 2024 (sailing yachts in carbon fibre and composite, and motor yachts in composite and aluminium, between 13 and 44 meters). The Group also offers an exclusive range of services dedicated solely to Sanlorenzo, Bluegame, and Swan clients, including crew training at the Sanlorenzo Academy, maintenance, refit and restyling services, as well as charter services.

The Group employs over 1,650 people and cooperates with a network of thousands of qualified artisan companies. In addition, the Group leverages an international distribution network, a widespread service network for customers worldwide, close collaborations with world-renowned architects and designers and a strong liaison with art and culture.

In 2025, the Group generated net revenues from the sale of new yachts of €960.4 million, with an EBITDA of €180.6 million and a Group net profit of €107.4 million.

www.sanlorenzoyacht.com

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