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Oggetto : Resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 27, 2026

*Testo del comunicato*

Vedi allegato



PRESS RELEASE

## Ordinary and Extraordinary Shareholders' Meeting of April 27, 2026

### The Shareholders' Meeting of SECO S.p.A.

#### in Ordinary Session

- Approved the Financial Statements at December 31, 2025 and the proposal to allocate the net result for the year
- Examined the 2025 Consolidated Financial Statements, inclusive of sustainability reporting pursuant to Legislative Decree No. 125/2024
- Approved the Remuneration Policy and Report
- Approved the "2026–2029 Plan for the Chief Executive Officer and Senior Executives of SECO S.p.A."
- Approved the "2026–2029 Plan for Employees and Senior Management of SECO S.p.A."
- Renewed the authorization to purchase and dispose of treasury shares

#### in Extraordinary Session

- Approved to increase the share capital on a free basis for a maximum amount of Euro 4,756, to serve the "2026–2029 Plan for the Chief Executive Officer and Senior Executives of SECO S.p.A."
- Approved to increase the share capital on a free basis for a maximum amount of Euro 16,872, to serve the "2026–2029 Plan for Employees and Senior Management of SECO S.p.A."
- Approved the amendments to the By-laws due to the full conversion of the class of shares named "Management '20 Share"

Arezzo, April 27, 2026 - SECO S.p.A. ("**SECO**" or the "**Company**" and, together with its subsidiaries, the "**Group**") announces that the Shareholders' Meeting was held today in Ordinary and Extraordinary Session, in a single call. Chaired by Daniele Conti, the Meeting resolved on the matters described below. The Shareholders' Meeting was held exclusively through proxies granted to Monte Titoli S.p.A., the Designated Agent pursuant to Article 135-undecies of Legislative Decree No. 58/1998, as subsequently amended and supplemented (the "**TUF**") and to article 12.4 of SECO's By-laws.

### Ordinary Shareholders' Meeting resolutions

#### **SECO financial statements for the year ended December 31, 2025**

The Shareholders' Meeting reviewed and approved SECO's separate financial statements at December 31, 2025, as per the draft financial statements approved by the Board of Directors on March 23, 2026, resolving to cover net loss amounting to Euro 6,637,323 through the use, for the same amount, of the Extraordinary Reserve.



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Also presented at the Shareholders' Meeting were SECO's consolidated financial statements at December 31, 2025, inclusive of sustainability reporting pursuant to Legislative Decree No. 125/2024, which report Revenues of Euro 197.6 million (with organic growth of 7.7% vs. 2024, +9.4% at constant FX), adjusted Gross margin of Euro 105.9 million (53.6% of revenues, +9.4% vs. 2024), adjusted EBITDA of Euro 40.2 million (20.3% of revenues, +42.5% vs. 2024), and adjusted Net Profit of Euro 11.8 million (6.6% of revenues, +864.1% vs. 2024).

SECO's separate financial statements at December 31, 2025 and consolidated financial statements at December 31, 2025 are available on the Company's website [www.seco.com](http://www.seco.com) ("Investors > Corporate Governance > Shareholders' Meeting" section) and on the authorized storage mechanism "eMarket STORAGE" available at [www.emarketstorage.com](http://www.emarketstorage.com).

### **Remuneration Policy and Report in accordance with Article 123-ter of the TUF (the "Report")**

In accordance with Article 123-ter of the TUF, the Shareholders' Meeting passed a binding resolution to approve Section I of the Report, concerning the Company's policy on the remuneration of members of the Board of Directors, Senior Executives, and members of the Company's Board of Statutory Auditors for 2026.

It also passed a non-binding resolution to approve Section II of the Report, concerning the compensation paid to Directors and Statutory Auditors and, in aggregate, the compensation paid to the Senior Executives in 2025.

A copy of the Report is available on the Company's website [www.seco.com](http://www.seco.com) ("Investors > Corporate Governance > Shareholders' Meeting" section) and on the authorized storage mechanism "eMarket STORAGE" available at [www.emarketstorage.com](http://www.emarketstorage.com).

### **Approval of the "2026–2029 Plan for the Chief Executive Officer and Senior Executives of SECO S.p.A." and of the "2026–2029 Plan for Employees and Senior Management of SECO S.p.A."**

After examining the explanatory report of the Board of Directors, the Shareholders' Meeting resolved to approve the "2026–2029 Plan for the Chief Executive Officer and Senior Executives of SECO S.p.A." (the "**2026–2029 CEO and Strategic Executives Plan**") and the "2026–2029 Plan for Employees and Senior Management of SECO S.p.A." (the "**2026–2029 Employees Plan**", and, together with the 2026–2029 CEO and Strategic Executives Plan, the "**Plans**"), tools intended, through the granting of rights which, upon vesting, entitle the beneficiaries to receive ordinary shares of the Company, to enhance engagement, promote retention and incentivize beneficiaries, aligning their interests with those of the Company and its shareholders, in line with the creation of sustainable value.

The 2026–2029 CEO and Strategic Executives Plan is addressed to the Chief Executive Officer and the Company's strategic executives and provides, upon vesting of the granted rights, for the free allocation to them of no. 1,210,000 ordinary shares of the Company upon achievement of the target level of certain performance objectives, as well as, in the event of overperformance, up to a maximum of 1,379,400 ordinary shares, under the terms, conditions and procedures set out in the same 2026–2029 CEO and Strategic Executives Plan.

The 2026–2029 Employees Plan, on the other hand, is addressed to the employees and senior executives of the Company and its subsidiaries and provides, upon vesting of the granted rights, for the free allocation to them of no. 1,480,000 ordinary shares of the Company. Such allocation is linked, in part, to the continued employment of the beneficiaries with the Company and, in part, to the achievement of certain performance objectives, as well as, in the event of overperformance, up to a maximum of 1,687,200 ordinary shares, under the terms, conditions and procedures set out in the same 2026–2029 Employees Plan.



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In addition, both Plans have a multi-year duration (2026–2029) and are structured with vesting and holding periods. The allocation of shares is subject, in addition to the completion of the vesting period, to the continuation of the relationship between the beneficiary and the Company, according to good leaver and bad leaver provisions, in line with market practice. The vesting of rights assigned by the Plans is linked to the achievement of specific performance targets identified by the Board of Directors, it being understood that, for the 2026–2029 Employees Plan, a minority portion of the rights granted may vest solely on the basis of the passage of the relevant annual vesting period and provided that the relationship between the beneficiary and the Company is still in place at the end of such period.

For further information, please refer to the relevant Explanatory Reports describing both Plans approved by the Shareholders' Meeting, and to which the respective Information Documents are attached.

### **Authorization of the purchase and disposal of treasury shares**

The Ordinary Shareholders' Meeting resolved to renew the authorization to purchase treasury shares, subject to revocation of the resolution passed on April 28, 2025.

The resolution seeks to provide the Company with a useful strategic investment opportunity, also taking into account the purposes permitted by current provisions - including the purposes contemplated in Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, "**MAR**") and in the practices permitted pursuant to Article 13 MAR where applicable including, purely by means of non-exhaustive example, to serve share-based incentive plans to employees or members of the administrative or control bodies and for the purposes of the possible use of the shares as consideration in corporate transactions, including the exchange of shareholdings with other parties, as part of transactions in the interest of the Company, all in any case within the terms and according to the procedures that may be decided by the competent bodies of the Company.

The resolution passed today authorizes the Board of Directors, and on its behalf to the Chief Executive Officers, to purchase the shares under the conditions and for the purposes described above, within the period deemed appropriate in the interest of the Company and in the manner set out in the applicable provisions of Consob Regulation No. 11971/1999 (as subsequently amended), granting the widest powers to execute the purchase transactions referred to in this motion, as well as any other related formality, including the possible assignment of tasks to qualified intermediaries pursuant to law and with the right to appoint special attorneys.

The purchase authorization was granted for the period of 18 months from the date of today's Shareholders' Meeting resolution, while the disposal authorization was granted without time limit.

At today's date, the Company does not hold treasury shares.

### **Extraordinary Shareholders' Meeting resolutions**

#### **Approval of the free share capital increase for a maximum nominal amount of Euro 4,756, to serve the "2026–2029 Plan for the Chief Executive Officer and Strategic Executives of SECO S.p.A."**

The Extraordinary Shareholders' Meeting has approved the proposal for a free share capital increase for a maximum nominal amount of Euro 4,756, to be carried out on a divisible basis, through the capitalization, pursuant to Article 2349 of the Italian Civil Code, of a corresponding amount drawn from retained earnings and/or profit reserves, with the issuance of up to 475,600 ordinary shares to be allocated to the Company's strategic executives as beneficiaries of the "2026–2029 Plan for the Chief Executive Officer and Strategic Executives of SECO S.p.A."



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### **Approval of the free share capital increase for a maximum nominal amount of Euro 16,872, to serve the "2026–2029 Plan for Employees and Senior Management of SECO S.p.A."**

The Extraordinary Shareholders' Meeting has approved the proposal for a free share capital increase for a maximum nominal amount of Euro 16,872, to be carried out on a divisible basis, through the capitalization, pursuant to Article 2349 of the Italian Civil Code, of a corresponding amount drawn from retained earnings and/or profit reserves, with the issuance of up to 1,687,200 ordinary shares to be allocated to employees and senior managers of the Company or its subsidiaries as beneficiaries of the *"2026–2029 Plan for Employees and Senior Management of SECO S.p.A."*

### **Amendments to the By-laws**

The Extraordinary Shareholders' Meeting has resolved on amendments to the By-laws concerning Articles 2, 6, 7 and 8, following the full conversion of the class of shares named *"Management '20 Share"*.

### **Documentation**

The minutes of the Shareholders' Meeting, the voting summary and SECO's By-Laws - as most recently amended following the Extraordinary Shareholders' Meeting's approval resolution - will be made available in the manner and within the deadlines prescribed by law.



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### SECO

SECO (IOT.MI) is a high-tech company that develops and manufactures cutting-edge solutions for the digitalization of industrial products and processes. SECO's hardware and software offerings enable B2B companies to easily introduce edge computing, Internet of Things, data analytics, and artificial intelligence to their businesses. SECO's technology spans across multiple fields of application, serving more than 450 customers across sectors such as medical, industrial automation, fitness, vending, transportation, and many others. Through live monitoring and smart control of in-the-field devices, SECO solutions contribute to low environmental impact business operations via a more efficient use of resources.

For more information: <http://www.seco.com/>

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