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Oggetto : CIR: Shareholders' Meeting Approves 2025
Financial Statements

Testo del comunicato

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press release

CIR: Shareholders' Meeting Approves 2025 Financial Statements

New Board of Directors appointed. Rodolfo De Benedetti confirmed as Chairman and Monica Mondardini as Chief Executive Officer. Independent director Marta Marsilio joins the Board

New Board of Statutory Auditors for the 2026–2027–2028 three-year term: Gianluca Cinti (Chairman), Maria-Maddalena Gnudi, and Francesco Mantegazza

Milan, 27 April 2026 – The Shareholders' Meeting of CIR S.p.A. – Compagnie Industriali Riunite was held today in Milan under the chairmanship of Rodolfo De Benedetti, in both ordinary and extraordinary session.

Pursuant to applicable law and in compliance with Article 8 of the Bylaws, shareholders' participation in the Shareholders' Meeting took place exclusively through the designated representative, appointed pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998 (the "TUF") and identified as Monte Titoli S.p.A..

Approval of the 2025 Financial Statements

The Shareholders' Meeting approved CIR's 2025 financial statements. As a reminder, the Group closed the year with consolidated revenues of €1,800.9 million (€1,821.1 million in 2024), consolidated gross operating margin of €274.1 million (€272.1 million in 2024), and consolidated net profit of €28.4 million (net profit of €132.2 million in 2021).

The Shareholders' Meeting approved the Board of Directors' proposal not to distribute dividends.

Appointment of the Board of Directors

The Shareholders' Meeting appointed Rodolfo De Benedetti, Monica Mondardini, Marco De Benedetti, Edoardo De Benedetti, Francesca Pasinelli, Elisabetta Oliveri, Marta Marsilio, and Tommaso Nizzi.

The directors were elected from the slate submitted by the majority shareholder F.lli De Benedetti S.p.A., holding 41.206% of the share capital, except for Tommaso Nizzi, elected from the minority slate submitted by Navig S.a.s. of Giorgio Zaffaroni, holding 2.729% of the share capital.

The curricula vitae of the directors are available on the website www.cirgroup.it.

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During the Meeting, Chairman Rodolfo De Benedetti and CEO Monica Mondardini thanked the outgoing directors Philippe Bertherat and Maria Serena Porcari, as well as the outgoing Chairman of the Board of Statutory Auditors Giovanni Barbara, for their service to the Company.

Appointment of the Board of Statutory Auditors

The Meeting also appointed the members of the Board of Statutory Auditors for the 2026–2027–2028 term. The standing auditors are Gianluca Cinti (Chairman), Maria-Maddalena Gnudi, and Francesco Mantegazza. The alternate auditors are Antonella Dellatorre, Gaetano Rebecchini, and Daniele Beretta. The auditors were elected from the slate submitted by the majority shareholder F.lli De Benedetti S.p.A., except for Chairman Gianluca Cinti and alternate auditor Daniele Beretta, elected from the minority slate submitted by Navig S.a.s. of Giorgio Zaffaroni. The curricula vitae of the auditors are available on the website www.cirgroup.it

Remuneration Policy and Stock Grant Plan

The Shareholders' Meeting approved, by majority, the first section of the "Report on the remuneration policy and compensation paid" and expressed a favorable vote, also by majority, on the second section of the report.

The Meeting also approved, by majority, the 2026 stock grant plan, intended for directors and/or executives of the Company and its subsidiaries, for a maximum of 2,700,000 conditional rights, each entitling beneficiaries to receive one CIR share free of charge.

The shares will be granted using treasury shares. The plan aims to align management interests with long-term value creation objectives and to retain key personnel.

Authorization to Purchase Treasury Shares

The Shareholders' Meeting authorised the Board of Directors, for a period of 18 months, to purchase, in one or more tranches, up to a maximum of 125,000,000 (one hundred and twenty-five million) treasury shares, and to dispose of all or part of the Company's treasury shares.

It is noted that on 9 March 2026 the Company launched a voluntary public tender offer (OPAV) to purchase up to 50,000,000 treasury shares, and on 24 April 2026 published the Offer Document, to which reference should be made for further information. Said OPAV was launched pursuant to the authorisation granted by the Ordinary Shareholders' Meeting of 28 April 2025 and will continue under the authorisation granted by today's Shareholders' Meeting. The maximum number of treasury shares held by the Company from time to time as a result of treasury share transactions, including the aforementioned OPAV, shall in any case not exceed the limit of 20% of the total number of shares comprising the share capital, in accordance with Article 2357, paragraph 3, of the Italian Civil Code.

Purchases and disposals of treasury shares shall be carried out in compliance with Article 5 of the Regulation and the Delegated Regulation, where applicable, and specifically: (i) through a public purchase or exchange offer; (ii) on regulated markets according to the operating procedures established in the market organisation and management regulations, which do not allow direct matching of buy orders with predetermined sell orders; (iii) through proportional allocation to shareholders of put options to be assigned within 15 months of the date of the shareholders' meeting authorisation and exercisable within 18 months of that date; (iv) through the purchase and sale of derivative instruments traded on regulated markets that provide for physical delivery of the underlying shares, in compliance with the additional provisions contained in Article 144-bis of the Issuers' Regulation issued by Consob, as well as pursuant to

Articles 5 and 13 of EU Regulation 596/2014. With regard to the disposal (sale) of treasury shares held in portfolio, the submitted resolution provides that the Board of Directors shall have the power to determine from time to time, in accordance with applicable regulations and/or market practices recognised from time to time, the criteria for determining the relevant consideration, taking into account the execution methods employed, the share price performance in the period preceding the transaction, and the best interests of the Company.

Pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of the TUF, the Authorisation is intended, in the interest of the Company, to: (i) fulfil obligations arising from any stock option programmes or other share grants to employees or members of the administrative bodies of CIR or its subsidiaries, as well as fulfil obligations potentially arising from any debt instruments convertible into or exchangeable for equity instruments; (ii) maintain a treasury share portfolio to be used as consideration in any extraordinary transactions, including share exchanges with other parties in the context of transactions of interest to the Company ("securities warehouse"), all within the limits of applicable law; (iii) support market liquidity, optimise the capital structure, and remunerate shareholders in particular market situations, all within the limits established by applicable law; (iv) seize value-creation opportunities and efficiently deploy liquidity in response to market conditions; (v) for any other purpose that the competent Authorities may qualify as accepted market practices under applicable European and domestic regulations, and in the manner established therein.

As of today, the Company holds a total of 56,720,488 treasury shares, equal to 6.19% of the share capital.

Revocation of the Resolution to Cancel Treasury Shares

In extraordinary session, the Shareholders' Meeting revoked the resolution approved in extraordinary session on 28 April 2025 concerning the cancellation of treasury shares held in the Company's portfolio as of the expiry date of the treasury share purchase authorisation granted on the same date by the Ordinary Shareholders' Meeting. Consequently, the Shareholders' Meeting resolved to repeal the second paragraph of Article 4 of the Company's by-laws.

Board of Directors Meeting

The Board of Directors, meeting after the Shareholders' Meeting, confirmed Rodolfo De Benedetti as Chairman and Monica Mondardini as Chief Executive Officer of the Company. Attorney Antonio Segni was confirmed as Secretary of the Board of Directors.

Carlo De Benedetti and Franco Debenedetti were appointed Honorary Chairman and Honorary Vice-Chairman of CIR, respectively, in recognition of their contribution to the establishment and development of the Company.

The Board verified that the independence requirements were met by the directors who qualified as independent, namely Marta Marsilio, Tommaso Nizzi, Elisabetta Oliveri, and Francesca Pasinelli. Four out of eight directors are therefore independent.

The Board also acknowledged that the independence requirements for the members of the Board of Statutory Auditors were met, based on the verification carried out by that body.

The following committees were appointed: Nomination and Remuneration Committee (Francesca Pasinelli, Chair, Tommaso Nizzi, Elisabetta Oliveri); Control, Risk and Sustainability Committee (Elisabetta Oliveri, Chair, Marta Marsilio, Tommaso Nizzi); Related-Party Transactions Committee (Tommaso Nizzi, Chair, Marta Marsilio, Francesca Pasinelli); Lead Independent Director (Francesca Pasinelli).

Finally, in accordance with the shareholders' meeting resolution, the Board executed the 2026 stock grant plan by granting 2,663,567 rights.

The manager responsible for preparing the Company's financial reports, Claudio Patrian, declares, pursuant to Article 154-bis, paragraph 2, of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the documentary records, books, and accounting entries.

Fine Comunicato n.0097-65-2026

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