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Oggetto : Orsero S.p.A. - PR Shareholders' Meeting

Testo del comunicato

Vedi allegato



**GRUPPO
ORSERO**

THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF ORSERO:

Extraordinary part

- **APPROVES THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Ordinary part

- **APPROVES THE SEPARATE FINANCIAL STATEMENTS OF ORSERO AS AT DECEMBER 31, 2025 AND TAKES NOTE OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2025**
- **RESOLVES THE DISTRIBUTION OF AN ORDINARY CASH DIVIDEND OF € 0.50 PER SHARE AND IN SPECIE, AT A RATE OF NO. 1 SHARE FOR EVERY NO. 172 SHARES HELD¹**
- **APPROVES THE 2026 – 2028 REMUNERATION POLICY AND THE REPORT ON REMUNERATION PAID IN 2025**
- **APPOINTS THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS, IN OFFICE UNTIL THE SHAREHOLDER'S MEETING FOR THE APPROVAL OF THE 2028 FINANCIAL STATEMENTS**
- **APPROVES THE 2026-2028 PERFORMANCE SHARE PLAN**
- **AUTHORIZES THE PURCHASE AND DISPOSAL OF TREASURY SHARES**

Milan, 28 April 2026 – The Ordinary Shareholders' Meeting of Orsero S.p.A. ("**Orsero**") was held on today's date, chaired by Paolo Prudenziati and through the exclusive participation of the designated representative set forth in the Consolidated Law on Finance Art. 135-undecies of Consolidated Law on Finance which adopted the following resolutions.

APPROVAL OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Shareholders' Meeting approved the amendment to the Articles of Association, which was necessary to comply with the new rules introduced by the "Capital Markets Law" regarding presented list of the Board of Directors.

For more information please refer to the related Explanatory Report of the Board of Directors available on the website www.orserogroup.it, section "Governance/Shareholders' Meeting", and on the authorized storage mechanism eMarket Storage (www.emarketstorage.com).

¹ To be distributed through the free allocation of a maximum of 100,000 Orsero shares held by the Company, excluding the treasury shares held by the Company.

ORSERO SPA

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APPROVAL OF THE FINANCIAL STATEMENTS OF ORSERO S.P.A. AS AT 31 DECEMBER 2025 AND ACKNOWLEDGEMENT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Shareholders' Meeting approved the Financial Statements of Orsero S.p.A. as of 31 December 2025, and took note of the Consolidated Financial Statements and the Consolidated Sustainability Report, as of December 31, 2025.

The Orsero Separate Financial Statements as at 31 December 2025 show a profit of €14.4 million and Net Equity of € 173.5 million.

The main consolidated income statement and balance sheet figures as at 31 December 2024 include: **Total revenues** of around **€ 1.7 billion**, an **Adjusted EBITDA²** of **€ 86.9 million** and an Adjusted Net Profit³ of **€ 33.0 million**. The **Net Financial Position without IFRS 16** stands at **€ 49.7 million**, that is € 116.1 million also including € 66.4 million due to the adoption of IFRS 16. For a summary of the main results for 2025, please refer to the press release of last 12 March also available on the Corporate website.

DISTRIBUTION OF ORDINARY CASH DIVIDEND

The Shareholders' Meeting resolved the allocation of the profit for the year as proposed by the Board of Directors, and, therefore, the distribution of an ordinary unit dividend of € 0.61, gross of the withholding tax, for each existing and entitled share to the dividend (excluding the treasury shares held by the Company), of which € 0.50 per share will be paid in cash and € 0.11⁴ per share will be paid through the free allocation of a maximum of 100,000 Orsero shares held by the Company, at a rate of no. 1 share for every no. 172 shares held, equal to a total gross dividend of approximately € 10.5 million⁵.

The ex-dividend date is **11 May 2026**, the record date is **12 May 2026**, and the payment is starting from **13 May 2026**.

For more information please refer to the related Explanatory Report of the Board of Directors available on the website www.orserogroup.it, section "Governance/Shareholders' Meeting", and on the authorized storage mechanism eMarket Storage (www.emarketstorage.com).

RESOLUTION ON THE REMUNERATION POLICY AND ON THE REMUNERATION PAID

The Shareholders' Meeting, pursuant to the law, approved, with a binding vote, the 2026 - 2028 Remuneration Policy and, with a non-binding vote, the Report on Remuneration Paid in 2025.

For more information please refer to the related "Report on the 2026 - 2028 Remuneration Policy and 2025 Compensation Paid" available on the website www.orserogroup.it, section "Governance/Shareholders' Meeting", and on the authorized storage mechanism eMarket Storage (www.emarketstorage.com).

² Excluding depreciation, amortizations, provisions and non-recurring items and figurative costs of long-term incentive plans.

³ Excluding non-recurring items and figurative costs of long-term incentive plan, net of tax.

⁴ Based on the official share price on 11 March 2026; for further details, please refer to the press release dated 12 March 2026.

⁵ Please note that, while the per-share dividend amount remains unchanged, the total dividend amount may vary depending on the number of treasury shares held by the Company.



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APPOINTMENT OF THE BOARD OF DIRECTORS AND ITS CHAIRMAN

The Shareholders' Meeting, after determining in no. 10 the number of members of the administrative body and established that the term of office of the Board shall be a three-year period, and thus until the Shareholders' Meeting for the approval of the 2028 financial statements, on the basis of the lists submitted by the Shareholders and in accordance with the law and the Articles of Association, resolved the appointment of a Board of Directors consisting of (i) no. 8 Directors taken from the list presented jointly by the shareholders of FIF Holding S.p.A. and Grupo Fernandez S.A., resulted first by number of votes, and (ii) 2 Directors taken from the list presented by Hermes Linder Fund Sicav managed by Praude Asset Management Limited.

The Shareholders' Meeting also confirmed the position of Chairman of the Board of Directors to Mr. Paolo Prudenziati, candidate on the aforementioned majority list.

The new Board of Directors is therefore composed as follows:

1. Paolo Prudenziati – Chairman (*)
2. Raffaella Orsero
3. Matteo Colombini
4. Carlos Fernandez Ruiz
5. Armando Rodolfo De Sanna (**)
6. Vera Tagliaferri (**)
7. Laura Soifer (**)
8. Costanza Musso (**)
9. Riccardo Manfrini (***)
10. Lorenzo Cappellotto (***)

(*)Chairman of the Board of Directors.

(**) Declared, when submitting the list for the appointment of the Board of Directors, in possession of the independence requirements.

(**) Taken from the minority list presented by Hermes Linder Fund Sicav managed by Praude Asset Management Limited.

The Company will proceed with the assessment of the independence requirements of the newly elected Directors and the consequent appointment of the board committees, informing the market, pursuant to applicable regulations.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS AND THE CHAIRMAN OF THE BOARD

The Shareholders' Meeting resolved to appoint the Board of Statutory Auditors, which will remain in office until the approval of the 2028 financial statements, appointing Chairman of the Board of Statutory Auditors, in accordance with the law and the articles of association, the first candidate on the list presented by Hermes Linder Fund Sicav managed by Praude Asset Management Limited, resulted second in number of votes, and no. 2 Standing Auditors taken from the list presented by the shareholder FIF Holding S.p.A., resulted first in number of votes.



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The new Board of Statutory Auditors is therefore composed as follows:

1. Pietro Calzavara – Presidente (*)
2. Marco Rizzi – Sindaco Effettivo
3. Lucia Foti Belligambi – Sindaco Effettivo
4. Fabrizio Bisutto – Sindaco Supplente (*)
5. Paolo Rovella – Sindaco Supplente

(*) Taken from the list presented by Hermes Linder Fund Sicav managed by Praude Asset Management Limited.

The curriculum vitae of the elected Directors and the Statutory Auditors are available on the Company's website www.orserogroup.it, section "Governance".

As of today, to the best of the Company's knowledge, the shareholdings held by the members of the newly elected corporate bodies in the share capital of Orsero are the following: Paolo Prudenziati holds no. 30,221 Shares (equal to 0.17% of the Issuer's share capital), Raffaella Orsero holds no. 29,702 (equal to 0.0017% of the Issuer's share capital), Matteo Colombini holds no. 121,124 Shares (equal to 0.68% of the Issuer's share capital) and Carlos Fernandez Ruiz holds n. 2,300 Shares (equal to 0.0001% of the Issuer's share capital); the other Directors do not hold equity investments in the capital of Orsero. At the same date, the Alternate Auditor Paolo Rovella holds no. 507 Shares (equal to approximately 0.0029% of the Issuer's share capital); the other members of the Board of the Statutory Auditors do not hold Orsero Shares.

RESOLUTION ON PERFORMANCE SHARE PLAN 2026 – 2028

The Shareholders' Meeting approved the Shares Incentive Plan referred to as "2026 – 2028 Performance Share", under the terms and conditions described in the relevant Information Document made available to the public in the manner and terms provided by law and to which reference is made for further information (see the website www.orserogroup.it, section "Governance/Shareholders' Meeting", and the authorised eMarket Storage mechanism (www.emarketstorage.com)).

In particular, the Plan provides for the recognition in favour of the beneficiaries of the same (executive directors, strategic and senior executives, as well as key management figures) of a variable remuneration component in shares of the Company subject to the achievement of predetermined and measurable corporate performance and sustainability objectives, as well as the maintenance of a directorship or employment relationship with Orsero or another company of the group headed by Orsero; this is in order to attract, incentivise and retain the key players of the group, as well as to align the interests of these players with those of shareholders and investors within a framework of sustainability and sound and prudent risk management.

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AUTHORIZATION TO THE PURCHASE AND DISPOSAL OF TREASURY SHARES

Finally, the Shareholders' Meeting authorized the purchase and disposal of the treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, upon revocation of the previous authorization for the part not executed.

The renewal of the authorization to repurchase treasury shares is intended, in particular, to enable Orsero to maintain a stock of shares for the potential use of the Company's shares in pursuit of any strategic objective deemed to be in the interest of the Company and its shareholders, as well as for all other purposes permitted by the laws and regulations in force at the time and subject to resolutions by the competent bodies (including, by way of example, consideration in extraordinary transactions, allocation to the Company's incentive and loyalty plans, and/or purchase for subsequent cancellation).

In line with the previous ones, the new authorization is requested for a period of 18 months; the authorization refers to the purchase in one or more tranches, of a maximum number of own shares that, taking into account the Company's shares held in portfolio from time to time, is not higher than the limit set by the applicable pro tempore legislation and in any case for a maximum value of € 10 million. The authorization to dispose of treasury shares is without time limits.

The purchase price of each own share must be not lower than 20% (twenty percent) and not higher than 10% (ten percent) of the arithmetic average of reference prices registered by Orsero shares on the Euronext Milan market, in the 10 trading days before each transaction.

As of today, the Company holds n. 644,614 treasury shares, equal to 3,6% of the share capital.

For more information in this regard, please refer to the related Explanatory Report of the Board of Directors available on the website www.orserogroup.it, section "Governance/Shareholders' Meeting", and on the authorized storage mechanism eMarket Storage (www.emarketstorage.com).

The Manager in charge of preparing the corporate accounting documents of Orsero S.p.A., Mr. Edoardo Dupanloup certifies, pursuant to art. 154-bis, paragraph 2, of Consolidated Law on Finance that the accounting information contained in this press release corresponds to the documentary results, books and accounting records.

The summary report of the votes containing the number of shares represented at the Shareholders' Meeting and the shares for which the vote was cast, the percentage of capital that these shares represented, as well as the number of votes in favour and against the resolutions and the number of abstentions, will be made available on the Company's website and within the terms set for by current legislation.

The minutes of the Shareholders' Meeting will be made available to the public in the manner and within the terms set for by current legislation.



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ORSERO is the holding company of the Italian and international group with the same name, a leader in Mediterranean Europe for the import and distribution of fresh fruit and vegetables. The Orsero Group was created more than 50 years ago at the initiative of the Orsero family, which had been operating since the 1940s in the fruit and vegetable sector, in partnership with other entrepreneurs. Over the decades, the Orsero Group has expanded its business both in terms of area covered, which today includes Italy, France, Spain, Portugal, Greece, Mexico, Costa Rica and Colombia, and in terms of product categories and sectors, according to a model known as vertical integration. Along with the distribution of fresh produce, the Orsero Group's business model also includes the import of bananas and pineapples using its owned ships. In 2012, the Orsero Group launched the brand "F.lli Orsero" for bananas and pineapples. The name intends to convey a sense of tradition and the passion of a large Italian family-run company for high-end produce.

ORSERO ordinary shares are listed on the Euronext STAR Milan segment of the Market Euronext Milan: ISIN - IT0005138703; Bloomberg Ticker "ORS.IM"; Thomson Reuters Ticker "ORSO.MI".

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