

<p>Informazione Regolamentata n. 1845-16-2026</p>	<p>Data/Ora Inizio Diffusione 5 Maggio 2026 12:35:56</p>	<p>Euronext Milan</p>
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Societa' : TECHNOGYM

Utenza - referente : TECHNOGYMN02 - Chiara Benvenuto

Tipologia : 1.1; 3.1

Data/Ora Ricezione : 5 Maggio 2026 12:35:56

Data/Ora Inizio Diffusione : 5 Maggio 2026 12:35:56

Oggetto : Resolutions of Shareholders' Meeting dated
May 5th, 2026

Testo del comunicato

Vedi allegato



THE SHAREHOLDERS' MEETING APPROVES THE 2025 FINANCIAL STATEMENTS AND THE DISTRIBUTION OF A DIVIDEND OF EURO 0.38 PER SHARE

The ordinary and extraordinary Shareholders' Meeting:

- **approves the financial statements on December 31, 2025, the net profit allocation and the distribution of a gross dividend equal to Euro 0.38 per share;**
- **approves the Company's remunerations policy as per first section of the remuneration report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of the Italian Legislative Decree 24 February 1998, no. 58, and resolved in favor of the second section of the remuneration report pursuant to art. 123-ter, paragraph 6, of the Italian Legislative Decree 24 February 1998, no. 58;**
- **approves the increase of the fees of the auditing firm EY S.p.A. for the statutory audit engagement of the accounts for the financial years from 2025 to 2033;**
- **approves a performance shares plan known as "Performance Shares Plan 2026-2028" reserved for employees and/or collaborators of the Company or its subsidiaries;**
- **renews the authorization of the purchase and disposal of treasury shares;**
- **grants the Board of Directors a mandate to increase the share capital, on a gratuitous basis and in one or more tranches, pursuant to Article 2349 of the Italian Civil Code for a maximum amount of Euro 35,000 to service the "Performance Shares Plan 2026-2028" and approves the consequent amendments to article 6 of the Articles of Association.**

Cesena, May 5th, 2026 – The ordinary and extraordinary Shareholders' Meeting of Technogym S.p.A. was convened today, in single call, pursuant to the provisions of Art. 14 of the current Articles of Association and of Art. 135-undecies.1 of Italian Legislative Decree no. 58/98 (the Consolidated Finance Law, or "TUF"), i.e. with the participation of the shareholders through the Designated Representative, under the chairmanship of the Chairman and Chief Executive Officer Nerio Alessandri.

Technogym S.p.A. and Technogym Group Financial Statements – Net Profit allocation and dividend distribution

The ordinary Shareholders' Meeting approved the Financial Statements of Technogym S.p.A. as of December 31st, 2025, without amending the draft financial statements approved by the Board of Directors on March 19th, 2026, made public pursuant to law, which reported a net income of Technogym S.p.A. equal to Euro 107,018,717.88.

Also considering that the legal reserve pursuant to art. 2430 on the Italian Civil Code has already reached its full extent, The Ordinary Shareholders' Meeting resolved to allocate the net profit for the 2025 financial year, amounting to €107,018,717.88, as follows: (i) to each ordinary share entitled to payment on the Record Date, a gross dividend of Euro 0.38, for a total amount, on the basis of the ordinary shares currently

in circulation and net of no. 2,036,145 treasury shares directly held by the Company, equal to Euro 75,730,714.90; (ii) Euro 12,554,638.15 to the Extraordinary Reserve; (iii) Euro 37,123.94 to the Foreign Exchange Gains Reserve; the remaining amount, currently calculated at Euro 18,696,240.89, to the Retained Earnings Reserve.

The dividend relating to the 2025 year will be paid on May 20th, 2026, with date of entitlement to payment on May 19th, 2026 (“Record Date”), and coupon no. 9 detachment date on May 18th, 2026.

Moreover, considering the accounting effects occurred during the financial year and in order to maintain an accurate correspondence between the equity items and the specific allocation of the relevant reserves, we propose to release a portion of the reserve for the adoption of IAS accounting standards equal to Euro 12,240.87, to be allocated to the Retained Earnings Reserve.

During the ordinary Shareholders’ Meeting, the Consolidated Financial Statements for the year ended December 31st, 2025, were also presented, which closed with a Consolidated Net Income of Euro 115,124,780.35.

Report on remuneration

After the examination of the of the Report on remuneration policy and compensation paid drawn up pursuant to applicable laws, the ordinary Shareholders’ Meeting: (i) approved the remuneration policy of the Company for year 2026 included in the first section, pursuant to Article 123-ter, paragraph 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998 (“TUF”) and (ii) resolved in favor of the second section of the aforesaid Report, pursuant to art. 123-ter, paragraph 6 of TUF.

Approval of the increase in the fees of the auditing firm EY S.p.A. for the statutory audit engagement for the financial years from 2025 to 2033

The Ordinary Shareholders’ Meeting approved the reasoned proposal of the Board of Statutory Auditors to increase the fees payable to the auditing firm EY S.p.A., as provided for in the original engagement. This increase relates to circumstances that have led, and will continue to lead, to a change in the mix of resources and the involvement of experts within the EY network, as well as additional specialist resources compared to those estimated in the original engagement proposal, specifically for the performance of the additional audit activities required for the financial statements for the 2025 and 2026 financial years.

Performance Shares Plan 2026-2028

The ordinary Shareholders’ Meeting approved the adoption of a plan for the free allocation of rights to receive bonus ordinary shares of the Company subject to the achievement of certain performance targets called “Performance Share Plan 2026-2028” relevant pursuant to article 114-*bis*, paragraph 1, of the TUF (the “Plan”).

The aforesaid Plan covers managers of the Technogym Group, to be named by the Board of Directors, on a proposal by the Chairman of the Board of Directors, after having consulted the Appointments and Remuneration Committee, who are employees and/or collaborators of the Company or of subsidiaries who hold important managerial positions or are able to make a significant contribution to pursuit of the strategic objectives of the Company and/or the Group, including managers with strategic responsibilities. The features of the Plan are explained in the information document drawn up by the Company pursuant to Article 84-*bis* of the Issuers’ Regulation, available to the public at the registered office, on the Company’s website at the address <https://corporate.technogym.com/en/governance/shareholders-meetings> and on the authorized the authorized “eMarket STORAGE” mechanism available at the address www.emarketstorage.com.

Authorization to purchase and dispose of treasury shares

Following the cancellation of the previous Shareholders' Meeting resolution adopted on May 7th, 2025 and non-executed portion, the ordinary Shareholders' Meeting authorized the Board of Directors to purchase and dispose of treasury shares, in one or more times, also on revolving basis, up to a maximum number of 20,000,000 (twenty million) of Technogym's ordinary shares with reference to shares held both directly and those held by subsidiaries and, in any case, within the limits permitted by article 2357, paragraphs 1 and 3, of the Italian Civil Code, and after obtaining adequate financial coverage compatible with the future programs, investments and contractual obligations of the Company, for a maximum period of 18 months starting from the date of Shareholders' Meeting resolution.

The Shareholders' Meeting also resolved to authorize the Board of Directors so that, pursuant to and for the purposes of article 2357-ter of the Italian Civil Code, it may dispose, in whole or in part, in one or in more times, without time limits, of the treasury shares purchased on the basis of the aforementioned resolution or, in any case, in the Company's portfolio.

The authorization has been approved pursuant to applicable laws according to the terms and conditions included in the explanatory report presented by the Board of Directors and available on Company's website at the address <https://corporate.technogym.com/en/governance/shareholders-meetings> and on the authorized "eMarket STORAGE" mechanism available at the address www.emarketstorage.com.

It should be noted that, at the opening of today's ordinary Shareholders' Meeting, the Company held no. 2,036,145 treasury shares.

Mandate to increase the share capital to service the Performance Share Plan 2026-2028 pursuant to Article 2349 of the Italian Civil Code and subsequent amendment of article 6 of the Articles of Association

The extraordinary Shareholders' Meeting resolved to assign to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for a period of five years from the date of the resolution, the power to increase the share capital free of charge and divisible in one or more tranches to serve the plan named "Performance Share Plan 2026-2028" for a maximum amount of Euro 35,000 (thirty five thousand/00) with the issue of a maximum number of 700,000 (seven hundred thousand/00) new ordinary shares without indication of the nominal value, with the same characteristics as the outstanding shares and regular dividend rights, at an issue value equal to the accounting par value of the Technogym shares at the date of execution of the mandate through the assignment of a corresponding amount of profits and/or profit reserves as reported in the last financial statements approved at the time pursuant to Article 2349 of the Italian Civil Code. The new issue shares will be assigned to employees of the Company or of its subsidiaries who are beneficiaries of the Performance Share Plan 2026-2028, under the terms, conditions and in accordance with the procedures established by the Plan. Because of the aforesaid resolution, the ordinary Shareholders' Meeting also approved to amend the article 6 of the Articles of Association.

Other information

The minutes of the ordinary and extraordinary Shareholders' Meeting of Technogym S.p.A. shall be made available to the public at the Company's registered office and published on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings>, as well as on the authorized storage mechanism "eMarket STORAGE" available at www.emarketstorage.com within the terms provided for by current regulations.

The summary report on voting will be made available on the Company's website pursuant to art. 125-^{quater} of the Consolidated Law on Finance within five days from the date of the Meeting.

The Financial Reporting Manager, William Marabini, declares - pursuant to Article 154-bis of the Consolidated Law on Finance - that the accounting information contained in this statement corresponds to the documented results and to the accounting books and records.

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Notes to the press release**Technogym**

Technogym is a world leading brand in smart equipment and digital technologies for fitness, sport and health for wellness. Technogym offers a complete ecosystem of connected smart equipment, digital services, on-demand training experiences and apps that allow every single end-user to access a completely personalized training experience anytime and anywhere: at home, at the gym, on-the-go. Over 70 million people train with Technogym in 100,000 wellness centers and 500,000 private homes world-wide. Technogym has been Official Supplier to the last ten Olympic Games and it's the brand of reference for sport champions and celebrities all over the world.

Forward looking statements

Certain statements in this press release could constitute forward-looking statements, including references that do not exclusively relate to historical data or current events, and as such, uncertain. These statements are based on a number of assumptions, expectations and other factors that could lead to actual results which differ, even substantially, from those forecast. There are numerous factors that could generate results and trends that are notably different from the forward looking information in this press release. These elements include but are not limited to the ability to manage the effects of the current uncertain international economic scenario, ability to acquire new assets and integrate them effectively, ability to forecast future economic conditions and changes in consumer preferences, ability to successfully introduce and market new products, ability to maintain an efficient distribution system, ability to achieve and manage growth, ability to negotiate and maintain favorable license agreements, currency fluctuations, changes in local conditions, ability to protect intellectual property, problems with information systems, risks associated with inventory, credit and insurance risks, changes in tax regulations, and likewise other political, economic, legal and technological factors and other risks and uncertainties. These forward-looking statements were issued as of today and we shall not be under any obligation to provide any updates and they are not a reliable indication of future performance.

Alternative performance indicators

This press release provides a number of alternative performance indicators used by management to allow an improved assessment of the business performance and the financial performance and position of the Group. These indicators are not recognized as accounting measures in the context of IFRS and should therefore not be considered as an alternative way to assess the financial performance of the Group and its financial position. Since the calculation of these measures is not governed by the applicable accounting standards, the calculation methods applied by the Company may not be the same as those used by others and therefore these indicators may not be comparable. Therefore, investors should not place undue reliance on this data or information. This press release also contains certain financial, operating and other indicators that have been adjusted to reflect non-recurring extraordinary events and transactions, known as special items. This 'adjusted' information was included to allow better comparison of the financial information for all periods; however this information is not recognized as economic or financial data within the scope of the IFRS and/or does not constitute an indication of the historical performance of the Company or Group. Therefore, investors should not place undue reliance on this data or information.

Fine Comunicato n.1845-16-2026

Numero di Pagine: 6