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Oggetto : TREVI FINANZIARIA INDUSTRIALE S.P.A. -  
ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato

# Gruppo **TREVI**

## **TREVI – FINANZIARIA INDUSTRIALE S.P.A. ORDINARY AND EXTRAORDINARY SHAREHOLDERS’ MEETING**

**APPROVAL OF THE FINANCIAL STATEMENTS OF TREVI – FINANZIARIA INDUSTRIALE S.P.A. AS AT DECEMBER 31, 2025**

**APPROVAL OF THE FIRST SECTION AND FAVORABLE VOTE ON THE SECOND SECTION OF THE REPORT ON THE REMUNERATION POLICY FOR 2026 AND COMPENSATION PAID IN 2025**

**INTEGRATION OF THE BOARD OF DIRECTORS FOR THE 2025–2027 TERM**

**APPROVAL OF THE PROPOSAL OF A REVERSE STOCK SPLIT OF ORDINARY SHARES**

**APPROVAL OF THE PROPOSAL TO GRANT THE BOARD OF DIRECTORS, PURSUANT TO ARTICLE 2443 OF THE ITALIAN CIVIL CODE, THE AUTHORITY TO INCREASE THE SHARE CAPITAL OF TREVI – FINANZIARIA INDUSTRIALE S.P.A., ON A DIVISIBLE BASIS AND FOR CONSIDERATION, IN ONE OR MORE TRANCHES, OVER A PERIOD OF EIGHTEEN (18) MONTHS FROM THE DATE OF THE SHAREHOLDERS’ RESOLUTION, FOR A MAXIMUM AGGREGATE AMOUNT OF €100,000,000.00, INCLUDING ANY SHARE PREMIUM, TO BE OFFERED ON A RIGHTS BASIS TO ELIGIBLE SHAREHOLDERS PURSUANT TO ARTICLE 2441, PARAGRAPH 1, OF THE ITALIAN CIVIL CODE.**

**APPROVAL OF THE CONSEQUENT AMENDMENTS TO ARTICLE 6 OF THE ARTICLES OF ASSOCIATION.**

**Cesena, May 13, 2026** – Trevi - Finanziaria Industriale S.p.A. (the “**Company**”) announces that the Company’s Ordinary and Extraordinary Shareholders’ Meeting, chaired by Eng. Giuseppe Caselli, met today on first call and adopted the following resolutions.

### **ORDINARY SESSION**

***Approval of the annual financial statements, resolution on the result for the year and examination of the consolidated financial statements as at December 31, 2025***

The Shareholders’ Meeting – having examined the Board of Directors’ Report on Operations, having taken note of the reports of the Board of Statutory Auditors and the Independent Auditors, having taken note of the consolidated financial statements as at December 31, 2025, having taken note of the Sustainability Report, and having examined the draft financial statements for the financial year as at December 31, 2025 as presented by the Board of Directors - approved, by a majority of those present, the financial statements for the financial year as at December 31, 2025 of Trevi - Finanziaria Industriale S.p.A., which show a loss of €16,932,681. The Shareholders’ Meeting also approved, by a majority of those present, to carry forward the loss for the financial year just ended.

It should be noted that the consolidated financial statements for the year ended December 31, 2025 reported a net profit of €8,633,000.

## ***Remuneration Report***

The Meeting approved, by a majority of those present, the first section of the Report, which sets out the remuneration policy for members of the Board of Directors, the Chief Executive Officer, where appointed, other Senior Executives with Strategic Responsibilities and members of the Board of Statutory Auditors for the financial year 2026, as well as the procedures used for the adoption and implementation of this Policy, and also voted in favour, by a majority of those present, on the second section of the aforementioned Report, containing a breakdown of the remuneration for the financial year ended December 31, 2025 paid to the aforementioned persons.

## **Integration of new members into the Board of Directors**

The Shareholders' Meeting appointed, by a majority of those present, the following Directors, thereby restoring the Board of Directors to 11 (eleven) members in accordance with the Articles of Association:

- Paolo Marchioni
- Andrea Nuzzi

The aforementioned Directors were drawn from the list of candidates – published on April 16, 2026 – submitted by the shareholder CDPE Investimenti S.p.A.

## **Proposal to approve a medium-to-long-term incentive plan for 2026–2028 pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998.**

The Shareholders' Meeting approved, by a majority of those present, the proposal to adopt a share-based incentive plan entitled “2026-2028 Medium-to-Long-Term Incentive Plan” aimed at certain employees and directors holding specific positions within the Company and its subsidiaries.

## **EXTRAORDINARY SESSION**

### **Proposal to carry out a reverse stock split of the Company's ordinary shares in a ratio of 1 (one) new ordinary share for every 20 (twenty) existing ordinary shares.**

The Shareholders' Meeting approved, by a majority of those present, the proposal to consolidate the ordinary shares of Trevi – Finanziaria Industriale S.p.A. at a ratio of 1 new ordinary share with full dividend rights for every 20 existing ordinary shares.

### **Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital of Trevi – Finanziaria Industriale S.p.A., on a divisible basis and for consideration, in one or more tranches, over a period of eighteen (18) months from the date of the shareholders' resolution, for a maximum aggregate amount of €100,000,000.00, including any share premium, to be offered on a rights basis to eligible shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code. Consequent amendment to Article 6 of the Articles of Association.**

The Shareholders' Meeting approved, by a majority of those present, the proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital of Trevi – Finanziaria Industriale S.p.A., on a divisible basis and for consideration, in one or more tranches, over a period of eighteen (18) months from the date of the shareholders' resolution, for a maximum aggregate amount of €100,000,000.00, including any share premium, to be offered on a rights basis to eligible shareholders pursuant to Article 2441, paragraph 1, of the Italian Civil Code, and has also approved the consequent amendments to Article 6 of the Articles of Association.

## Disclaimer

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*current views with respect to certain future events. Forward-looking statements, projections, objectives, estimates and forecasts are generally identifiable by the use of terms such as “may”, “would”, “should”, “plan”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “objective” or “target”, or the negative thereof or other variations or comparable terminology. Such forward-looking statements include, by way of example and without limitation, all statements other than statements of historical fact, including those regarding the Company’s future financial position and results of operations, its strategy, plans, objectives and targets, as well as future developments in the markets in which the Company or any Group company operates or intends to operate. Due to the inherent uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as predictions of actual results, as such statements may differ materially from actual results. The Group’s ability to achieve its objectives or expected results depends on numerous factors beyond management’s control. Actual results may differ materially from (and may be more negative than) those expressed or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain underlying assumptions. All forward-looking statements contained in this press release are based on information available to the Group as of the date hereof. No company within the Group undertakes any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as required by applicable law. All subsequent written or oral forward-looking statements attributable to any company within the Group or to persons acting on its behalf are expressly qualified in their entirety by the cautionary statements contained in this press release.*

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**About the Trevi Group:**

*The Trevi Group is a world leader in comprehensive ground engineering (special foundations, ground consolidation, remediation of contaminated sites), and in the design and marketing of specialist technologies in the sector.*

*Founded in Cesena in 1957, the Group comprises around 65 companies and, through its dealers and distributors, operates in 90 countries. Among the reasons for the Trevi Group’s success are its internationalisation, integration and continuous exchange between its two divisions: Trevi, which carries out special foundation works and ground stabilisation for major infrastructure projects (underground railways, dams, ports and quays, bridges, railway and motorway lines, industrial and civil buildings), and Soilmec, which designs, manufactures and markets machinery, equipment and services for ground engineering.*

*The parent company, Trevi Finanziaria Industriale S.p.A., has been listed on the Milan Stock Exchange since July 1999. TreviFin is listed on the Euronext Milan segment: TFIN.*

**For further information:**

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