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Societa' : GVS

Utenza - referente : GVSN03 - Bala Rozemaria

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Oggetto : GVS Shareholders' Meeting approves 2025 financial statements and renews the corporate bodies

Testo del comunicato

Vedi allegato



PRESS RELEASE

GVS SHAREHOLDERS' MEETING APPROVES 2025 FINANCIAL STATEMENTS AND RENEWS THE CORPORATE BODIES

The Ordinary Shareholders' Meeting of GVS S.p.A. has approved:

- the financial statements as of 31 December 2025;
- the "GVS Performance Shares Plan 2026-2028";
- the remuneration policy set out in section one of the Remuneration Report, voting in favour of section two of the same Report relating to fees paid;
- to integrate the compensation of the independent auditors for FYs 2020-2028.
- the authorisation to purchase and dispose of treasury shares;
- the renewal of the Board of Directors and the Board of Auditors.

Zola Predosa (BO), 15 May 2026 – The Ordinary Shareholders' Meeting of GVS S.p.A. ("**GVS**" or the "**Company**") met today under the chairmanship of Alessandro Nasi, with a shareholding of 81.640% of the share capital and 86.585% of the total voting rights.

Pursuant to Article 135-undecies. 1 of Legislative Decree No. 58/1998 (the "**Consolidated Law on Finance**" or "**CLF**") and in compliance with what is allowed by Article 12.6 of the articles of association (the "**Articles of Association**"), the participation in the Shareholders' Meeting by those with voting rights took place exclusively through the Appointed Representative pursuant to Article 135-undecies of the TUF.

The Shareholders' Meeting:

- approved the financial statements of GVS as at 31 December 2025, which closed with a net profit of Euro 889,173;
- approved to allocate the net profit for FY 2025 to the extraordinary reserve;
- approved the adoption of a plan for the free assignment of GVS shares called the "GVS Performance Shares Plan 2026-2028", reserved for executive directors, key managers and other persons to be identified by name by the Board of Directors from among the executive directors and employees of GVS and the GVS Group;
- approved, with a binding resolution, section one of the "Report on the remuneration policy and fees paid", containing an explanation of (i) the policy adopted and the objectives pursued by the Company in respect of the remuneration of the members of the administrative bodies, key managers and the Board of Statutory Auditors of GVS; as well as of (ii) the procedures adopted by the Company for the adoption, implementation and periodic evaluation of the remuneration policy;
- expressed, with a non-binding resolution, vote in favour of section two of the "Report on the remuneration policy and fees paid", containing an indication of the fees paid in FY 2025 to the

GVS S.p.A.

Sede Legale - Corporate:
Via Roma 50, 40069, Zola Predosa (BO), Italy
Tel. +39 051 6176311 - info@gvs.it - gvs.com

Cap. Soc. € 1.891.776,93 int. vers.
Tax Code: 03636630372 - VAT Code: 00644831208
R.E.A. 0305386/BO - Reg. Imprese 45539/BO - Mecc. BO 012048

Divisione Italia - Stabilimenti produttivi:

Via Roma 48/50, 40069, Zola Predosa (BO) - Tel. +39 051 6176311
Via Guido Rossa 30, 40069, Zola Predosa (BO) - Tel. +39 051 6176311
Via Carreri 16, 41037, Mirandola (MO) - Tel. +39 0535 619611
Via Roncada 83/e, 46021, Borgocarbonara (MN) - Tel. +39 0386 807124
Via Tavernole 8, 83030, Manocalzati (AV) - Tel. +39 0825 676611



members of the Board of Directors, to Executive Directors, Key Managers and members of the Board of Auditors;

- resolved to authorise the Board of Directors to purchase and dispose of treasury shares – subject to revocation, for the unexecuted portion, of the authorisation granted by the Ordinary Shareholders' Meeting on 8 May 2025;
- resolved to increase the remuneration of the independent auditors for the financial years 2020 - 2028, in relation to the additional time required for additional auditing activities with respect to what was included in the initial statutory audit resolved previously by the shareholders' meeting resolution of 14 February 2020 and supplemented by the shareholders' meeting resolutions of 28 April 2022 and 7 May 2024.

With regard to the resolution authorising the Board of Directors to purchase and dispose of treasury shares, it should be noted that the approval of this resolution is a condition of the voluntary partial public tender offer launched by the Board of Directors pursuant to Article 102 et seq. of the CLF for a maximum of 23,255,813 of the Company's treasury shares, representing approximately 12.29% of the share capital (the "**Offer**"), and that the authorised period of 18 months was necessary to enable the purchase to be made not only in accordance with the procedures set out in Article 144- bis (1)(b) and (c) of the Issuers' Regulation, but also through a public purchase offer pursuant to Article 144- bis (1)(a) of the Issuers' Regulation, as in the case of the Offer.

For further details on this matter, please refer to the explanatory report prepared pursuant to Article 125-ter of the CLF and Article 73 of the Issuers' Regulation, published on the Company's website on 15 April 2026.

The Shareholders' Meeting also:

- set the number of members of the Board of Directors at 9 (nine);
- appointed the Board of Auditors for 3 (three) financial years, i.e. until the date of the Shareholders' Meeting to be called to approve the financial statements for the year ending 31 December 2028, in the persons of:
 - Alessandro Nasi, Chairman (1) (3);
 - Pietro Cordova (2) (3);
 - Marco Pacini (1);
 - Marco Scagliarini (1);
 - Massimo Scagliarini (1);
 - Simona Scarpaleggia (1) (3);
 - Michela Schizzi (1) (3);
 - Anna Tanganelli (1) (3);
 - Grazia Valentini (1);
- set the gross annual remuneration due to each Director at Euro 25,000.00, in addition to the reimbursement of expenses incurred by reason of the office, with the express exclusion of the supplementary remuneration of directors holding special offices and/or participating in committees;

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- appointed the Board of Auditors for 3 (three) financial years, i.e. until the date of the Shareholders' Meeting to be called to approve the financial statements for the year ending 31 December 2028, in the persons of:
 - Maria Federica Izzo, Chair (2) (4);
 - Sandro Piazza, Standing Auditor (1) (4);
 - Violetta Frasnedi, Standing Auditor (1) (4);
 - Maria Edvige Chiari, Alternate Auditor (1) (4);
 - Francesca Maria Novati, Alternate Auditor (2) (4);
- set the gross annual remuneration due to the Chair of the Board of Auditors and to each Regular Auditor at Euro 38,000.00 and Euro 30,000.00, respectively, in addition to the reimbursement of expenses.

The source lists and professional profiles of the members of the new Board of Directors and the new Board of Auditors are available on the Company's website (www.gvs.com).

- (1) Taken from the list presented by the shareholder GVS Group S.r.l., holder of 63% of the share capital and 74.82% of the voting capital, which obtained the majority of the votes cast by the capital represented at the Shareholders' Meeting.
- (2) Taken from the list presented by institutional investors and funds, collectively representing 2.59316% of the share capital, which received the minority of votes cast by the capital represented at the Shareholders' Meeting.
- (3) Candidate who declared himself/herself to be independent pursuant to the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of Legislative Decree No. 58/1998 pursuant to Recommendation 7 of the Corporate Governance Code of Borsa Italiana S.p.A. (the "Corporate Governance Code").
- (4) Candidate who declared to meet the requirements set forth by law and by the Articles of Association to serve as a member of the Board of Auditors, as well as the independence requirements set forth in Article 148, paragraph 3, of Legislative Decree No. 58/1998 and Recommendation 7 of the Corporate Governance Code.

The summary report on the votes cast and the minutes of today's Shareholders' Meeting will be made available in the manner and by the deadline envisaged by current regulations.

Contacts

Investor Relations GVS S.p.A.

Guido Bacchelli, Head of Strategy, Corporate Development and IR

investorrelations@gvs.com

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