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Oggetto : TREVI - FINANZIARIA INDUSTRIALE S.P.A.
SHAREHOLDERS' MEETING Summary of
votes on the items on the agenda

Testo del comunicato

Vedi allegato

TREVI Group

TREVI - FINANZIARIA INDUSTRIALE S.P.A. SHAREHOLDERS' MEETING

Summary of votes on the items on the agenda under Article 125-quater of Legislative Decree no. 58 of February 24, 1998 (Consolidated Law on Finance)

Cesena, May 18, 2026 - Trevi - Finanziaria Industriale S.p.A. (the "**Company**") announces that on 13 May 2026 the Ordinary and Extraordinary Shareholders' Meeting of TREVI - Finanziaria Industriale S.p.A. was held on first call.

It is acknowledged that:

- the share capital is Euro 123,053,514.60, fully paid-up and divided into 312,277,292 no-par value shares;
- the Company holds 20 (twenty) treasury shares equal to 0.00001% of the share capital, and these shares were not counted in the voting calculation; the voting share capital, therefore, consists of 312,277,272 ordinary shares;
- 120 entitled shareholders were present by proxy; the number of shares represented at the meeting at the beginning of the meeting and for voting on all items on the agenda was 171,722,110 ordinary shares, or 54.990% of the share capital.

1. Financial statements at December 31, 2025, accompanied by the Directors' Report, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the Consolidated Financial Statements at December 31, 2025 containing Sustainability Reporting. Proposed allocation of the result for the year. Related and consequent resolutions.

SUMMARY OF THE RESOLUTION

On item 1, by majority vote of those present, the Shareholders' Meeting of Trevi - Finanziaria Industriale S.p.A. - having acknowledged the Company's consolidated financial statements as at December 31, 2025, which show a net profit of Euro 8,633 thousand, also containing the Sustainability Report - resolved to:

- approve, both in its entirety and its items, the Financial Statements for the year ended December 31, 2025 consisting of the Balance Sheet, the Income Statement, the Statement of Changes in Shareholders' Equity, the Cash Flow Statement, the Directors' Report on Operations and the Notes to the Financial Statements, as presented by the Board of Directors, which show a loss of EUR 16,932,681;
- carry forward the loss for the year just ended.

VOTE

	no. Shares	% shares represented at the meeting	% of the share capital
Constitutive quorum of the assembly	171.722.110	100%	54,990%
Shares for which the DR has instructions for the agenda to be voted on (deliberative quorum):	171.722.110	100,000%	54,990%
Shares for which the DR has no instructions:	0	0,000%	0,000%
	no. Shares	% voting participants	% of the share capital
In favour	167.269.912	97,407%	53,565%
Against	0	0,000%	0,000%
Abstain	4.452.198	2,593%	1,426%
Total	171.722.110	100,000%	54,990%

2. Report on remuneration policy and compensation paid:

2.1 Report on remuneration policy and remuneration paid: approval of the first section of the report under Article 123b, paragraphs 3a and 3b of Legislative Decree February 24, 1998, no. 58;

2.2. Report on the remuneration policy and remuneration paid: resolutions concerning the report's second section pursuant to Article 123b, paragraph 6 of Legislative Decree February 24, 1998, no. 58.

SUMMARY OF THE RESOLUTION

On **item 2, sub-item 2.1**, by majority vote of those present, the Shareholders' Meeting of Trevi - Finanziaria Industriale S.p.A. resolved to:

- approve the first section of the Report on Remuneration Policy and Remuneration Paid, drafted under Article 123b, paragraphs 3a and 3b, of Legislative Decree February 24, 1998, no. 58 and Article 84c of the Issuers' Regulation adopted by Consob with resolution no. 11971/1999.

VOTE

	no. Shares	% shares represented at the meeting	% of the share capital
Constitutive quorum of the assembly	171.722.110	100%	54,990%
Shares for which the DR has instructions for the agenda to be voted on (deliberative quorum):	171.722.110	100,000%	54,990%
Shares for which the DR has no instructions:	0	0,000%	0,000%
	no. Shares	% voting participants	% of the share capital
In favour	95.951.363	55,876%	30,726%
Against	30.788.201	17,929%	9,859%
Abstain	44.982.546	26,195%	14,405%
Total	171.722.110	100,000%	54,990%

On **item 2, sub-item 2.2**, by majority vote of those present, the Shareholders' Meeting of Trevi - Finanziaria Industriale S.p.A. resolved to:

- vote in favour of the second section of the Report on Remuneration Policy and Remuneration Paid, drawn up under Article 123b, paragraph 6, of Legislative Decree February 24, 1998, no. 58 and Article 84c of the Issuers' Regulation adopted by Consob with resolution no. 11971/1999.

VOTE

	no. Shares	% shares represented at the meeting	% of the share capital
Constitutive quorum of the assembly	171.722.110	100%	54,990%
Shares for which the DR has instructions for the agenda to be voted on (deliberative quorum):	171.722.110	100,000%	54,990%
Shares for which the DR has no instructions:	0	0,000%	0,000%
	no. Shares	% voting participants	% of the share capital
In favour	95.951.363	55,876%	30,726%
Against	30.788.201	17,929%	9,859%
Abstain	44.982.546	26,195%	14,405%
Total	171.722.110	100,000%	54,990%

3. Integration of the Board of Directors. Related and consequent resolutions:

SUMMARY OF THE RESOLUTION

On **item 3** of the ordinary part, by majority of those present, the Shareholders' Meeting of Trevi - Finanziaria Industriale S.p.A., having reviewed the Directors' Explanatory Report as well as the documentation made available by the Company in relation to the received nominations, resolved :

- to appoint as Directors of the Company Mr. Paolo Marchioni, born in Verbania on September 30, 1969, and Mr. Andrea Nuzzi, born in Genoa on November 25, 1974, who shall remain in office until the Shareholders' Meeting called to approve the financial statements for the 2027 financial year.

VOTE

	no. Shares	% shares represented at the meeting	% of the share capital
Constitutive quorum of the assembly	171.722.110	100%	54,990%
Shares for which the DR has instructions for the agenda to be voted on (deliberative quorum):	171.722.110	100,000%	54,990%
Shares for which the DR has no instructions:	0	0,000%	0,000%
	no. Shares	% voting participants	% of the share capital
In favour	126.739.564	73,805%	40,586%
Against	0	0,000%	0,000%
Abstain	44.982.546	26,195%	14,405%
Total	171.722.110	100,000%	54,990%

4. Proposal for the approval of a 2026–2028 medium-long-term incentive plan pursuant to Article 114-bis of Legislative Decree No. 58 of February 24, 1998. Related and consequent resolutions:

SUMMARY OF THE RESOLUTION

On **item 4** of the ordinary section, by majority of those present, the Shareholders' Meeting of Trevi - Finanziaria Industriale S.p.A. having reviewed the information document prepared pursuant to Article 84-bis of the regulation adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently amended (the "Information Document"), resolved:

- to approve, pursuant to and for the purposes of Article 114-bis of the Consolidated Law on Finance (TUF), and endorsing its rationale, the adoption of a share-based incentive plan named the “2026–2028 Medium-Long Term Incentive Plan,” addressed to certain employees and directors holding specific offices of the Company and its subsidiaries, the terms, conditions and implementation methods of which are described in the Information Document attached to the report of the Board of Directors;
- to grant the Board of Directors, with express authority to sub-delegate, all the broadest powers necessary or appropriate to fully and effectively implement the “2026–2028 Medium-Long Term Incentive Plan,” including, by way of example and not limitation, the power to:
- to identify (with the case-by-case abstention of any interested parties) the beneficiaries of the plan and determine the amount of the incentive and, in particular, the number of rights to receive, free of charge, one Company share to be granted to each of them;
- to amend the performance conditions upon which the allocation of shares is subject, in the event of changes in scope and in the other cases provided for by the plan;
- to exercise all powers and functions assigned to the Board of Directors under the plan and adopt the relevant resolutions;
- to draft and approve the plan regulations and make any amendments and/or additions deemed necessary and/or appropriate in the event of extraordinary transactions affecting the share capital of the Company, in order to preserve, to the extent permitted by the applicable laws and regulations from time to time in force, the substantive and economic content of the plan;
- to provide disclosures to the market and prepare and/or finalize any document necessary or appropriate in relation to the plan, in accordance with applicable laws and regulations, as well as, more generally, to implement these resolutions.

VOTE

	no. Shares	% shares represented at the meeting	% of the share capital
Constitutive quorum of the assembly	171.722.110	100%	54,990%
Shares for which the DR has instructions for the agenda to be voted on (deliberative quorum):	171.722.110	100,000%	54,990%
Shares for which the DR has no instructions:	0	0,000%	0,000%
	no. Shares	% voting participants	% of the share capital
In favour	107.744.593	62,744%	34,503%
Against	18.994.971	11,061%	6,083%
Abstain	44.982.546	26,195%	14,405%
Total	171.722.110	100,000%	54,990%

EXTRAORDINARY PART

- 1. 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. Consequent amendment to Article 6 of the Company’s By-laws. Related and consequent resolutions**

SUMMARY OF THE RESOLUTION

On **item 1 of the extraordinary part**, the Shareholders' Meeting of Trevi - Finanziaria Industriale S.p.A., by majority of those present, resolved:

- to approve the reverse stock split of the ordinary shares of Trevi – Finanziaria Industriale S.p.A. currently in circulation at a ratio of no. 1 new ordinary share for every no. 20 existing ordinary

shares, subject to the cancellation of ordinary shares up to the maximum number necessary to allow for the overall rounding of the transaction, based on the waiver of shares to be declared by one or more shareholders and/or by an intermediary willing to provide a rounding service prior to the execution of the transaction, all without any change to the share capital;

- to grant the Board of Directors, and on its behalf the Chairman of the Board of Directors and the Chief Executive Officer, severally and with the power to sub-delegate, all the broadest powers necessary :
 - to determine the date on which the reverse stock split shall be carried out, in line with the technical timing required and indicated by the competent authorities and, in any event, no later than the start of the subscription period relating to the paid capital increase approved on today's date;
 - to implement the consequent amendments and/or supplements to the Articles of Association upon completion of the reverse stock split, adjusting the numerical values set forth therein, as well as to file the updated text of the Articles of Association with the Companies' Register;
 - to make available to the Shareholders — through intermediaries participating in Monte Titoli S.p.A. — a service for the purchase or sale of fractions of new shares that are missing or in excess, in order to allow Shareholders to hold a whole number of ordinary shares;
 - to take any action necessary or appropriate for the full and complete implementation of the resolutions adopted for the successful completion of the reverse stock split, as well as to comply with all required formalities, with all the broadest powers necessary and appropriate, without limitation or exception, for the successful execution of the resolutions adopted, including the power to introduce any amendments thereto, provided that their substance is not altered;
 - consequently, to amend Article 6 of the Articles of Association.

VOTE

	no. Shares	% shares represented at the meeting	% of the share capital
Constitutive quorum of the assembly	171.722.110	100%	54,990%
Shares for which the DR has instructions for the agenda to be voted on (deliberative quorum):	171.722.110	100,000%	54,990%
Shares for which the DR has no instructions:	0	0,000%	0,000%
	no. Shares	% voting participants	% of the share capital
In favour	167.695.224	97,655%	53,701%
Against	0	0,000%	0,000%
Abstain	4.026.886	2,345%	1,290%
Total	171.722.110	100,000%	54,990%

2. 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. Related and consequent resolutions.

SUMMARY OF THE RESOLUTION

On **item 2 of the extraordinary part**, the Shareholders' Meeting of Trevi - Finanziaria Industriale S.p.A., by majority of those present, resolved:

- to grant the Board of Directors a delegation pursuant to Article 2443 of the Italian Civil Code to increase, on a divisible basis and for cash, in one or more tranches, the share capital of Trevifin, for a period of 18 months from the date of this resolution and for a maximum total amount of Euro 100,000,000.00, including any share premium, through the issuance of ordinary shares without nominal value, carrying regular dividend rights and having the same characteristics as the ordinary shares outstanding at the date of issuance, to be admitted to trading on the regulated market Euronext Milan, organized and managed by Borsa Italiana S.p.A., and to be offered on a pre-emptive basis to those entitled pursuant to Article 2441, paragraph 1, of the Italian Civil Code (the “Capital Increase”);
- to grant the Board of Directors the broadest powers to define, for each possible exercise of the above delegation, the procedures, terms and conditions of the Capital Increase, including the power:
 - to determine the issue price of the shares and, in particular, the portion to be allocated to share capital and the portion to be allocated to share premium, taking into account, inter alia, the market conditions prevailing at the time of setting the terms of the Capital Increase, the stock market price of Trevifin ordinary shares, the economic, equity and financial position of Trevifin, as well as market practice for similar transactions, applying—according to such practice—a discount to the theoretical ex-right price (so-called Theoretical Ex-Right Price – “TERP”) of Trevifin ordinary shares, the latter calculated—according to current methodologies—taking into account, inter alia, the price of the Trevifin share on the trading day preceding the date of such determination or, if available, on the basis of the price of the Trevifin ordinary share on the trading day on which such determination is made;
 - to determine the number of shares to be issued and the relevant subscription ratio, it being understood that the newly issued shares shall have the same characteristics—including dividend rights—as those outstanding and shall be offered on a pre-emptive basis to Shareholders in proportion to their holdings, making any necessary rounding of the number of shares and, for the purpose of balancing the transaction as indicated above, also reducing the amount of unexercised rights to be offered on the stock exchange;
 - to determine the timeframe for the execution of the Capital Increase resolution, in particular the commencement of the offering of pre-emptive rights, as well as the subsequent offering on the stock exchange of any rights that remain unexercised at the end of the subscription period;
- consequently, to amend Article 6 of the Articles of Association;
- to grant the Board of Directors and, on its behalf, the Chief Executive Officer, with the power to sub-delegate, all the broadest powers necessary to give full and effective implementation to the resolutions referred to above.

VOTE

	no. Shares	% shares represented at the meeting	% of the share capital
Constitutive quorum of the assembly	171.722.110	100%	54,990%
Shares for which the DR has instructions for the agenda to be voted on (deliberative quorum):	171.722.110	100,000%	54,990%
Shares for which the DR has no instructions:	0	0,000%	0,000%
	no. Shares	% voting participants	% of the share capital
In favour	167.545.325	97,568%	53,653%
Against	1.749.899	1,019%	0,560%
Abstain	2.426.886	1,413%	0,777%
Total	171.722.110	100,000%	54,990%

Disclaimer

The information contained in this press release does not constitute, nor does it form part of, an offer to sell securities, or a solicitation of an offer to purchase securities in the United States, the United Kingdom, Australia, Canada or Japan as well as in any other country where such an offer or solicitation would be subject to authorization by local authorities or otherwise prohibited under law (the "Other Countries"). Any public offering will be conducted in Italy on the basis of a prospectus approved by Consob, in accordance with applicable regulatory requirements. This press release, any part of it or its distribution may not form the basis of, nor may the same be relied upon with respect to, any investment agreement or decision. This announcement does not constitute an offer for sale of, or a solicitation of an offer to purchase or subscribe for, any securities in the United States. No securities of TREVI – Finanziaria Industriale S.p.A. (the "Company") have been registered under the U.S. Securities Act of 1933 (as amended) (the "Securities Act") or pursuant to applicable laws in the Other Countries, and the Company does not intend to register any offering of securities in the United States pursuant to Regulation S of the Securities Act, or to conduct a public offering of securities in the United States. Accordingly, except where an exemption under applicable law applies, the securities may not be offered, sold, resold, delivered or distributed, directly or indirectly, in any jurisdiction where doing so would constitute a violation of applicable law or would require registration in such jurisdiction. This announcement does not constitute a public offering of securities in the United Kingdom. No prospectus for these securities has been or will be approved in the United Kingdom. In the United Kingdom, this press release is addressed only to "qualified investors" (as defined under paragraph 15, Schedule 1 of the Public Offer and Admission to Trading Regulations 2024) who are, among others, (i) persons recognized as professional investors under Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (ii) high net worth entities and other persons to whom disclosure may lawfully be made in compliance with Article 49(2)(a)–(d) of the Order (all such persons are collectively referred to as "Relevant Persons"). Any investment activity referred to in this Notice will be available to and of interest only to Relevant Persons. Any person who is not a Relevant Person shall not act upon or rely upon this document or any of its contents. This press release has been prepared on the assumption that any offer of securities referred to herein will be made in any member state of the European Economic Area ("EEA") where the Prospectus Regulation (each a "Relevant Member State") applies on the basis of a prospectus approved by the competent authorities and published in accordance with the Prospectus Regulation and/or pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities (the "Permitted Public Offering"). Accordingly, any person making or intending to make an offer of securities in a Relevant Member State other than a Permitted Public Offering may do so only in circumstances where there is no requirement for the Company or any of its consolidated subsidiaries or any financial institution acting on the Company's behalf to publish a prospectus pursuant to Article 3 of the Prospectus

Regulation or a prospectus supplement pursuant to Article 23 of the Prospectus Regulation in connection with such offer. “Prospectus Regulation” means Regulation (EU) 2017/1129 (that Regulation and its amendments, together with any delegated acts and implementing measures). This document is a press release and not a prospectus within the meaning of the Prospectus Regulation. The Sole Global Coordinator and its directors, officers, employees, advisers and representatives assume no responsibility and make no representation or warranty, express or implied, as to the truthfulness, accuracy or completeness of the information contained in this press release regarding the Company, its subsidiaries or affiliates, nor for any loss arising from or in connection with the use of this press release or its contents. Such parties will not regard any person as their client in relation to the Rights Issue referred to herein and will not be responsible to any person other than the Company for the protections normally afforded to their clients, nor for providing advice in relation to the Rights Issue, the contents of this press release or any other matter or arrangement referred to herein. This press release contains statements that are, or may be deemed to be, “forward-looking statements”, including projections, objectives, estimates and forecasts reflecting the management’s 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.

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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