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Societa' : OTOFARMA

Utenza - referente : OTOFARMAESTN01 - Incarnato Bartolomucci Anna

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Oggetto : OTOFARMA: THE BOARD OF DIRECTORS APPROVES THE DRAFT FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2025, REVISED THE FINANCIAL CALENDAR AND CALLS THE SHAREHOLDERS' MEETING FOR JUNE 29, 2026 (FIRST CALL)

Testo del comunicato

Vedi allegato



press release

THE BOARD OF DIRECTORS APPROVES THE DRAFT FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2025, AS WELL AS THE PRO-FORMA CONSOLIDATED STATEMENTS AS OF DECEMBER 31, 2025

THE BOARD OF DIRECTORS REVISED THE FINANCIAL CALENDAR AND CALLS THE SHAREHOLDERS' MEETING FOR JUNE 29, 2026 (FIRST CALL).

Revenue growth of 10.8%, Adjusted EBITDA of 1.6 million euros, and Adjusted EBITDA margin of 9% due to commercial strengthening, expansion of the affiliated pharmacy network, launch of the Odiens project, and strengthening of the management team.

Key pro-forma consolidated financial data as of December 31, 2025:

- Sales revenues: Euro 16.7 million (+10.8% compared to 2024)¹
- Adjusted EBITDA²: Euro 1.6 million, EBITDA Margin 9%
- Adjusted EBIT: Euro 667 thousand, EBIT Margin 3.7%
- Net Financial Position: Euro -7.1 million (from Euro 356 thousand at December 31, 2024)

Key consolidated financial data as of December 31, 2025:

- Sales revenues: Euro 16 million
- Adjusted EBITDA⁽²⁾: Euro 1.7 million, EBITDA Margin 10%
- Adjusted EBIT: Euro 882 thousand, EBIT Margin 5.2%

Naples, May 28, 2026 – The Otofarma group – with over 30 years of experience in the hearing care sector, leader in the production of hearing aids mainly distributed through the pharmaceutical channel – announces that the Board of Directors of Otofarma S.p.A. ("Otofarma" or the "Company") has today approved the draft financial statements and consolidated financial statements as of December 31, 2025, prepared according to Italian accounting standards and pursuant to the Euronext Growth Milan (EGM) Issuers Regulation, as well as the pro-forma consolidated statements as of December 31, 2025.

Gennaro Bartolomucci, Chairman and CEO of Otofarma, stated: *"In the second half of 2025, we started a structured path of interventions aimed at improving profitability, in a context characterized by a strong acceleration of investments to support growth. Strengthening the commercial network, expanding the affiliated pharmacy network, and launching new strategic projects such as Odiens and telemedicine have supported revenue growth but had a partial impact on margins. Cost structure efficiency actions and operational model optimization are already underway and represent the levers we will use in the coming years to progressively recover profitability levels. We believe the path undertaken will enable Otofarma to consolidate its competitive position and strengthen its leadership over time, enhancing quality, skills, and industrial vision."*

¹ The pro forma comparative figures as at 31 December 2024 are management figures prepared by the Company and have not been audited;

² Adjusted EBITDA represents operating profit before income tax, finance income and expenses, depreciation and amortisation of fixed assets, write-downs, provisions for risks and charges, and extraordinary income and expenses, including, but not limited to, contingent assets, contingent liabilities, compensation, fines, penalties, etc.



Comment on key pro-forma consolidated results as of December 31, 2025

As of December 31, 2025, **sales revenues** amount to Euro **16.7** million, up 10.8% compared to December 31, 2024, confirming the solidity of the business model and the effectiveness of the commercial strategies implemented in recent years, mainly based on increasing active pharmacies nationwide. The commercial strengthening continued during the year, with the role of partnerships with pharmacies being crucial for revenue growth, including the addition of over 40 new collaborators, among Area Managers and commercial consultants, supporting network growth.

The number of affiliated pharmacies accelerated further, reaching 4,462 by December 31, 2025, with 760 new affiliations (of which 2,034 already active by the end of 2025), compared to about 3,700 at December 31, 2024, and about 3,200 at December 31, 2023. Regarding Odiens, the affiliated network reached 175 points of sale by December 31, 2025, while telemedicine services saw significant growth with over 7,000 specialist visits conducted in 2025 (6,821 in 2024).

Production costs, net of contingent liabilities, amounted to Euro 16.2 million, representing 91% of total revenues. Specifically:

1) **Service costs** amount to Euro 9.7 million, accounting for 54.1% of total revenues, up 29.8% from 2024, mainly due to:

- a. Higher incidence of revenue from direct sales to patients, whose commissions to pharmacies are included as service costs;
- b. Increased commissions to the sales force, aligned with revenue growth;
- c. Strengthening of external resources dedicated to various business functions. In the “Teleaudiology” sector, four new specialist consultants were recruited during the year to support the sales force and Telefarmamedica. Furthermore, in line with the company’s strategic plans, seven new coordinators were selected, trained and deployed across the country, with the aim of establishing partnerships with opticians’ shops based on the Odiens model and extending their activities to the hearing aid sector.
- d. One-off costs associated with the listing process and recurring expenses arising from compliance obligations related to the company’s status as a listed entity on the Euronext Growth Milan multilateral trading facility, organised and managed by Borsa Italiana S.p.A. (“EGM”);
- e. Higher investigation fees due to increased use of installment payment methods by clients;
- f. Increased costs for sales force selection and training, aimed at improving the effectiveness of the sales force;
- g. Marketing costs related to participation and sponsorship of fairs and congresses, particularly in the first half of 2025 (e.g., MIDO, Cosmofarma);
- h. One-off costs for improving the efficiency of the purchasing and warehouse departments: Home Service continued its refurbishment work on the company premises, which mainly involved re-roofing and the internal reorganisation of the company’s spaces to accommodate the commercial development the Group is pursuing. In relation to Odiens S.r.l., Home Service S.r.l. has established four shops, staffed with hearing aid specialists and opticians.



2) **Personnel costs** amounted to Euro 3.2 million and accounted for a higher proportion of the value of production compared with the 2024 financial year, mainly due to (i) contractual adjustments for certain roles within the company, including the conversion of the relevant employment contracts to permanent status; (ii) a natural increase in support personnel to underpin growth, which occurred mainly in the early months of the 2025 financial year. The average number of employees in 2025 increased by 18 compared with 2024.

Adjusted EBITDA at December 31, 2025, stands at Euro 1.6 million, a margin of 9.7% on turnover and 9% on production value, aligned with first half 2025 values; **Adjusted EBIT** equals Euro 667 thousand, a margin of 4% on turnover (3.7% on production value).

It is noted that the pro-forma consolidated data approved today show significant deviations from preliminary pro-forma consolidated results communicated on April 28, 2026, where Adjusted EBITDA was reported as Euro 2.4 million with a 13% margin. The difference relates to the non-capitalization of specific internal R&D costs as, following the audits carried out by the Independent Auditors, the recognition of Euro 770,000 under the heading "*Increases in fixed assets for internal work*" relating to Research and Development costs was not deemed appropriate to recognise for 2025 because, at 31 December 2025 the specific projects had not yet reached the necessary stage of maturity to proceed with their capitalisation, although the activities carried out had enabled the establishment of solid methodological and conceptual foundations for the future development of new products. Therefore, the variance relates solely to the deferral of the capitalisation of costs which, for the Group, represent a strategic investment aimed at developing future product lines and consolidating the Company's competitive positioning. In particular, the activities carried out during 2025 relate to two projects: the first focuses on the integration of molecular biology and sensory sciences for the study of the adaptation and longevity of the auditory system; the second is dedicated to the methodological study of how to implement these models within an integrated digital ecosystem.

Despite this, EBITDA margin increased by 10.9% compared to 2024, confirming the effectiveness of cost efficiency actions in the second half of 2025.

As of December 31, 2025, the **net result** was negative for Euro 1.5 million.

Net Working Capital increased slightly to Euro 2.8 million due (i) to inventory policies, (ii) reduction in trade payables, and (iii) increase in tax receivables.

Net Financial Position at December 31, 2025, is -7.1 million, compared to Euro 356,000 at December 31, 2024, mainly due to the completion of the listing process on EGM in August 2025.

Significant events in 2025

- **August 6, 2025: Start of trading on EGM.** The placement attracted demand amounting to approximately twice the total offer, with strong participation from leading institutional investors, both Italian and foreign (accounting for approximately 50% of the total proceeds), including Axon Partners Group SA, the Cresci al Sud fund, managed by Invitalia S.p.A., and Algebris Investments, all of which acquired stakes exceeding 5%.

The Offer comprised a total of 1,947,000 ordinary shares in Otofarma as part of a capital increase, including shares resulting from the exercise of the Greenshoe Option by the Global Coordinator, for a total amount of €10,513,800. Otofarma's share capital is therefore represented by 5,947,000 ordinary shares following the full exercise of the Greenshoe Option, and the free float, calculated on the total number of ordinary shares, amounts to 32.74% of the share capital



- **October 15, 2025: Preliminary contract signed for new production site in Corsico (MI)**, to double production capacity and strengthen Otofarma's leadership in Italy.
- **Modernization of the Telefarmamedica Instrumental Complex**, ready to enter Italian pharmacy market to support telemedicine specialist visits, covered by a utility model patent.

Significant events after year-end

- **January 8, 2026: Appointment of Nicola Mottola as new Group CFO:** the appointment of the new CFO, who brings to the company high-level expertise in financial management, economic and financial governance, and reporting processes, forms part of a wider initiative to strengthen the company's management structure, aimed at supporting the growth and evolution of Otofarma's organisational and industrial model

- **March 23, 2026: Governance restructuring, Gennaro Bartolomucci appointed CEO while remaining Chairman:** The new Chief Executive Officer, who also serves as Commercial Director, has taken the helm of the company with the aim of accelerating the implementation of the business plan and driving forward the main areas of development, with particular reference to the Otofarma 2.0 General Corporate Convergence Plan. At the same time, Giovanna Incarnato Bartolomucci, a member of the Board of Directors with over 25 years' professional experience at the helm of Otofarma and its subsidiaries, has taken on the role of Chief Operating Officer - Chief Operating Officer (COO), with responsibility for supervising and managing internal processes, production and human resources, to translate the company's strategic plan into concrete results and ensure solidity, consistency and compliance in its implementation.

- **April 22, 2026: Final purchase contract signed for new production site in Corsico.**

The total investment of €1,500,000 will enable the company to double its production capacity, further strengthening Otofarma's position as one of the leading manufacturers of hearing aids in Italy.

The new site, covering an area of approximately 3,000 square metres, will be dedicated primarily to the production of Otofarma-branded devices and will be equipped with state-of-the-art technology for the manufacture of customised hearing aids. The expansion will enable a significant increase in production volumes and an improvement in operational efficiency.

The Corsico site will not replace existing facilities but will complement and strengthen their activities, supporting continuous growth without impacting current production. The sales and marketing offices are expected to open by 2027, whilst the first production lines are expected to become operational by 2028.

During the first few months of 2026, with the aim of reducing the impact of processing fees relating to the provision of payment deferrals to end customers, the Company renegotiated contracts with its financial partners, introducing payment instruments that eliminate fees payable by the Company, with the aim of avoiding a negative impact on margins. These new arrangements have been in place since the second quarter of 2026.

On **21 April 2026**, the company Telefarmamedica S.r.l. (90% owned by Otofarma) was incorporated; its principal corporate purpose is to design, establish and organise service centres for the provision of diagnostic and therapeutic telemedicine services to professionals and private and/or public entities, with a view to harnessing the potential of integrated telemedicine services, leveraging synergies with the Group's current service offering and targeting opportunities in the pharmacy telemedicine market with greater specificity.



Forecast business performance

The Group intends to continue the growth trajectory begun in 2025, by continuing to invest in commercial development, organisational efficiency and improved margins. This will be achieved through the ongoing quantitative and qualitative strengthening of the sales network, the efficient and effective organisation and management of the sales force's presence across the territory, and the expansion of the pharmacy network. During 2026, Otofarma will also accelerate the process of restructuring and strengthening, aimed at transforming the sales network into a high-performance structure.

Based on 2025 results and the strategy described above, management reserves the right to provide further guidance on the expected business outlook in order to appropriately reflect the impact of the following trends anticipated for 2026:

(i) an increase in sales of high-margin prosthetics compared with the 2025 financial year; (ii) a reduction in commissions linked to the instalment payments of direct sales, and activation of new payments method that will enable to pass on the commission costs to customers; (iii) an increase in turnover generated by the new resources acquired by the Group during 2025, onboard since at least 6 months; (iii) further investment in recruitment, training and hiring of staff, particularly in the sales division; (iv) investment in marketing, promotion and communication activities to increase visibility and strengthen the brand; (v) restructuring and set-up costs (licences, ASL authorisation, etc.) relating to the new headquarters in Corsico; (vi) an increase in specialist telemedicine services thanks to the 'Telefarmamedica' utility model patent supported by the newco Telefarmamedica S.r.l.

Change to financial calendar and shareholders' meeting call

The Board has revised the financial calendar to schedule the Ordinary Shareholders' Meeting on June 29, 2026, in first call, and on July 09, 2026 in second call.

The updated calendar of corporate events is as follows:

- 29 June 2026: Ordinary General Meeting of Shareholders to approve the Annual Financial Statements and take note of the Consolidated Financial Statements as at 31 December 2025, in first call (July 09, 2026, if in second call);
- 29 September 2026: Board of Directors' meeting to approve the consolidated half-yearly financial report as at 30 June 2026, voluntarily subject to a limited audit.

The Board of Directors has therefore resolved to convene the Ordinary General Meeting of Shareholders on 29 June 2026, in first call, and, if necessary, on July 09, 2026, in second call, at the times and venues to be announced in the relevant notice of meeting, which will be published in accordance with the terms and procedures laid down by applicable legislation, to submit to the Shareholders for approval the financial statements as at 31 December 2025 and the allocation of the profit for the year.

The documentation relating to the items on the agenda will be made available to the public at the company's registered office and on the website www.otofarmaspa.it, in the Investor Relations section, in accordance with the provisions of current legislation.

Allocation of the net loss for the financial year



The Board of Directors has resolved to propose to the Shareholders' Meeting, to be held on 29 June 2026 in first call and, if necessary, on July 09, 2026 in second call, that the net loss for the financial year be covered by the available profit reserves within equity.

Filing of documents and presentation of results

A copy of the Financial Report and the pro-forma consolidated financial statements as at 31 December 2025, including the Independent Auditors' Report, will be made available to the public in accordance with the law at the Company's registered office, as well as through publication on the website www.otofarma.it in the "Investor Relations" section.

The Company uses the EMARKET SDIR and STORAGE circuit, managed by Teleborsa, for the dissemination of Regulated Information. This system is authorized by [CONSOB](#) by resolutions No. 22517 and No. 22518 of November 23, 2022, pursuant to Article 113-ter, paragraph 4, letter a, of Legislative Decree No. 58/1998. For further information on the greenshoe option, please refer to the admission document available in the Investor Relations section of the website www.otofarmaspa.com.

Identification Codes

Alphanumeric Code: OTO

ISIN for Ordinary Shares: IT0005663361

PRO FORMA RECLASSIFIED CONSOLIDATED INCOME STATEMENT AS AT 31 DECEMBER 2025

€'000	Pro Forma Consolidated FY25A	%	Pro Forma Consolidated FY24A	%	Δ	Δ %
Sales revenues	16.695	93,5%	15.067	95,0%	1.629	10,8%
Change in inventories of work in progress, semi-finished and finished products	619	3,5%	88	0,6%	531	606,1%
Increases in fixed assets from internal work	401	2,2%	567	3,6%	(166)	-29,2%
Other revenues and income	144	0,8%	133	0,8%	10	7,7%
Total production value	17.859	100,0%	15.855	100,0%	2.004	12,6%
Raw materials, supplies, and goods (net of inventory changes)	(2.783)	-15,6%	(2.396)	-15,1%	(387)	16,2%
Service costs	(9.667)	-54,1%	(7.446)	-47,0%	(2.220)	29,8%
Costs for use of third-party assets	(529)	-3,0%	(456)	-2,9%	(73)	15,9%
Personnel costs	(3.153)	-17,7%	(2.285)	-14,4%	(867)	38,0%
Other operating expenses	(365)	-2,0%	(967)	-6,1%	602	-62,2%
EBITDA	1.363	7,6%	2.305	14,5%	(942)	-40,9%
<i>EBITDA Margin (on production value)</i>	<i>7,6%</i>		<i>14,5%</i>		<i>-6,9%</i>	
Extraordinary income	(79)	-0,4%	(79)	-0,5%	0	-0,5%
Extraordinary expenses	328	1,8%	580	3,7%	(252)	-43,4%
Adjusted EBITDA	1.613	9,0%	2.806	17,7%	(1.193)	-42,5%
<i>Adjusted EBITDA Margin (on production value)</i>	<i>9,0%</i>		<i>18,6%</i>		<i>-9,6%</i>	
Depreciation and amortization	(2.369)	-13,3%	(370)	-2,3%	(1.999)	540,4%
Provisions	-	0,0%	-	0,0%	-	-
EBIT	(1.006)	-5,6%	1.935	12,2%	(2.941)	-152,0%
<i>EBIT Margin (on production value)</i>	<i>-5,6%</i>		<i>12,2%</i>		<i>-17,8%</i>	
Extraordinary income	1.672	9,4%	(79)	-0,5%	1.751	-
Extraordinary expenses	-	0,0%	580	3,7%	(580)	-100,0%
Adjusted EBIT	667	3,7%	2.436	15,4%	(1.769)	-72,6%
<i>Adjusted EBIT Margin (on production value)</i>	<i>3,7%</i>		<i>16,3%</i>		<i>-12,6%</i>	
Financial income and (expenses)	(165)	-0,9%	(254)	-1,6%	89	-34,9%
Impairment losses on financial assets	-	0,0%	-	0,0%	-	-
EBT (Earnings Before Taxes)	(1.171)	-6,6%	1.681	10,6%	(2.852)	-169,7%
<i>EBT Margin (on production value)</i>	<i>-6,6%</i>		<i>10,6%</i>		<i>-17,2%</i>	
Income taxes	(336)	-1,9%	(986)	-6,2%	650	-65,9%
Net result for the year	(1.507)	-8,4%	694	4,4%	(2.202)	-317,2%
Group Net result	(1.510)	-8,5%	698	4,4%	(2.208)	-316,5%
Minority interest net result	3	0,0%	(4)	0,0%	6	-184,7%

PRO FORMA RECLASSIFIED CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2025

€'000	Pro Forma Consolidated FY25A	Pro Forma Consolidated FY24A	Δ	Δ %
Intangible fixed assets	2.249	1.605	645	40,2%
Tangible fixed assets	2.527	1.402	1.125	80,2%
Financial fixed assets	210	184	26	14,3%
Net fixed assets	4.987	3.191	1.796	56,3%
Inventories	780	157	623	397,8%
Trade receivables	2.716	3.536	(820)	-23,2%
Trade payables	(1.955)	(1.535)	(420)	27,3%
Trade working capital	1.540	2.157	(617)	-28,6%
Other current assets	459	311	147	47,3%
Other current liabilities	(724)	(179)	(545)	303,6%
Tax receivables and payables	1.538	468	1.071	228,9%
Net accrued income and prepaid expenses	(51)	(25)	(27)	107,2%
Net working capital	2.762	2.732	30	1,1%
Provisions for risks and charges	(155)	(85)	(70)	82,9%
Employee severance indemnity (TFR)	(385)	(381)	(4)	0,9%
Net invested capital (Uses)	7.210	5.458	1.752	32,1%
Financial debt	3.411	2.876	535	18,6%
<i>of which: current financial debt</i>	<i>618</i>	<i>400</i>	<i>218</i>	<i>54,4%</i>
<i>of which: current portion of non-current debt</i>	<i>980</i>	<i>974</i>	<i>6</i>	<i>0,7%</i>
<i>of which: non-current financial debt</i>	<i>1.813</i>	<i>1.503</i>	<i>310</i>	<i>20,6%</i>
<i>Other current financial assets</i>	<i>-</i>	<i>(12)</i>	<i>12</i>	<i>-100,0%</i>
Cash and cash equivalents	(10.497)	(2.508)	(7.989)	318,6%
Net financial debt	(7.086)	356	(7.442)	-2089,4%
Share capital	1.635	1.100	535	48,7%
Reserves	13.952	1.958	11.994	612,6%
Net income for the year	(1.510)	2.029	(3.540)	-174,4%
Shareholders' equity (Group equity)	14.077	5.087	8.990	176,7%
Capital and reserves attributable to minorities	3	2	1	69,7%
Net income attributable to minorities	3	12	(9)	-75,3%
Minority interests	6	14	(8)	-54,7%
Total sources of funds	7.210	5.458	1.752	32,1%

CONSOLIDATED INCOME STATEMENT AS AT 31 DECEMBER 2025

€'000	Pro Forma Consolidated FY25A	%
Sales revenues	15.951	93,2%
Change in inventories of work in progress, semi-finished and finished products	619	3,6%
Increases in fixed assets from internal work	401	2,3%
Other revenues and income	137	0,8%
Total production value	17.108	100,0%
Raw materials, supplies, and goods (net of inventory changes)	(2.711)	-15,8%
Service costs	(9.568)	-55,9%
Costs for use of third-party assets	(461)	-2,7%
Personnel costs	(2.510)	-14,7%
Other operating expenses	(311)	-1,8%
EBITDA	1.548	9,0%
<i>EBITDA Margin (on production value)</i>	9,0%	
	0,0%	0,0%
<i>Extraordinary income</i>	(73)	-0,4%
<i>Extraordinary expenses</i>	233	1,4%
Adjusted EBITDA	1.707	10,0%
<i>Adjusted EBITDA Margin (on production value)</i>	10,0%	
Depreciation and amortization	(2.358)	-13,8%
Provisions	-	0,0%
EBIT	(810)	-4,7%
<i>EBIT Margin (on production value)</i>	-4,7%	
	0,0%	0,0%
<i>Extraordinary income</i>	1.692	9,9%
<i>Extraordinary expenses</i>	-	0,0%
Adjusted EBIT	882	5,2%
<i>Adjusted EBIT Margin (on production value)</i>	5,2%	
Financial income and (expenses)	(157)	-0,9%
Impairment losses on financial assets	-	0,0%
EBT (Earnings Before Taxes)	(967)	-5,7%
<i>EBT Margin (on production value)</i>	-5,7%	
Income taxes	(328)	-1,9%
Net result for the year	(1.295)	-7,6%
Group Net result	(1.511)	-8,8%
Minority interest net result	216	1,3%

CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2025

€'000	Pro Forma Consolidated FY25A
Intangible fixed assets	2.249
Tangible fixed assets	2.527
Financial fixed assets	210
Net fixed assets	4.987
Inventories	780
Trade receivables	2.716
Trade payables	(1.955)
Trade working capital	1.540
Other current assets	459
Other current liabilities	(724)
Tax receivables and payables	1.538
Net accrued income and prepaid expenses	(51)
Net working capital	2.762
Provisions for risks and charges	(155)
Employee severance indemnity (TFR)	(385)
Net invested capital (Uses)	7.210
Financial debt	3.411
<i>of which: current financial debt</i>	618
<i>of which: current portion of non-current debt</i>	980
<i>of which: non-current financial debt</i>	1.813
<i>Other current financial assets</i>	-
Cash and cash equivalents	(10.497)
Net financial debt	(7.086)
Share capital	1.635
Reserves	13.952
Net income for the year	(1.511)
Shareholders' equity (Group equity)	14.076
Capital and reserves attributable to minorities	3
Net income attributable to minorities	216
Minority interests	220
Total sources of funds	7.210



About Otofarma SpA

Otofarma Group is a leader in the design, production, and distribution of customized hearing aids through pharmacies. Its reputation is built on technological innovation and continuous research, offering advanced audiological solutions at a guaranteed democratic price, with the goal of making hearing care more accessible and widespread.

Pioneering in telemedicine, Otofarma was the first company in Europe to introduce specialist tele-audiology services in pharmacies, today available under Otofarma brand in more 4,000 partner pharmacies, making access to diagnosis and personalized devices easier.

Founded by Gennaro Bartolomucci, Chairman and CEO, the company holds six patents for its proprietary software and instruments. Its devices and services are distributed exclusively through partner pharmacies, ensuring a controlled, quality-focused business model.

For more information:

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