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Societa' : OTOFARMA

Utenza - referente : OTOFARMAESTN01 - Incarnato Bartolomucci Anna

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Oggetto : OTOFARMA: PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato



press release

OTOFARMA: PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Naples, 12 June 2026 – The **Otofarma Group** – with over 30 years of experience in the hearing care sector and a leading manufacturer of hearing aids primarily distributed through the pharmacy channel – announces that the notice calling the Ordinary Shareholders' Meeting has been published today on its website, otofarmaspa.com, in the Investor Relations section, and in excerpt form in the newspaper "ItaliaOggi".

CALL OF THE ORDINARY SHAREHOLDERS' MEETING OF OTOFARMA S.P.A.

The Shareholders' Meeting of Otofarma S.p.A. ("Otofarma" or the "Company") is convened, in ordinary session, on 29 June 2026 at 2:30 p.m., on first call and, if necessary, on 9 July 2026, on second call, at the same time, to discuss and resolve on the following

Agenda

1. Approval of the financial statements for the year ended 31 December 2025, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements for the year ended 31 December 2025. Related and consequential resolutions.
2. Allocation of the net result for the year. Related and consequential resolutions.

Pursuant to Articles 13 and 14 of the Articles of Association, the Shareholders' Meeting shall be held **exclusively through the Company's designated representative pursuant to Article 135-undecies of Legislative Decree No. 58/1998 ("TUF"), and by means of telecommunications** that ensure the identification of participants, their participation and the exercise of voting rights, without in any case requiring the chairperson and the recording secretary to be in the same place, as specified below.

Share Capital

The subscribed and paid-in share capital of Otofarma amounts to Euro 1.635.484,47 and is divided into no. 5.947.000 ordinary shares. As of today, the Company does not hold treasury shares.

Attendance at the Shareholders' Meeting

Pursuant to Article 83-sexies of TUF, those entitled to attend the Shareholders' Meeting and exercise voting rights – exclusively through the Company's designated representative – are those for whom the Company has received a specific notice issued by an authorised intermediary, based on the accounting records as at the end of the 7th (seventh) trading day prior to the date of the Shareholders' Meeting (**18 June 2026** – record date). Any credit or debit entries recorded in the accounts after this date shall not be considered for the purpose of entitlement to exercise voting rights at the Shareholders' Meeting.

Pursuant to Article 83-sexies, paragraph 4, of the TUF, notices from intermediaries must be received by the Company no later than the end of the 3rd (third) trading day prior to the date set for the Meeting (i.e. by **24 June 2026**). Entitlement to attend and vote shall remain valid even if such notices are received after the above deadline, provided that they are received by the Company before the start of the meeting proceedings for the relevant call. The notice is issued by the intermediary upon request of the party entitled to vote.



Proxy Voting and Company-Designated Shareholders' Representative

The proxy may be granted, free of charge for the grantor (except for any delivery costs), with voting instructions on all or some of the items on the agenda to Monte Titoli S.p.A., with registered office in Milan, acting as the Designated Representative appointed by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/1998 ("TUF") ("Monte Titoli" or the "Designated Representative").

The proxy must be granted using the specific proxy form available, together with instructions for completion and submission, at the Company's registered office and on its website www.otofarmaspa.com, Investor Relations section.

The proxy with voting instructions must be received, together with a copy of a valid identification document of the grantor or, if the grantor is a legal entity, of its legal representative pro tempore or another duly authorised person, together with appropriate documentation proving such authority, by the Designated Representative by the end of the 2nd (second) trading day prior to the date of the Meeting (i.e. by **25 June 2026** if on first call, or by **7 July 2026** if on second call), using one of the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address rd@pec.euronext.com (subject: "Proxy OTOFARMA Shareholders' Meeting 2026") from the sender's certified email (or, failing that, from an ordinary email account with the document signed with a qualified electronic or digital signature); (ii) transmission of the original document by courier or registered mail with return receipt to the attention of Area Register Services of Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan (reference: "Proxy OTOFARMA Shareholders' Meeting 2026"), with prior transmission of an electronically reproduced copy (PDF) by ordinary email to rd@pec.euronext.com (subject: "Proxy OTOFARMA Shareholders' Meeting 2026").

The proxy and voting instructions may be revoked within the same deadline (i.e. by **25 June 2026** if on first call, or by **7 July 2026** if on second call) using the above methods.

Shares for which a proxy has been granted, even partially, shall be counted for the purpose of determining the proper constitution of the Shareholders' Meeting.

For proposals for which no voting instructions have been given, the shares will not be taken into account for the purpose of calculating the majority and the share of capital required for approval.

By way of derogation from Article 135-undecies, paragraph 4, of the TUF, those who do not wish to make use of the procedure set out therein may alternatively participate by granting the same Designated Representative a proxy or sub-proxy pursuant to Article 135-novies of the TUF, including voting instructions on all or some of the items on the agenda, using the relevant form available on the Company's website.

For the transmission of proxies/sub-proxies, the instructions set out in the relevant form must be followed. The proxy must be received by 6:00 p.m. on the day preceding the Meeting and, in any case, before the start of the meeting proceedings.

For any clarification regarding the granting of proxies (particularly concerning completion and submission of the proxy form and voting instructions), those entitled to attend the Meeting may contact Monte Titoli S.p.A. by email at RegisterServices@euronext.com or by phone at (+39) 02 33635810 on business days, between 9:00 a.m. and 5:00 p.m.



Supplementation of the Agenda and Submission of Proposed Resolutions

Pursuant to Article 12 of the Articles of Association, shareholders representing at least 10% (ten per cent) of the share capital may, within 5 (five) days of the publication of this notice, request additions to the list of items to be discussed, indicating in the request the additional items they propose.

Additions to the agenda are not permitted with regard to matters on which the Shareholders' Meeting resolves, by law, upon proposal of the Directors or on the basis of a project or report prepared by them other than those relating to the items already on the agenda.

Notice of any addition to the agenda shall be published in at least one of the newspapers indicated in the Articles of Association, no later than the 7th (seventh) day prior to the date of the first call of the Shareholders' Meeting, as well as on the Company's website.

Requests to supplement the agenda must be accompanied by an explanatory report, which must be deposited at the Company's registered office and submitted to the administrative body within the deadline for submitting the request.

The explanatory report shall be published on the Company's website, also for the purpose of enabling the Designated Representative to collect voting instructions also on the proposed additions.

Shareholders entitled to request supplementation of the agenda are those for whom the Company has received a specific notice certifying ownership of the required shareholding, issued by an authorised intermediary in accordance with applicable regulations.

The request, together with the explanatory report, the information relating to the identification data of the shareholders submitting it and the overall percentage of share capital held, as well as references to the notice sent by the intermediary to the Company in accordance with applicable regulations, must be submitted in writing to the Company within the aforementioned deadline by: (i) registered mail with return receipt to the Company's registered office (subject: "Integration of Agenda Otofarma Shareholders' Meeting 2026"); (ii) certified email to otofarmaspa@pec.it (subject: "Integration of Agenda Otofarma Shareholders' Meeting 2026").

Right to Submit Individual Proposals for Resolution Prior to the Shareholders' Meeting

Given that attendance at the Shareholders' Meeting is permitted exclusively through the Designated Representative, shareholders intending to submit proposals on the items on the agenda are invited to submit them by **19 June 2026** (i) by registered mail with return receipt to the Company's registered office (subject: "Proposals Otofarma Shareholders' Meeting 2026"); (ii) by certified email to otofarmaspa@pec.it (subject: "Proposals Otofarma Shareholders' Meeting 2026"), together with a copy of an identification document and documentation proving entitlement to exercise the right in accordance with applicable law.

It is recommended that proposals be formulated clearly and comprehensively, preferably accompanied by a report explaining their rationale.

Such proposals shall be published without delay on the Company's website (and in any case by **21 June 2026**), in order to enable those entitled to vote to express an informed opinion also taking into account such new proposals and to provide the necessary instructions to the Designated Representative.

For the purposes of publication and in relation to the conduct of the meeting, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their



completeness, their compliance with applicable regulations and the eligibility of the proposing parties.

Right to Ask Questions on the Items on the Agenda

Given that attendance at the Shareholders' Meeting is permitted exclusively through the Designated Representative, shareholders entitled to attend the Meeting may submit questions on the items on the agenda by sending them to the Company by **18 June 2026** via certified email to otofarmaspa@pec.it (subject: "Questions Otofarma Shareholders' Meeting 2026").

Questions must be accompanied by a certification issued by the intermediary with whom the shares are deposited, attesting ownership of the shares, or alternatively by the same notification required to attend the Shareholders' Meeting.

Please indicate in the accompanying message a telephone number or email address at which the sender may be contacted. Questions received prior to the Meeting shall be answered at least four days before the Meeting by publication of the responses in a specific section of the Company's website. The Company may provide a single answer to questions having the same content.

Documentation

The documentation relating to the Shareholders' Meeting and the items on the agenda, as required by applicable regulations, will be made available to the public at the Company's registered office at Viale Gramsci no. 17/B, Naples, and will be accessible on the Company's website at www.otofarmaspa.com, as well as on the website of Borsa Italiana S.p.A., within the time limits set by law.

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

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:



Otofarma S.p.A.- Investor relations

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