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Societa' : KALEON

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Oggetto : Publication of the notice of calling of the
Ordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato



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KALEON: PUBLICATION OF NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

Milan, June 26, 2026 – **Kaleon S.p.A.** (“**Kaleon**” or the “**Company**”) a company linked to the Borromeo family, specialized in the management and enhancement of significant artistic, natural, and museum heritage for tourism purposes, announces that, as of today, the excerpt of the notice calling the Ordinary Shareholders' Meeting has been published in *Il Sole 24 Ore* and in full on the Company's website (www.kaleon.com, in the “Shareholders' Meetings” section) and on the website www.borsaitaliana.it, in the “Shares/Documents” section.

The Shareholders' Meeting is convened in ordinary session for 13 July 2026 at 2:30 p.m. on first call, at the Company's registered office in Milan, Via Privata Maria Teresa No. 4, and, if necessary, for 15 July 2026, on second call, at the same time and place, to discuss and resolve upon the following

AGENDA

1. Approval of the incentive plan relating to ordinary shares of Kaleon S.p.A. named “Stock Grant Plan 2026–2028”, reserved for directors, employees, and consultants of Kaleon S.p.A. and the Group; related and consequent resolutions.

COMPOSITION OF SHARE CAPITAL

The Company's subscribed and paid-up share capital amounts to EUR 2,118,750.00, represented by 14,125,000 ordinary shares with no nominal value. As of the date of this notice, the Company does not hold any treasury shares.

PROCEDURES FOR THE CONDUCT OF THE SHAREHOLDERS' MEETING

The Company avails itself of the option provided for under Article 19 of its By-laws, providing that participation in the Shareholders' Meeting by entitled voting shareholders may take place exclusively through the designated representative pursuant to Article 135-undecies of Legislative Decree No. 58/98, as amended (the “**TUF**” and the “**Designated Representative**”), to whom a proxy must be granted under the terms and conditions set out below.

The Company has appointed Monte Titoli S.p.A. as Designated Representative, with registered office in Milan (MI - 20123), Piazza degli Affari No. 6. Those entitled to vote who intend to attend the Shareholders' Meeting must be represented, at no cost to them, by the Designated Representative through the granting of a specific proxy containing voting instructions on all or some of the items on the agenda.

Participation in the Shareholders' Meeting will be permitted to the Designated Representative and to other entitled participants, other than voting shareholders (who must grant proxy to the Designated Representative), also by means of



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electronic communication tools enabling identification and immediate participation, according to connection arrangements that will be communicated by the Company.

ENTITLEMENT TO PARTICIPATE

Entitlement to participate in the Shareholders' Meeting – which may only take place through the Designated Representative – is subject to receipt by the Company, by the end of the third trading day preceding the date set for the Meeting (i.e. **8 July 2026**), of the relevant communication issued by the authorized intermediary (the “**Intermediary Communication**”), certifying such entitlement on the basis of its accounting records. Participation and voting rights shall remain valid if such Intermediary Communication is received by the Company after the above deadline, provided it is received before the opening of the Shareholders' Meeting of the relevant call.

The Intermediary Communication is issued based on evidence relating to the end of the accounting day of the seventh trading day preceding the date set for the Meeting (i.e. **2 July 2026**). Any credit or debit entries made to accounts after such deadline shall not be relevant for the purpose of entitlement to exercise voting rights at the Meeting.

PARTICIPATION BY PROXY VOTING THROUGH THE DESIGNATED REPRESENTATIVE

Participation in the Shareholders' Meeting by voting shareholders is permitted exclusively through the Designated Representative, to whom proxies or sub-proxies may also be granted pursuant to Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4, of the TUF.

The proxy must be granted using the specific proxy forms available, together with the relevant instructions for completion and submission, published on the Company's website www.kaleon.com, “Investor Relations / Shareholders' Meetings” section.

The proxy to the Designated Representative pursuant to Article 135-undecies TUF must be granted by the end of the second trading day preceding the Meeting, i.e. by 9 July 2026 (or by 13 July 2026, if on second call), using the specific form available on the Company's website www.kaleon.com in the “Investors / Shareholders' Meetings” section, which also sets out the procedures for submitting proxies and for revoking, within the above deadlines, the proxy and voting instructions granted. Proxies to the Designated Representative shall be effective only for those proposals for which voting instructions have been provided. It is specified that shares for which a proxy has been granted, even partially, are counted for the purposes of the proper constitution of the Meeting. With respect to proposals for which no voting instructions have been provided, the relevant shares shall not be counted for the calculation of the majority and the share capital required for the approval of resolutions.

The proxy form with related voting instructions must be received by the Designated Representative together with:

- a) a copy of a valid identity document of the principal; or
- b) where the principal is a legal entity, a copy of a valid identity document of the pro tempore legal representative or other duly authorized person, together with documentation evidencing their capacity and powers,

(in case of sub-proxy, the following must also be attached: i) the documentation referred to in points a) and b) relating both to the voting shareholder and their proxy; ii) a copy of the proxy granted by the voting shareholder to their proxy)



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by one of the following alternative methods:

- i. transmission of an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (subject: "Kaleon July 2026 Shareholders' Meeting Proxy") from the sender's certified email account (or, failing that, from their ordinary email account, provided the digitally signed document is attached);
- ii. sending the original by courier or registered mail with return receipt to the attention of Register Services, Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan (Ref. "Kaleon July 2026 Shareholders' Meeting Proxy"), with prior transmission of an electronic copy (PDF) by ordinary email to RD@pec.euronext.com (subject: "Kaleon July 2026 Shareholders' Meeting Proxy").

As provided for by Article 135-undecies.1 of the TUF, in derogation of Article 135-undecies, paragraph 4, of the TUF, those who do not intend to avail themselves of the participation method provided under Article 135-undecies of the TUF may alternatively participate by granting the same Designated Representative a proxy or sub-proxy pursuant to Article 135-novies of the TUF, containing voting instructions on all or some of the items on the agenda, using the proxy/sub-proxy form available on the Company's website www.kaleon.com, "Investor Relations / Shareholders' Meetings" section.

Submission and revocation of proxies/sub-proxies must follow the same procedures described above and set out in the proxy form. The proxy must be received by 6:00 p.m. on the day preceding the Meeting (and in any case before the opening of the Meeting).

For any clarifications regarding the granting of the proxy (in particular regarding completion of the proxy form and voting instructions and their transmission), entitled parties may contact Monte Titoli S.p.A. via email at RegisterServices@euronext.com or by phone at (+39) 02 33635810 on business days, from 9:00 a.m. to 5:00 p.m.

ADDITION OF ITEMS TO THE AGENDA

Pursuant to Article 14 of the By-laws, shareholders representing at least 10% of the voting share capital in the Ordinary Shareholders' Meeting may request, within 5 (five) days from the publication of the notice of convocation, the addition of items to the agenda, indicating in their request the additional matters proposed.

Shareholders entitled to request such addition must have received a specific communication issued by an authorized intermediary in accordance with applicable law.

Requests for addition must be accompanied by an illustrative report, to be filed at the Company's registered office and submitted to the administrative body by the final deadline for submitting the request. No addition is permitted for items on which the Meeting resolves, by law, upon proposal of the directors or based on a plan or report prepared by them.

Requests must be submitted in writing, including identification details of the requesting shareholders, the percentage of capital held, and reference to the communication sent by the intermediary, by registered mail to the Company's registered office in Milan, Via Privata Maria Teresa No. 4, for the attention of the Chairman of the Board of Directors, or electronically via certified email to sagsrl01@legalmail.it.

The supplementary notice of the agenda will be published in at least one national newspaper no later than the seventh day preceding the date of the Meeting on first call (i.e. by 2 July 2026).



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RIGHT TO ASK QUESTIONS

Given that participation in the Meeting may only take place through the Designated Representative, any questions may be submitted in writing by the 6th trading day preceding the Meeting (i.e. by 3 July 2026), together with identification details of the submitting shareholders and reference to the communication issued by the intermediary.

Questions may be sent by registered mail to the Company's registered office in Milan, Via Privata Maria Teresa No. 4, for the attention of the Chairman of the Board of Directors, or electronically via certified email to sagsrl01@legalmail.it.

In order to allow voting shareholders to express their vote through the Designated Representative also taking into account the Company's responses, replies will be provided by the end of the third trading day preceding the Meeting (i.e. by 8 July 2026) by publication on the Company's website www.kaleon.com, "Investor Relations / Shareholders' Meetings" section.

The Company will not consider questions that are not strictly relevant to the items on the agenda.

DOCUMENTATION

Documentation relating to the items on the agenda, as required by applicable law, will be made available to the public within the legal deadlines at the Company's registered office and on the Company's website www.kaleon.com, "Investor Relations – Shareholders' Meeting" section.

This notice of convocation is published on the Company's website www.kaleon.com, "Investor Relations – Shareholders' Meeting" section, on www.borsaitaliana.it, "Shares/Documents" section, as well as in extract form in *Il Sole 24 Ore*.

About Kaleon:

Kaleon is the new name of SAG S.r.l., a company founded in 1983 by the Borromeo family, specializing in the management, protection, and enhancement of major artistic, natural, and museum heritage assets. Its business model is innovative, separating asset ownership from asset management, thereby promoting an entrepreneurial approach to operations. The Company's core business, Terre Borromeo, is the brand that identifies the prestigious cultural and natural sites on Lake Maggiore linked to the Borromeo family, such as Isola Bella and Isola Madre in the Borromeo Islands archipelago, the Pallavicino Park in Stresa, the Mottarone Park with its 500 hectares of forest, the Rocca di Angera on the Lombardy side in the province of Varese, and the Cannero Castles in Upper Verbanò, opened to the public on 28 June 2025 after a ten-year restoration project. With 225 employees and over 40 years of experience in the tourism sector, Kaleon positions itself as a pioneer in high-quality cultural tourism. In 2023, Kaleon welcomed more than one million visitors. In 2025, the Company reported revenues of €23.2 million, with an Ebitda margin of 26.3%. Following steady growth (CAGR 2015–2024: +10%), the Company now aims to expand its activities in Italy and internationally, offering authentic and sustainable cultural experiences for future generations. For more information: <https://kaleon.com/>

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