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Testo del comunicato

Vedi allegato

PRESS RELEASE

PUBLICATION OF THE NOTICE OF CALL FOR THE ORDINARY SHAREHOLDERS' MEETING SCHEDULED FOR SEPTEMBER 9, 2026

FILING OF SHAREHOLDERS' MEETING DOCUMENTATION

Berbenno di Valtellina (SO), 25 August 2026 – **Valtecne S.p.A.** (ISIN IT0005532525, ticker VLT.IM) – a company operating in the field of high-precision mechanics for medical devices and industrial applications – ("**Valtecne**" or "**Company**") announces that, in accordance with the binding contractual agreements signed on June 26, 2026, between G Square, through its vehicle ValBlue Holdings S.à r.l., a Luxembourg-based company, as a potential acquirer, and the Mainetti family, as the current majority shareholder of the Company, concerning, among other things, the sale to G Square of the entire stake held by the Mainetti family in Valtecne's share capital (for further information, please refer to the press release issued on June 26, 2026), the Chairman of the Board of Directors and the members of the Company's Board of Directors, Paolo Mainetti (Chief Executive Officer), Adolfo Ottonello, Francesco Grimaldi, and Luigi Ferrari, have tendered their irrevocable resignations from their respective offices on August 24, 2026, effective as of the date of appointment of a new Board of Directors by the Company's Shareholders' Meeting.

To the Company's knowledge, as of today, the following directors hold a stake in Valtecne: (i) Chairman Vittorio Mainetti holds the right of usufruct on no. 3,764,310 shares (equal to 61.6% of the share capital), whose bare ownership is held by KPM S.r.l.; (ii) Chief Executive Officer Paolo Mainetti directly holds no. 393,939 shares (equal to 6.4% of the share capital) and is also the sole director and controlling shareholder of KPM S.r.l., which is the bare owner of the aforementioned 61.6% stake in the share capital and the full owner of an additional no. 841,751 shares (equal to 13.8% of the share capital).

In light of the above and pursuant to the provisions of Article 18.5 of the Company's by-laws - according to which, in the event of the resignation of the majority of the directors appointed by the shareholders' meeting, the entire board of directors will be deemed to have ceased to exist with effect from the moment it is reconstituted and the shareholders' meeting will be convened to appoint the new administrative body - the Company hereby informs that the notice of the Shareholders' Meeting has been published to resolve, in ordinary session, on the appointment of a new Board of Directors, for 9 September 2026 in first call and, if necessary, for 10 September 2026 in second call, on its website www.valtecne.com, on the website www.borsaitaliana.it and, in excerpt form, in the newspaper "Italia Oggi". The Company also announces that the documentation relating to the items on the agenda of the Shareholders' Meeting, including the Explanatory Report of the Board of Directors on the items on the agenda, has been made available to the public at the registered office at Via Al Campo Sportivo, 277, Berbenno di Valtellina (SO), as well as on the Company's website and on the website of Borsa Italiana S.p.A..

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NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING OF VALTECNE S.P.A

The Shareholders of Valtecne S.p.A. ("**Company**" or "**Valtecne**") are called to attend the ordinary Shareholders' Meeting on 9 September 2026 at 2.30 p.m., in first call and, if necessary, on 10 September 2026, in second call, at the same time, to discuss and resolve on the following:

Agenda

1. Appointment of the Board of Directors:
   - 1.1 Determination of the number of members of the Board of Directors;
   - 1.2 Determination of the term of office of the Board of Directors;
   - 1.3 Appointment of the members of the Board of Directors;
   - 1.4 Appointment of the Chairman of the Board of Directors;
   - 1.5 Determination of the compensation of the members of the Board of Directors.

Pursuant to Articles 13 and 14 of the Company's by-laws, the Shareholders' Meeting will be held **exclusively through the Company's designated representative and solely by means of telecommunication systems** that ensure the identification of participants, their participation and the exercise of voting rights, without the need for the chairman and the recording secretary to be physically present in the same place, as detailed below.

Share Capital

The subscribed and paid-in share capital of Valtecne amounts to Euro 305,485 and is divided into no. 6,109,700 ordinary shares with no nominal value. Each share grants the right to one vote in both ordinary and extraordinary shareholders' meetings. As of today, the Company does not hold treasury shares.

Attendance at the Shareholders' Meeting

Pursuant to Article 83-sexies of Legislative Decree 58/1998 ("**TUF**"), those entitled to attend the Shareholders' Meeting and to exercise voting rights – **exclusively through the Company's designated representative**, as permitted by Article 13 of the by-laws – are those for whom the Company has received the relevant communication from an authorized intermediary, based on the accounting records at the end of the 7th (seventh) trading day prior to the date of the Shareholders' Meeting (August 31, 2026 – *record date*). Credit and debit entries made to accounts after that date are not relevant for the purposes of eligibility to exercise voting rights at the Shareholders' Meeting.

Pursuant to Article 83-sexies, paragraph 4, of the TUF, communications from intermediaries must reach the Company by the end of the 3rd (third) trading day prior to the date set for the Shareholders' Meeting, i.e., by September 4, 2026. The entitlement to attend and vote remains unchanged even if the communications are received by the Company after the aforementioned deadline, provided that they are received before the start of the Shareholders' Meeting for each call. Communication to the Company is made by the intermediary at the request of the person entitled to vote.

Proxy Voting and Shareholders' Representative designated by the Company

The Company has decided to avail itself of the option to provide that, pursuant to Article 13 of the by-laws, participation in the Shareholders' Meeting by those entitled to vote **shall be permitted exclusively through the representative designated by the Company pursuant to Article 135-undecies of the TUF**, to whom a proxy must be granted, in accordance with the procedures and conditions set out below; to the aforementioned designated representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4, of the TUF.

Attendance in the Shareholders' Meeting shall be permitted to the designated representative (as defined below) and to other persons entitled to attend, other than those entitled to exercise voting rights (who are required to grant a proxy to the designated representative), **exclusively through telecommunications means** that allow for their immediate identification and participation, with connection methods to be communicated by the Company.

The Company has appointed Attorney Alessandro Franzini as the shareholders' representative designated pursuant to Article 135-undecies of the TUF (**"Designated Representative"**).

Shareholders wishing to attend the Shareholders' Meeting shall therefore grant, free of charge (except for any transmission or mailing costs), to the Designated Representative, in compliance with Article 135-undecies of the TUF, a proxy — including voting instructions on all or some of the proposed resolutions concerning the items on the agenda — together with an identity document and, in the case of a legal entity granting the proxy, documentation evidencing the authority to grant such proxy, using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the Company's website at *www.valtecne.com*, *Investor Relations* section.

The proxy must be granted by signing the specific form, available with the relevant instructions for completion and submission, on the Company's website *www.valtecne.com*, *Investor Relations* section, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., September 7, 2026). The proxy will be effective only for the proposals for which voting instructions have been given. The proxy and voting instructions may be revoked within the same deadline as above.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. With regard to proposals for which voting instructions have not been given, the shares are not counted for the purposes of calculating the majority and the share capital required for the approval of resolutions.

It should also be noted that the Designated Representative may also be granted proxies and/or sub-proxies pursuant to art. 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4, of the TUF, which, along with the related written voting instructions, must be sent to the Designated Representative at the certified email address *alessandro.franzini@milano.pecavvocati.it* by 12:00 pm on the day before the date set for the Shareholders' Meeting (September 8, 2026 for first call, September 9, 2026 for second call). The proxy may be granted using the specific form available on the Company's *website* at *www.valtecne.com*, *Investor Relations* section, in accordance with the procedures and within the deadlines indicated therein. The proxy and voting instructions may be revoked within the same deadlines and in accordance with the same procedures provided for their submission.

The granting of proxies pursuant to Articles 135-novies and 135-undecies of the TUF shall not entail any costs for the Shareholder, except for transmission or mailing costs.

From the date of publication of this notice of call, the Designated Representative will make available, for information and clarifications, the telephone number 02/433371 and the email address *alessandro.franzini@znr.it*. No procedures for voting by correspondence or by electronic means are provided.

Supplement to the agenda and proposed resolutions

Pursuant to Article 12 of the by-laws, shareholders representing at least 10% (ten percent) of the share capital may submit to the Company, within 5 (five) days of publication of this notice of call, requests to supplement the list of items to be discussed, indicating in the request the additional items proposed. The supplement to the agenda is not permitted with regard to items 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.

The notice of supplement to the agenda is published in at least one of the newspapers indicated in these by-laws, no later than the 7th (seventh) day before the date of the Shareholders' Meeting on first call, as well as on the Company's website. Requests for supplement to the agenda must be accompanied by an explanatory report, which must be filed at the 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 in order to allow the Designated Representative to collect voting instructions, also on the requested supplements.

Shareholders in whose favour the Company has received a specific communication certifying ownership of the required shareholding from an authorized intermediary, in accordance with applicable regulations, are entitled to request supplements to the agenda.

The request, together with the explanatory report, of the information relating to the identifying details of the submitting shareholders and the overall percentage held, as well as the references to the communication sent by the intermediary to the Company pursuant to applicable regulations, must be submitted in writing to the Company within the above-mentioned deadline by certified email to *info@pec.valtecne.com* (subject: "Supplement to the Agenda Valtecne Shareholders' Meeting 2026").

Right to submit individual proposed resolutions prior to the Shareholders' Meeting

In light of the fact that attendance in this Shareholders' Meeting is permitted exclusively through the Designated Representative, shareholders wishing to submit proposals on the items on the agenda are invited to send them by August 30, 2026, via certified email to *info@pec.valtecne.com* (Ref. "Questions Valtecne Shareholders' Meeting 2026"), together with a copy of an identity document and documentation certifying their entitlement to exercise such right in accordance with applicable law.

It is recommended that proposals be formulated clearly and comprehensively, preferably accompanied by a report setting out the reasons therefor.

Such proposals shall be published without delay on the Company's website (and in any case by September 1, 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 such publication, as well as in relation to the conduct of the shareholders' 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 entitlement of the proposing parties.

Right to ask questions on the agenda

Pursuant to Article 12 of the by-laws, those entitled to attend the Shareholders' Meeting may submit questions on the items on the agenda also prior to the Shareholders’ meeting. In light of the fact that attendance at the Shareholders’ Meeting is permitted exclusively through the Designated Representative, Shareholders entitled to attend the Shareholders’ Meeting may submit questions on the items on the agenda by sending them to the Company by August 31, 2026, via certified email to *info@pec.valtecne.com*. Questions must be accompanied by the relevant certification issued by the intermediaries with which the shares are deposited or, alternatively, by the same communication required for participation in the Shareholders’ Meeting.

Please indicate in the accompanying message a telephone number or email address at which the sender may be contacted. Responses to questions received prior to the Shareholders’ Meeting shall be provided at least three days before the Shareholders’ Meeting by publication in a dedicated section of the Company’s website. The Company may provide a single response to questions having the same content.

Appointment of the Board of Directors

The appointment of directors shall be based on proposals submitted by shareholders and in accordance with the majorities provided by law.

More specifically, shareholders intending to submit proposals for the appointment of members of the Board of Directors are invited to submit such proposals by August 30, 2026, by sending them to the certified email address *info@pec.valtecne.com*, together with:

(i) information regarding the identity of the shareholders submitting the proposals, indicating the number of shares held at the date of submission of proposals, evidenced by appropriate certification issued by an intermediary;

(ii) the list of candidates proposed for appointment as directors;

(iii) the curriculum vitae of the candidates and the list of any directorships or supervisory positions held by each candidate in other companies;

(iv) declarations by each candidate accepting their nomination and declaring, under their own responsibility, the absence of causes of ineligibility, incompatibility or disqualification provided by law, as well as the existence of any requirements prescribed by the by-laws, by law and by applicable regulations for members of the Board of Directors, and any possession of the independence requirements set forth in Article 148, paragraph 3, of the TUF.

It should be noted that, pursuant to the by-laws, members of the Board of Directors must meet the integrity requirements set forth in Article 147-quinquies of the TUF. At least 1 (one) member of the Board of Directors must meet the independence requirements set forth in Article 148, paragraph 3, of the TUF.

The proposed candidacies shall be published without delay on the Company’s website (and in any case by September 1, 2026), in order to enable those entitled to vote to express an informed opinion and to provide the necessary instructions to the Designated Representative.

Documentation

The documentation relating to the Shareholders’ Meeting and the items on the agenda, as required by applicable regulations, shall be made available to the public at the registered office in Berbenno di Valtellina (SO), Via al Campo Sportivo, 277, and shall be available on the Company’s website at *www.valtecne.com*, *Investor Relations* section, as well as on the website of Borsa Italiana S.p.A., within the time limits provided by law.

Berbenno di Valtellina (SO), August 25, 2026

Vittorio Mainetti

Chairman of the Board of Directors

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This press release is also available on the Company’s website www.valtecne.com (section “Investors/Financial Press Releases”) and on www.emarketstorage.it.

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About **Valtecne**
Founded in 1983, Valtecne is a leading company in high-precision mechanics. It manufactures components used in the medical sector – particularly surgical instruments for orthopedics and implantable components – as well as in various industrial sectors such as power transmission, automotive, and energy. As of 31 December 2025, Valtecne reported Production Value of € 37.3 million and Adjusted EBITDA of € 9.7 million, corresponding to an EBITDA margin of 26.0%.

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Fine Comunicato n.20279-22-2026	Numero di Pagine: 8