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Societa' : RACING FORCE

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Oggetto : Racing Force: "2026-2028 Stock Grant Plan"
approved and rights assigned for the First
Tranche

Testo del comunicato

Vedi allegato



PRESS RELEASE

Racing Force: “2026-2028 Stock Grant Plan” approved and rights assigned for the First Tranche

The Shareholders’ Meeting has also granted the Board of Directors a new delegation of powers to increase the share capital

Ronco Scrivia (GE, Italy), September 2nd, 2026 – Racing Force S.p.A. (the “**Company**”), parent company of **Racing Force Group** (the “**Group**”), specialized in the development, production and marketing of safety components for motorsport competitions worldwide, listed on the Euronext Growth market in Milan (RFG) and Paris (ALRFG), announces that today the Shareholders’ Meeting convened in ordinary and extraordinary session, adopting the resolutions set out below.

In ordinary session, the Shareholders’ Meeting approved the “**2026-2028 Stock Grant Plan**” (the “**Plan**”), which runs over a period of three financial years (2026-2028) and provides for the possibility for the Beneficiaries to vest, free of charge, rights to receive ordinary shares of the Company (the “**Rights**”), for a maximum aggregate amount of 1,000,000 shares, divided into three tranches, one for each financial year covered by the Plan. Vesting is in any case subject to the continuation of the Beneficiary’s employment or collaboration relationship until the end of the Plan.

Vesting of the Rights is linked to the achievement of Group performance targets relating to an increase in (i) consolidated Adj. EBITDA, (ii) consolidated Operating Cash Flow, and (iii) consolidated Free Cash Flow, with the achievement of the Adj. EBITDA target acting as a gateway condition for the vesting of the rights linked to the other two parameters. The vesting date is the same for all the rights granted and coincides with December 31, 2028.

In extraordinary session, the Shareholders’ Meeting approved the granting to the Board of Directors of a delegation of powers pursuant to art. 2443 of the Italian Civil Code, for a period of five years from the date of the resolution, to increase the share capital up to a maximum aggregate amount of 10% of the share capital existing as of the date of the first exercise of the delegation, also on a divisible basis and in several tranches, also with the exclusion of option rights or free of charge, pursuant to arts. 2441, paragraphs 4, 5 and 8, and 2349 of the Italian Civil Code. The granting of the new delegation, following the revocation, for the unexercised portion, of the previous delegation granted by the extraordinary Shareholders’ Meeting of April 28, 2023, resulted in the consequent amendment of art. 5.1 of the by-

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laws. The new delegation may also be used, among other things, to service the 2026-2028 Stock Grant Plan.

The minutes of the Shareholders' Meeting will be made available to the public within the terms and in the manner provided for by applicable law, and published on the Company's website at www.racingforce.com, under the section "Investor Relations - Shareholders' Meetings".

Following the Shareholders' Meeting, on the same date, the Company's Board of Directors, with reference to the First Tranche of the Plan, (i) approved the Beneficiaries of the Plan by name, (ii) determined the maximum number of Rights to receive ordinary shares of Racing Force S.p.A. for each of them, in accordance with the terms and conditions of the Regulations, and (iii) determined the performance targets to whose achievement the assignment of the Rights to each Beneficiary is subject.

In particular, for the First Tranche the Board of Directors set the number of Rights to be assigned to the Beneficiaries at a maximum of 324,118 Rights, out of a total of 1,000,000 Rights that may be assigned overall in execution of the Plan, corresponding therefore to 324,118 shares of the Company.

For further details on the Plan, please refer to the Explanatory Report of the Board of Directors, already made available to the public pursuant to applicable law and published on the Company's website at www.racingforce.com, under the section "Investor Relations - Shareholders' Meetings".

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With main headquarters in Ronco Scrivia (Italy), Sakhir (Kingdom of Bahrain), and Mooresville (United States), Racing Force Group is the global leader in motorsport safety, innovation, and performance. Through its brands – including OMP, Bell Racing, Zeronoise, and Racing Spirit – the Group supplies racewear, helmets, car parts, communication systems, and technical apparel to professional drivers, teams, and manufacturers, as well as to amateurs. Racing Force Group is the only company in the motorsport industry to offer such a comprehensive range of products, contributing each year to numerous victories and titles in car and kart racing. The Group has also diversified through its HPS brand, applying cutting-edge motorsport technologies to the defense sector.

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