Informazione Regolamentata n. 20279-26-2026	Data/Ora Inizio Diffusione 9 Settembre 2026 17:49:00	Euronext Growth Milan

Societa'	:	VALTECNE
Utenza - referente	:	VALTECNENSS01 - Ottonello Adolfo
Tipologia	:	3.1
Data/Ora Ricezione	:	9 Settembre 2026 17:49:00
Data/Ora Inizio Diffusione	:	9 Settembre 2026 17:49:00
Oggetto	:	VALTECNE S.P.A.: ORDINARY SHAREHOLDERS' MEETING AND BOARD OF DIRECTORS

Testo del comunicato

Vedi allegato

Valtecne

PRESS RELEASE

THE ORDINARY SHAREHOLDERS' MEETING APPOINTED THE NEW BOARD OF DIRECTORS FOR THE 2026 – 2028 THREE-YEAR PERIOD, APPOINTING RENAUD VINCENT DESSERTENNE AS CHAIRMAN

THE BOARD OF DIRECTORS CONFIRMED PAOLO MAINETTI AS CHIEF EXECUTIVE OFFICER AND VERIFIED THAT THE INDEPENDENT DIRECTOR MEETS THE REQUIREMENTS

Berbenno di Valtellina (SO), September 9, 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 the "**Company**") – announces that on today's date the Ordinary Shareholders' Meeting was held, on first call, under the chairmanship of Vittorio Mainetti, as indicated in the notice of call published on August 25, 2026.

ORDINARY SHAREHOLDERS' MEETING

APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS

The Shareholders' Meeting appointed the Board of Directors, based on the nomination proposals submitted by the shareholder KPM S.r.l., holder of 4,606,061 ordinary shares of the Company, representing 75.4% of Valtecne S.p.A.'s share capital. The Board of Directors will remain in office for three financial years, specifically, until the approval of the financial statements for the year ending December 31, 2028, with the number of members of the administrative body set at 7 and their respective remuneration determined.

The new Board of Directors appointed by the Shareholders' Meeting is therefore composed as follows:

1. Renaud Vincent Dessertenne
2. Loic Elie Taieb
3. Fiammetta Galzerano
4. Caroline Barbara Marie Bouyer
5. Paolo Mainetti
6. Luigi Ferrari
7. Andrea Cavallini*

(*) Director meeting the independence requirements set forth in Article 148, paragraph 2, of the TUF.

The Shareholders' Meeting also appointed as the Chairman of the Company's Board of Directors **Renaud Vincent Dessertenne**, to hold office until the approval of the financial statements for the year ending December 31, 2028.

For further information regarding the composition of the new Board of Directors, please refer to the proposal submitted by the shareholder KPM S.r.l., holder of 4,606,061 ordinary shares of the Company, representing 75.4% of Valtecne's share capital, which has been published on the Company's website under the section "Investors/Shareholder Info/Shareholders' Meetings/Year 2026" and on the Borsa Italiana website under the section "Stocks/Documents". The directors' *curricula vitae* are also available for consultation on the Company's website (www.valtecne.com) under the section "*Investors/Corporate Governance*" and on the Borsa Italiana website (www.borsaitaliana.com) under the section "Stocks/Documents".

FILING OF DOCUMENTATION

The minutes of the Shareholders' Meeting will be made available to the public within the time limits set out by applicable regulations at the Company's registered office in Berbenno di Valtellina (SO), Via al Campo Sportivo 277, and on the Company's website www.valtecne.com (section "I*nvestors/ Shareholders Info/Shareholders' Meetings*"), as well as on Borsa Italiana's website www.borsaitaliana.it (section "*Stocks/Documents*").

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MEETING OF THE BOARD OF DIRECTORS

The newly elected Board of Directors of the Company met on today's date following the conclusion of the Shareholders' Meeting and confirmed Paolo Mainetti as Chief Executive Officer.

In compliance with the provisions of Article 6-bis of the Euronext Growth Milan Issuers' Regulations, as well as with the Company's Articles of Association and its Policy on the quantitative and qualitative criteria for the assessment of independence requirements (confirmed today and available on the Company's website, under the "*Investors/Corporate Governance/Procedures"* section), the Board of Directors also verified (i) that the Directors meet the integrity requirements set forth in Article 147-*quinquies* of the Italian Consolidated Law on Finance (TUF); and (ii) that Director Andrea Cavallini meets the independence requirements set forth in the Company's Articles of Association and in Article 148, paragraph 3, of the TUF, as referred to in Article 147-*ter*, paragraph 4, of the TUF, also taking into account the aforementioned Policy on the relevant criteria***.***

Furthermore, today's Board of Directors – in implementation of the provisions set forth in the agreements relating to the investment and share purchase transaction concerning, *inter alia*, the sale of a controlling stake in Valtecne by KPM S.r.l., Paolo Mainetti and Vittorio Mainetti, as sellers, to ValBlue Holdings S.à r.l., a company incorporated under Luxembourg law and affiliated with the G Square fund, as purchaser (through a newly incorporated corporate vehicle) – approved the execution of:

- two separate *directorship agreements*, respectively, between the Company and Chief Executive Officer Paolo Mainetti and between the Company and non-executive Director Mr. Luigi Ferrari, aimed at governing the rights and obligations of each of them in connection with their respective positions as Chief Executive Officer and non-executive Director of Valtecne. It should be noted that the execution of the two agreements is exempt from the application of the "Related Party Transactions Procedure" adopted by the Company (the "**RPT Procedure**"), pursuant to the exemption provided for under Article 3, paragraph 1, letter (a) of the same Procedure;
- a consultancy agreement between the Company and Director Mr. Luigi Ferrari, aimed at supporting Valtecne's industrial and strategic growth plan, with responsibilities including assistance in defining strategies, developing the commercial structure and sales activities at both national and international level, developing and consolidating the customer base, with particular reference to the medical sector, as well as providing support in M&A transactions. As the execution of the agreement qualifies as a "less significant" related-party transaction pursuant to the RPT Procedure, it was approved following the favorable opinion of the independent Director, acting as an equivalent safeguard pursuant to Article 6 of the RPT Procedure, regarding the Company's interest in entering into the agreement, as well as the advantageousness and substantive fairness of the relevant terms and conditions.

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The Company would like to extend special and sincere thanks to its founder, Vittorio Mainetti, Cavaliere del Lavoro, for his exceptional contributions over forty years of entrepreneurial activity. With foresight, determination, and passion, Cavaliere Vittorio Mainetti guided Valtecne's growth, transforming it into a nationally and internationally recognized excellence. The results achieved to date are the fruit of his vision and tireless work, which have left an indelible mark on the Company's history and identity. The teachings and corporate culture built by Cavaliere Vittorio Mainetti will continue to guide Valtecne in the years to come.

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This press release is also available on the Company's website http://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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