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Testo del comunicato

Vedi allegato

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PIÙ MEDICAL: THE BOARD OF DIRECTORS APPROVES THE PROPOSALS TO ADOPT THE STOCK GRANT PLAN AND THE WARRANT PLAN AND THE DRAFTS OF THE RELATED REGULATIONS

Castronno (VA), November 12, 2026 – **Più Medical S.p.A.** ("**Più Medical**," the "**Company**"), a company whose shares are traded on Euronext Growth Milan and which is active in the development and management of pharmacies and integrated healthcare services, announces that the Board of Directors, which met today, reviewed and approved, to the extent within its authority, the proposals regarding the adoption of the 2026–2028 Stock Grant Plan (the **"Stock Grant Plan"**) and the 2027–2029 Warrant Plan (the "**Warrant Plan**" and, together with the Stock Grant Plan, the **"Plans"**), the drafts of the related regulations, and the Explanatory Report to Shareholders. The Board of Directors also resolved to propose to the Ordinary Shareholders' Meeting the approval of the Plans and their respective regulations. The implementation of the Plans through new share issuances remains subject to the approval of the respective capital increases at an extraordinary Shareholders' Meeting.

The Stock Grant Plan is intended for key people and pharmacy directors employed by the Company or by a subsidiary of the Company under an employment contract, and provides for the grant, free of charge, of up to 226,000 rights, each of which, upon fulfillment of the conditions set forth in the relevant regulations, entitles the holder to the free grant of one common share of the Company.
For each reference period, the number of shares to be granted will be determined based on the extent to which performance targets are met, the maximum value of the incentive payable to each beneficiary (linked to the beneficiary's gross annual fixed compensation), and the value of the share.
For key people, the annual targets are linked to the Group's adjusted pro forma consolidated EBITDA and pro forma consolidated revenues, while for pharmacy directors, the revenues of the subsidiary at which each beneficiary is employed are taken into account.
The shares determined annually will be divided into three equal portions, subject to vesting periods of 12, 24, and 36 months from their respective determination dates and to the additional conditions set forth in the regulations, which also regulate the effects of termination of employment and the revocation and clawback mechanisms. With specific reference to the Group's Chief Financial Officer, the regulations provide for a specific vesting schedule: 40% of the shares included in each quota are subject to the standard vesting schedule, while the remaining 60% are subject to the additional conditions and terms set forth in the regulations.

The Warrant Plan provides for the issuance and free allocation of a total of 900,000 registered, personal, non-transferable, and non-tradable warrants (the "**Warrants**"), of which 450,000 are to be allocated to the Chairman of the Board of Directors and 450,000 to the Chief Executive Officer (the "**Beneficiaries**").
The allocation of the Warrants, to be carried out within 30 days of the relevant shareholders' meeting resolution, is subject to the effectiveness of the necessary resolutions and to the Beneficiaries remaining in their respective positions. The Warrants will be divided into three equal tranches, exercisable progressively as of January 1, 2027, January 1, 2028, and January 1, 2029, and, in any case, no later than December 31, 2031.
The exercise of the Warrants will require payment and will be subject, among other things, to the monthly average price of the Company's shares exceeding the strike price of €6.00. The exercise ratio will be variable and will increase in line with the appreciation of the stock up to a threshold price of €10.00. The subscription

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price will be €0.10 for each newly issued common share subscribed for as a result of the exercise of the Warrants (the "**Additional Shares**").

The Warrant Plan provides for the issuance of up to 363,636 Additional Shares. The Additional Shares allocated to the Beneficiaries will be subject to a six-month transfer restriction ("lock-up") from the date of allocation, in accordance with the relevant regulations.

The adoption of the Plans will be submitted for approval to the Ordinary Shareholders' Meeting, pursuant to Article 114-bis of Legislative Decree No. 58/1998 (TUF), in accordance also with the provisions of the Company's Procedure for Related-Party Transactions. The implementation of the Plans through the issuance of new shares remains subject to the approval of the respective capital increases at an Extraordinary Shareholders' Meeting.

For any further information regarding the Plans, please refer to the notice of call for the Ordinary Shareholders' Meeting, the Board of Directors' Explanatory Report to Shareholders, the "Regulations of the Più Medical S.p.A. 2026–2028 Stock Grant Plan" and the "Regulations of the Più Medical S.p.A. 2027–2029 Warrants", which will be made available to the public, in accordance with the terms and procedures set forth in applicable regulations, in the Governance/Shareholders' Meetings section of the Company's website, https://piumedical.com/, as well as on the Borsa Italiana website, in the "Stocks/Documents" section.

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This press release is available in the Investor Relations / Press Releases section of the website https://piumedical.com/ and on www.emarketstorage.it.

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The Company
Più Medical, founded in 2025 and whose shares are traded on Euronext Growth Milan, currently operates a network of 17 pharmacies and pursues a growth strategy based on the acquisition, integration and development of local pharmacies, alongside the

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progressive expansion of complementary healthcare services and capabilities. The operating model integrates industrial, managerial, and commercial expertise, leveraging structured processes, economies of scale, and a governance structure capable of supporting future growth.

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