



## PRESS RELEASE

### **AGM APPROVES FINANCIAL STATEMENTS FOR 2025**

Milan, 24 April 2026 – The Annual Ordinary Shareholders' Meeting of Sogefi S.p.A. was held today under the chairmanship of **Monica Mondardini**.

As per the terms of art. 13 of the By-Laws, the Shareholders were able to attend and to exercise voting rights only through the designated representative, appointed in accordance with Art. 135-*undecies* of D.Lgs no. 58 of February 24 1998 (TUF) and identified as Monte Titoli S.p.A., to whom proxies/sub-proxies were also assigned as per Art. 135-*novies* of the TUF, in waiver of Art. 135-*undecies*, paragraph 4, of the TUF.

### **APPROVAL OF THE FINANCIAL STATEMENTS 2025**

The Shareholders approved the Financial Statements for the year 2025. Sogefi Group closed the year with consolidated revenues of € 984.8 million (€ 1,022.3 million in 2024), EBITDA *Adjusted* of € 136.0 million (€ 134.9 million in 2024) and a positive income from ongoing operations of € 13.8 million (€ 18.0 million in 2024). The parent company Sogefi S.p.A. reported a net income of € 28.1 million, compared to € 210.7 million in 2024, which included the capital gain of € 145.9 million resulting from the sale of the Filtration *Business Unit*.

The Shareholders' Meeting approved the Board of Directors' proposal to allocate the net income of € 28.1 million entirely to the "Retained earnings" reserve, having the legal reserve already reached 20% of the share capital.

### **AUTHORIZATION TO BUY BACK OWN SHARES**

The Shareholders granted for a period of 18 months the authorization to the Board of Directors to buy back a maximum of 20 million of its own shares, at a unit price that must not be more than 15% higher or lower than the benchmark price recorded by the Sogefi shares in the Stock Exchange trading session preceding each individual buyback transaction or the date on which the price is fixed, in case of buyback according to letters (a), (c) and (d) of the following paragraph and, in any case, when the purchases are made in the regulated market, the price cannot be higher than the higher of the price of the last independent transaction and the highest current independent bid price on the same market.

The purchase must take place in the market, in accordance with what is set out in Art. 132 of Legislative Decree 58/98 and as well as by the rules of law and regulations in force at the moment of the transaction and more specifically (a) through a public offer to buy or exchange shares; (b) on regulated markets following operating procedures set out in the rules for organizing and managing the same markets, which do not allow bid prices to be matched directly with offer prices; (c) through pro-rata assignation to the shareholders of put options to be assigned within 15 months of the date of the Shareholders meeting resolution and exercisable within 18 months of the same date; (d) through the purchase and sale of derivative instruments traded on regulated markets that involve the physical delivery of the underlying shares in accordance with the provisions contained in Art. 144-bis of the Rules for Issuers, as well as in accordance with the provisions of Art. 5 and 13 of the EU Regulation no. 596/2014.

The main reasons why the authorization is renewed are: (i) to fulfill the obligations deriving from any share option programs or other assignments of shares of the Company to employees or members of the administrative bodies of Sogefi S.p.A. or subsidiaries, as well as fulfill any obligations arising from any debt instruments convertible or exchangeable with equity instruments; (ii) to dispose of a portfolio of treasury shares to be used as consideration in any extraordinary transactions, including exchange of

shareholdings, with other parties in the context of transactions of interest to the Company (so-called "securities warehouse"); (iii) to carry out activities to support market liquidity, optimizing the capital structure, remunerating shareholders in particular market situations, all within the limits established by current legislation; (iv) to seize opportunities for value creation, as well as efficient use of liquidity in relation to market trends; (v) for any other purpose that the competent Authorities may qualify as market practices permitted pursuant to the applicable European and domestic regulations, and with the methods established therein.

As of today, the Company owns n. 851,349 treasury shares, equal to 0.71% of the share capital.

## **COMPENSATION POLICY AND STOCK GRANT PLAN**

The AGM approved the first section of the Report on Compensation and remuneration paid and expressed a favourable vote in favour of the second section of the same Report.

The Shareholders also approved the *Stock Grant* Plan for 2026 aimed at employees of the Group holding strategically important roles for a maximum of 750,000 conditional rights, each of which will give the beneficiaries the right to be assigned free of charge n. 1 Sogefi share. The shares thus assigned will be made available from the own shares held by the Company. The plan aims to align the interests of *management* with the objective of creating value for the Group and its Shareholders over a medium-long term time horizon, stimulating the commitment to achieving common objectives at Group level and encouraging those who hold important positions to remain within the Group.

## **AMENDMENTS TO THE REGULATION FOR SHAREHOLDERS' MEETINGS**

Finally, the AGM resolved for the amendments to the Regulation for Shareholders' Meetings to adapt it to the new By-Laws provisions.

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### **Contacts**

#### **Press Office**

Dini Romiti Consulting  
Angelo Lupoli  
[ir@sogefigroup.com](mailto:ir@sogefigroup.com)  
[alupoli@dr-cons.it](mailto:alupoli@dr-cons.it)  
tel.: +39 349 5314521

#### **Investor Relations Sogefi**

tel.: +39 02 467501  
e-mail: [ir@sogefigroup.com](mailto:ir@sogefigroup.com)  
[www.sogefigroup.com](http://www.sogefigroup.com)

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