



## PRESS RELEASE

### THE BOARD OF DIRECTORS CONVENES SHAREHOLDERS' MEETING FOR FRIDAY, 15 MAY 2026

**Zola Predosa (BO), 26 March 2026** - The Board of Directors of **GVS S.p.A.** ("GVS" or "Company"), which met today, resolved to convene the Ordinary Shareholders' Meeting, in a single call, on Friday 15 May 2026 at 11 a.m.

The Ordinary Shareholders' Meeting will be convened to decide on the following:

- approval of the 2025 financial statements;
- allocation of year result;
- approval of the 2026–2028 long-term share-based incentive plan;
- approval of the 2025 Report on remuneration policy and compensation paid. In particular, the Meeting is called upon to:
  - pass a binding resolution on the first section of the Report on Remuneration Policy, pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58 of 24 February 1998;
  - pass a non-binding resolution on the second section of the Report on compensation paid prepared pursuant to Art. 123-ter, paragraph 4, of Legislative Decree No. 58 of 24 February 1998;
- integration of the compensation of the independent audit firm for FYs 2020-2028;
  - authorisation to the purchase and dispose of treasury shares, subject to the revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 8 May 2025; and
- appointment of the Board of Directors and the Board of Statutory Auditors, and the determination of their remuneration.

The notice of the Meeting will be made available to the public, at the Company's registered office, as well as at the authorised storage mechanism "eMarket STORAGE", and will be available on the website [www.gvs.com](http://www.gvs.com) in the time and manner required by the laws in force.

#### Ordinary Shareholders' Meeting

#### **Sustainability Reporting pursuant to Legislative Decree No. 125/2024, Corporate Governance Report and Report on Remuneration Policy and Compensation Paid**

The Board of Directors today approved, at the same time as the Draft Financial Statements and Consolidated Financial Statements for the year 2025, the Sustainability Reporting for 2025, drawn up pursuant to Legislative Decree No. 125/2024.

At the same meeting, the Board of Directors approved the Annual Report on Corporate Governance and Ownership Structure pursuant to Articles 123-bis of Legislative Decree of 24 February 1998 ("**Consolidated Finance Act**") and 89-bis of Consob Regulation no. 11971/1999 ("**Issuers' Regulation**") and the Report on Remuneration Policy and Compensation Paid, pursuant to Articles 123-ter of the Consolidated Finance Act and 84-quater of the Issuers' Regulation.

The Report on Corporate Governance, the Report on Remuneration Policy and Compensation Paid, the 2025 Annual Financial Report and the Sustainability Reporting will be made available to the public, within the terms and in the manner prescribed by the regulations in force.



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Via Roma, 50 - 40069 Zola Predosa (Bologna) - Italy

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## Proposal for authorisation to purchase and dispose of treasury shares

The Board of Directors approved the proposal to be submitted to the Shareholders' Meeting regarding the authorisation to purchase and dispose of treasury shares, subject to the revocation of the authorisation resolved upon by the Ordinary Shareholders' Meeting of 8 May 2025.

The new proposal by the Board of Directors requests authorisation for the purchase of treasury shares, even in several tranches, ordinary GVS shares without an indication of the nominal value, up to a maximum number which, taking into account the ordinary GVS shares held over time in the portfolio by the Company and its subsidiaries, is not in total greater than 20% of the share capital and, therefore, within the limits of Article 2357, paragraph 3, of the Italian Civil Code; while for purchases made in accordance with Article 144-bis, paragraph 1, letter c) of the Issuers' Regulation, up to a maximum number which, overall, does not exceed 5% of the share capital.

Authorisation for the purchase of treasury shares is required for the maximum term allowed by Article 2357, paragraph 2 of the Italian Civil Code, i.e. eighteen months from the date of the Shareholders' Meeting resolution authorising the purchase.

The Company currently holds 2,445,872 treasury shares, equal to 1.29 % of the share capital.

For further information on the proposal to authorise the purchase and disposal of treasury shares, please refer to the explanatory report prepared pursuant to Article 125-ter of the Consolidated Finance Act and Article 73 of the Issuers' Regulation, which will be made available to the public, within the terms and according to the procedures set forth by the regulations in force.

## GVS 2026–2028 Performance Shares Plan

The free allocation plan for GVS shares entitled the "GVS 2026–2028 Performance Shares Plan" (the "Plan"), as approved by the Board of Directors, is an instrument designed to incentivize and retain management, aimed at: (i) aligning the interests of the beneficiaries with those of the shareholders over the medium to long term; (ii) rewarding the achievement of the targets set out in the GVS Group's business plan; (iii) retaining individuals considered strategic for the implementation of the Company's and the Group's development and growth plan; and (iv) emphasizing GVS's commitment to ESG matters. The Plan is reserved for executive directors, managers with strategic responsibilities, and other persons to be individually identified by the Board of Directors from among the executive directors and the employees of the Company and the Group, upon consultation with the Nominations and Compensation Committee.

The shares to be granted to the beneficiaries pursuant to the Plan shall derive, in whole or in part, from: (i) the provision of treasury shares held by the Company or possibly purchased by the Company in execution of the authorisations issued by the Shareholders' Meeting or, if necessary, of further authorisations to be issued by the Shareholders' Meeting pursuant to Articles 2357 and 2357-ter of the Italian Civil Code; and/or (ii) any share capital increases, also pursuant to Article 2349 paragraph 1 of the Italian Civil Code.

The conditions, terms and procedures for the implementation of the Plan are described in the information document prepared pursuant to Article 84-bis of the Issuers' Regulation and in accordance with Schedule No. 7 of Annex 3A to the Issuers' Regulation, which will be made available within the time limits and in the manner provided for by the applicable laws and regulations.



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## Appointment of the Board of Directors

The Board of Directors currently in office will expire upon approval of the financial statements for the year ended 2025 and, therefore, the Ordinary Shareholders' Meeting will be asked to appoint the new Directors, after determining their number and term of office, and to appoint the Chairperson of the Board of Directors, as well as to determine the remuneration of the members of the Board of Directors.

The appointment of the new administrative body shall take place through the list voting system set forth in Article 17 of the Company's Articles of Association and in accordance with the applicable laws and regulations in force. Lists may be submitted by Shareholders who, individually or jointly, represent at least 1% of GVS's share capital. Each shareholder may submit, or participate in the submission of, only one list and may vote for only one list, in accordance with the procedures prescribed by the applicable laws and regulations; the lists must be filed at the Company's registered office by 20 April, as indicated in the notice of call.

## Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors currently in office will expire upon approval of the financial statements for the year ended 2025 and, therefore, the Ordinary Shareholders' Meeting will be asked to appoint the new Statutory Auditors and, from among them, the Chairperson of the Board of Statutory Auditors, as well as to determine the remuneration of the standing members of the Board of Statutory Auditors.

The appointment of the new supervisory body shall take place through the list voting system set forth in Article 24 of the Company's Articles of Association and in accordance with the applicable laws and regulations in force. Lists may be submitted by shareholders who, individually or jointly, represent at least 1% of GVS's share capital. Each shareholder may submit, or participate in the submission of, only one list and may vote for only one list, in accordance with the procedures prescribed by the applicable laws and regulations; the lists must be filed at the Company's registered office by 20 April.

## Meeting procedure

Pursuant to Article 135-undecies. 1 of the Consolidated Finance Act and in compliance with what is allowed by Article 12 of the Articles of Association, the participation in the Shareholders' Meeting by those with voting rights may take place exclusively through the Company's Designated Representative.

The Board of Directors identified Monte Titoli S.p.A. as Designated Representative pursuant to Article 135-undecies of the Consolidated Finance Act, to which those who have the right to vote for intervention at the Meeting shall grant specific proxy and/or sub-proxy, also pursuant to Article 135-novies of the Consolidated Finance Act, with voting instructions on all or some of the proposals regarding the items on the agenda.

The explanatory reports of the Board of Directors on the items on the agenda will also be made available to the public within the terms and in the manner set forth in the applicable regulations.



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## Contacts

**Investor Relations** GVS S.p.A.

Guido Bacchelli, Head of Strategy, Corporate Development and IR

[investorrelations@gvs.com](mailto:investorrelations@gvs.com)



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