

**ORDINARY SHAREHOLDERS MEETING**

**THE ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025 AND THE PROPOSED ALLOCATION OF THE NET RESULT HAVE BEEN APPROVED  
APPROVED THE 2026 REMUNERATION POLICY AND THE REMUNERATION REPORT  
GRANTED THE AUTHORIZATIONS TO THE BOARD OF DIRECTORS FOR THE PURCHASE AND DISPOSAL OF TREASURY SHARES  
APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS**

Milan, 27 April 2026

Dexelance S.p.A. (DEX.MI), a diversified industrial group and one of Italy's leading players in design, lighting and high-end furniture (the 'Company' or the 'Group'), hereby informs that the ordinary Shareholders' Meeting was held today in a single call.

The Shareholders' Meeting, held at the Company's registered office in Milano, Corso Venezia 29, with the shareholders' participation exclusively by proxy to the Designated Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 ("TUF"), and with attendance of a total of n° 13,605,680 ordinary shares, representing approximately 50.53% of the share capital adopted the following deliberations:

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Items 1 and 2 on the agenda: Financial Statement 2025 and proposal concerning the allocation of the result for the year

The Shareholders' Meeting approved the Board of Directors' report on operations and the annual financial statements of Dexelance S.p.A. for the year ended 31 December 2025, comprising the balance sheet, the income statement and the notes to the financial statements, which show a net loss of Euro 6,358,547.

The Shareholders' Meeting also resolved to allocate the loss for the year 2025, amounting to Euro 6,358,547, to retained losses.

Items 3 and 4 on the agenda: Remuneration policy and report on remuneration policy and compensation paid

The Shareholders' Meeting approved the first section of the Report on the remuneration policy and compensation paid, concerning the remuneration policy for Directors, key management personnel and members of the Company's supervisory body for the financial year ending 31 December 2026, as well as the procedures used for its adoption and implementation.

The Shareholders' Meeting approved the second section of the Report on remuneration policy and compensation paid, concerning compensation paid to directors, key management personnel as well as members of the Company's supervisory board during the reporting year.

Item 5 of the agenda: Purchase and disposal of treasury shares

The Shareholders' Meeting resolved to revoke, for the unexecuted part, the previous resolution authorizing the purchase and disposal of treasury shares taken by the Shareholders' Meeting on 16 April 2025 and to authorize the purchase, on one or more occasions, for a maximum 18 (eighteen) months from the date of the resolution, of a maximum number, including on a revolving basis (meaning the maximum amount of treasury shares held in the portfolio from time to time), of no. 2,000,000 shares of the Company, also taking into account the shares that may be held from time to time by the Company's subsidiaries and in any case in compliance with legal limits, for the pursuit of the purposes set forth in the Board of Directors' report, and under the terms and conditions, deliberated by the Shareholders' Meeting, and, in any case, in compliance with the provisions of the law.

The purchase price of treasury shares per share shall be realized in accordance with the applicable regulatory provisions and shall be determined from time to time for each trading day as follows:

- (i) the purchase price of each share shall be not less than the official stock market price of the stock on the day prior to the day on which the purchase transaction is to be carried out, decreased by 20%, and not more than the official stock market price on the day prior to the day on which the purchase transaction is to be carried out, increased by 10%, subject to the application of the conditions and terms set forth in Art. 5 of Regulation (EU) No. 596/2014 and Art. 3 of Delegated Regulation (EU) 1052/2016;
- (ii) the limit of consideration in case of purchase will not apply if extraordinary circumstances occur in the market;

Purchase transactions may be carried out on regulated markets, guaranteeing equal treatment among shareholders, in accordance with operating procedures identified from time to time by the Board of Directors from among those established in the regulations for the organization and management of markets that do not allow the direct matching of trading proposals for purchase with predetermined trading proposals for sale, in accordance with the provisions of Art. 132 of Legislative Decree 58/1998 and Art. 144-bis, par. 1, letter b), of Consob Regulation 11971/1999. Purchase transactions may also be carried out by tender or exchange offer procedures in accordance with Art. 144-bis, par. 1, letter a), of Consob Regulation 11971/1999, subject to a resolution by the Board of Directors in accordance with the regulations in force. The purchase of treasury shares may be carried out by means other than those indicated above where permitted by the legal or regulatory provisions applicable from time to time at the time of the transaction (by way of example but not limited to through the reverse accelerated bookbuild procedure or other similar accelerated mechanisms);

The Company has also authorized, pursuant to and for the purposes of Art. 2357-ter of the Italian Civil Code, the performance of acts of disposal, on one or more occasions, of the treasury shares purchased and from time to time held in the portfolio, in compliance with legal limits, for the pursuit of the purposes set forth in the illustrative report of the Board of Directors and under the following terms and conditions (as well as, in any case, in compliance with and with the operating procedures provided for in accordance with the provisions of Regulation (EU) No. 596/2014, the related EU and national implementing regulations and the *pro tempore*



market practices allowed by Consob). Disposal transactions may be carried out even before having exhausted the purchases and may take place on the market or as consideration in the event of exchange, swap, exchange, contribution, assignment or other act of disposal of treasury shares carried out in the context of acquisitions of shareholdings or implementation of industrial projects or other extraordinary finance transactions involving the assignment or disposal of treasury shares or serving share-based incentive plans. The Company may also use the shares for market liquidity supportive transactions in order to facilitate trading in the securities themselves at times of low liquidity in the market and to facilitate smooth trading. Disposal transactions are proposed may be carried out by whatever means is deemed necessary or appropriate by the Board of Directors for the pursuit of the purpose for which the transaction is being carried out (by way of example but not limited to through the accelerated bookbuild procedure or other similar accelerated mechanisms), in compliance with the legal or regulatory provisions applicable from time to time at the time of the transaction;

The disposal price of each share shall be not less than the official stock exchange price of the share on the day preceding the day on which the sale transaction will be carried out, decreased by 20%, without prejudice to the application of the conditions and terms set forth in Art. 5 of Regulation (EU) No. 596/2014 and Art. 3 of Delegated Regulation (EU) 1052/2016. The disposal consideration limit will not apply in the case of acts of disposal other than sale and especially in the case of exchange, swap, exchange, contribution, assignment or other act of disposal of treasury shares carried out in the context of acquisitions of shareholdings or implementation of industrial projects or other extraordinary finance transactions involving the assignment or disposal of treasury shares (such as, by way of example, mergers, demergers, issuance of convertible bonds or warrants, etc.), or in cases where shares are granted to directors or employees (e.g., to serve share-based incentive plans); in such cases, different criteria may be used, in line with the purposes pursued and taking into account Regulation (EU) No. 596/2014, the relevant EU and national implementing legislation, pro tempore market practice allowed by Consob, the indications of Borsa Italiana S.p.A and Consob recommendations;

The resolution was also adopted with the favourable vote of the majority of the shares held by shareholders other than the shareholder, or by shareholders, who hold, even jointly, a majority shareholding, even a relative one, provided that it exceeds 10% of the share capital (so-called whitewash). Therefore, it is hereby notified that, pursuant to the provisions of Article 44-bis, par. 2, of the Issuers' Regulations, the treasury shares purchased by the Company in execution of the aforesaid authorisation resolution will not be excluded from the share capital if, as a result of the purchases of treasury shares, a shareholder exceeds the relevant thresholds pursuant to Article 106 of Legislative Decree No. 58/1998.

As of today, the Company holds 512,471 treasury shares in its portfolio.

#### Items 6-10 on the agenda: Appointment of the Board of Directors

The Shareholders' Meeting resolved to set the number of Directors at 11 and appointed the Board of Directors for the three-year period 2026–2028, composed as follows: Andrea Sasso, Chairman, Giorgio Gobbi, Giovanni Tamburi, Michele Gervasoni, Paola Antonella Mungo (who declared that she meets the independence requirements), Alessandra Rollandi, Piero Generali, Federica Menichetti (who declared that she meets the independence requirements), Paola Tagliavini (who declared that she meets the independence requirements), Giovanna Della Posta (who declared that she meets the independence requirements) and Lea Lidia Lavitola.



The Shareholders' Meeting also resolved to set a total annual remuneration of Euro 265,000 (two hundred and sixty-five thousand), to be allocated – by the Board of Directors – among the Directors (including members of board committees) who do not hold specific offices, and to entrust the Board of Directors (having heard the opinion of the Board of Statutory Auditors) with determining the remuneration to be granted to Directors holding specific offices.

All the Directors were elected from the only list submitted, namely list no. 1 presented by: Investindesign S.p.A., Tamburi Investment Partners S.p.A., Elpi S.r.l., Fourleaf S.r.l., Michele Gervasoni and Giorgio Gobbi, who jointly hold no. 11,714,545 ordinary shares of the Company, representing 43.5065% of the share capital.

List no. 1 received no. 12 votes in favor, equal to 89.94% of the ordinary shares represented at the Shareholders' Meeting, 89.94% of the shares entitled to vote and 45.44% of the share capital.

The curricula vitae of the appointed Directors are available on the Company's website in the section Investors/Governance/Shareholders' Meeting.

As at the date of their appointment, the following Directors hold interests in the Company:

- Andrea Sasso: no. 10,000 Dexelance shares;
- Giorgio Gobbi: no. 560,637 Dexelance shares;
- Michele Gervasoni: no. 25,000 Dexelance shares.

#### Items 11–13 on the agenda: Appointment of the Board of Statutory Auditors

The Shareholders' Meeting also appointed the new Board of Statutory Auditors for the three-year period 2026–2028 and, at the same time, resolved to set their remuneration at Euro 30,000 for the Chairman of the Board of Statutory Auditors and Euro 20,000 for each Standing Auditor. The following were appointed: Filippo Claudia Annunziata (Standing Auditor and Chairman of the Board of Statutory Auditors), Marzia Nicelli (Standing Auditor), Fabio Buttignon (Standing Auditor), Michela Boidi (Alternate Auditor) and Emilio Fano (Alternate Auditor).

All the Statutory Auditors were elected from the only list submitted, namely list no. 1 presented by: Investindesign S.p.A., Tamburi Investment Partners S.p.A., Elpi S.r.l., Fourleaf S.r.l., Michele Gervasoni and Giorgio Gobbi, who jointly hold no. 11,714,545 ordinary shares of the Company, representing 43.5065% of the share capital.

List no. 1 received no. 24 votes in favor, equal to 100% of the ordinary shares represented at the Shareholders' Meeting, 100% of the shares entitled to vote and 50,53 % of the share capital.

The curricula vitae of the appointed Statutory Auditors are available on the Company's website in the section Investors/Governance/Shareholders' Meeting.

As at the date of their appointment, none of the Statutory Auditors holds any interests in the Company.

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For further details on the items on the agenda, please refer to the documents made available to the public, at the company's website ([www.dexelance.com](http://www.dexelance.com)) at the section Investors/Governance/Shareholders Meeting and at the authorized storage mechanism 1Info STORAGE ([www.1info.it](http://www.1info.it)).

A summary report of the voting and the minutes of the Shareholders' Meeting will be made available to the public on the terms and in the manner prescribed by law.

This press release is available on the Company's website and conveyed via the 1Info SDIR system ([www.1info.it](http://www.1info.it)).

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## DEXELANCE

Dexelance è uno dei più importanti gruppi italiani operanti nel design di alta qualità. Il Gruppo è composto da numerose società, ciascuna con una propria precisa identità, unite da un progetto strategico coerente con attività tra loro complementari: Gervasoni realizza soluzioni di arredo attraverso l'omonimo marchio ed il brand Very Wood; Meridiani è specializzata nella creazione di raffinati arredi contemporanei e versatili; Davide Groppi crea e realizza lampade e progetti di luce unici, dal design essenziale e innovativo; Saba Italia crea e produce articoli di arredamento con un design sofisticato e di alta gamma; Flexalighting progetta e produce sistemi di illuminazione per interni ed esterni; Axolight è specializzata nella progettazione e produzione di lampade di design made in Italy; Gamma Arredamenti è uno dei leader italiani negli imbottiti in pelli di altissima qualità. Cubo Design produce cucine e sistemi d'arredamento top e premium, con i marchi Binova e Miton Cucine; Turri è uno storico brand di arredamento di altissima fascia; Cenacchi International e Modar sono due affermati leader del comparto contract per il settore del lusso e della moda; Roda è un punto di riferimento internazionale nel design outdoor di alta gamma, esplorando il concetto In&Out con collezioni sofisticate che combinano eleganza e innovazione, creando spazi esterni esclusivi e funzionali; Mohd è un leader nel mondo del design, con un modello di business omnichannel unico e altamente innovativo che ha rivoluzionato la distribuzione del settore.

## CONTATTI

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