



**THE SHAREHOLDERS' MEETING APPROVES  
THE FINANCIAL STATEMENTS FOR FISCAL YEAR 2025 AND  
THE DISTRIBUTION OF A DIVIDEND OF EUR 0.14 PER SHARE**

**CORPORATE BODIES RENEWED,  
STEFANO BERALDO CHIEF EXECUTIVE OFFICER**

**NEW SHARE BUYBACK PLAN APPROVED FOR EUR 20 MILLION**

**AFTER THE EXCELLENT 2025 FINANCIAL RESULTS,  
THE NEW FISCAL YEAR STARTS WITH STRONG SALES GROWTH**

Venice – Mestre, 29 May 2026

The Shareholders' Meeting of OVS S.p.A. held today:

- approved the 2025 financial statements and the distribution of a dividend of €0.14 per share;
- approved the Remuneration Policy for fiscal year 2026 and expressed a favourable opinion on the compensation paid in fiscal year 2025;
- renewed the Board of Directors and the Board of Statutory Auditors;
- approved the authorisation to purchase and dispose of treasury shares;
- approved the Performance Share Plan 2026-2028;
- amended the Articles of Association to comply with the new regulations concerning the preparation, submission, and voting of a list by the outgoing Board of Directors.

**2025 Financial Statements and Dividend of €0.14 per share**

The ordinary Shareholders' Meeting approved the financial statements of OVS S.p.A. as of 31 January 2026 and the distribution of a dividend of €0.14 per share. The ex-dividend date (coupon no. 9) will be 22 June 2026, with payment on 24 June 2026 (record date 23 June 2026).

The ordinary Shareholders' Meeting also acknowledged the OVS group's consolidated financial statements for the fiscal year ended 31 January 2026 and the consolidated sustainability report.

The 2025 consolidated results, the best ever, confirm the group's path of constant growth.

**Report on the remuneration policy and compensation paid**

The Ordinary Shareholders' Meeting approved, by binding resolution, the first section of the "Report on Remuneration Policy and Compensation Paid" relating to 2026 fiscal year, and expressed a favourable advisory vote on the section relating to compensation paid in 2025 fiscal year.

**Appointment of the Board of Directors**

Acknowledging the work accomplished, the Shareholders' Meeting renewed the Board of Directors, confirming almost all outgoing members, while enriching its expertise in the fields of digital innovation, artificial intelligence, and communication. Subsequently, the Board of Directors, chaired by Franco Moschetti, confirmed Stefano Beraldo as Chief Executive Officer and Giovanni Tamburi as Vice President. All directors other than Stefano Beraldo are non-executive.

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Share capital Euro: 290.923.470,00 fully paid-up

Tax Code and Registration number at Venice Rovigo business register 04240010274 | VAT no.: 04240010274 | REA VE - 378007





The Shareholders' Meeting set the number of directors at nine, who will remain in office until the approval of the financial statements as of 31 January 2029. The composition complies with the gender balance requirements provided by law.

Board of Directors		
First and Last Name	Position	List
<b>Franco Moschetti</b> (*)	Chairman	List no. 1 submitted by Tamburi Investment Partners S.p.A., Concerto S.r.l., and String S.r.l., holding a total of 34.123% of the share capital, which obtained 61.421% of the votes at the Shareholders' Meeting
<b>Chiara Mio</b> (*)	Director	List no. 1
<b>Stefano Beraldo</b>	Director	List no. 1
<b>Carlo Achermann</b> (*)	Director	List no. 1
<b>Giovanni Tamburi</b>	Director	List no. 1
<b>Alessandra Gritti</b>	Director	List no. 1
<b>Roberto Cappelli</b>	Director	List no. 1
<b>Anna Matteo</b>	Director	List no. 1
<b>Costanza Esclapon de Villeneuve</b> (*)	Director	List no. 2 submitted by institutional funds and investors, holding a total of 3.333% of the share capital, which obtained 38.569% of the votes at the Shareholders' Meeting

(\*) Directors meeting the independence requirements established by the combined provisions of Art. 147-ter, paragraph 4, and Art. 148, paragraph 3, of Legislative Decree no. 58/1998 (the "TUF") and Art. 2, Recommendation 7 of the Corporate Governance Code.

The Shareholders' Meeting also resolved to set the compensation for each Director for each fiscal year of their three-year term at €60,000 per year pro rata temporis, while the remuneration of directors vested with special offices, in accordance with statutory provisions, is determined by the Board of Directors after consulting the Board of Statutory Auditors.

It should be noted that, as of today, based on the information available to the Company, Stefano Beraldo indirectly holds 4,280,000 OVS shares, while Carlo Achermann indirectly holds 70,500 OVS shares.

#### Appointment of the Board of Statutory Auditors

The Ordinary Shareholders' Meeting also appointed the new Board of Statutory Auditors, which will remain in office until the approval of the financial statements as of 31 January 2029. The composition, reported below, complies with the gender balance requirements provided by current regulations and the Articles of Association:

Board of Statutory Auditors		
First and Last Name	Position	List to which they belong
<i>Standing Auditors</i>		
<b>Davide Barbieri</b>	Chairman	List no. 2 submitted by institutional funds and investors, holding a total of 3.333% of the share capital, which obtained 15.969% of the votes at the Shareholders' Meeting
<b>Massimiliano Nova</b>	Standing Auditor	List no. 1 submitted by Tamburi Investment Partners S.p.A., Concerto S.r.l., and String S.r.l., holding a total of 34.123% of the share capital, which obtained 84.000% of the votes at the Shareholders' Meeting

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<b>Gianna Adami</b>	Standing Auditor	List no. 1
<i>Alternate Auditors</i>		
<b>Monica Militello</b>	Alternate Auditor	List no. 1
<b>Donata Paola Patrini</b>	Alternate Auditor	List no. 2

The Shareholders' Meeting also resolved to allocate to the Board of Statutory Auditors a total annual fee of €170,000, of which €70,000 to the Chairman and €50,000 to each Standing Auditor.

The curricula vitae of the members of the Board of Directors and the Board of Statutory Auditors (including, for the latter, the management and control positions held in other companies) are available on the Company's website at [www.ovscorporate.it](http://www.ovscorporate.it) under the Governance/Shareholders' Meeting section.

#### **Authorization to Purchase and Dispose of Treasury Shares**

The Shareholders' Meeting also resolved to renew – prior revocation, for the unexecuted part, of the resolution adopted by the Shareholders' Meeting on 30 May 2025 – the authorization to purchase and dispose of treasury shares up to a maximum of 10% of the share capital, also taking into account treasury shares held by the Company and its subsidiaries. The authorization was approved for a maximum period of 18 months (until 29 November 2027).

As of 28 May 2026, the Company holds 12,391,481 treasury shares, equal to 4.859% of the share capital. Its subsidiaries do not hold any.

#### **Compensation Plan Named "2026–2028 Performance Share Plan"**

Finally, the Shareholders' Meeting approved a new share-based compensation plan named "2026–2028 Performance Share Plan" reserved for executive directors, managers with strategic responsibilities of OVS, and other employees or collaborators—including consultants and/or professional service providers—and/or directors of the OVS Group holding roles deemed strategically relevant for the Company's business or otherwise capable of providing a significant contribution, in light of the pursuit of the strategic objectives of OVS and its subsidiaries and/or otherwise deemed worthy of receiving incentive tools. The Plan covers a maximum of 4,930,000 total rights. The Company will promptly inform the market regarding the implementation of the aforementioned Plan.

#### **Amendments to Article 13, paragraphs 3, 4 and 5 of the Articles of Association**

The Shareholders' Meeting, in an extraordinary session, resolved to amend Art. 13, paragraphs 3, 4, and 5 of the Articles of Association in order to align it with the updated Art. 147-ter.1 of Legislative Decree 58/1999 ("TUF") regarding the preparation, submission, and voting of a list by the outgoing Board of Directors.

For further information, please refer to the documentation available on the Company's website [www.ovscorporate.it](http://www.ovscorporate.it) under the Governance/Shareholders' Meeting section and on the authorized storage mechanism "1Info" at [www.1info.it](http://www.1info.it).

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#### **Other resolutions of the new Board of Directors**

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## Governance Structure

In addition to what has already been stated, after defining the criteria for the significance of relationships and remuneration and based on the declarations made by the Directors and the information available to the Company, the Board of Directors verified that Directors Franco Moschetti, Chiara Mio, Carlo Achermann, and Costanza Esclapon de Villeneuve meet the independence requirements set forth in Art. 148, paragraph 3 of the TUF, as referred to by Art. 147-ter, paragraph 4 of the TUF, as well as Art. 2 of the Corporate Governance Code. Furthermore, the Board of Directors assessed that Director Chiara Mio exceeding 9 consecutive terms of office does not compromise her independence requirement, taking into account, among other things, the absence of further relevant circumstances and her high professional profile.

As required by the Corporate Governance Code, the Board of Directors also reviewed the assessment of the independence requirements of the members of the Board of Statutory Auditors carried out by the control body itself.

Following the adjournment of the Shareholders' Meeting, the Company's Board of Statutory Auditors met and, based on the statements made by the Statutory Auditors and the information available, verified that all its components meet all independence requirements, communicating the results of these assessments to the Board of Directors. The Board of Statutory Auditors also verified the correct application of the assessment criteria and procedures adopted by the Board of Directors to evaluate the independence of its members.

The Board of Directors confirmed the establishment of the Control, Risks and Sustainability Committee, the Nomination and Remuneration Committee, and the Related Party Transactions Committee, appointing:

- Members of the Control, Risks and Sustainability Committee: Chiara Mio, as Chairman (independent Director), Franco Moschetti (independent Director), and Roberto Cappelli (non-executive Director);
- Members of the Nomination and Remuneration Committee: Chiara Mio, as Chairman (independent Director), Carlo Achermann (independent Director), and Giovanni Tamburi (non-executive Director);
- Members of the Related Party Transactions Committee: Carlo Achermann, as Chairman (independent Director), Chiara Mio (independent Director), and Franco Moschetti (independent Director).

The term of office of the Committee members is equal to that of the Board of Directors.

The Board, following the favourable opinion of the Board of Statutory Auditors, confirmed Nicola Perin, Chief Financial Officer of the Company, as the Manager Responsible for preparing the company's financial reports, and designated Andrea Lionzo (Chairman), Federica Menichetti, and Massimiliano Munari as members of the Supervisory Body.

## Launch of a new Share buyback plan for €20 million

In order to ensure continuity in buyback operations for the benefit of the Company and its Shareholders, the Board of Directors resolved a new treasury share buyback program up to a maximum amount of €20 million. The operation, starting on 1 June 2026, will be executed according to the methods, terms, conditions, and for the purposes set forth in the resolution approved by today's Shareholders' Meeting.

The previous plan, launched on 6 June 2025, has been concluded, leading to the purchase of 5,746,279 shares at an average price of €4.14 per share, for a total value of €23.8 million (of which €11.7 million since 1 February 2026).

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The Company has granted a mandate to Equita SIM S.p.A., as an independent third-party intermediary, to execute the aforementioned program in full independence, in compliance with the constraints deriving from applicable regulations, and within the limits of the shareholders' resolution adopted today.

Any subsequent changes to the approved plan will be promptly communicated by the Company to the public, in the manner and terms provided for by current regulations. The transactions carried out will be disclosed to the market within the terms and in the manner prescribed by current regulatory framework.

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### **Sales performance**

In the first 4 months of 2026, the Group recorded excellent performances, with high-single-digit sales growth across all main banners and brands, and double-digit growth for Goldenpoint. In this context, the significant contribution of the women's collections continues to stand out.

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Please note that the minutes of the Shareholders' Meeting, the updated Articles of Association, and the summary report of the voting will be made available to the public at the Company's registered office, on the website [www.ovscorporate.it](http://www.ovscorporate.it), and on the authorized storage mechanism "Info" at [www.info.it](http://www.info.it) within the terms and in the manner provided by current regulations.

Following the approval of the financial statements as of 31 January 2026, please note that, as of today, the documentation certifying compliance by OVS S.p.A. with the commitments made in accordance with the regulations of the sustainability-linked bond loan named "Senior Unsecured Fixed Rate Notes due November 2027" issued by the Company on 10 November 2021 (the so-called compliance certificate) is available on the Company's website [www.ovscorporate.it](http://www.ovscorporate.it).

The Manager Responsible for preparing the company's financial reports, Nicola Perin, declares, pursuant to Article 154-bis, paragraph 2 of the TUF, that the accounting information contained in this press release corresponds to the company's documentary results, books, and accounting records.

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### **For further information**

#### Investors

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