

PRESS RELEASE

**SOMEC S.P.A.: THE SHAREHOLDERS' MEETING APPROVES  
2025 ANNUAL REPORT AND RENEWS CORPORATE BODIES**

**Outcome of the Ordinary Shareholders' Meeting:**

- approved the 2025 separate financial statements and examined Somec Group's consolidated financial statements for FY 2025;
- approved the allocation of the net result for the year;
- approved, with binding vote, the first section of the report on remuneration policy and remuneration paid and expressed of a favorable opinion on the second section;
- appointed the Board of Directors, with Oscar Marchetto confirmed as Chairman;
- appointed the Board of Statutory Auditors;
- approved the authorization for the purchase and disposal of treasury shares.

**Main resolutions of the new Board of Directors following the Shareholders' Meeting:**

- executive powers conferred to directors Oscar Marchetto, Alessandro Zanchetta and Davide Callegari;
- Board committees established and their members appointed;
- appointed the director responsible for establishing and maintaining the internal control and risk management system; the members of the Supervisory Body; and the Manager in charge of preparing company financial reports pursuant to art. 154-bis of Legislative Decree n. 58 of February 24, 1998.

San Vendemiano (Treviso), April 30, 2026 – Somec S.p.A. (Euronext Milan: SOM) ("**Somec**" or "**the Company**"), specialising in the engineering, production and deployment of complex turnkey projects in the civil and naval engineering sector, announces that the Ordinary Shareholders' Meeting was held today, on a single call, under the chairmanship of Oscar Marchetto.

With 81.0% of the share capital present (corresponding to 88.9% of the voting rights), the Ordinary Shareholders' Meeting resolved as follows:

**Approval of the financial statements for the year ended 31 December 2025**

The Shareholders' Meeting examined and approved the separate financial statements as at 31 December 2025.

During the meeting, the consolidated financial statements as at 31 December 2025, including the consolidated sustainability reporting pursuant to Legislative Decree No. 125/2024, were also presented, showing:

- Total revenues of at 370.0 million Euro, down slightly from the previous year (-2.1% at constant exchange rates);
- EBITDA adjusted<sup>1</sup> of 34.3 million Euro up on the figure of 30.1 million Euro for the same period in 2024 (+14.0%), with a 9.3% rise in margins (7.9% at 31 December 2024);
- Adjusted EBIT came in at 19.2 million Euro, showing a significant improvement from 12.9 million Euro in the previous year;
- Consolidated net profit stood at 7.1 million Euro, compared to a net loss of 0.5 million Euro in 2024, confirming a return to a significant profit;
- Pre-IFRS16 Net Financial Position stood at 13.8 million Euro, reflecting a marked improvement compared 36.1 million Euro for the year ended 31 December 2024; this result highlights robust cash generation driven by increasingly efficient management of working capital and the Group's financial structure.

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<sup>1</sup> Adjusted EBITDA for 2025 does not include certain extraordinary and non-recurring items (aprox. Euro 1 million) recognised under labour costs, as well as costs relating to the integration of the Talenta and Mestieri production facilities and the reorganisation of the corporate structure.

### **Allocation of the result for the year**

The Shareholders' Meeting resolved to allocate the Company's net profit for the year, amounting to €145,142.93, to the extraordinary reserve.

### **Resolution on the remuneration policy and remuneration paid**

The Shareholders' Meeting approved, with a binding vote, the first section of the report on the remuneration policy and remuneration paid prepared pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 (the "TUF"), i.e. the "Remuneration policy for the year 2026".

The Shareholders' Meeting also approved, with a non-binding advisory vote, the second section of the report on the remuneration policy and remuneration paid prepared pursuant to Article 123-ter of the TUF, i.e. the report on "Remuneration paid in the year 2025".

### **Appointment of the Board of Directors**

The Shareholders' Meeting set the number of the Board of Directors at seven and fixed the term of office of the new Board at three financial years, i.e. until the Shareholders' Meeting approving the financial statements for the year ending 31 December 2028. The Shareholders' Meeting determined the total annual gross remuneration of the Board of Directors at Euro 185,000 for the entire term of office, for directors and board committees, excluding remuneration to be paid to directors vested with special powers, in accordance with the resolutions to be adopted by the Board of Directors of Somec S.p.A.

Based on the sole list submitted by the controlling shareholder Venezia S.p.A., which directly holds no. 5,165,300 multiple-voting shares and, indirectly through its subsidiary Vis S.r.l., no. 381,875 ordinary shares, representing a total of 76.18% of the Company's share capital and 85.99% of the voting rights, and which obtained 100.00% of the votes cast at the Shareholders' Meeting, the following were appointed as members of the Board of Directors:

- Oscar Marchetto
- Alessandro Zanchetta
- Davide Callegari
- Gian Carlo Corazza
- Gianna Adami
- Stefania Baruffato
- Rita Nalli

The composition of the new Board of Directors therefore ensures compliance with the gender balance required by current legislation and the Company's Articles of Association.

The Shareholders' Meeting also appointed Oscar Marchetto as Chairman of the Board of Directors.

Directors Gianna Adami, Stefania Baruffato and Rita Nalli declared that they meet the independence requirements pursuant to Articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF and Article 2, Recommendation No. 7 of the Corporate Governance Code adopted by the Company.

The curricula vitae of the directors will be available on the Company's website [www.somecgruppo.com](http://www.somecgruppo.com), in the Investors / Shareholders' Meetings section.

As at today, to the Company's knowledge: (i) Oscar Marchetto holds, directly and through Venezia S.p.A., no. 5,602,434 Somec shares; (ii) Alessandro Zanchetta holds, through Ellecigi S.r.l., no. 8,000 Somec shares; (iii) Gian Carlo Corazza holds, through Gicotech S.r.l., no. 10,000 Somec shares; and (iv) Davide Callegari directly holds no. 19,291 Somec shares.

### **Appointment of the Board of Statutory Auditors**

The Shareholders' Meeting appointed the Board of Statutory Auditors, which will remain in office until the Shareholders' Meeting approving the Financial Statements for the year ending 31 December 2028. Its members include:

- Michele Furlanetto, Chairman
- Annarita Fava, Standing Auditor
- Luciano Francini, Standing Auditor
- Lorenzo Boer, Alternate Auditor
- Barbara Marazzi, Alternate Auditor

All members were appointed from the sole list submitted by the controlling shareholder Venezia S.p.A., which obtained 100.00% of the votes cast at the Shareholders' Meeting.

The Shareholders' Meeting also resolved to set the gross annual remuneration of the Chairman of the Board of Statutory Auditors at 33,000.00 Euro and to set the gross annual remuneration of the Regular Auditors at 18,000.00 Euro.

The curricula vitae of the statutory auditors are available on the Company's website [www.somecgruppo.com](http://www.somecgruppo.com) in the Investors / Shareholders' Meetings section.

### **Authorization to purchase and dispose of treasury shares**

The Shareholders' Meeting approved the proposal of the Board of Directors and authorized the Board, subject to revocation of the authorization granted on 29 April 2025 for the portion not yet executed, to purchase and dispose of treasury shares up to a maximum number which, including shares already held directly or through subsidiaries, may not exceed 5% of the share capital, for a period of eighteen months, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the TUF and Article 144-bis of Consob Regulation No. 11971/1999.

The Shareholders' Meeting approved the Board of Directors' right to carry out repeated and successive purchases and sales (or other acts of disposal) of treasury shares, including on a revolving basis, also for portions of the maximum authorized amount, so that at any time the number of shares subject to the proposed purchase and owned by Somec S.p.A. does not exceed the limits established by law and by the Shareholders' Meeting authorization, and in any case such purchases are carried out in compliance with applicable laws and, where relevant, with market practices permitted from time to time.

The authorization to purchase and dispose of treasury shares is granted, in general, in order to provide Somec S.p.A. with a flexible and functional instrument to pursue certain purposes compatible with current legal and regulatory provisions, namely: (i) to maintain a securities portfolio ("share inventory") to be used, consistently with the Company's strategic guidelines, for any extraordinary transactions, and/or to use shares as consideration in extraordinary transactions, including share swaps, with other parties in transactions of interest to the Company; (ii) to allocate treasury shares to service bond loans or other debt instruments convertible into shares of the Company; (iii) to allocate treasury shares to current and any future incentive plans, whether for consideration or free of charge, reserved for directors and/or employees and/or collaborators of the Company or its group; (iv) to carry out other extraordinary capital transactions (including possible capital reduction through cancellation of treasury shares, subject to legal requirements);(v) to offer shareholders an additional tool for monetizing their investment.

Purchase transactions may be carried out in any manner permitted by the regulations in force from time to time, including regulatory provisions, to be determined at the discretion of the Board of Directors. Disposal transactions may be carried out in any manner deemed appropriate in relation to the objectives pursued, including sales outside the regulated market. Authorization was also granted to carry out successive purchase and sale transactions within trading activities.

Purchases may be made at a unit price not more than 20% below or above the closing price recorded by the share in the stock exchange session preceding each individual transaction, and in any case in compliance with any further applicable rules. This criterion does not allow the maximum potential total expenditure for the treasury share buyback program to be determined as of today.

The disposal of treasury shares (for purposes other than those pursued within industrial projects or extraordinary finance transactions) may take place at a unit sale price not lower than 20% below the closing price recorded by the share in the stock exchange session preceding each individual transaction, it being understood that this limit may not apply in certain cases.

Somec S.p.A., in compliance with current applicable regulations, will inform the market of the date of any launch of the treasury share buyback program, as well as any further required information.

It is specified that, as of today, Somec S.p.A. directly holds 968 treasury shares, equal to 0.01% of the share capital. Companies controlled by Somec S.p.A. do not hold any shares of the Company.

### **Resolutions of the new Board of Directors**

The new Board of Directors, meeting at the conclusion of the Shareholders' Meeting, appointed as Chief Executive Officers the Chairman himself, Oscar Marchetto, as well as Board members Alessandro Zanchetta and Davide Callegari, granting them delegated powers.

The Board verified that all directors meet the requirements of integrity and all other requirements provided for by the regulations currently in force and applicable from time to time.

The Board also verified that the independent directors Stefania Baruffato, Rita Nalli, and Gianna Adami satisfy the independence requirements under Articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF, as well as Article 2 of the Corporate Governance Code, appointing the latter as Lead Independent Director. It also verified that the newly appointed members of the Board of Statutory Auditors meet the independence requirements provided for by the applicable laws and regulations in force from time to time.

The Board resolved to establish and appoint the following internal board committees, all composed exclusively of non-executive and independent directors:

- Remuneration and Appointments Committee, composed of Gianna Adami (Chairman), Stefania Baruffato, and Rita Nalli;
- Control, Risks and Sustainability Committee, composed of Stefania Baruffato (Chairman), Gianna Adami, and Rita Nalli;
- Related Parties Committee, composed of Gianna Adami (Chairman), Stefania Baruffato, and Rita Nalli.

Unless terminated earlier, the members of all committees will remain in office until approval of the financial statements as of December 31, 2028.

Lastly, the Board of Directors resolved to:

- appoint Alessandro Zanchetta as the director responsible for establishing and maintaining the internal control and risk management system for the 2026–2028 three-year period;
- appoint the Supervisory Body, composed of Gabriele Ambrogetti, Partner at VBGA –Studio Legale Associato (Chairman), Valentina Baldo, Partner at VBGA – Studio Legale Associato - and Marco Pierobon, Quality & Safety Manager of Somec S.p.A., to remain in office until approval of the financial statements as of December 31, 2028
- appoint Federico Puppini as Manager in charge of preparing company financial reports pursuant to art. 154-bis of Legislative Decree n. 58 of February 24, 1998 for the 2026–2028 three-year period;
- confirm Alessandra Capuzzo in the role of Investor Relator;
- confirm Key Advisory S.r.l. as the party in charge of the internal audit function for the 2026–2028 three-year period, also confirming approval of the annual internal audit plan for fiscal year 2026 as presented.

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*The Manager in charge of preparing company financial reports Federico Puppini, declares, pursuant to and for the purposes of Article 154-bis (2) of Legislative Decree No. 58 of 1998, that the accounting information contained in this press release matches the Group's accounting records, books and documents.*

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**Somec**

*The Somec Group specializes in the engineering, design and deployment of complex turnkey projects in the civil and naval sectors, operating through three Business Units: Horizons: Engineered Systems for Naval Architecture and Building Façades; Talenta: Professional Kitchen Systems and Products; and Mestieri: Design and Production of Bespoke Interiors. The Group's companies operate in an integrated and synergistic way, according to strict quality and safety standards and guaranteeing a high degree of customization and specific know-how on the processing of different materials, which is a fundamental requirement in high value-added projects.*

*In over 40 years of history and by relying on rigorous certification and accreditation processes, Somec has achieved a reputation for quality and operational and financial reliability on a global scale.*

*Headquartered in San Vendemiano, Treviso, the Group is present in 12 countries and 3 continents, employing about 1,000 people and with revenues of 370 million Euro in 2025.*

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