



POZZI MILANO

Press Release

POZZI MILANO: THE BOARD OF DIRECTORS APPROVES THE ACQUISITION PROJECT OF IVV ITALIA S.r.l. AND FORMA ITALIA S.r.l. AND LAYS THE FOUNDATIONS FOR LONG-TERM DIMENSIONAL AND INDUSTRIAL GROWTH

TRANSACTION WITH AN AGGREGATE VALUE OF APPROXIMATELY €9.2 MILLION AIMED AT THE CREATION OF A LEADING ITALIAN POLE IN THE TABLEWARE, HOME DÉCOR AND GIFTWARE SECTORS

EXTRAORDINARY SHAREHOLDERS' MEETING CALLED TO RESOLVE UPON THE RESERVED CAPITAL INCREASE ON JUNE 30, 2026

Monticelli Brusati (BS), June 13, 2026 – The Board of Directors of **Pozzi Milano S.p.A.** (“**Pozzi Milano**” or the “**Company**”), active in the tableware fashion sector and owner of the “EasyLife”, “Mascagni Casa” brands and, through its subsidiary Pozzi Brand Diffusion S.r.l., of the “Pozzi” and “Castello Pozzi” brands, meeting today under the Chairmanship of Mr. Diego Toscani, **announces** that it has approved the acquisition project of 100% of IVV Italia S.r.l. (hereinafter “IVV”) and of Forma Italia S.r.l. (hereinafter “**Forma Italia**” and jointly with IVV, the “**Contributed Equity Interests**”) for a maximum aggregate consideration, including share premium, equal to **€9,205,377**. The Transaction provides for a reserved share capital increase with exclusion of pre-emption rights (the “**Reserved Capital Increase**”), through the issuance of up to **16,388,800** new ordinary shares of Pozzi Milano with no expressed nominal value (the “**New Shares**”) to be assigned to the contributing shareholders against the contribution in kind of the equity interests held in the target companies, for a value of approximately **€8,522,176**, as well as the direct cash acquisition for a total amount of **€683,201** of the quotas of Forma Italia held by SFERA S.r.l. (“**SFERA**”) and Mr. Diego Toscani.

The Reserved Capital Increase forms part of the broader external growth strategy outlined by the Pozzi Milano Group and constitutes an instrument functional to the completion of the acquisition of 100% of the share capital of IVV, a historic Italian company active in the production of glass and crystal products for tableware and home décor based in San Giovanni Valdarno, Province of Arezzo, and of 100% of the share capital of Forma Italia, an Italian company based in Pollenza, Province of Macerata, specialised in the production and distribution of collections of homeware, tableware and mid-to-high-end giftware products, owner of the “Egan” brand and holder of important international licences (the “**Acquisition**” or the “**Transaction**”).

The Transaction follows the execution, on June 8, 2026, of the framework agreement among Pozzi Milano, Holding Italiana Tradizioni Associate S.r.l. (“**H.ITA**”), SFERA and Mr. Diego Toscani, aimed at regulating the terms and conditions of the acquisition of the equity interests, including the respective commitments of the parties to subscribe and pay in the Reserved Capital Increase.



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H.ITA, wholly owned by Mr. Diego Toscani, holds 100% of IVV and 48% of Forma Italia. SFERA, a company attributable to the Capitanelli family, holds 49% of Forma Italia, while the remaining 3% is directly owned by Mr. Diego Toscani.

The Transaction will allow Pozzi Milano to **hold 100% of the share capital of IVV and 100% of the share capital of Forma Italia**, representing an **important step** in **strengthening the positioning** of the Pozzi Milano Group through the extraction of **greater value** from Forma Italia and IVV, currently only partially expressed, and through the consequent achievement of significant industrial and commercial synergies.

With reference to **Forma Italia**, the main untapped value is represented by the **significant commercial potential of the proprietary “Egan” brand**, with opportunities for further enhancement through internationalisation and the development of active licensing initiatives. The current product categories – ceramics, porcelain, tableware and home décor – are strongly rooted in the positioning and distinctive design of the brand. In this context, a natural opportunity emerges for expansion **into adjacent high-potential categories**, particularly the home textile segment.

With reference to **IVV**, the untapped potential is represented by the possibility of further strengthening the **international awareness of the brand**, which has a positioning similar to the “Pozzi 1876” brand and superior to the “EasyLife” brand, leveraging Made in Italy design with a strong artisanal content. Growth potential is particularly significant in non-EU markets, including the **United States**, where the **household and decorative glass category** (IVV’s core business) is not currently subject to structural anti-dumping measures. A concrete opportunity is also identified for the development and consolidation of the Ho.Re.Ca. channel.

The **expected industrial and commercial synergies** are therefore the following:

- **Greater international presence** of the Pozzi Milano Group compared to Forma Italia and IVV, enabling opportunities for growth in foreign sales through the expansion of product ranges and greater commercial penetration in markets already served;
- **Venditio SAS**, a French *société par actions simplifiée* wholly owned by Pozzi Milano and used by the latter as a commercial acceleration platform, capable of strengthening the Group’s presence in one of the main European markets;
- potential logistics and operational synergies, in terms of transportation and warehousing cost efficiencies;
- **financial benefits** deriving from a stronger capital structure at Group level, with a possible reduction in the cost of funding for Forma Italia thanks to the Pozzi Milano Group’s credit profile.

To the above are added the **advantages deriving from increased scale**: strengthening the managerial structure of IVV and Forma Italia (Finance, HR, IT and Marketing) in support of more structured growth, and greater visibility on capital markets thanks to Pozzi Milano’s listing on **Euronext Growth Milan**, with the consequent potential realignment of their valuation towards EV/EBITDA multiples more consistent with those of the main industry peers.



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Diego Toscani, Chairman of Pozzi Milano, commented: *“This transaction represents a fundamental step in the external growth path outlined by the Group. With the entry of IVV and Forma Italia, we further expand our portfolio of brands, expertise and product categories, strengthening our presence in the tableware, home décor and giftware sectors. IVV brings with it a unique entrepreneurial history in Made in Italy glass and strong international development potential, while Forma Italia adds a recognised brand such as Egan and an important portfolio of globally relevant licences. Our objective is to build an increasingly competitive Italian pole in international markets, capable of enhancing the creative and manufacturing excellence of Made in Italy”.*

Fabio Sanzogni, Chief Executive Officer of Pozzi Milano, added: *“The acquisition presents significant value creation opportunities from both a commercial and operational perspective, for which we expect to realise important synergies at Group level. Following the integration of Mascagni Casa and the acquisition of the French company Venditio, we continue the Group’s growth path through complementary businesses characterised by high development potential. Pozzi Milano’s greater international presence, together with the complementarity of product ranges and distribution channels, will enable us to accelerate growth in markets already served and to develop new ones. We also expect enhanced commercial penetration, in addition to further development opportunities in the Ho.Re.Ca. channel”.*

COMPANY PROFILE OF IVV ITALIA S.r.l.

It carries on the glassmaking tradition of the cooperative founded in 1952 in San Giovanni Valdarno in San Giovanni Valdarno (AR), IVV is one of the leading Italian companies specialised in the production of glass and crystal products for tableware and home furnishings. Internationally recognised for its high manufacturing quality and for its Made in Italy design and production, IVV combines artisanal craftsmanship with advanced industrial processes, developing collections distributed both in the domestic market and in the main international markets. Thanks to its consolidated experience in the sector and its strong brand identity, IVV represents a benchmark in the artistic and functional glass segment dedicated to the tableware and home décor markets. As of **December 31, 2025**, IVV **employed 32 people**, with **exports** accounting for approximately **52%** of sales.

As of **December 31, 2025**, IVV recorded **Sales Revenues** of **€ 7.716.340** and **EBITDA** of **€564.994** (**EBITDA Margin of 7.3%**). As of December 31, 2025, **Net Financial Debt** amounted to **€1.160.052**, while **Shareholders’ Equity** amounted to **€ 554.357**.

COMPANY PROFILE OF FORMA ITALIA S.r.l.

Forma Italia is a company specialised in the design, production and distribution of mid-to-high-end tableware, homeware and giftware products. Forma Italia operates through its proprietary “Egan” brand, which has been present on the market for more than twenty years, and also manages a portfolio of internationally renowned licences. Through a vertically integrated model combining in-house creativity, international sourcing and multi-channel distribution, Forma Italia has established itself as a benchmark company in the home décor and tableware sectors.



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As of **December 31, 2025**, Forma Italia **employed 46 people**, with **exports** accounting for approximately **42% of sales**.

As of December 31, 2025, Forma Italia recorded **Sales Revenues** of **€15.460.943** and **EBITDA** of **€1.692.206**, corresponding to an **EBITDA Margin** of **10.7%**. As of the same date, **Net Financial Debt** amounted to **€ 4.763.483**, while **Shareholders' Equity** amounted to **€ 1.622.235**.

TERMS AND CONDITIONS OF THE TRANSACTION

The Reserved Capital Increase provides for the issuance of up to 16,388,800 new ordinary shares of Pozzi Milano with no expressed nominal value (the "**New Shares**"), in dematerialised form, for a maximum aggregate value of €8,522,176, of which €327,776 to share capital and €8,194,400 to share premium reserve. The New Shares shall carry regular dividend rights and the same rights and characteristics as the shares outstanding on the issue date, at an issue price of **€0.52 per New Share**, of which €0.02 allocated to share capital and €0.50 allocated to share premium. The issue price was determined by the Board of Directors pursuant to Article 2441, paragraph 6, of the Italian Civil Code, taking into account the performance of Pozzi Milano shares during the second half of 2025, represented by the weighted average daily closing price of trading on Euronext Growth Milan, equal to €0.482, thus recognising a premium of approximately 8%. The issue price is higher than the Company's book Shareholders' Equity (€9,868,797) as resulting from the financial statements as of December 31, 2025. It should be noted that the Board of Statutory Auditors has issued a favourable opinion in compliance with Article 2441, paragraph 6, of the Italian Civil Code.

The Reserved Capital Increase shall be subscribed and paid up through the contribution in kind of the equity interests held by H.ITA and SFERA in IVV and Forma Italia, according to the following structure: (i) H.ITA shall subscribe for 11,596,000 Pozzi Milano Shares through the contribution of its equity interest representing 100% of the share capital of IVV (5,959,094 New Shares) and its equity interest representing 48% of the share capital of Forma Italia (5,636,906 New Shares); (ii) SFERA shall subscribe for 4,792,800 New Shares through the contribution of its equity interest representing 40.812% of the share capital of Forma Italia.

Within the framework of the same Transaction, SFERA has also undertaken to directly transfer to Pozzi Milano the residual equity interest representing 8.188% of the share capital of Forma Italia for a cash consideration, paid with its own resources, equal to €500,002, while Mr. Diego Toscani has undertaken to directly transfer to the Company the equity interest representing 3% of the share capital of the same company for a cash consideration equal to €183,199.

Pursuant to Article 2343-ter, paragraph 2, letter b), of the Italian Civil Code, H.ITA and SFERA have appointed **BDO Italia S.p.A.** as independent expert (the "**Independent Expert**") entrusted with the valuation of the contributed equity interests, namely the 100% equity interest in IVV and the 48% equity interest in Forma Italia held by H.ITA, as well as the 40.812% equity interest in Forma Italia held by SFERA. The valuation report will be filed at the Company's registered office during the fifteen days preceding the Extraordinary Shareholders' Meeting called to resolve upon the Reserved Capital Increase. For the purpose of determining the value of the Contributed Equity Interests, the Independent Expert adopted the **income approach** based on **historical earnings**



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flows as the primary methodology and the stock **market multiples method** (so-called trading multiples) as a control methodology to support and verify the results obtained.

The Board of Directors also approved the **explanatory report** prepared pursuant to Article 2441, paragraph 6, of the Italian Civil Code, aimed at illustrating the reasons for the capital increase with exclusion of pre-emption rights, as well as the criteria adopted for determining the issue price of the New Shares. The explanatory report, together with the opinion on the fairness of the issue price issued by the Board of Statutory Auditors pursuant to Article 2441, paragraph 6, of the Italian Civil Code, to which reference is made for further information on the structure and terms of the Transaction, shall be made available within the terms and according to the procedures set out in the section “Deposit of Documentation”.

Upon completion of the Transaction, Pozzi Milano will hold 100% of the share capital of IVV and Forma Italia. Based on the valuation findings, the equity interest being contributed, representing 88.813% of the share capital of Forma Italia, has been valued at not less than €5,423,447.00, while 100% of the share capital of IVV has been valued at not less than €3,098,729.00. It should also be noted that shareholders representing, and who will represent as of the date of the resolution approving the Reserved Capital Increase, at least one-twentieth of the Company's share capital, shall have the right to request, within thirty days from the date of the contribution, that the Administrative Body carry out a new valuation pursuant to Article 2343 of the Italian Civil Code. Furthermore, pursuant to Article 2343-quater of the Italian Civil Code, the Board of Directors of the Company shall be required to verify, within thirty days from the contribution, whether any relevant new facts have occurred that could materially affect the value of the contributed equity interests as resulting from the valuation prepared by the Independent Expert.

The New Shares assigned to H.ITA and SFERA within the Reserved Capital Increase shall be subject to a **lock-up commitment** for a period of **12 months from the completion date of the Reserved Capital Increase**. It should also be noted that, upon completion of the Transaction, Mr. Diego Toscani will hold a direct and indirect interest in the Company equal to approximately 59.91%, while SFERA will become a significant shareholder of Pozzi Milano with an interest equal to approximately 9.35%.

The Transaction qualifies as a related-party transaction pursuant to Article 1.1 of the Related Party Transactions Procedure (the “**RPT Procedure**”) approved by the Board of Directors on June 27, 2022, as well as Annex 1 of the Euronext Growth Milan related-party provisions (the “**Provisions**”), as Pozzi Milano is 54.36% owned by Mr. Diego Toscani, Chairman of the Board of Directors of the Company, who owns 100% of the share capital of H.ITA, which in turn owns 100% of the share capital of IVV and 48% of the share capital of Forma Italia. In addition, Mr. Diego Toscani directly owns a 3% equity interest in Forma Italia, which is subject to transfer within the framework of the same Transaction.

The Transaction was therefore submitted to the examination of the Company's Related Party Committee, composed of Independent Director Rossana Faustini, which today expressed its favourable opinion.



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Since the value of the Transaction, corresponding to the maximum amount of the Reserved Capital Increase (€8,522,176), exceeds the 5% threshold of the consideration relevance index referred to in Article 1.1, letter a), of Annex 2 to the Related Party Provisions (considering that the Company's book Shareholders' Equity as of December 31, 2025 amounted to €9,868,797), the Transaction qualifies as a "transaction of greater significance" with related parties.

For further information regarding the Related Party Transaction, reference is made to the information document prepared pursuant to the RPT Procedure and the applicable Euronext Growth Milan provisions, which will be made available to the public on the Company's website www.pozzimirano.it, *Investor Relations/Shareholders' Meetings* section, as well as on www.borsaitaliana.it, *Shares/Documents* section, within the terms provided by applicable regulations.

The Transaction falls within the scope of significant transactions pursuant to Article 12 of the Euronext Growth Milan Issuers' Regulation. It should be noted that the Transaction does not qualify as a "reverse takeover" pursuant to Article 12 of the Euronext Growth Milan Issuers' Regulation, as it does not result in a change of control or a change in the nature of Pozzi Milano's business.

Any further updates regarding the Transaction will be promptly communicated to the market.

CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Board of Directors resolved to convene the Extraordinary Shareholders' Meeting on June 30, 2026, on first and only call, at the venue that will be indicated in the relevant notice of call, which will be published in accordance with the procedures and deadlines provided by applicable laws and regulations. The notice of call of the Shareholders' Meeting, which will be published within the terms required by law and by the By-Laws, will also indicate the procedures for participation in the meeting in compliance with the regulations in force from time to time.

FILING OF DOCUMENTATION

The documentation relating to the items on the agenda will be made available to the public at the Company's registered office (Via Fornaci 4/A, Monticelli Brusati (BS)) and through publication on the Company's website www.pozzimirano.it, *Investor Relations/Shareholders' Meetings* section, within the terms provided by law, as well as on www.borsaitaliana.it, *Shares/Documents* section.

ADVISORS

In connection with the Transaction, Pozzi Milano is assisted by attorney Francesca Zordan, partner of the law firm Zaglio-Orizio of Brescia, by BDO Italia S.p.A., represented by partner Edoardo Vallazza as Independent Expert, and by Winnerge as buy-side M&A advisor, represented by managing partner Marco Belloni and analyst Nicolò Magni.



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This press release is available on the Company's website (www.pozzimirano.it) in the *Investor Relations / Financial Press Releases* section and on www.linfo.it.

About Pozzi Milano S.p.A.

Pozzi Milano is headquartered in Monticelli Brusati (BS), Italy, and operates in the tableware industry, creating medium-to-high-end "Themed Tableware" collections and gift items under its proprietary EasyLife brand, which has been on the market for over 15 years. Through its subsidiary Pozzi Brand Diffusion, the Company owns the "Pozzi" and "Castello Pozzi" brands, which are managed under a licensing strategy. To further expand its offering, since January 2022, the Company has also been distributing the "WD Lifestyle" brand internationally. Production is carried out entirely through full outsourcing, leveraging a well-established network of suppliers, primarily in China, Europe, and Italy. A distinctive feature of Pozzi Milano is its constant creation of new collections, thanks to its in-house creative team, which enables the Company to offer customers a comprehensive and trend-driven product range, making the concept of fashion for the table accessible. In March 2025, the Group expanded its scope with the acquisition of 100% of Mascagni Casa S.r.l., a historic Italian company operating in the home décor and furnishing accessories sector, subsequently merged by incorporation into Pozzi Milano S.p.A. with effect from 1 January 2026, and, in July 2025, with the acquisition of 100% of Venditio SAS, a French master agent specialised in the promotion of the sale of tableware and kitchenware products.

For further information, please contact:

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