

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF VALSOIA S.P.A.

Bologna, 23 April 2026 – The Ordinary and Extraordinary Shareholders' Meeting of **Valsoia S.p.A. (EXM: VLS)** met on today's date on first call, under the chairmanship of Mr Lorenzo Sassoli de Bianchi.

The Event, pursuant to art. 106 of Legislative Decree no. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), converted into Law no. 27 of 24 April 2020, and whose application was last extended by Legislative Decree no. 200 of 31 December 2025, converted into Law no. 26 of 27 February 2026, was held exclusively by telecommunications and with the assistance of the appointed Representative exclusively pursuant to art. 135-undecies of the TUF.

ORDINARY PART

The Shareholders' Meeting, in ordinary session, approved the following resolutions:

- Approval of the Financial Statements as of 31 December 2025;
- Allocation of the profit for the year;
- Report on the remuneration policy and compensation paid section I;
- Report on the remuneration policy and compensation paid section II;
- Authorization to purchase and dispose of treasury shares pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of Legislative Decree no. 58/1998 and subsequent amendments and related implementing provisions, subject to revocation of the unimplemented portion of the authorization resolution adopted by the Ordinary Shareholders' Meeting on 28 April 2025;
- Approval of an amendment to the incentive plan for the Company's employees (2025-2028 Stock Option Plan);
- Renewal of the Board of Directors: determination of the number of members, determination of the term of office, appointment of the Directors, appointment of the Chairman and determination of the compensation of the Board of Directors pursuant to art. 2364, paragraph 1, no. 3, of the Civil Code;
- Renewal of the Board of Statutory Auditors: appointment of the three standing Auditors and the two alternate Auditors, appointment of the Chairman and determination of the compensation of the Board of Statutory Auditors pursuant to article 2364, paragraph 1, no. 3, of the Civil Code.

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APPROVAL OF THE FINANCIAL STATEMENTS AS OF 31 DECEMBER 2025 AND PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2025

The Shareholders' Meeting unanimously approved the Financial Statements as of 31 December 2025 and examined the Consolidated Financial Statements as of 31 December 2025.

Key economic indicators as of 31 December 2025 include:

Economic Indicators (Thousands of Euros)	2025		2024		Change	
	Euro	%	Euro	%	Euro	%
Total sales revenues	116,784	100.0	116,751	100.0	+33	+0.0
Value of Production	119,965	102.7	119,215	102.1	+750	+0.6
Gross operating result (EBITDA) (*)	14,042	12.0	14,264	12.2	-222	-1.6
Net operating result (EBIT) (**)	11,055	9.5	11,339	9.7	-284	-2.5

Economic Indicators (Thousands of Euros)	2025		2024		Change	
	Euro	%	Euro	%	Euro	%
Profit before taxes (1)	11,398	9.8	11,802	10.1	-404	-3.4
Total taxes and non-recurring tax effects	(3,358)	2.9	(3,527)	3.0	+169	-4.8
Net income for the period	8,275	7.1	8,275	7.1	-235	-2.8

(*) Interim result not defined as an accounting measure under IFRS. This interim result is defined by the Company as profit/(loss) from continuing operations before depreciation and amortization of tangible and intangible assets, and right-of-use assets, financial management (including foreign exchange gains and losses), and income taxes. With reference to this interim result, for a better understanding, it is highlighted that EBITDA for the 2025 financial statements was negatively impacted by the economic effect of the Stock Option Plan and the Stability Pact for 282 thousand Euros (546 thousand Euros in 2024) and positively impacted by the effects deriving from the application of IFRS 16 for 799 thousand Euros (781 thousand Euros in 2024).

(**) Interim result not defined as an accounting measure under IFRS. The Company defines this interim result as profit/(loss) from continuing operations before financial income (including foreign exchange gains and losses) and income taxes.

As of 31 December 2025, the Company's **adjusted Net Financial Position** was approximately **17.0 million Euros**, a decrease of 11.4 million Euros compared to that as of 31 December 2024.

The adjusted Net Financial Position as of 31 December 2025 and that as of 31 December 2024, include, respectively, liabilities of 1.5 million Euros and 1.8 million Euros for leases relating to the representation of the mere accounting effects deriving from the application of IFRS 16, relating to existing rental agreements (rental of offices at the Bologna headquarters and rentals of warehouses in Serravalle) and operating leases (long-term rental of company cars).

Furthermore, the adjusted Net Financial Position as of 31 December 2025 includes financial liabilities for future cash outflows related to the purchase of 70% of the shares of the Slovenian company Kele&Kele d.o.o., for 0.5 million Euros.

Finally, the adjusted Net Financial Position as of 31 December 2025 accounts for the investment in non-current financial assets at fair value, reflecting a positive appreciation of approximately 0.4 million Euros compared to last year.

As a consequence of the above, the Company's adjusted Net Financial Position as of 31 December 2025 effectively decreases by approximately 11.6 million Euros.

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ALLOCATION OF THE PROFIT FOR THE YEAR AND DIVIDEND DISTRIBUTION

The Shareholders' Meeting unanimously approved the allocation of the profit for the year resulting from the financial statements as of 31 December 2025, as follows:

- allocation to each outstanding share, as a dividend, of the amount of 0.38 Euro for each of the outstanding shares with reference to the ex-dividend date, net of the treasury shares;
- allocation of the residual profit to the extraordinary reserve.

Dividends will be paid on 6 May 2026, with record date of 5 May 2026, and ex-dividend date of 4 May 2026.

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REPORT ON REMUNERATION POLICY AND COMPENSATION PAID: RESOLUTION ON SECTION I OF THE REMUNERATION REPORT PURSUANT TO ARTICLE 123-TER, PARAGRAPH 3-BIS, OF LEGISLATIVE DECREE NO. 58/1998

The Shareholders' Meeting, as provided for in the third item on the agenda, approved by majority Section I of the Report on the Remuneration Policy and Compensation Paid pursuant to Article 123-ter, paragraph 3-bis of Legislative Decree 58/1998, relating to the remuneration policy implemented by Valsoia S.p.A.

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REPORT ON REMUNERATION POLICY AND COMPENSATION PAID: RESOLUTION ON SECTION II OF THE REMUNERATION REPORT PURSUANT TO ARTICLE 123-TER, PARAGRAPH 6, OF LEGISLATIVE DECREE NO. 58/1998

The Shareholders' Meeting then approved, by majority, Section II of the Report on Remuneration Policy and Compensation Paid pursuant to Article 123-ter, paragraph 6 of Legislative Decree 58/1998, expressing a favourable opinion.

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AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES PURSUANT TO THE COMBINED PROVISIONS OF ARTICLES 2357 AND 2357-TER OF THE ITALIAN CIVIL CODE AS WELL AS ARTICLE 132 OF LEGISLATIVE DECREE NO. 58/1998 AS AMENDED AND RELATED IMPLEMENTING PROVISIONS, SUBJECT TO REVOCATION OF THE UNEXECUTED PART OF THE IMPLEMENTING RESOLUTION ADOPTED BY THE ORDINARY SHAREHOLDERS' MEETING OF 28 APRIL 2025

The Shareholders' Meeting unanimously approved the revocation of the previous resolution authorizing the purchase of treasury shares approved by the Ordinary Shareholders' Meeting of 28 April 2025, for the portion that remained unexecuted, and the consequent new authorization and disposal of treasury shares pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58/1998 and subsequent amendments and related implementing provisions, as per the report prepared pursuant to Article 73 and Annex 3A – Schedule no. 4 of the Issuers' Regulation, and available on the Company's website www.valsoiaspa.com in the Investor Relations section as an attachment to the Directors' report on the items on the agenda of this Shareholders' Meeting.

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APPROVAL OF AMENDMENTS TO THE COMPANY'S EMPLOYEE INCENTIVE PLAN (2025-2028 STOCK OPTION PLAN)

The Shareholders' Meeting, as provided for in the sixth item on the agenda, approved, by majority, an amendment to the incentive plan (2025-2028 Stock Option Plan) for the benefit of the Company's employees as per the Information Document drawn up pursuant to Article 84-bis and Annex 3A, Schedule 7 of the Issuers' Regulations, which is available on the Company's website www.valsoiaspa.com in the Investor Relations section.

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RENEWAL OF THE BOARD OF DIRECTORS (DETERMINATION OF THE NUMBER OF MEMBERS, DETERMINATION OF THE TERM OF OFFICE, APPOINTMENT OF DIRECTORS AND THE CHAIRMAN AND DETERMINATION OF COMPENSATION PURSUANT TO ART. 2364, PARAGRAPH 1, NO. 3, OF THE CIVIL CODE)

The Shareholders' Meeting on today's date also renewed the Board of Directors, which will be composed by 9 Directors, for the next three years, appointing: Lorenzo Sassoli de Bianchi, Furio Burnelli, Gregorio Sassoli de Bianchi, Andrea Panzani, Marco Montefameglio, Susanna Zucchelli, Francesca Postacchini, Camilla Chiusoli, Ilaria Monetti.

The Directors' CVs and the list of their shareholdings as of the date of their appointment will be made available on the Company's website www.valsoiaspa.com.

The directors Susanna Zucchelli and Camilla Chiusoli have declared that they meet the independence requirements set forth in Article 147-ter of Legislative Decree 58/98.

The Board of Directors will remain in office for the next three years and therefore until the Shareholders' Meeting for the approval of the financial statements as of 31 December 2028.

The Shareholders' Meeting appointed Mr. Lorenzo Sassoli de Bianchi as Chairman of the Board of Directors.

The role and characteristics of the appointed Directors, in terms of independence, executive status, and membership of internal committees, will be disclosed upon their appointment.

The Shareholders' Meeting also unanimously resolved to recognize to the Board of Directors, for the 2026 financial year, a total annual compensation of 625,000.00 Euros in addition to the reimbursement of expenses incurred in carrying out the assignment.

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RENEWAL OF THE BOARD OF STATUTORY AUDITORS (APPOINTMENT OF THE THREE STANDING AUDITORS AND THE TWO ALTERNATE AUDITORS, APPOINTMENT OF THE CHAIRMAN, DETERMINATION OF COMPENSATION PURSUANT TO ART. 2364, PARAGRAPH 1, NO. 3, OF THE CIVIL CODE)

Today's Shareholders' Meeting renewed the Board of Statutory Auditors, appointing the following members: Gianfranco Tomassoli (Chairman), Claudia Spisni (standing auditor), Massimo Mezzogori (standing auditor), Massimo Bolognesi (alternate auditor), and Simonetta Frabetti (alternate auditor).

The Board of Statutory Auditors will remain in office for the next three years and therefore until the Shareholders' Meeting for the approval of the financial statements as of 31 December 2028.

The auditors' CVs and a list of any shareholdings they hold as of the date of their appointment will be made available on the Company's website www.valsoiaspa.com.

Furthermore, the Shareholders' Meeting unanimously resolved to recognize for the entire duration of the office the Chairman of the Board of Statutory Auditors a compensation of 12,000.00 Euros (twelve thousand) per year and for the Standing Auditors a compensation of 10,000.00 Euros (ten thousand) per year.

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EXTRAORDINARY PART

The Extraordinary Shareholders' Meeting approved the following resolution by majority (functionally linked to the approval of the 2025-2028 Stock Option Plan for the employees referred to in the previous point):

(a) granted to the Directors, until 31 December 2029, pursuant to Article 2443, paragraph 2, of the Civil Code, the power to increase the share capital by payment in one or more instalments, with the consequent issue of ordinary shares, with regular dividend rights, to be offered for subscription to employees of the Company, to be identified by the Board of Directors, with the exclusion of the right of option pursuant to the provisions of Article 2441, paragraph 8, of the Civil Code, for a maximum nominal value of 66,000 Euros, through the issue of a maximum number of 200,000 ordinary shares;

(b) established that: (i) the shares shall be issued at a price equal to their nominal value; (ii) the rights to subscribe to such shares shall be personal and non-transferable inter vivos; (iii) the Board of Directors shall establish, with specific

resolutions, the terms for the subscription of the shares; such resolutions shall provide that, if the approved increase is not subscribed within the deadline established from time to time for this purpose, the capital shall be increased by an amount equal to the subscriptions collected up to the expiry of such deadline;

(c) reserved the tranches of the capital increase that will be approved by the Board of Directors, on the basis of the delegation referred to in the previous point (a), for the implementation of the 2025-2028 Stock Option Plan in accordance with today's resolution referred to in the sixth point of the ordinary part;

(d) given the Board of Directors the proxy to update the provisions of the Articles of Association with the changes resulting from any resolutions adopted pursuant to the delegation granted pursuant to Article 2443 of the Civil Code and to deposit the updated Articles of Association with the changes relating to the execution of the increase and/or the expiry of the deadline set by the Directors and/or the exhaustion of the delegation itself;

(e) approved to amend Article 5) of the Articles of Association as a result of the resolution referred to in the previous point a).

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The manager responsible for preparing the Company's accounting documents, Mr. Nicola Mastacchi, declares pursuant to paragraph 2 of article 154 bis of the Consolidated Law on Finance that the accounting information contained in this press release corresponds to the documentary evidence, books and accounting records.

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For further information, please refer to the documentation published on our website: www.valsoiaspa.com, in the "Investor Relations" section.

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Valsoia S.p.A. (www.valsoiaspa.com) founded in 1990, was a "pioneer" in the development of the Italian market of alternative vegetable products. Today it is a reference company in the health food market in Italy and has expanded its product portfolio to include traditional food brands. The Valsoia brand "Bontà e Salute" represents, for the consumer, innovation and attention to health through good, natural and healthy products. Since July 14, 2006, Valsoia S.p.A, has been listed on the Euronext Milan market organized and managed by Borsa Italiana S.p.A.

For further information

Valsoia S.p.A.

Nicola Mastacchi

Tel. +39 051 6086800

CDR Communication

Silvia Di Rosa

Cell +39 335 78 64209

Martina Zuccherini

Cell +39 339 43 45708