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Oggetto : The Shareholders' Meeting approves new
buyback plan. KPMG appointed for the period
2025-2027

Testo del comunicato

Vedi allegato



PRESS RELEASE

Racing Force: Shareholders' Meeting approves new buyback plan KPMG appointed for the period 2025-2027

Ronco Scrivia (GE, Italy), October 22nd, 2025 - The Shareholders' Meeting of Racing Force S.p.A. (the "**Company**") met today in ordinary session and approved the following resolutions.

- 1) *Authorization pursuant to and for the purposes of Articles 2357 et seq. of the Italian Civil Code for the purchase and subsequent disposal of treasury shares, subject to the revocation of the previous authorization granted on April 29, 2024 for the unexecuted portion.*

The Shareholders approved the revocation of the previous authorization for the purchase and disposal of treasury shares, granted on April 29, 2024, limited to the unexecuted portion, and granted a new authorization to the Board of Directors to carry out transactions for the purchase of ordinary treasury shares, up to a maximum number which, taking into account the Racing Force treasury shares held from time to time in the portfolio by the Company or by its subsidiaries, shall not exceed 20% of the share capital, in one or more tranches, within 18 months from the date of today's Shareholders' Meeting. The purchase shall be carried out in compliance with Article 25-bis of the Euronext Growth Milan Issuers' Regulations and within the limits of the distributable profits and available reserves resulting from the latest duly approved financial statements at the time of each transaction, it being understood that, pursuant to Article 2357, paragraph 1, of the Italian Civil Code, only fully paid-up shares may be purchased.

The Shareholders' Meeting also resolved that the purchase transactions of treasury shares shall be carried out on the Euronext Growth multilateral trading system in Milan and Paris at a consideration not lower or higher by more than 15% compared to the reference price recorded by the shares in the trading session preceding each individual transaction, in compliance with the trading conditions set forth in Article 3, paragraph 2, of Delegated Regulation (EU) 2016/1052 implementing Regulation (EU) 596/2014 (Market Abuse Regulation, hereinafter "**MAR**"), and in particular: (i) shares may not be purchased at a price higher than the higher of the price of the last independent transaction and the price of the current

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independent purchase offer on the trading venue where the purchase is carried out; (ii) it shall not be possible to purchase, on any trading day, a volume of shares exceeding 25% of the average daily trading volume of Racing Force shares in the 20 trading days preceding the purchase dates. The possibility of purchasing treasury shares represents for the Company a useful strategic investment opportunity, for any purpose permitted by applicable European and national regulations, including the purposes referred to in Article 5 of MAR and related implementing provisions, where applicable, and in market practices permitted pursuant to Article 13 of MAR.

Purchases may be carried out in the manner to be determined from time to time by the Board of Directors, through any method permitted under current regulations (Article 144-bis of the Issuers' Regulations), including a public tender offer, whereas the authorization for the disposal of treasury shares purchased and/or already held by the Company has been granted without time limits, pursuant to current provisions, in order to allow the Board of Directors to make use of the utmost flexibility, also in terms of timing, for carrying out acts of disposal of treasury shares.

With regard to acts of disposal and/or use of treasury shares purchased pursuant to this authorization or otherwise held in the Company's portfolio, such acts may be carried out, under the conditions and within the limits of law, pursuant to Article 2357-ter of the Italian Civil Code, at any time, in whole or in part, by sale on the market, in block trades or otherwise off-market, or by granting real and/or personal rights relating thereto (including, by way of example only, securities lending), even before the total quantity of treasury shares authorized for purchase has been acquired.

The Board of Directors may determine, in compliance with legal and regulatory provisions, the terms, methods and conditions of the acts of disposal of treasury shares deemed most appropriate in the Company's interest, including the free allocation in connection with the "2023–2025 Stock Grant Plan," as well as any future incentive plans aimed at motivating and retaining employees, collaborators, directors of the Company, its subsidiaries and/or other categories of persons discretionally selected by the Board of Directors.

Finally, it is noted that, as of today's date, the Company holds no. 106,500 treasury shares in its portfolio, equal to 0.39% of the share capital.

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2) *Amendment of the duration of the current statutory audit engagement entrusted to KPMG S.p.A.*

In light of the entry into force on March 27, 2024 of Law No. 21/2024 ("Legge Capitali"), and considering that issuers of financial instruments widely distributed among the public are no longer required under Article 17 of the aforementioned decree to appoint statutory auditors for a nine-year term, the Shareholders' Meeting approved the amendment of the duration of the current statutory audit engagement entrusted to KPMG S.p.A., reducing it from nine to three years, and therefore until the approval of the Company's financial statements as of December 31, 2027.

The minutes of the Shareholders' Meeting will be made available within the terms and according to the modalities provided by law, as well as on the Company's website at www.racingforce.com, under the section "*Investor Relations - Shareholders' Meetings*".

Racing Force Group

With main headquarters in Ronco Scrivia (Italy), Sakhir (Kingdom of Bahrain), and Mooresville (United States), Racing Force Group is the global leader in motorsport safety, innovation, and performance. Through its portfolio of brands – including OMP, Bell Racing, Zeronoise, and Racing Spirit – equips professional drivers, teams, and manufacturers, as well as passionate amateurs, with racewear, helmets, car parts, communication systems, and technical apparel. Racing Force Group is the only company in the motorsport industry to offer such a comprehensive range of products, contributing each year to numerous victories and titles in both car and kart racing. The Group has also diversified through its HPS brand, applying cutting-edge motorsport technologies to the defense sector.

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