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Oggetto	:	Racing Force: the Board of Directors approves the proposal to the Shareholders' Meeting for the new "2026-2028 Stock Grant Plan"

Testo del comunicato

Vedi allegato

PRESS RELEASE

Racing Force: the Board of Directors approves the proposal to the Shareholders' Meeting for the new "2026-2028 Stock Grant Plan"

An incentive plan linked to growth targets in consolidated Adj. EBITDA, Operating Cash Flow and Free Cash Flow

It was also proposed to grant the Board of Directors a delegation to increase the share capital over the next five years

Ronco Scrivia (GE, Italy), July 14th, 2026 – **Racing Force S.p.A.** (the "Company" or "RFG"), parent company of Racing Force Group, specialized in the development, production and marketing of safety components for motorsport worldwide, listed on the Euronext Growth segment in Milan (RFG) and Paris (ALRFG), announces that the Company's Board of Directors, meeting today, has approved the proposal to the Shareholders' Meeting to adopt a new incentive plan named the "2026-2028 Stock Grant Plan" (the "Plan"), addressed to directors, executives with strategic responsibilities, as well as to certain employees and consultants of the Company and/or the Group (the "Beneficiaries").

The Plan is structured over a three-year period (2026-2028) and provides for the possibility for the Beneficiaries to accrue, free of charge, rights to receive ordinary shares of the Company, up to a maximum total of 1,000,000 shares, divided into three tranches, one for each year covered by the Plan. The vesting of the rights is linked to the achievement of Group performance targets related to an increase in (i) consolidated adjusted EBITDA, (ii) consolidated Operating Cash Flow and (iii) consolidated Free Cash Flow, with the achievement of the adjusted EBITDA target as an enabling condition for the vesting of the rights linked to the other two parameters. The vesting term for all rights granted is a single one and coincides with December 31st, 2028.

The adoption of the Plan will be submitted to the approval of the Shareholders' Meeting, pursuant to and for the purposes of art. 114-bis of Legislative Decree No. 58/1998 (the "TUF"). For further information on the details of the Plan, please refer to the explanatory report of the Board of Directors, which will be made available to the public within the legal deadlines and in the manner provided by the applicable regulations, upon publication of the notice calling the Shareholders' Meeting.

On the same date, the Board of Directors also proposed to the Shareholders' Meeting the granting to the Board of Directors of a delegation pursuant to art. 2443 of the Italian Civil Code, for a period of five years from the date of the resolution, to increase the share capital up to a maximum total amount of 10% of the pre-existing share capital as of the date of the first exercise of the delegation, in a divisible manner and also in several tranches, also with the exclusion of option rights or free of charge, also pursuant to art. 2441, paragraphs 4, 5 and 8, and art. 2349 of the Italian Civil Code. The granting of the new delegation will be subject to the prior revocation, for the portion not executed, of the delegation granted by the extraordinary Shareholders' Meeting of April 28th, 2023, with the consequent proposed amendment of art. 5.1 of the Company's by-laws. The new delegation may also be used, among other things, to service the 2026-2028 Stock Grant Plan.

Lastly, the Board of Directors resolved to convene the Shareholders' Meeting, in ordinary and extraordinary session, on a date to be determined. The related notice calling the meeting will be published by separate press release, within the terms and in the manner provided by the applicable regulations.

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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