



POZZI MILANO

**Press Release**

**THE BOARD OF DIRECTORS OF POZZI MILANO APPROVES THE MERGER BY INCORPORATION  
PROJECT OF MASCAGNI CASA S.r.l. INTO POZZI MILANO S.p.A.**

**Monticelli Brusati (BS), August 28, 2025** – The Board of Directors of **Pozzi Milano S.p.A.** (“**Pozzi Milano**” or the “**Company**”), operating in the tableware fashion sector and owner of the “EasyLife” brand, as well as, through its subsidiary Pozzi Brand Diffusion S.r.l. (“**Pozzi Brand Diffusion**” – collectively with the Company, the “**Group**”), the “Pozzi” and “Castello Pozzi” brands, object of a licensing strategy, and the Board of Directors of Mascagni Casa S.r.l. (100% owned by Pozzi Milano), which met today, have approved the merger by incorporation project (the “**Merger Project**”) of Mascagni Casa S.r.l. (“**Mascagni Casa**” or the “**Incorporated Company**”) into Pozzi Milano (the “**Incorporating Company**”).

The merger by incorporation aims to rationalize the corporate structure through the incorporation of Mascagni Casa into Pozzi Milano, considering the strong integration between the administrative, financial, and operational processes of the two companies, as well as their shared presence in sourcing and sales markets. The merger will enable optimized management of resources and economic-financial flows, generating operational and administrative synergies and reducing general costs linked to duplicate functions.

Mascagni Casa, a company wholly owned by Pozzi Milano, operates in the home décor and furnishing accessories sector. Based in Casalecchio di Reno (BO), the company stands out for its constant focus on product innovation and quality of services offered, aiming to meet the needs of a clientele increasingly oriented towards products with refined details and in line with the latest trends. For further information and insights on the acquisition transaction, please refer to the press release of March 31, 2025 ([link](#) to the press release).

As of today, and upon completion of the Merger Project, the share capital of Mascagni Casa is entirely owned by Pozzi Milano; therefore, no shares of the Company will be assigned in exchange for the directly held interest in the Incorporated Company, which will thus be cancelled. Consequently, there will be no capital increase by Pozzi Milano to service the exchange ratio, nor any change in the number or characteristics of the Company’s outstanding shares, nor will any cash adjustment be granted.

Once the merger by incorporation is completed, Pozzi Milano will assume in its assets and liabilities all items belonging to Mascagni Casa.

The merger will take place based on book values; any merger differences arising following the cancellation of the investment will be treated in accordance with accounting principles.

The merger will, therefore, be completed using the “simplified procedure” referred to in Art. 2505, paragraph 1, of the Italian Civil Code, since Mascagni Casa is wholly owned by Pozzi Milano. Therefore, pursuant to Art. 2505, paragraph 1, of the Italian Civil Code, there is no need to prepare the reports of the administrative bodies of the companies involved in the merger required by Art. 2501-quinquies of the Italian Civil Code,



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which therefore have not been prepared, nor is it applicable to obtain the expert report referred to in Art. 2501-sexies of the Italian Civil Code regarding the fairness of the exchange ratio.

The Articles of Association of the Incorporating Company will not undergo any changes because of the merger, as the activity carried out by Mascagni Casa, which Pozzi Milano will assume as a result of the merger, is already included within the scope of activity and in Pozzi Milano's Articles of Association.

Decisions regarding the merger will be adopted for Pozzi Milano by the Administrative Body with notarial recording, as provided by the Company's Articles of Association, without prejudice to the right of shareholders representing at least 5% of the share capital to request (pursuant to Art. 2505, paragraph 3, of the Italian Civil Code), within 8 (eight) days from the filing of the Merger Project with the competent Companies Register, that such decision be adopted in an Extraordinary Shareholders' Meeting, while for the Incorporated Company, the resolution will be adopted by the Extraordinary Shareholders' Meeting.

The legal effects of the merger will commence, pursuant to Art. 2504-bis, paragraph 2, of the Italian Civil Code, from the date indicated in the merger deed, which may also be subsequent to the last of the filings required with the competent Companies Register. From that date, the Incorporating Company will assume all legal relationships, assets, and liabilities of the Incorporated Company, which will consequently cease to exist.

For accounting and tax purposes, pursuant to Art. 2501-ter of the Italian Civil Code, the transactions carried out by the Incorporated Company will be recorded in the financial statements of the Incorporating Company starting from the day following the closing date of the financial year of both companies prior to the effective date of the merger.

No specific treatment is envisaged for certain categories of shareholders, nor any special benefits for the directors of the companies involved in the merger.

Pursuant to the Procedure for Related Party Transactions ("**RPT Procedure**"), approved by the Company's Board of Directors on June 27, 2022, Pozzi Milano and Mascagni Casa are considered related parties, as the latter is wholly owned by the Company. However, it is specified that, pursuant to Art. 3.1.9 of the aforementioned RPT Procedure, the provisions regarding investigation, assessment, and approval of related party transactions do not apply, since the transaction involves companies wholly owned by the Company and there are no significant interests from other related parties. Therefore, Pozzi Milano will not be required to publish the information document relating to the merger by incorporation of Mascagni Casa, except for disclosure obligations as an issuer listed on Euronext Growth Milan.

In compliance with the applicable provisions of Art. 2501-septies of the Italian Civil Code, the Merger Project of Mascagni Casa into Pozzi Milano, accompanied by the documentation required by applicable regulations, will be filed in copy at the registered offices of the companies involved in the merger, as well as filed for registration with the competent Companies Register in compliance with the provisions of Art. 2501-septies of the Italian Civil Code, and published on the Company's website at [www.pozzimilano.it](http://www.pozzimilano.it), section *Investor Relations/Extraordinary Transactions*, and on the Borsa Italiana S.p.A. website at [www.borsaitaliana.it](http://www.borsaitaliana.it),



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section *Shares/Documents*, in compliance with the applicable provisions of the Euronext Growth Milan Issuers' Regulations. The Company will promptly inform the public of such filing and publication.

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For the transmission and storage of regulated information, the Company utilizes the 1Info dissemination system ([www.1info.it](http://www.1info.it)), managed by Computershare S.p.A., headquartered in Milan, Via Lorenzo Mascheroni no. 19, and authorized by CONSOB.

This press release is available on the Company's website ([www.pozzimilano.it](http://www.pozzimilano.it)) in the Investor Relations/Financial Press Releases section and on [www.1info.it](http://www.1info.it).

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### **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 decor and furniture accessories sector, and, in July 2025, with the acquisition of 100% of Venditio SAS, a French master agent specialized in the promotion and sale of tableware and kitchenware products.

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