

PRESS RELEASE

## Approval of a related party transaction of greater significance

### Continuation of the share buyback programme

Filago, 22 April 2024

Neodecortech S.p.A. ("**NDT**" or the "**Company**"), one of Europe's top players in the production of decorative papers for laminated panels and flooring used in interior design, listed on the Euronext Milan market, organized and managed by Borsa Italiana S.p.A. - STAR Segment, announces that the Board of Directors met today and resolved on the following.

#### Related party transaction of greater significance

The Board of Directors of NDT, as well as the Boards of Directors of the subsidiaries of NDT, Cartiere di Guarcino S.p.A. ("**CDG**") and Bio Energia Guarcino S.r.l. ("**BEG**"), met today and approved, within their respective remit, the conclusion between NDT and CDG and between CDG and BEG, of two amending agreements to the intercompany current account contracts concluded on 18 February 2023, to increase - for a limited period of 12 months from the conclusion of the amending agreements - the maximum amount that each company can make available to the other party on each current account (the "**Transaction**"). In this regard, the Company informs that the Group is awaiting the forthcoming resolutions by ARERA that will unlock the collection by BEG of receivables related to revenue expected from the so-called "Maximization scheme", which ended on 30 September 2023, and the resolutions regulating the "minimum guaranteed prices" scheme that allowed for the continuity of operations of BEG's power plant in mid-December 2023. Pending the issuance of the above resolutions and the resulting collection of receivables, to ensure the smooth operation of BEG's power plant, the Group intends to put the Transaction in place to support BEG's temporary financial needs by using internal resources through the intercompany current account tool. This also upholds the Group's high ESG profile by abstaining from the use of carbon-based sources and instead opting for sustainable liquid biomass as an alternative for generating electricity and steam required for CDG's operations.

The Transaction constitutes a related party transaction under the Appendix to the Regulation adopted by CONSOB by resolution no. 17221 of 12 March 2010, as subsequently amended (the "**RPT Regulation**") and the Appendix to the Procedure for Related Party Transactions adopted by the Board of Directors of the Company (the "**RPT Procedure**"), as NDT directly controls CDG, which in turn controls BEG. While this Transaction qualifies as a transaction put in place with and between subsidiaries, it does not fall within the "exempt" related party transactions under Article 11.2(iv) of the RPT Procedure, as there are significant interests of other related parties of the Company.

The Transaction qualifies as a transaction of "greater significance" under Article 4, Paragraph 1, Letter (a) of the RPT Regulation and Article 2.1 of the RPT Procedure, as the significance ratio relating to the transaction's value in Annex 3 to the RPT Regulations is greater than 5%. However, since pursuant to Article 7.2.9 of the RPT Procedure, NDT avails itself of the waiver granted by Article 10 of the RPT Regulation, the Transaction was approved in accordance with the procedure set forth in the RPT Procedure for the approval of "less significant" related party transactions, subject to the disclosure requirements of Article 5 of the RPT Regulation.

Therefore, the Company has put in place all the necessary measures for the proper qualification of the Transaction, subjecting it to the appropriate procedure identified in the RPT Regulation and the RPT Procedure.

The Board of Directors of the Company approved the Transaction, after the Related Party Committee issued a

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reasoned favourable opinion on the Company's interest in the completion of the Transaction, as well as on the advantage and substantive fairness of its conditions.

The information document on the Transaction, prepared pursuant to Article 5 of the RPT Regulation as well as pursuant to Article 10 of the RPT Procedure, has been made publicly available at the company's registered office, on Neodecortech's website at [www.neodecortech.it](http://www.neodecortech.it) (*Investor/Investor Relations/Operazioni con parti correlate* section) as well as on the authorized storage mechanism 1Info, at [www.1info.it](http://www.1info.it).

## **Continuation of the share buyback programme**

The Board of Directors, in execution of the authorization to purchase treasury shares issued by the Shareholders' Meeting on 19 April 2024 - which supersedes the authorization issued by the latter on 27 April 2023 -, also resolved to continue with the implementation of the share buyback programme initiated on 15 May 2023 and currently in place. In this regard, it should be noted that for the implementation of the above programme, on 15 May 2023 the Company assigned and, to the extent necessary, confirmed today, to a primary intermediary the task of taking and executing, in full independence, decisions on the purchase of NDT shares, in compliance with the contractually predefined parameters and criteria as well as with the provisions of the applicable regulations and the authorizing resolution of the Shareholders' Meeting. The purpose of the programme is to increase the portfolio of treasury shares to (i) initiate, directly or through intermediaries, any investment transactions also to contain abnormal price movements, to stabilize trading and price trends, and to support the share's liquidity in the market, (ii) preservation for subsequent use (so-called "shares stock"), (iii) use to service compensation and incentive plans based on financial instruments and reserved for directors and employees of NDT and/or companies directly or indirectly controlled by it.

The unit purchase price can neither be 10% higher nor lower than the reference price recorded by the NDT share in the trading session preceding each individual transaction. For further information, refer to the press release dated last 15 May 2023, available on the Company website [www.neodecortech.it](http://www.neodecortech.it) (*Investor/Investor Relations/Operazioni con parti correlate* section) and on the authorized storage mechanism "1Info" at [www.1info.it](http://www.1info.it). NDT will continue to disclose to the market, in accordance with current regulations, details of the purchase transactions carried out. To date, the Company holds 388,000 treasury shares (equal to 2.73% of the share capital), while its subsidiaries do not hold NDT shares.

## **Neodecortech S.p.A.**

Neodecortech is one of Europe's top players in the production of decorative surfaces for laminated panels and flooring used in interior design. The Group's business is in the production of complete and technologically advanced solutions for the realization of interior design projects, covering all stages of the production process for the production of decorative paper, from raw material management, through surface finishing and impregnation, up to the finished product and the management of end-of-line logistics. The Group offers 7 product categories: decorative papers; decorative printings; finish foil; melamine film; PPF and PPLF; laminates; EOS anti-fingerprint surfaces ([www.neodecortech.it](http://www.neodecortech.it)).

ISIN Code ordinary shares: IT0005275778

For further information:

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There will be no offer to the public of the Company's shares either in Italy or in the United States, Australia, Canada or Japan or elsewhere.

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