

Filago, 29 April 2025

NEODECORTECH S.P.A. SHAREHOLDERS' MEETING APPROVES 2024 FINANCIAL STATEMENTS, DISTRIBUTION OF A DIVIDEND OF € 0.15 PER SHARE AND APPOINTS NEW BOARD OF DIRECTORS

The Shareholders' Meeting also:

- approved the authorization to purchase treasury shares, upon revocation of the authorization to purchase treasury shares granted by the Shareholders' Meeting of 19 April 2024;
- approved the remuneration policy for 2025 and expressed a favorable opinion on the report on compensation paid in 2024 (pursuant to Article 123-ter of Legislative Decree No. 58/1998);
- appointed BDO Italia S.p.A. to certify the compliance of the consolidated sustainability reporting, subject to the Company's continuing obligation to prepare such reporting in 2026, with regard to the year ending 31 December 2025.

The sustainability report for 2024 was presented at the Shareholders' Meeting.

The newly-elected Board of Directors, which met after the Shareholders' Meeting:

- granted proxies to Luigi Cologni and Massimo Giorgilli;
- appointed Francesco Megali as Lead Independent Director;
- assessed the fulfilment of the requirements for the members of the Board of Directors;
- established the Board Committees and appointed their members;
- confirmed the Financial Reporting Manager;
- approved the termination of the existing share buyback programme and the initiation of a new programme.

Neodecortech S.p.A. ("**NDT**" or the "**Company**"), one of Europe's top players in the production of decorative surfaces for laminated panels and flooring used in interior design, listed in the Euronext STAR Milan ("STAR") segment organized and managed by Borsa Italiana S.p.A., announces that the Shareholders' Meeting of the Company, chaired by Vice-Chairman Gianluca Valentini, met today in single call and resolved on the following:

Financial statements at 31 December 2024 and allocation of profit for the year

The Shareholders' Meeting reviewed and approved the Financial Statements at 31 December 2024, as prepared by the Board of Directors last 19 March 2025, which closed with a net profit of € 4,111,012.61.

The Shareholders' Meeting also approved to distribute a dividend of € 15 cents per share gross of tax. The ex-dividend date (coupon no. 7) is set for 19 May 2025, and the payment date for 21 May 2025 (record date 20 May 2025).

The Shareholders' Meeting also took note of the NDT Group's consolidated financial statements for the year ended 31 December 2024, and the sustainability report, prepared by the Company on a voluntary basis.

For further information, reference is made to (i) the press release dated 19 March 2025, and (ii) the explanatory reports on the 1° (first), 2° (second), 3° (third) and 4° (fourth) items on the agenda of the Shareholders' Meeting of Neodecortech of 29 April 2025, available on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section), as well as on the authorized storage mechanism "1Info" at www.1info.it.

Purchase and disposal of treasury shares

**Decors and surfaces
for sustainable living.**

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



The Shareholders' Meeting approved the authorization for (i) the purchase, also in several tranches and for a period of eighteen months, of ordinary shares of the Company, with no par value, up to a maximum amount, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, no higher than a total of 10% of Neodecortech's share capital, therefore in compliance with legal limits; and for (ii) the disposal, with no time limits, of treasury shares purchased and/or any shares held in the Company's portfolio.

For further information, reference is made to the explanatory report on the 5° (fifth) item on the agenda of the Shareholders' Meeting of Neodecortech of 29 April 2025, available on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section), as well as on the authorized storage mechanism "1Info" at www.1info.it.

Appointment of the Board of Directors for 2025, 2026 and 2027

The Shareholders' Meeting set the number of directors at 7 (seven) and appointed the new Board of Directors, which will remain in office until the Shareholders' Meeting called to approve the financial statements at 31 December 2027, composed as follows:

Board of Directors		
Name and Surname	Office	List
Gianluca Valentini	Chairman of the Board of Directors	List No. 1 submitted by Finanziaria Valentini S.p.A., owner of 58.55516% of the share capital, which received 80.427% of the votes at the Shareholders' Meeting (" Majority List ")
Luigi Cologni	Chief Executive Officer	Majority list
Massimo Giorgilli	Managing Director	Majority list
Francesco Megali (*)	Lead Independent Director	Majority list
Vittoria Giustiniani	Director	Majority list
Monica Girardi (*)	Director	Majority list
Cinzia Morelli (*)	Director	List No. 2 submitted by institutional shareholders holding a total of 8.14180% of the share capital, which received 19.573% of the votes at the Shareholders' Meeting (" Minority List ")

(*) directors who meet the independence requirements established by current regulations and the Corporate Governance Code

The Shareholders' Meeting also resolved to determine a total annual fee for all directors of € 340,000.00 (three hundred forty thousand/00) (of which: € 150,000 (one hundred fifty thousand/00) to the Chairman of the Board of Directors, € 25,000 (twenty-five thousand/00) for each of the other directors, € 4,000 (four thousand/00) to the lead independent director; and the remaining € 36,000 (thirty-six thousand/00) to be distributed, by the Board of Directors, among the directors participating in the Board Committees) as well as to defer to the Board of Directors (after hearing the opinion of the Board of Statutory Auditors) the determination of the compensation to be paid to the directors holding special offices.

Additionally, to date, based on the information available to the Company, Gianluca Valentini appears to indirectly hold n. 8,325,385 Neodecortech shares, Luigi Cologni appears to directly hold n. 200,000 Neodecortech shares and Massimo Giorgilli appears to directly hold n. 197,486 Neodecortech shares.

The *curriculum vitae* of each director, as well as information on the lists from which they were selected, can be found on the website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section).

Report on the Remuneration Policy for 2025 and on Compensation Paid in 2024 pursuant to Article 123-ter of the TUF

The Shareholders' Meeting (i) approved with a binding vote - pursuant to and for the purposes of Article 123-ter,

**Decors and surfaces
for sustainable living.**

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



paragraphs 3-bis and 3-ter, of the TUF - and the first section of the Report on the Remuneration Policy and on Compensation Paid (*i.e.*, the remuneration policy for 2025) and (ii) cast a favourable advisory vote - pursuant to and for the purposes of Article 123-ter, paragraph 6, of the TUF - on the second section of the Report on the Remuneration Policy and on Compensation Paid (*i.e.*, the report on compensation paid in 2024).

For further information, reference is made to: (i) the explanatory report on the 7° (seventh) item on the agenda of the Ordinary Shareholders' Meeting of Neodecortech of 29 April 2025, available on the Company website www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section) and on the authorized storage mechanism "1Info" at www.1info.it; and to (ii) the Remuneration Report for 2025 and on Compensation Paid in 2024 available on the Company website www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section).

Appointment of BDO Italia S.p.A. to certify the compliance of the consolidated sustainability reporting The Shareholders' Meeting approved the appointment of BDO Italia S.p.A. to certify the compliance of Neodecortech S.p.A.'s consolidated sustainability reporting for the years 2025-2027, for an annual fee of € 41,000. This assignment is conditional upon Neodecortech being required to provide sustainability reporting in 2026, referring to the year ending 31 December 2025.

For further information, reference is made to the explanatory report on the 8° (eighth) item on the agenda of the Ordinary Shareholders' Meeting of Neodecortech of 29 April 2025, available on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section), as well as on the authorized storage mechanism "1Info" at www.1info.it.

Other information

The summary report of the voting will be made available on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section), within the time limits of law, in compliance with Article 125-quater of the TUF.

The minutes of the Shareholders' Meeting will be made publicly available at the Company's registered office, on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section) and on the authorized storage mechanism 1Info, at www.1info.it within the time limits of law.

Also today, following the conclusion of the Shareholders' Meeting, the Company's newly-appointed Board of Directors held its first meeting and adopted the following resolutions:

Granting of powers to the members of the Board of Directors

The Board of Directors confirmed Luigi Cologni and Massimo Giorgilli as managing directors, and confirmed Luigi Cologni as Chief Executive Officer, in charge of the internal control and risk management system and employer pursuant to Legislative Decree no. 81 of 9 April 2008.

Appointment of the Lead Independent Director

The Board of Directors appointed Francesco Megali as Lead Independent Director of the Company in compliance with recommendations 13 and 14 of the Corporate Governance Code.

Verification of the professionalism, integrity and independence requirements of directors

The Board of Directors - based on the statements made by the directors and the information available to the Company - acknowledged the fulfilment of the legal requirements for all directors, and ascertained and confirmed the fulfilment of the independence requirements for directors Francesco Megali, Monica Girardi and Cinzia Morelli pursuant to Article 148, paragraph 3, of the TUF (as referred to in Article 147-ter, paragraph 4, of the TUF), as well as Article 2 of the Corporate Governance Code. The Board of Statutory Auditors assessed the correct application of the criteria and

Decors and surfaces for sustainable living.

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



procedures adopted by the Board to evaluate the independence of its members.

Establishment of Board committees

The Board of Directors also resolved to establish, for the three-year period 2025-2027, three Board committees formed as follows:

- Related Party Committee (formed of directors Cinzia Morelli (Chair), Francesco Megali and Monica Girardi);
- Remuneration and Appointments Committee (formed of directors Monica Girardi (Chair), Vittoria Giustiniani and Cinzia Morelli, all with specific expertise in financial matters or pay policies, as assessed by the Board on appointment);
- Control, Risk and Sustainability Committee (formed of directors Francesco Megali (Chairman), Cinzia Morelli and Vittoria Giustiniani, all with specific expertise in the Company's line of business and in risk management, as assessed by the Board on appointment).

Confirmation of the Financial Reporting Manager

Marina Fumagalli, the Company's Chief Financial Officer, who has the appropriate expertise in administration, finance and control, as well as the necessary integrity requirements, was confirmed by the Board of Directors as the Financial Reporting Manager, prior to the opinion of the Board of Statutory Auditors.

Termination of the share buyback programme and initiation of a new programme

The Board of Directors, taking into account the fact that today's Shareholders' Meeting approved the authorization of the purchase and disposal of treasury shares, subject to revocation, for the unexecuted portion, of the authorization resolution passed by the Shareholders' Meeting on 19 April 2024, resolved to:

- terminate the share buyback programme (previously initiated on 15 May 2023 and continued on 22 April 2024, as last extended on 25 October 2024). Under the programme, a total of 485,000 treasury shares were purchased at an average price of € 3.0080 per share, for a total of € 1,458,874.56;
- initiate the share buyback programme under the purchase authorization approved by today's Shareholders' Meeting (the "Programme").

In this regard, it should be noted that for the implementation of the Programme, the Company assigned 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.

Available details of the Programme are provided below, pursuant to Article 144-bis of CONSOB Regulation No. 11971/1999 (the "Issuer Regulation").

Purpose of the Programme

The purpose of the Programme is to increase the portfolio of treasury shares:

- to undertake any investments, directly or through intermediaries, including for the purpose of containing abnormal movements in share prices, stabilizing share trading and prices, supporting the liquidity of the share on the market, in order to foster the regular conduct of trading beyond normal fluctuations related to market performance, without prejudice in any case to compliance with applicable statutory provisions;
- for storage and subsequent use (so-called "shares stock"), including: consideration in extraordinary transactions, including exchange or sale of equity investments, to be carried out by exchange, contribution or other act of disposal and/or use, with other parties, including allocation to service bonds convertible into shares of the Company or bonds with warrants;
- for use to service remuneration and incentive plans based on financial instruments intended for directors and employees of the Company and/or companies directly or indirectly controlled by it, either through the free grant of

Decors and surfaces for sustainable living.

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



purchase options or through the free allocation of shares (so-called stock option and stock grant plans) pursuant to Article 114-*bis* of the TUF, as well as plans for the free allocation of shares to shareholders.

Price and maximum amounts

The Programme provides for the purchase, including in more than one tranche, of NDT ordinary shares, with no par value, up to a maximum amount, taking into account the NDT ordinary shares held in the portfolio of the Company and its subsidiaries from time to time, no higher than a total of 10% of the share capital of the Company and, in any case, in compliance with the limits set by Italian and EU regulations and with market practices allowed to fulfil the objectives.

The purchase, including in more than one tranche, must be made within the limits of the distributable profits and/or available reserves resulting from the latest financial statements duly approved at the time of the transaction, setting up a treasury shares reserve and, in any case, making the necessary accounting entries in the manners and within the limits of law, and only fully paid-up shares may be purchased. Purchases must be made at a unit purchase price neither 10% higher nor lower than the closing price recorded by the share in the trading session before each single transaction. Daily purchase amounts shall not exceed 25% of the average daily volume of shares on the trading venue where the purchase is made.

Duration

The Programme will start today and will end by the expiration date of the authorization of the Shareholders' Meeting (*i.e.*, by 29 October 2026).

Buyback procedures

The Programme will be coordinated by an authorized intermediary who will make the purchases of shares independently, with no influence from NDT as far as the time of purchase is concerned. Purchases of treasury shares will be carried out exclusively on the regulated market Euronext Milan in compliance with Article 132 of the TUF, Articles 144-*bis* and 144-*bis*.1 of the Issuer Regulation and in accordance with the provisions of Article 5 of EU Regulation 596/2014, EU Delegated Regulation 2016/1052, as well as in accordance with market practices, from time to time permitted under current regulations.

Changes to the Programme and subsequent disclosures

Any subsequent changes to the Programme will be promptly disclosed to the public by the Company in the manners and within the time limits of applicable law. Under such Programme, the Company will notify the market of the transactions carried out in the manners and within the time limits of applicable regulations.

As of today's date, NDT holds 610,000 treasury shares equal to approximately 4.290% of the share capital, purchased based on previous share buyback programmes. NDT's subsidiaries do not hold shares in the Company.

Pursuant to Article 154-bis, paragraph 2, of the TUF, Marina Fumagalli, the Financial Reporting Manager, declares that the accounting information contained in this press release is consistent with the underlying accounting documents, books and records.

Decors and surfaces for sustainable living.

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



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).

ISIN Code ordinary shares: IT0005275778 For

further information:

Specialist	Investor Relator
BPER Banca S.p.A.	Neodecortech S.p.A.
neodecortech@bper.it	T +39 035 99 63 02
051-2756537	F +39 035 99 52 25
www.bper.it	Luigi Cogni
	investor.relations@neodecortech.it
	www.neodecortech.it

* * *

This press release is for informational purposes only and does not constitute an offer to the public or an invitation to subscribe or purchase financial instruments in Italy or any other country where such offer or solicitation would be subject to restrictions or authorization by local authorities or otherwise prohibited by law. This press release may not be published, distributed or transmitted to the United States, Canada, Australia or Japan. The shares mentioned in this press release cannot be offered or sold in either Italy or the United States or any other jurisdiction without registration under the applicable provisions or an exemption from the obligation to register under the applicable provisions. The shares mentioned in this press release have not been and will not be registered under the US Securities Act of 1933 nor under the applicable provisions in Italy, Australia, Canada, Japan or any other jurisdiction.

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.

Decors and surfaces for sustainable living.

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331

