

# NEO DECOR TECH

**BOARD OF DIRECTORS' EXPLANATORY REPORT**  
**ON THE FIRST, SECOND AND THIRD ITEMS ON THE AGENDA OF THE SHAREHOLDERS'**  
**MEETING OF NEODECORTECH S.P.A.**  
**CONVENED ON 29 APRIL 2025 IN SINGLE CALL**

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**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS OF NEODECORTECH S.P.A.  
ON THE PROPOSED RESOLUTIONS OF THE SHAREHOLDERS' MEETING**

Shareholders,

you have been convened on 29 April 2025 for the Shareholders' Meeting ("**Meeting**") of Neodecortech S.p.A. ("**Neodecortech**" or the "**Company**") to resolve, *inter alia*, on the approval of the financial statements at 31 December 2024, the allocation of the result for the year and dividend distribution (agenda items 1 and 2), and to review the consolidated financial statements at 31 December 2024 (agenda item 3).

This Report - prepared pursuant to Article 125-*ter*, paragraph 1, of Legislative Decree no. 58 of 24 February 1998, as amended and supplemented (the "**TUF**") and Article 84-*ter* of the Regulation adopted by CONSOB Resolution no. 11971 of 14 May 1999 (the "**Issuer Regulation**"), as amended and supplemented, and in accordance with Annex 3A to the Issuer Regulation (the "**Report**") - sets forth the proposals that the Board of Directors of Neodecortech intends to submit to your approval with regard to the above items one, two and three on the agenda of the Meeting.

At its meeting on 19 March 2025, the Board of Directors of the Company approved this Report, which was made publicly available within the time limits and in the manner envisaged by law and regulations, at the Company's registered office in Via Provinciale 2, Filago (BG), on the website ([www.neodecortech.it](http://www.neodecortech.it), *Investors – Assemblee azionisti* section) and on the authorized storage mechanism "*1info*" at [www.1info.it](http://www.1info.it).

Additionally, the documents related to the first, second and third items on the agenda ("**Documents**") are made available within the twenty-one days prior to the Meeting, and, in any case, within 90 days after the end of the year, thus by 1 April 2025, at the registered office in Via Provinciale 2, Filago (BG), as well as on the website (at [www.neodecortech.it](http://www.neodecortech.it), *Investors – Assemblee azionisti* section) and on the authorized storage mechanism "*1info*" at [www.1info.it](http://www.1info.it).

**1. Review and approval of the financial statements of Neodecortech S.p.A. at 31 December 2024, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Certification of the Financial Reporting Manager. Relevant and ensuing resolutions.**

With regard to item one on the agenda of the Meeting, the Board of Directors intends to submit for your review and approval, in accordance with the law, the draft financial statements of Neodecortech for the year ended 31 December 2024 (composed of the statement of financial position, income statement, statement of cash flows, statement of changes in equity, and notes to the financial statements), including the Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Certification of the Financial Reporting Manager ("**Financial Reporting Manager**"), pursuant to Article 154-*bis*, paragraph 5, of the TUF.

In this regard, Shareholders are informed that the financial statements of Neodecortech at 31 December 2024 have been prepared in accordance with the provisions of Regulation (EC) no. 1606/2002 of the European Parliament and of the Council, in accordance with the International Financial Reporting Standards (IFRSs) in force at 31 December 2024, issued by the International Accounting Standard Board (IASB) and adopted pursuant to the Italian and European regulatory

provisions, *pro tempore* in force and applicable, including Commission Delegated Regulation (EU) 2019/815 of 17 December 2018.

The financial statements of the Company at 31 December 2024 show:

- revenue from contracts with customers amounting to € 64,134 thousand and other revenue and income amounting to € 1,742 thousand;
- operating costs amounting to € 61,814 thousand;
- net financials amounting to € 3,385 thousand;
- profit before tax amounting to € 4,124 thousand; and
- net profit amounting to € 4,111 thousand.

The draft financial statements of the Company at 31 December 2024 were reviewed and approved by the Board of Directors of Neodecortech at its meeting held on 19 March 2025.

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Shareholders,

in connection with the above, the Board of Directors of the Company proposes the Shareholders' Meeting to pass the following resolution:

#### **PROPOSED RESOLUTION**

*"The Shareholders' Meeting of Neodecortech S.p.A.,*

- *having reviewed the draft financial statements of Neodecortech S.p.A. at 31 December 2024;*
- *having regard to the Directors' Report on Operations;*
- *having acknowledged the Board of Statutory Auditors' Report, prepared pursuant to Article 2429 of the Italian Civil Code, the Independent Auditors' Report, prepared in accordance with the provisions of Regulation (EU) no. 537/2014 and Legislative Decree no. 39 of 27 January 2010, as amended and supplemented, and the additional documents required by law, and*
- *having reviewed the Explanatory Report of the Board of Directors,*

#### ***resolves***

1. *to approve the financial statements of Neodecortech S.p.A. at 31 December 2024."*

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#### **2. Proposed allocation of profit for the year and dividend distribution. Relevant and ensuing resolutions.**

With regard to item two on the agenda of the Meeting, the Board of Directors, subject to the approval of the financial statements for the year ended 31 December 2024, intends to submit for your review and approval, in accordance with the law, the proposal to allocate profit for 2024, amounting to € 4,111,012.61, as follows: (i) € 205,550.63 to the legal reserve, (ii) € 3,886,617.46 to the reserve for the revaluation of undistributed investments recorded in accordance with Legislative Decree no. 38/2005, Article 6, paragraph 1 and (iii) € 18,844.52 to the extraordinary reserve.

The Board of Directors intends to submit for your review and approval, the proposal to distribute to the Shareholders, an ordinary gross dividend of € 0.15 for each of the outstanding ordinary shares, thus excluding treasury shares (payment on 21 May 2025, ex-dividend date n. 7 (ISIN code IT0005275778) on 19 May 2025 and record date - the accounting day at the end of which the evidence of the accounts is authentic for the purposes of entitlement to payment of the dividend - on 20 May 2025);

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Shareholders,

in connection with the above, the Board of Directors of the Company proposes the Shareholders' Meeting to pass the following resolution:

#### **PROPOSED RESOLUTION**

*"The Shareholders' Meeting of Neodecortech S.p.A.,*

- *having reviewed the draft financial statements of Neodecortech S.p.A. at 31 December 2024;*
- *having regard to the Directors' Report on Operations;*
- *having acknowledged the Board of Statutory Auditors' Report, prepared pursuant to Article 2429 of the Italian Civil Code, the Independent Auditors' Report, prepared in accordance with the provisions of Regulation (EU) no. 537/2014 and Legislative Decree no. 39 of 27 January 2010, as amended and supplemented, and the additional documents required by law, having reviewed the Explanatory Report of the Board of Directors,*

#### **resolves**

1. *to allocate net profit for the year as follows: (i) € 205,550.63 to the legal reserve, (ii) € 3,886,617.46 to the reserve for the revaluation of undistributed investments recorded in accordance with Legislative Decree no. 38/2005, Article 6, paragraph 1 and (iii) € 18,844.52 to the extraordinary reserve;*
2. *to distribute to Shareholders an ordinary gross dividend of € 0.15 for each of the outstanding ordinary shares, thus excluding treasury shares (payment on 21 May 2025, ex-dividend date n. 7 ISIN code IT0005275778 on 19 May 2025 and record date - the accounting day at the end of which the evidence of the accounts is authentic for the purposes of entitlement to payment of the dividend - on 20 May 2025);*
3. *to empower, severally and with single signatures, the Chairman of the Board of Directors pro tempore and the Chief Executive Officer pro tempore, with the sub-proxy option, to carry out all activities related to, consequential to, or otherwise connected with the implementation of the resolutions referred to in points above."*

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3. **Presentation of the consolidated financial statements of the Neodecortech Group at 31 December 2024, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Certification of the Financial Reporting Manager.**

With regard to item three on the agenda of the Meeting, the Board of Directors intends to submit for your review the consolidated financial statements of the Neodecortech Group at 31 December 2024, prepared by Neodecortech, as a joint stock company controlling other companies in compliance with Article 25 of Legislative Decree no. 127 of 9 April 1991, and IFRS 10, and including the Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Certification of the Financial Reporting Manager pursuant to Article 154-

*bis*, paragraph 5, of the TUF.

The consolidated financial statements of the Neodecortech Group at 31 December 2024 were also prepared in accordance with the provisions of Regulation (EC) no. 1606/2002 of the European Parliament and of the Council, in accordance with the International Financial Reporting Standards (IFRSs) in force at 31 December 2024, issued by the International Accounting Standard Board (IASB) and adopted pursuant to the Italian and European regulatory provisions, pro tempore in force and applicable, including Commission Delegated Regulation (EU) 2019/815 of 17 December 2018.

The consolidated financial statements of the Neodecortech Group at 31 December 2024 show:

- revenue from contracts with customers amounting to € 168,575 thousand and other revenue and income amounting to € 4,108 thousand;
- operating costs amounting to € 155,105 thousand;
- net financials amounting to a negative € 2,307 thousand;
- profit before tax amounting to € 5,177 thousand;
- net profit amounting to € 3,977 thousand.

The consolidated financial statements of the Neodecortech Group at 31 December 2024 were reviewed and approved by the Neodecortech Board of Directors meeting held on 19 March 2025.

The following Documentation will be made available:

- the Directors' Report on Operations at 31 December 2024, accompanied by the Board of Statutory Auditors' Report;
- the consolidated financial statements of the Neodecortech Group for the year ended 31 December 2024;
- the notes to the consolidated financial statements of the Neodecortech Group for the year ended 31 December 2024;
- the Independent Auditors' Report on the Consolidated Financial Statements of the Neodecortech Group for the year ended 31 December 2024, prepared in accordance with the provisions of Regulation (EU) no. 537/2014 and 27 January 2010, no. 39, as amended and supplemented;
- the certification by the Financial Reporting Manager and the legal representative and executive Chairman of Neodecortech, pursuant to Article 154-*bis*, paragraph 5, of the TUF.

All that said, the Neodecortech Shareholders' Meeting is called to review the consolidated financial statements of the Neodecortech Group at 31 December 2024.

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Filago, 19 March 2025

For the Board of Directors  
The Vice Chairman  
signed Gianluca Valentini