



Press Release

Ordinary Shareholders' Meeting of Indel B S.p.A.

Annual Financial Statements at 31 December 2025 approved
Distribution of a dividend of Euro 0.60 per share approved
Report on the Remuneration Policy approved
Members by the Board of Directors and the Board of Statutory Auditors appointed for FYs 2026-2028
Treasury share purchase and disposal authorised

Sant'Agata Feltria (Rimini), 25 May 2026 – The Shareholders' Meeting of **Indel B S.p.A.** – a company listed on the Borsa Italiana EXM and parent company of a group that operates in the manufacture of cooling systems for mobile and mobile living for the Automotive, Hospitality and Leisure time markets (pleasure boats and recreational vehicles) – met today in an ordinary session, during which it approved the annual financial statements as at 31 December 2025, and the allocation of profits for the period, approving the distribution of a dividend of Euro 0.60 per share.

The Shareholders' Meeting also reviewed the Group's consolidated financial statements for the 2025 financial year, approved the report on the Remuneration Policy, appointed the Company's Board of Directors and Board of Statutory Auditors, and authorised the purchase and disposal of treasury shares.

Approval of the 2025 annual financial statements

In FY 2025, the Company recorded revenues of Euro 123.3 million, down 1.3% on the Euro 124.9 million booked for FY 2024.

EBITDA amounted to Euro 12.5 million compared to Euro 11.5 million in FY 2024.

EBIT amounted to Euro 6.8 million, up from Euro 6.7 million in 2024.

Net profits amounted to Euro 9.9 million (7,2 million in 2024).

The Statement of Financial Position reports Shareholders' Equity of Euro 100.2 million and Net Financial Position negative at Euro 27.0 million.

The Shareholders' Meeting approved the 2025 Financial Statements and resolved to allocate the profit of Euro 9,929,152 as follows:

- the distribution of a dividend for a maximum amount of Euro 3,505,200, equal to a gross dividend per share of Euro 0.60 for each of the Company's outstanding shares, excluding treasury shares held, with an ex-dividend date no. 8 on 1 June 2026, 2 June 2026 as the record date and 3 June 2026 as the payment date;
- the remainder to the extraordinary reserve.

The Shareholders' Meeting also reviewed the FY 2025 consolidated financial statements of the Indel B Group and the accompanying supporting documentation.

Approval of the Report on Remuneration and Remuneration Paid

The Shareholders' Meeting approved the first section of the Report on Remuneration and expressed a favourable opinion on the second section of the Report on Remuneration prepared by the Board of Directors in accordance with Art. 123-ter of Italian Legislative Decree no. 58/1998 and Art. 84-Quater of CONSOB Regulation no. 11971/1999.

Appointment of the members of the Board of Directors

The Shareholders' Meeting, based on the lists received, appointed the new Board of Directors, which will be in office for the financial years 2026-2028, and therefore until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2028, setting the number of members of the Board of Directors at 10 (ten). The following members have been appointed:

- 1) Antonio Berloni - Chairman
- 2) Luca Bora
- 3) Paolo Berloni
- 4) Claudia Amadori
- 5) Annalisa Berloni
- 6) Monique Camilli
- 7) Francesco Pedini Amati
- 8) Fernanda Pelati
- 9) Mirco Manganello
- 10) Lorenzo Cappellotto

The directors Fernanda Pelati and Lorenzo Cappellotto have certified that they meet the independence requirements set out in Article 148, paragraph 3 of the Consolidated Law on Finance (applicable pursuant to Article 147-ter, paragraph 4 of the Consolidated Law on Finance) and in the Corporate Governance Code promoted by Borsa Italiana S.p.A. The existence of the independence requirements, as well as the requirements of integrity, will be verified and confirmed at the first meeting of the Board of Directors.

The CVs of the Board's Directors are available for consultation on the company's website www.indelbgroup.com - in the Governance - Shareholders' Meeting section.

The Shareholders' Meeting also set the total gross annual remuneration for all members of the Board of Directors at EUR 513,000, to be divided among the members of the Board of Directors in the amount to be determined by the Board of Directors, without prejudice to the possibility for the Board of Directors to determine additional remuneration in favour of any directors who may be appointed to special offices.

Chairman of the Board of Statutory Auditors

The Shareholders' Meeting, on the basis of the lists received, also appointed the members of the Board of Statutory Auditors (three standing members and two alternate members) who will remain in office until the date of the Shareholders' Meeting convened to approve the Financial Statements for the year ending 31 December 2028.

In detail, the Shareholders' Meeting appointed:

- Sergio Marchese - Standing Auditor (Chairman)
- Emmanuil Perakis - Standing Auditor
- Nicole Magnifico - Standing Auditor
- Matteo Fosca - Alternate auditor
- Gian Luca Succi - Alternate auditor

The Shareholders' Meeting also resolved on remuneration of Euro 21,400.00 for the Chair of the Board of Statutory Auditors and Euro 14,300.00 for each Standing Auditor.

The CVs of the members of the Board of Statutory Auditors are available for consultation on the Company's website www.indelbgroup.com - in the Governance - Shareholders Meeting section.

Authorisation for treasury share purchase and disposal

The Shareholders' Meeting also resolved, upon a proposal from the Board of Directors, to authorise the purchase and disposal of treasury shares, subject to revocation, for the part not executed, of the previous resolution authorising the purchase and disposal of treasury shares adopted by the Shareholders' Meeting on 23 May 2025, effective from the date of approval of this resolution.

Purchases shall be made for a unitary price, no less and no more than 20% with respect to the official stock market price of the shares recorded by Borsa Italiana S.p.A. in the session prior to each individual transaction and in any case in compliance with the terms and conditions set out by applicable national and European Community legislation and admitted market practices in force at the time.

Authorisation is requested for the purchase of Treasury Shares, in one or more instalments, without time limits, in the manner deemed most appropriate in the Company's interest and in compliance with applicable regulations, for the purposes set forth in the explanatory report of the Board of Directors and within the limits and under the conditions set forth in said report and in any case in compliance with applicable regulations and the market practices permitted from time to time.

As of today, the Company holds 612,920 treasury shares in its portfolio, equal to 10.49% of the share capital. Authorisation to purchase has been granted for the maximum duration envisaged pursuant to Article 2357, paragraph 2 of the Italian Civil Code, i.e. 18 months, starting from the date of this resolution, whilst the disposal of such shares is not subject to any time limits, so as to allow the Board of Directors to benefit from maximum flexibility in the interest of the Company.

The documentation envisaged by current legislation in relation to today's Shareholders' Meeting will be made available to the public in accordance with the terms of the law, at the Company's offices, c/o Borsa Italiana S.p.A., in the specific sections of the website www.indelbgroup.com and on the storage mechanism authorised by Consob, "1info" (www.1info.it),

The summary report of the votes pursuant to Art. 125-quater, paragraph 2 of Italian Legislative Decree no. 58/1998, will be made available on the company's website www.indelbgroup.com within five days.

The minutes of the Shareholders' Meeting will be published in accordance with the terms and conditions of the law.

Indel B S.p.A. is a Company listed on the EXM segment of Borsa Italiana (the Italian Stock Exchange) and is controlled by AMP.FIN S.r.l., in turn held entirely by the Berloni family. Indel B S.p.A. heads an important Group that operates worldwide and that has been active for the last 50 years in the mobile cooling sector applicable to the "Automotive" and "Leisure time" segments, and in the cooling sector in the "Hospitality" segment. The Group also operates in mobile climate control sector, with specific reference to the Automotive market, represented by commercial vehicles, minibuses, ambulances, agricultural and earth-moving machinery, and in the "Cooling Appliances" sector, which mainly comprises cellars for storing wine and small refrigerators for storing milk. The company has a market cap of approximately Euro 116 million.

Contact details

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