



Press Release

**The Board of Directors confirms:
Paolo Berloni as Vice Chairman and Luca Bora as Chief Executive Officer of Indel B
and appoints the members of the Board Committees and of the Supervisory Body**

**Approval given to the launch of a treasury share buyback programme up to a maximum
of EUR 2.6 million and 100,000 shares**

Sant'Agata Feltria (Rimini), 16 June 2026 – Indel B S.p.A. – a company listed on the EXM of Borsa Italiana, heading a group active in the manufacture of refrigeration and air-conditioning systems for the mobile and mobile living sectors, in the automotive, hospitality and leisure-time markets, (pleasure boating and recreational vehicles) – announces that the Board of Directors, which met today under the chairmanship of Mr Antonio Berloni, confirmed Mr Paolo Berloni as Vice Chairman and Mr Luca Bora as Chief Executive Officer of Indel B, resolving on the granting of their respective powers for the management of the Company's business, and further appointing the members of the Board Committees and of the Supervisory Body, who will remain in office for the financial years 2026–2028 and therefore until the approval of the financial statements as at 31 December 2028.

During the meeting, the Board of Directors of Indel B:

- approved the proposal to assign to Director Mr Francesco Pedini Amati the functions pursuant to Legislative Decree no. 81 of 9 April 2008 on the prevention of accidents at work and occupational diseases, and pursuant to the applicable laws on environmental matters;
- verified that the Directors Fernanda Pelati and Lorenzo Cappellotto, appointed by the Shareholders' Meeting of 25 May 2026, meet the independence requirements pursuant to the criteria set out in Article 2 of the Corporate Governance Code and Article 148, paragraph 2, of the Consolidated Finance Act, as referred to in Article 147-ter, paragraph 4, of the Consolidated Finance Act, as well as the integrity and professional requirements applicable to all members of the Board of Directors;
- appointed the independent Directors Ms Fernanda Pelati and Mr Lorenzo Cappellotto to the following committees:
 - “Remuneration Committee” – composed of three members – together with the non-executive Director Claudia Amadori, pursuant to the Corporate Governance Code in force from time to time, appointing Ms Fernanda Pelati as Chair;
 - “Related Parties Committee” – composed of two members – pursuant to the procedure on related-party transactions adopted by the Company and Consob Regulation no. 17221/2010, appointing Ms Fernanda Pelati as Chair;
 - “Control and Risk Committee” – composed of three members – together with the non-executive Director Claudia Amadori, assigning to the Committee the tasks described in the Corporate Governance Code in force from time to time and appointing Mr Lorenzo Cappellotto as Chair.

The Board of Directors also appointed, following verification that the integrity and eligibility requirements had been met, Lawyer Marco Genghini, Dr Massimiliano Nardini and Mr Emmanuil Perakis as members of the Supervisory Body, pursuant to and for the purposes of Article 6, first paragraph, letter b), and fourth paragraph, of Legislative Decree no. 231/2001, assigning to them the duties, reporting lines and powers set out in the 231/2001 Model adopted by the Company. The Supervisory Body will remain in office for the three-year period 2026–2028.

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Share capital Euro 5,842,000 fully paid-up – Economic and Administrative Index (REA) RN – 312757 – Companies Register
VAT no./Tax Code 02037650419 – Code of International Standard Organization Code IT02037650419

TREASURY SHARE BUYBACK

The Board of Directors resolved to launch, in execution of the resolution passed by the Shareholders' Meeting of 25 May 2026 and following revocation, for the unexecuted part, of the previous authorisation resolution for the purchase and disposal of treasury shares adopted by the Shareholders' Meeting of 23 May 2025, a treasury share buyback programme, also on a revolving basis, with the following characteristics:

- the purchases will concern Indel B shares up to a maximum number which, taking into account the Indel B shares held in portfolio from time to time by the Company and its subsidiaries, does not in aggregate exceed one fifth of the Company's share capital, pursuant to Article 2357, paragraph 3, of the Italian Civil Code, for a maximum total consideration of EUR 2.6 million and a maximum quantity of 100,000 shares;
- by way of example, the programme is intended to pursue the following purposes: (i) to implement share-based incentive plans, in whatever form they may be structured; (ii) to establish a portfolio of treasury shares that may be used in the context of extraordinary finance transactions and/or other uses deemed to be of financial, operational and strategic interest to the Company; (iii) to use treasury shares as an investment instrument for the efficient use of liquidity generated by the Company's core business activities; and (iv) to curb abnormal price movements and regularise trading and price trends, in support of the liquidity of the shares and market efficiency;
- the purchase price of each share must not be more than 10% lower or higher than the official stock exchange price of the shares recorded by Borsa Italiana S.p.A. in the trading session preceding each individual transaction; in any event, shares may not be purchased at a price higher than the higher of the price of the last independent transaction and the highest current independent purchase bid on the trading venue where the purchase is made;
- in terms of volumes, daily purchase quantities will not exceed 25% of the average daily trading volume of the Indel B share in the 20 trading days preceding the purchase dates. The Buyback Programme will have a duration of 18 months from the Shareholders' Meeting resolution of 25 May 2026, without prejudice to any early termination, which, where applicable, will be duly communicated to the market in accordance with the law. It remains understood that the disposal, in one or more tranches, of treasury shares will not be subject to any time limits.

The buyback programme will be coordinated by the intermediary Intesa Sanpaolo, which will carry out the purchases with full discretion and complete independence from the Company, in compliance with the limits arising from the applicable regulations and within the limits of the resolutions adopted by the corporate bodies.

The Company will notify Consob and the market of the transactions carried out according to the timing provided for by the applicable regulations. Any subsequent amendments to the Programme will be promptly disclosed to the public in the manner and within the terms provided for by the regulations in force. Finally, with reference to the treasury shares to be purchased by the Company as a result of the execution of the buyback plan, it is announced that the Shareholders' Meeting of 25 May 2026 granted the Board of Directors the power to carry out all subsequent disposal transactions deemed most appropriate, without time limits and according to the methods identified from time to time.

As at today's date, the Company holds no. 612,920 treasury shares in portfolio, equal to 10.49% of the share capital.

This press release is available to the public at the Company's registered office, at Borsa Italiana (Italian Stock Exchange), on the storage mechanism "1info" authorised by Consob (www.1info.it) and in the specific sections of the website (www.indelbgroup.com).

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 113 million.

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