



PRESS RELEASE

Notice of publication of the annual financial report as at 31 January 2023 (fy 2022)

OVS S.p.A. announces that the Annual Financial Report as at 31 January 2023 (FY 2022) including the draft Financial Statements, the Consolidated Financial Statement as of 31 January 2023, the annual management report and the statement pursuant to Art. 154-*bis*, paragraph 5, of Legislative Decree no. 58/1998 (“TUF”), together with the Report by the Board of Statutory Auditors and the Report by the Auditing Firm, the statement containing non-financial information in accordance with Legislative Decree No. 254 of 30 December 2016 are available to the public at the Company’s registered office in Venezia-Mestre, at Via Terraglio no. 17, on the Company’s website (www.ovscorporate.it section Governance/Shareholders’ Meeting 2023) and on the “1Info” authorized data storage mechanism at www.1info.it.

It is recalled that the Report on corporate governance and ownership structure pursuant to Art. 123-*bis* of TUF and the Report on the remuneration policy and compensation paid pursuant to Art. 123-*ter* of TUF are available to the public at the Company’s registered offices in Venezia-Mestre, at Via Terraglio no. 17, and at the Company’s website (www.ovscorporate.it, section Governance/Shareholders’ Meeting 2023) as well as at the mechanism for the central storage of regulated information “1Info” at www.1info.it as from 28 April 2023.

The documents provided for by article 77, paragraph 2-*bis*, of the Consob Regulation on Issuers no. 11971/1999 (“Issuers’ Regulation”), will be made available at the Company’s registered within the prescribed term.

Filing of the lists for the appointment of the board of directors and the board of statutory auditors

For the next Shareholders’ Meeting called on 31 May 2023 in single call pursuant to article 147-*ter*, paragraph 1-*bis*, of TUF and article 144-*octies* of the Issuers’ Regulation, the Company informs that, with reference to item no. 4 on the agenda ordinary part “4. Appointment of the Board of Directors: 4.1 determination of the number of members of the Board of Directors; 4.2 determination of the duration of the appointment of the Board of Directors; 4.3 appointment of the members of the Board of Directors; 4.4 appointment of the Chairman; 4.5 Determination of the annual remuneration of the members of the Board of Directors. Related and subsequent resolutions” the following lists have been filed:

1) The Shareholders Tamburi Investment Partners S.p.A., String S.r.l. e Concerto S.r.l., holding a percentage equal to 29,64504% (shares n. 86.244.373) of the Company’s share capital, proposed the following appointment:

- 1) Franco Moschetti (*)
- 2) Stefano Beraldo
- 3) Giovanni Tamburi
- 4) Alessandra Gritti
- 5) Chiara Mio (*)
- 6) Roberto Cappelli
- 7) Carlo Achermann (*)
- 8) Flavia Sampietro (*)
- 9) Daniela Anna Palestra (*)

(“List BoD no. 1”);

The Shareholders also announced the proposal with reference to item no. 4.1 to determine in 9 (nine) the number of members of the Board of Directors, with reference to item no. 4.4 to appoint Franco Moschetti as Chairman, with reference to item no. 4.2 to determine in n. 3 (three) fiscal years the duration of the appointment of the Board of Directors, with reference to item no. 4.5 to determine a total annual remuneration, pursuant to Article 2389, paragraph 1, Civil Code, equal to 450.000,00 (Four hundred and fifty thousand/00) to be shared – by the Board of Directors – among the Directors who are not vested with particular positions, as well as to refer to the Board of Directors (following the favorable opinion of the Board of Statutory Auditors) the determination of the remuneration to be rewarded, pursuant to Article 2389, paragraph 3, Civil Code and pursuant to Article 22 of the Bylaws, to the Directors vested with particular positions.

2) The Shareholders Eurizon Capital SGR S.p.A. managing the funds: Eurizon Progetto Italia 20, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon Pir Italia Azioni, Eurizon Azioni Pmi Italia, Eurizon Progetto Italia 40; Fideuram Intesa Sanpaolo Private

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Capitale sociale euro 290.923.470,00 i.v.





Banking Asset Management SGR S.p.A. managing the funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Fideuram Asset Management Ireland managing the fund Fonditalia Equity Italy; Interfund Sicav - Interfund Equity Italy; Mediobanca SGR S.p.A. managing the fund Mediobanca MID & SMALL CAP Italy; Mediolanum Gestione Fondi SGR S.p.A. managing the fund Mediolanum Flessibile Futuro Italia, holding a percentage equal to 2,56070% (shares n. 7.449.687) of the Company's share capital, proposed the following appointment:

- 1) Elena Garavaglia (*)
- 2) John Anthony Hooks (*)

(“List BoD no. 2”);

(*) Declaring to hold independent requirements ex TUF and Corporate Governance Code

It is recalled that Franco Moschetti, Stefano Beraldo, Giovanni Tamburi, Alessandra Gritti, Chiara Mio, Carlo Achermann e Elena Garavaglia are members of the outgoing Board of Directors.

For the next Shareholders' Meeting called on 31 May 2023 in single call pursuant to article artt. 148, paragraph 2, 147-ter, paragraph 1-bis, of TUF and article 144-octies of the Issuers' Regulation the Company informs that, with reference to item no. 5 on the agenda ordinary part “5. Appointment of the Board of Statutory Auditors for the term 2023-2025 as is until the approval of the Financial Statements as at 31 January 2026: 5.1 appointment of Standing Statutory Auditors and Alternate Statutory Auditors and appointment of the Chairman of the Board of Statutory Auditors; 5.2 determination of the annual compensation of the members of the Board of Statutory Auditors. Related and subsequent resolutions” the following lists have been filed:

- 1) The Shareholders Tamburi Investment Partners S.p.A., String S.r.l. e Concerto S.r.l., holding a percentage equal to 29,64504% (shares n. 86.244.373) of the Company's share capital, proposed the following appointment:

Standing Statutory

- 1) Massimiliano Nova
- 2) Federica Menichetti
- 3) Michele Graziani

Alternate Statutory Auditors

- 1) Marzia Nicelli
- 2) Alessandro Cavallaro

(“List BoSA no. 1”)

The Shareholders also announced the proposal with reference to item no. 5.2 to determine an annual compensation equal to Euro 175.000,00 (one hundred seventy-five thousand/00) to be rewarded to the Board of the Statutory Auditors, of which 75.000,00 (seventy-five thousand/00) to be rewarded to the Chairman of the Board of Statutory Auditors and 50.000,00 (fifty thousand/00) to be rewarded to each Standing Statutory.

- 2) The Shareholders Eurizon Capital SGR S.p.A. managing the funds: Eurizon Progetto Italia 20, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon Pir Italia Azioni, Eurizon Azioni Pmi Italia, Eurizon Progetto Italia 40; Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A. managing the funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Fideuram Asset Management Ireland managing the fund Fonditalia Equity Italy; Interfund Sicav - Interfund Equity Italy; Mediobanca SGR S.p.A. managing the fund Mediobanca MID & SMALL CAP Italy; Mediolanum Gestione Fondi SGR S.p.A. managing the fund Mediolanum Flessibile Futuro Italia, holding a percentage equal to 2,56070% (shares n. 7.449.687) of the Company's share capital, proposed the following appointment:

Standing Statutory

- 1) Stefano Poggi Longostrevi – Chairman of the Board of Statutory Auditors

Alternate Statutory Auditors

- 1) Donata Paola Patrini

(“List BoSA no. 2”)

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The abovementioned lists, together with the related documentation, filed within the deadline required by law, are made available to the public by the Company at the registered office in Venezia-Mestre, at Via Terraglio no. 17, at Borsa Italiana S.p.A. and published on the Company's website (www.ovscorporate.it, section Governance/Shareholders' Meeting 2023) as well as at the authorized storage mechanism "1Info" on the website www.1info.it.

Venezia – Mestre, 10 May 2023

For further information

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