

<p>Informazione Regolamentata n. 2251-14-2025</p>	<p>Data/Ora Inizio Diffusione 4 Aprile 2025 12:53:03</p>	<p>Euronext Milan</p>
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Societa' : GVS

Identificativo Informazione Regolamentata : 203613

Utenza - Referente : GVSN03 - Bala Rozemaria

Tipologia : REGEM

Data/Ora Ricezione : 4 Aprile 2025 12:53:03

Data/Ora Inizio Diffusione : 4 Aprile 2025 12:53:02

Oggetto : Notice of publication of Shareholders' Meeting documentation and supplement to the Press Release issued on March 24, 2025

Testo del comunicato

Vedi allegato



**PUBLICATION OF SHAREHOLDERS' MEETING
DOCUMENTATION AND SUPPLEMENT TO THE PRESS
RELEASE ISSUED ON MARCH 24, 2025**

Zola Predosa (BO), 4 April 2025 – Notice is hereby given that the following documents were deposited today at the Company's registered office in Zola Predosa, Via Roma 50 (BO) and published on the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com):

- (i) call notice convening the ordinary and extraordinary Shareholders' Meeting;
- (ii) report by the Board of Directors to the Shareholder's Meeting on item 1 of the Agenda of the Ordinary Meeting:

"Financial Statements as at 31 December 2024 and proposed allocation of the period result:

- a. *approval of the Financial Statements as at 31 December 2024, accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2024. Presentation of the Consolidated Sustainability Statement prepared pursuant to Legislative Decree No. 125/2024;*
- b. *resolutions relating to the allocation of the result for FY 2024";*

- (iii) report by the Board of Directors to the Shareholder's Meeting on item 2 of the Agenda of the Ordinary Meeting:

"Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 and Article 84-ter of CONSOB Regulation No. 11971/1999:

- a. *binding resolution on the first section on the Remuneration Policy prepared in accordance with Article 123-ter(3) of Legislative Decree No. 58/1998;*
- b. *non-binding resolution on the second section on compensation paid prepared pursuant to Article 123-ter(4) of Legislative Decree No. 58/1998";*

- (iv) report by the Board of Directors to the Shareholder's Meeting on item 3 of the Agenda of the Ordinary Meeting:

"Authorisation for the purchase and disposal of treasury shares pursuant to Articles 2357, 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of 24 February 1998 and Article 144-bis of the Consob regulation adopted by resolution No. 11971 of 14 May 1999, subject to revocation, for the part that remains unfulfilled, of the authorisation resolution passed by the Ordinary Shareholders' Meeting on 07 May 2024. Related and consequent resolutions";

- (v) report by the Board of Directors to the Shareholder's Meeting on item 1 of the Agenda of the Extraordinary Meeting:

"Assignment to the Board of Directors of (i) a mandate to increase the share capital with the exclusion of pre-emption rights, pursuant to Articles 2443 and 2441(4), second sentence, of the Italian Civil Code; and (ii) a mandate to increase the share capital with the exclusion of pre-emption rights, pursuant to Articles 2443 and 2441(4) first sentence, of the Italian Civil Code. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions";

- (vi) report by the Board of Directors to the Shareholder's Meeting on item 2 of the Agenda of the Extraordinary Meeting:

"Amendment of Article 30 of the Articles of Association. Related and consequent resolutions";

- (vii) proxy forms to the Designated Representative pursuant to Articles 135-undecies and 135-novies of Legislative Decree no. 58/1998;



GVS S.p.A.

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(viii) information on the amount of share capital pursuant to Article 125-*quater* of the Legislative Decree no. 58/1998.

The above information is also available on the website www.gvs.com.

With reference to the Press Release issued on March 24, 2025 and related to the approval by the Board of Directors of the Draft Financial Statements and Consolidated Financial Statements for the year ended 31 December 2024, it is hereby specified that the Board of Directors has resolved to propose to the convening Shareholders' Meeting to allocate the 2024 net profit of Euro 10,084,472, as follows: (i) Euro 28,355 in the legal reserve; (ii) the remainder, amounting to Euro 10,056,117 to the unrealised exchange gains reserve.

Furthermore, with reference to the events subsequent to the close of the financial year, it is hereby specified that, as already disclosed to the market, on January 14, 2025 GVS has successfully completed the acquisition of Haemonetics' whole blood assets, in accordance with the terms disclosed on December 3rd, 2024. The purchase price paid at the closing, reflecting the price adjustment mechanism and subject to potential further adjustment in accordance with the terms of the acquisition agreement, is equal to USD 43.5 million (the "**Purchase Price**"), corresponding to EUR 42.3 million at the exchange rate on 14 January 2025, on a cash free / debt free basis, and includes the inventory related to the whole blood business and the real estate property of the Covina manufacturing facility, in addition to specific plant and machinery. In addition to the Purchase Price, an amount of maximum USD 22.5 million is payable by February 2029 in different yearly tranches. The consolidation effect of the acquisition will be reflected in GVS financials from the closing date onwards.

Contacts

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