



POZZI MILANO

Press Release

APPROVED THE MERGER BY INCORPORATION OF THE WHOLLY OWNED SUBSIDIARY MASCAGNI CASA S.r.l. INTO POZZI MILANO S.p.A.

Monticelli Brusati (BS), October 28, 2025 – The Board of Directors of **Pozzi Milano S.p.A.** (“**Pozzi Milano**” or the “**Company**”), active in the tableware fashion sector and owner of the “EasyLife” trademark, heads the group composed of the subsidiaries Pozzi Brand Diffusion S.r.l. (owner of the “Pozzi” and “Castello Pozzi” trademarks), Mascagni Casa S.r.l. (owner of the “Mascagni Casa” trademark) and the French company Venditio SAS (together with the Company, the “**Group**”), following up on what was communicated on August 28, 2025 ([link](#) to press release), on September 1, 2025 ([link](#) to press release) and on September 10, 2025 ([link](#) to press release), which met today in notarial session, and the Extraordinary Shareholders’ Meeting of Mascagni Casa S.r.l., also held with minutes drawn up in notarial form, approved the merger by incorporation of Mascagni Casa S.r.l. into Pozzi Milano (Mascagni Casa S.r.l. being a company wholly owned by Pozzi Milano), pursuant to and for the purposes of Articles 2501-ter, paragraph 3, and 2505 of the Italian Civil Code, as well as the current Company’s By-laws.

It is recalled that the merger by incorporation of Mascagni Casa S.r.l. (hereinafter, the “**Incorporated Company**” or “**Mascagni Casa**”) into Pozzi Milano (hereinafter also, the “**Incorporating Company**”), as set out in the merger project (the “**Merger Project**”) approved by the administrative bodies of both the Merging and the Merged Companies on August 28, 2025, will allow for greater efficiency in the management of resources and economic-financial flows, fostering operational and administrative synergies and leading to a reduction in general costs arising from the maintenance of duplicate structures and functions.

The merger is being carried out by adopting the so-called “simplified procedure”, since the share capital of the Incorporated Company is entirely owned by the Incorporating Company. For the same reason: (i) no Pozzi Milano shares will be allotted in exchange for the shareholding directly held in Mascagni Casa, which will therefore be cancelled; (ii) no share capital increase of Pozzi Milano will take place to serve the exchange ratio, nor will there be any change in the number and characteristics of the shares already in circulation, and no cash adjustment will be paid.

Once the merger by incorporation is completed, Pozzi Milano will assume within its own assets all the elements of assets and liabilities of the Incorporated Company.

The merger will be carried out at book values; any differences arising following the cancellation of the shareholding will be treated in accordance with the applicable accounting standards.

By availing itself of the “simplified procedure” pursuant to Article 2505, paragraph 1, of the Italian Civil Code, it is not necessary to prepare the reports of the administrative bodies of the companies participating in the merger as provided for by Article 2501-quinquies of the Italian Civil Code, nor is the obligation to obtain the



POZZI MILANO

expert's report on the fairness of the exchange ratio under Article 2501-sexies of the Italian Civil Code applicable.

The By-laws of the Incorporating Company will not be amended as a result of the merger, since the business carried out by Mascagni Casa, which Pozzi Milano will take over as a consequence of the merger, is already included within the scope of activities and the corporate purpose of Pozzi Milano.

The legal effects of the merger shall take effect, pursuant to Article 2504-bis, paragraph 2, of the Italian Civil Code, from the date to be indicated in the merger deed, which may also be subsequent to the last of the registrations with the competent Companies Registers. As from that date, the Incorporating Company will succeed to all the active and passive legal relationships of the Incorporated Company, which will consequently cease to exist.

For accounting and tax purposes, pursuant to and in accordance with Article 2501-ter of the Italian Civil Code, the transactions carried out by the Incorporated Company shall be attributed to the financial statements of the Incorporating Company starting from January 1, 2026, or, in any case, from the first day following the end of the financial year of both companies preceding the effective date of the merger.

No specific treatment is envisaged for any categories of shareholders, nor are any special benefits provided for the directors of the companies participating in the merger.

In compliance with the applicable provisions of Article 2501-septies of the Italian Civil Code, the Merger Project, together with the financial statements for the last three financial years of Pozzi Milano and Mascagni Casa, were filed on September 1, 2025, at the registered office (Monticelli Brusati (BS), Via Fornaci 4/A-B, ZIP 25040), as well as with the competent Companies Registers of Brescia and Bologna, and published on the Company's website at www.pozzimirano.it, section *Investor Relations / Extraordinary Transactions*, as well as on the website of Borsa Italiana S.p.A. at www.borsaitaliana.it, section *Shares / Documents*, in compliance with the applicable provisions of the Euronext Growth Milan Issuers' Regulations.

The minutes of today's meeting of the Board of Directors of Pozzi Milano, drawn up in the form of a public deed, will be made available to the public within the terms provided by the current legal and regulatory framework at the Company's registered office (Monticelli Brusati (BS), Via Fornaci 4/A-B, ZIP 25040) and on the Company's website at www.pozzimirano.it, section *Investor Relations / Extraordinary Transactions*, as well as on the website of Borsa Italiana S.p.A. at www.borsaitaliana.it, section *Shares / Documents*, in compliance with the applicable provisions of the Euronext Growth Milan Issuers' Regulations.

For a more detailed description of the terms of the merger, reference should be made to the press releases and other documents filed and made available to the public at the Company's registered office and on the website of Pozzi Milano at www.pozzimirano.it, as well as on the website of Borsa Italiana S.p.A. at www.borsaitaliana.it, section *Shares / Documents*.



POZZI MILANO

For the transmission and storage of regulated information, the Company utilizes the 1Info dissemination system (www.1info.it), managed by Computershare S.p.A., headquartered in Milan, Via Lorenzo Mascheroni no. 19, and authorized by CONSOB.

This press release is available on the Company's website (www.pozzimirano.it) in the Investor Relations/Financial Press Releases section and on www.1info.it.

About Pozzi Milano S.p.A.

Pozzi Milano is headquartered in Monticelli Brusati (BS), Italy, and operates in the tableware industry, creating medium-to-high-end "Themed Tableware" collections and gift items under its proprietary EasyLife brand, which has been on the market for over 15 years. Through its subsidiary Pozzi Brand Diffusion, the Company owns the "Pozzi" and "Castello Pozzi" brands, which are managed under a licensing strategy. To further expand its offering, since January 2022, the Company has also been distributing the "WD Lifestyle" brand internationally. Production is carried out entirely through full outsourcing, leveraging a well-established network of suppliers, primarily in China, Europe, and Italy. A distinctive feature of Pozzi Milano is its constant creation of new collections, thanks to its in-house creative team, which enables the Company to offer customers a comprehensive and trend-driven product range, making the concept of fashion for the table accessible. In March 2025, the Group expanded its scope with the acquisition of 100% of Mascagni Casa S.r.l., a historic Italian company operating in the home decor and furniture accessories sector, and, in July 2025, with the acquisition of 100% of Venditio SAS, a French master agent specialized in the promotion and sale of tableware and kitchenware products.

For further information, please contact:

Pozzi Milano S.p.A.

Fabio Sanzogni – Investor Relations Manager

E-mail investor@pozzimirano.it

Tel. +39 030 68 50 825

Euronext Growth Advisor

Integrae SIM S.p.A.

Piazza Castello, 24

20121 - Milano

E-mail: info@integraesim.it

Tel. +39 02 80 50 61 60

Media Relations

Integrae SIM S.p.A.

Piazza Castello, 24

20121 – Milano

E-mail: dmm@integraesim.it

Tel. +39 02 80 50 61 60