

**NOTICE OF CESSATION OF SHAREHOLDERS' AGREEMENTS PURSUANT TO ART. 122 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998 (TUF) AND ART. 129 AND 131, PARAGRAPH 4, LETTER (B), OF THE REGULATION ADOPTED BY CONSOB RESOLUTION NO. 11971 OF 14 MAY 1999 (ISSUERS' REGULATION) RELATING TO EUROGROUP LAMINATIONS S.P.A.**

Pursuant to Articles 122 of the TUF and 129 and 131, paragraph 4, letter (b), of the Issuers' Regulation, it is hereby communicated that the share purchase agreement (the **Share Purchase Agreement**) concerning, *inter alia*, the purchase and sale of 45.7% of the share capital of Eurogroup Laminations S.p.A. (the **Company** – a company listed on Euronext Milan and, together with the companies it controls, the **Group**) entered into between Ferrum Investment Ltd. (the **Investor**) – a newly incorporated investment vehicle owned by funds managed by FountainVest Capital Partners GP4 Ltd (**FountainVest**) – and E.M.S. Euro Management Services S.p.A. (**EMS**), as well as the co-investment agreement (the **Co-Investment Agreement**) between the Investor, EMS and, limited to certain provisions, Sergio Iori, Marco Stefano Arduini, Isidoro Guardalà and Matteo Perna (collectively, the **Managers**), executed on 28 July 2025, have ceased to be in effect as of 16 February 2026 following their termination.

It is worth recalling that: (i) the Share Purchase Agreement provided, *inter alia*, for interim management undertakings which fall within the category of shareholders' agreements pursuant to Article 122, paragraph 1, of the TUF and bound all the shares of the Company held, as of the date of execution of the Share Purchase Agreement, by EMS, amounting to a total of 2,992,431 ordinary shares and 73,677,026 multiple-voting shares, jointly representing 45.7% of the Company's share capital and 72.3% of the Company's voting rights; (ii) the Co-Investment Agreement fell within the category of shareholders' agreements pursuant to Article 122, paragraphs 1 and 5, of the TUF, and its shareholders' agreement provisions bound all the shares of the Company held, as of the date of execution of the Co-Investment Agreement, by EMS, amounting to a total of 2,992,431 ordinary shares and 73,677,026 multiple-voting shares, jointly representing 45.7% of the Company's share capital and 72.3% of the Company's voting rights; (iii) a template shareholders' agreement (the **Template Shareholders' Agreement**) was attached to the Co-Investment Agreement, which governed, *inter alia*: (a) the evolution of the corporate structure and the mutual rights and obligations relating to the corporate governance of an Italian company yet to be incorporated (**TopCo**) in which, at closing, EMS would have reinvested part of the proceeds derived from the Share Purchase Agreement, as well as of the corporate vehicles yet to be incorporated between TopCo and the Company (the **Corporate Vehicles**) and of the Group; (b) the transfer regime of the shares of TopCo and the divestment regime from TopCo, the Corporate Vehicles and the Group; (c) the mutual obligations relating to potential mergers of the Corporate Vehicles to be carried out following completion of the closing of the Share Purchase Agreement; and (iv) the Co-Investment Agreement provided that, at the closing of the Share Purchase Agreement, a shareholders' agreement would be executed between the Investor, EMS and the Managers, intended in its substantive dimension and as an agreement for future execution based on the Template Shareholders' Agreement (the **Shareholders' Agreement**). It is therefore specified that the provisions of the Template Shareholders' Agreement would have entered into force only upon

execution of the Shareholders' Agreement. The Template Shareholders' Agreement contained provisions relevant under Article 122, paragraphs 1 and 5, of the TUF and, due to the failure to complete the transaction contemplated by the Share Purchase Agreement and the Co-Investment Agreement, it was never executed.

Notice of the cessation of the Share Purchase Agreement, the Co-Investment Agreement and the Template Shareholders' Agreement is being made public through the filing of the notice of cessation with the Companies' Register of Milan Monza Brianza Lodi and through publication in the newspaper "Italia Oggi".

This notice is also published on the Company's website (<https://www.eglagroup.com/>), in the section "*Investor / Financial Information / Financial Documents / Press Release*", where essential information regarding the former provisions contained in the Share Purchase Agreement, the Co-Investment Agreement and the Template Shareholders' Agreement pursuant to Article 130 of the Issuers' Regulation is also available.

19 February 2026