

Press Release

**TALEA GROUP: THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
CONVENES AND APPROVES THE ITEMS ON THE AGENDA**

- **THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES A CAPITAL INCREASE, IN CASH, ON A DIVISIBLE BASIS, WITH PRE-EMPTIVE RIGHTS, FOR A MAXIMUM AMOUNT OF EUR 7,999,000, TO BE CARRIED OUT BY DECEMBER 31, 2026 AT THE LATEST**
- **THE ORDINARY SHAREHOLDERS' MEETING APPOINTS ADRIANO PALA CIURLO AS A NEW MEMBER OF THE BOARD OF DIRECTORS OF TALEA GROUP S.P.A.**

Viareggio, 14 November 2024 – Talea Group S.p.A. – a company listed on the Euronext Growth Milan market of the Italian Stock Exchange, resulting from the rebranding of Farmaè S.p.A. and leader in the e-retailing of products for personal health and wellbeing as well as in media and digital transformation services for businesses – (“**Talea**” or the “**Company**”) announces that, on today's date, the Extraordinary and Ordinary Shareholders' Meeting convened in first call under the chairmanship of Riccardo Iacometti and adopted the following resolutions.

Ordinary session:

APPOINTMENT OF A NEW BOARD MEMBER

The Ordinary Shareholders' Meeting of Talea, in order to restore the Board of Directors (see press release dated October 24, 2024), resolved to appoint Adriano Pala Ciurlo as a new member of the Board of Directors.

The appointment resolution was adopted by the Shareholders' Meeting based on a proposal submitted by RIAC Holding S.r.l., which directly holds 56.81% of the Company's share capital with voting rights.

Adriano Pala Ciurlo will remain in office until the natural expiration of the current Board of Directors, scheduled for the Shareholders' Meeting for the approval of the financial statements as of December 31, 2024.

Supporting documentation for the candidacy, including the declaration of acceptance of the position and confirmation of the legal requirements of integrity, along with a list of positions held in other companies by Pala Ciurlo, has been made available at the Company's registered office and can be consulted on the Borsa Italiana S.p.A. website (www.borsaitaliana.it, section “Shares” – “Documents”) and Talea's website (www.taleagroupspa.com, section “Governance” – “Shareholders' Meetings”).

Based on the information available to the Company, as of today, the new Director does not hold any shares in the Company.

Extraordinary session:

CAPITAL INCREASE WITH OPTION RIGHTS AND STATUTORY AMENDMENTS

The Extraordinary Shareholders' Meeting approved a paid divisible capital increase, to be executed in cash, with option rights pursuant to Article 2441, paragraph 1, of the Italian Civil Code, for a maximum of EUR 7,999,000, including share premium, to be executed in one or more tranches no later than December 31, 2026. The increase will involve the issuance of new ordinary shares without a nominal value, to be offered as options to all eligible shareholders, carrying the same characteristics as those already in circulation at the date of issuance (the “**Capital Increase**”).

The purpose of the Capital Increase is to secure new financial resources to support the Company's activities and pursue its investment and development strategy, in line with the Explanatory Report prepared by the Board of Directors on October 24, 2024, and made publicly available in accordance with applicable regulations.

The Capital Increase will be offered as an option to Talea Group shareholders, based on an exchange ratio to be determined by the Board of Directors (the “**Option Offering**”).

The Capital Increase will be divisible, meaning it will be effective even if only partially subscribed, limited to the amount actually subscribed, upon filing the relevant documentation with the relevant Companies' Register.

The Extraordinary Shareholders' Meeting also granted the Board of Directors the broadest powers to define, closer to the commencement of the rights offering, the operational terms of the Capital Increase, including:

- a) the terms and timing of the various phases of the Capital Increase, including the Option Offering, in compliance with applicable laws and the final deadline set by the Shareholders' Meeting;
- b) the final amount of the Capital Increase, within the maximum total value of EUR 7,999,000 (including share premium) as approved by the Shareholders' Meeting;
- c) As a consequence of the preceding sub-point b), the issue price of the shares, the number of new shares to be issued, the option ratio for shareholders, and the allocation ratio between capital and share premium, taking into account the criteria outlined in the Board of Directors' explanatory report already made available to Shareholders;
- d) the terms and timing of the offering of any unsubscribed shares to shareholders and/or third parties, in accordance with the resolutions of the Shareholders' Meeting;
- e) any other action necessary to implement the capital increase and complete any formalities required by applicable regulations to ensure that the new shares issued under this capital increase are offered to eligible parties and admitted to trading on Euronext Growth Milan.

Consequently, following the approval of the Capital Increase, the Extraordinary Shareholders' Meeting also resolved to amend Article 6 of the Company's Bylaws (“*Share Capital, Shares, and Financial Instruments*”) accordingly.

Given the amount approved for the Capital Increase, the issuance of the newly issued shares will be exempt from the obligation to publish a prospectus, pursuant to Article 1, Paragraph 4, of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as well as the relevant implementing provisions, and Article 3, Paragraph 2, of Regulation (EU) 2017/1129, and Article 34-ter, Paragraph 01 of the Consob Regulation adopted with resolution no. 11971 of 14 May 1999. According to these provisions, “public offers concerning securities where the total consideration of each offer in the European Union, calculated over a 12-month period, ranges between €1,000,000 and €8,000,000, are exempt from the obligation to publish a prospectus.”

The aforementioned amendments to the bylaws will take effect from the date of registration of the minutes of the Extraordinary Shareholders' Meeting with the relevant Companies Register.

For further information, please refer to the explanatory reports of the Board of Directors published prior to the Shareholders' Meeting and available on the Company's website (section: “Investor Relations – Governance – Shareholders' Meetings”).

The summary voting report, the minutes of the Shareholders' Meeting, and the updated bylaws will be made available to the public within the applicable deadlines on the Company's website (www.taleagroupspa.com), in the section “Investor Relations – Governance – Shareholders' Meetings,” and on the website www.borsaitaliana.it, under the “Shares/Documents” section.

This press release is available in the Investor Relations section of the Company's website www.taleagroupspa.com, and at www.emarketstorage.it.

TALEA GROUP

DIGITAL PEOPLE ORIENTED

Talea Group S.p.A, a company listed on the Euronext Growth Milan market of Borsa Italiana born from the rebranding of Farmaè S.p.A., is one of the leading digital groups in Europe in the multichannel macro-sector of Health, Wellness and Beauty and in media and digital transformation services for businesses. Talea Group S.p.A. operates with a business model based on two revenue-generation areas: the Consumers Area and the Industrial Area. The Consumers Area is mainly dedicated to e-retailing and to date operates in four industries through different commercial brands. Health and Wellness Area: Farmaè, Amicafarmacia, Farmaeuropa, Docpeter, Superfarma, Farmahome, Dokidaki, VitaminCenter, and BestBody; Beauty sector: Beautyè; Orthopedics sector: Sanort; and Furniture Design sector: Mood Concept Store. In addition, in the Health, Wellness and Beauty segment, it operates through the Private Labels Farmaè, Amicafarmacia, Gooimp, VitaminCompany and Best Body; and the Industrial Area is dedicated to media and digital transformation services and to date operates with Talea Media, the Group's online advertising concessionaire, Valnan, the online Communication and Marketing agency, and Trade Marketing activities.

For further information:

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