

## PRESS RELEASE

### RESOLUTIONS OF THE BOARD OF DIRECTORS

Rome, 30 March 2026 – Olidata S.p.A. (the “Company”), a system integrator heading a group operating in the IT sector, with shares listed on Euronext Milan, announces that today its Board of Directors, inter alia, approved the explanatory reports and information documents relating to the 2026 MBO Incentive Plan and the 2026–2028 Long-Term Incentive Plan of the Olidata Group, as well as the explanatory report concerning the proposal for the authorization to purchase and dispose of treasury shares, and also resolved to convene the ordinary Shareholders’ Meeting.

#### **Notice of the ordinary Shareholders’ Meeting**

The Board of Directors resolved to convene, within the terms provided by law, the ordinary Shareholders’ Meeting, scheduled for 5 June 2026 at 11:00 a.m., on single call, at the Company’s registered office in Rome, Via Giulio Vincenzo Bona No. 120, with the exclusive participation of the Appointed Representative pursuant to the applicable regulations. The Shareholders’ Meeting will be called upon, inter alia, to approve the financial statements as at 31 December 2025, to resolve on the 2026 Remuneration Policy and the 2025 Remuneration Paid Report, as well as to approve, pursuant to Article 114-bis of the Consolidated Law on Finance (TUF), the proposals for the adoption of the 2026 MBO Plan and the 2026–2028 Performance Plan, in addition to the proposal for the authorization to purchase and dispose of treasury shares, following the revocation of the previous authorization resolved by the Shareholders’ Meeting on 28 December 2024.

The 2026 Remuneration Policy to be submitted to the Shareholders’ Meeting will take into account the structure, purposes and mechanisms of the incentive plans approved today, in line with the preparatory work carried out by the Nomination and Remuneration Committee and with the evolution of the variable remuneration framework for the Group’s management.

#### **2026 MBO Incentive Plan**

The 2026 MBO Plan constitutes the Olidata Group’s short-term incentive plan and is addressed to the Chief Executive Officer and selected Group managers, including executives with strategic responsibilities and senior figures of the subsidiaries. The Plan provides for the vesting of an MBO Bonus based on the achievement of predetermined economic and financial targets for financial year 2026, with a structure that distinguishes between Group indicators and individual objectives or objectives relating to the beneficiary’s company.

More specifically, the Group Performance Index is based on consolidated Adjusted EBITDA (weighting 70%) and consolidated Revenues (weighting 30%). For the Chief Executive Officer, the individual scorecard takes into account consolidated Adjusted

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EBITDA (55%), consolidated Revenues (25%) and Group Net Financial Position (20%). For beneficiaries belonging to the subsidiaries, the vesting of the bonus reflects a combination of Group performance and the performance of the company to which the beneficiary belongs, weighted 40% for the Group Performance Index and 60% for the individual objectives. The Group Performance Index also operates as a gateway condition to the Plan: should it be below 85% of the target, no MBO Bonus shall vest. The Plan also provides for minimum, target and maximum performance levels, with vesting respectively equal to 50%, 100% and 120% of the reference bonus, without prejudice to an individual maximum cap equal to 125% of the reference MBO Bonus, increased to 140% for the Chief Executive Officer.

The vested MBO Bonus will be paid within 60 days of the approval of the consolidated financial statements as at 31 December 2026. Consistently with the structure of the Plan, each beneficiary shall be entitled to receive the bonus, at his or her discretion, either through the allocation of Olidata ordinary shares, where available as treasury shares usable for this purpose and requested by the beneficiary, or through payment of the corresponding amount in cash. Requests for allocation in shares will be satisfied on a priority basis within the limits of the available treasury shares. The Plan also provides for claw-back provisions, good leaver/bad leaver rules and a hedging prohibition, in line with best corporate governance practices.

### **2026–2028 Long-Term Incentive Plan**

The 2026–2028 Performance Plan constitutes the Olidata Group’s long-term incentive plan and is addressed to the Chief Executive Officer and selected Group managers. The Plan is structured as a free allocation plan of Olidata ordinary shares and provides for a single performance cycle relating to the 2026–2028 three-year period. The allocation of shares will take place, subject to verification of the level of achievement of the performance targets and the continuation of the relationship until the end of the vesting period, following the approval of the consolidated financial statements for financial year 2028.

The performance targets of the LTI Plan are represented by Adjusted EBITDA and Revenues, weighted respectively at 70% and 30%. For beneficiaries belonging to the parent company, the measurement perimeter coincides with the Group on a consolidated basis; for beneficiaries belonging to the subsidiaries, the overall vesting percentage of the Plan is determined by combining 60% of Group performance and 40% of the performance of the company to which they belong. For each indicator, three performance levels are envisaged – minimum, target and maximum – corresponding respectively to vesting of 50%, 100% and 120%, with the application of the linear interpolation criterion for intermediate values. Within each relevant perimeter, the incentive component shall be reduced to zero if even only one of the two indicators fails to reach the minimum required level.

Following allocation, 50% of the allocated shares will be freely available, while the remaining 50% will be subject to a 6-month lock-up period. The LTI Plan also provides for claw-back provisions, good leaver/bad leaver rules and non-transferability rules in respect of the entitlement until the allocation date, consistently with the retention purpose and the alignment of management’s interests with those of shareholders over the medium to long term.

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### **Authorization to purchase and dispose of treasury shares**

The Board of Directors also approved the explanatory report relating to the proposal to revoke the previous authorization to purchase and dispose of treasury shares resolved by the Shareholders' Meeting on 28 December 2024 and to grant a new authorization. The proposal concerns the purchase of a maximum number of 1,928,595 ordinary shares, equal to 10% of the share capital pro tempore, in compliance with the applicable legal and regulatory limits.

The request for authorization is aimed at providing the Company with an instrument of strategic and operational flexibility, enabling it, inter alia, to seize market opportunities, to have a securities portfolio to be used in potential extraordinary transactions, exchanges or strategic alliances, as well as to create a treasury share reserve to service incentive plans based on the Company's shares. The authorization also meets the need to be able to intervene, where necessary, in support of the liquidity of the stock and to counter any excessive volatility, in compliance with the applicable regulations, including the provisions on market abuse and accepted market practices. The authorization to purchase will be requested for a maximum duration of 18 months from the date of the shareholders' resolution, while the right to dispose of the purchased shares will be requested without time limits. Purchases must be carried out at a consideration no more than 10% higher or lower than the reference price recorded by the stock in the market session preceding each individual transaction, without prejudice to compliance with the price and volume limits set out by the applicable regulations.

### **Documentation**

The notice convening the Shareholders' Meeting, the explanatory reports of the Board of Directors on the items on the agenda, the 2026 Remuneration Policy and 2025 Remuneration Paid Report, the information documents relating to the 2026 MBO Plan and the 2026–2028 Performance Plan, as well as the additional meeting documentation, will be made available to the public within the terms and by the means provided by law at the registered office, on the Company's website, Investor Relations section, and through the authorized storage mechanism 1Info ([www.1info.it](http://www.1info.it)).

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### **Contacts**

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