



KALEON: the Board of Directors approves the 2026–2028 Stock Grant Plan

Approved the organizational model pursuant to Italian Legislative Decree No. 231/2001 and appointed the Supervisory Board

Milan, June 15, 2026 – The Board of Directors of Kaleon S.p.A., a company linked to the Borromeo family, specializing in the management and enhancement of significant artistic, natural and museum assets for tourism purposes (“**Kaleon**” or the “**Company**”), has today approved (i) the proposal to be submitted to the Shareholders’ Meeting for the adoption of the incentive scheme entitled the “2026–2028 Stock Grant Plan” (the “**Plan**”), addressed to individuals holding the position of executive directors, as well as certain employees and/or consultants of the Company and/or the Group (the “**Beneficiaries**”) occupying strategic and key roles for the achievement of corporate objectives, as well as (ii) the adoption of the “Organization, Management and Control Model” prepared pursuant to Italian Legislative Decree No. 231/2001 (the “**231 Model**”).

Adoption of the Plan

The Plan is structured over a three-year period and provides for the possibility for Beneficiaries to accrue rights to receive, free of charge, ordinary shares of the Company, up to a maximum of 706,250 shares, subject to the achievement of specific performance targets linked to: (i) an increase in consolidated Adjusted EBITDA compared with the previous financial year; (ii) an increase in consolidated Adjusted EBITDA margin compared with the previous financial year; (iii) an increase in the number of tourism sites managed by the Group; and (iv) an increase in the average market price of the Company’s shares. For Beneficiaries classified as employees, specific individual performance targets will also apply.

Rights will be allocated to Beneficiaries by resolution of the Board of Directors in three tranches, vesting progressively over three financial years (33%, 33% and 34% respectively). For Beneficiaries who are employees at level III, as defined in the Plan, each tranche shall vest in full as of the closing date of the relevant financial year (the “**Rights**”).

The Rights shall vest provided that Beneficiaries maintain their employment or directorship relationship, as applicable, with the Company and/or the Group, and achieve the Group performance targets assigned for each tranche.

Verification of the achievement of such targets shall be carried out at the sole discretion of the Company’s Board of Directors, with the assistance of the Group Chief Financial Officer, on the basis of the consolidated financial statements of the Group as at 31 December 2026 for the first tranche, 31 December 2027 for the second tranche, and 31 December 2028 for the third tranche.

The shares under the Plan will not be subject to any lock-up period but will be subject to an obligation to notify the Company in the event of sale within six months of allocation. The Plan also includes claw-back provisions enabling the Board of Directors to revoke Rights or to withhold the allocation of ordinary shares in the event of fraudulent conduct, or regulatory or contractual breaches by Beneficiaries.

The Plan aims to incentivise and retain the Group’s key human capital, align management and shareholder interests, and support sustainable and profitable growth of the Company.

Approval of the Plan will be submitted to the Shareholders’ Meeting, to be held on first call on 13 July 2026 and, if necessary, on second call on 15 July 2026.



For further information on the details of the Plan, reference is made to the explanatory report of the Board of Directors and the Plan Rules, which will be made available to the public within the deadline for publication of the notice convening the Shareholders' Meeting, in accordance with applicable regulations.

Adoption of the 231 Model

The adoption of the 231 Model confirms the Company's commitment to the continuous improvement of its corporate governance system, with a view to further enhancing the fairness and transparency of its operating and management system and ensuring greater protection for all stakeholders.

In accordance with the provisions of the 231 Model, the Board of Directors has also appointed a monocratic Supervisory Board, in the person of attorney-at-law Giuseppina Cimmarusti, who meets the requirements of autonomy, independence and professionalism required for the role (the "**Supervisory Board**").

The Supervisory Board, whose purpose is to verify the functioning, compliance with and updating of the 231 Model, shall remain in office until the approval of the financial statements for the year ending 31 December 2027, unless expressly resigned or revoked.

The 231 Model is available on the Company's website, www.predictcare.it, in the Governance/Corporate Documents section.

This press release is available at Borsa Italiana S.p.A., at the Company's registered office and in the Investor Relations/Price sensitive press releases section of the website www.kaleon.com

For the dissemination and storage of regulated information, Kaleon makes use of the eMarket SDIR transmission system managed by Teleborsa S.r.l., headquartered at Piazza Priscilla 4, Rome.

About Kaleon:

Kaleon is the new name of SAG S.r.l., a company founded in 1983 by the Borromeo family, specializing in the management, protection, and enhancement of major artistic, natural, and museum heritage assets. Its business model is innovative, separating asset ownership from asset management, thereby promoting an entrepreneurial approach to operations. The Company's core business, Terre Borromeo, is the brand that identifies the prestigious cultural and natural sites on Lake Maggiore linked to the Borromeo family, such as Isola Bella and Isola Madre in the Borromeo Islands archipelago, the Pallavicino Park in Stresa, the Mottarone Park with its 500 hectares of forest, the Rocca di Angera on the Lombardy side in the province of Varese, and the Cannero Castles in Upper Verbano, opened to the public on 28 June 2025 after a ten-year restoration project. With 225 employees and over 40 years of experience in the tourism sector, Kaleon positions itself as a pioneer in high-quality cultural tourism. In 2023, Kaleon welcomed more than one million visitors. In 2025, the Company reported revenues of €23.2 million, with an Ebitda margin of 26.3%. Following steady growth (CAGR 2015–2024: +10%), the Company now aims to expand its activities in Italy and internationally, offering authentic and sustainable cultural experiences for future generations. For more information: <https://kaleon.com/>

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