
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
to
Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Stevanato Group S.p.A.

(Exact name of registrant as specified in its charter)

Republic of Italy
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

Via Molinella 17
35017 Piombino Dese – Padua
Italy
(Address of principal executive offices) (Zip Code)

Performance Shares Plan 2023-2027
Restricted Shares Plan 2023-2027
Other benefits as described herein
(Full Title of the Plans)

Ompi of America, Inc.
41 University Drive No. 400
Newton, PA – 18940
+1 (267) 757-8747
(Name and address, and telephone number, including area code, of agent for service)

Copies to:

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Exchange Act.

EXPLANATORY NOTE

Stevanato Group S.p.A., an Italian joint stock company (*società per azioni*) (the “Company”) is filing this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (Registration No. 333-279551) (as amended, the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) to amend the prospectus included in Part I of the Registration Statement pursuant to General Instruction C of Form S-8 (the “Reoffer Prospectus”), filed as part of Post-Effective Amendment No. 1 to the Registration Statement on June 11, 2024 to (i) supplement the list of selling shareholders named in the Reoffer Prospectus and to update the amounts of ordinary shares available to be resold by them, and (ii) to update certain other information included in the Reoffer Prospectus. As a filing fee was paid by the Company under the original Registration Statement in connection with the registration of the ordinary shares offered under the Reoffer Prospectus, no additional registration fee is required to add these ordinary shares to the Reoffer Prospectus pursuant to Rule 457(h)(3) under the Securities Act of 1933, as amended (the “Securities Act”).

This Reoffer Prospectus may be used for reoffers and resales of ordinary shares of the Company on a continuous or delayed basis that may be deemed to be “control securities” under the Securities Act, and the rules and regulations promulgated thereunder, that are issuable to certain employees, directors and/or officers of the Company identified in the Reoffer Prospectus, as may be supplemented, who are, or may be deemed to be, “affiliates” of the Company within the meaning set forth in Rule 405 under the Securities Act (the “Selling Shareholders”). Such Selling Shareholders may reoffer or resell all, a portion, or none of the ordinary shares which have been or will be acquired pursuant to (i) the Company’s Performance Share Plan 2023-2027; (ii) the Company’s Restricted Shares Plan 2023-2027; (iii) certain shareholders resolutions passed at the shareholders’ meeting held on June 1, 2022, May 24, 2023 and May 22, 2024; and (iv) certain employment agreements ((i), (ii), (iii) and (iv), together, the “Plans”).

Pursuant to Rule 424(b) under the Securities Act, we may supplement the Reoffer Prospectus from time to time with the names of additional selling shareholders and/or amounts of ordinary shares, if any, to be reoffered or resold by such selling shareholders as that information becomes known. The inclusion of such ordinary shares herein does not necessarily represent a present intention to sell any or all such ordinary shares by the Selling Shareholders.

All other portions of the Registration Statement, as previously filed, remain unchanged.

PART I.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Item 1 and Item 2 of Part I of FormS-8 is omitted from this filing in accordance with Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The document(s) containing the information specified in Part I of FormS-8 will be sent or given to the participants as specified by Rule 428(b)(1) of the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "SEC"), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

REOFFER PROSPECTUS



Stevanato Group S.p.A.

78,832 Ordinary Shares

This reoffer prospectus relates to the offer and sale, from time to time, by the selling shareholders named herein (the “Selling Shareholders”), or their permitted transferees, of up to 78,832 ordinary shares, no par value per share (the “ordinary shares”) of Stevanato Group S.p.A. (“Stevanato Group”, the “Company”, or “we”) issued to the Selling Shareholders pursuant to (i) the Company’s Performance Share Plan 2023-2027; (ii) the Company’s Restricted Shares Plan 2023-2027; (iii) certain shareholders resolutions passed at the shareholders’ meeting held on June 1, 2022, May 24, 2023 and May 22, 2024; and (iv) certain employment agreements (i), (ii), (iii) and (iv), together, the “Plans”).

We are not offering any of the ordinary shares and will not receive any proceeds from the sale of the ordinary shares offered by this reoffer prospectus. See “*Use of Proceeds*.”

Upon the issuance of the ordinary shares to the Selling Shareholders under the Plans, the Selling Shareholders may from time to time sell, transfer or otherwise dispose of any or all of the ordinary shares covered by this reoffer prospectus through underwriters or dealers, directly to purchasers (or a single purchaser) or through broker-dealers or agents. If underwriters or dealers are used to sell the shares, we will name them and describe their compensation in a prospectus supplement. The ordinary shares may be sold in one or more transactions at fixed prices, prevailing market prices at the time of sale, prices related to the prevailing market prices, varying prices determined at the time of sale or negotiated prices. We do not know when or in what amount the Selling Shareholders may offer the ordinary shares for sale. The Selling Shareholders may sell any, all or none of the ordinary shares offered by this reoffer prospectus. See “*Plan of Distribution*” for more information about how the Selling Shareholders may sell or dispose of the ordinary shares covered by this reoffer prospectus. The Selling Shareholders will bear all sales commissions and similar expenses. We will bear all expenses of registration incurred in connection with this offering, including any other expenses incurred by us in connection with the registration and offering that are not borne by the Selling Shareholders.

The Selling Shareholders are “affiliates” of Stevanato Group (as defined in Rule 405 under the Securities Act of 1933, as amended (the “Securities Act”). The ordinary shares issued to the Selling Shareholders under the Plans will be “control securities” under the Securities Act before their sale under this reoffer prospectus. This reoffer prospectus has been prepared for the purposes of registering the ordinary shares under the Securities Act to allow for future sales by the Selling Shareholders on a continuous or delayed basis to the public without restriction.

Our ordinary shares are listed on the New York Stock Exchange (the “NYSE”) under the symbol “STVN.” The last reported sale price of the ordinary shares on the NYSE on September 3, 2024 was \$21.94 per share. We are a “foreign private issuer” under applicable U.S. Securities and Exchange Commission (the “SEC”) rules and are eligible for reduced public company disclosure requirements.

We may add, update or change information contained in this reoffer prospectus from time to time by incorporating by reference any document or filing a prospectus supplement, as required. You should read this entire reoffer prospectus, together with the documents we incorporate by reference, and any applicable prospectus supplement carefully before you make your investment decision.

Investing in our securities involves a high degree of risk. For a discussion of information that should be considered in connection with an investment in our securities, see “[Risk Factors](#)” beginning on page 3 of this reoffer prospectus and the risk factors contained in any document incorporated by reference in this reoffer prospectus and any applicable prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this reoffer prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Reoffer Prospectus dated September 4, 2024

TABLE OF CONTENTS

	<u>Page</u>
ABOUT THIS REOFFER PROSPECTUS	I
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS	III
REOFFER PROSPECTUS SUMMARY	S-1
RISK FACTORS	3
DETERMINATION OF OFFERING PRICE	4
USE OF PROCEEDS	5
CAPITALIZATION AND INDEBTEDNESS	6
DILUTION	7
SELLING SHAREHOLDERS	8
PLAN OF DISTRIBUTION	10
EXPERTS	12
LEGAL MATTERS	13
WHERE YOU CAN FIND MORE INFORMATION	14
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE	15

ABOUT THIS REOFFER PROSPECTUS

This reoffer prospectus is part of a registration statement on Form S-8 (Registration No. 333-279551) filed with the Securities and Exchange Commission, or the “SEC”. The Selling Shareholders named in this reoffer prospectus may, from time to time, sell the ordinary shares described in this reoffer prospectus in one or more offerings. This reoffer prospectus includes important information about us, the ordinary shares issued by us, the ordinary shares being offered by the Selling Shareholders and other information you should know before investing. Any document incorporated by reference in this reoffer prospectus and any prospectus supplement may also add, update, or change information in this reoffer prospectus. If there is any inconsistency between the information contained or incorporated by reference in this reoffer prospectus and any prospectus supplement, you should rely on the information contained in that particular prospectus supplement.

This reoffer prospectus does not contain all of the information provided in the registration statement that we filed with the SEC. You should read this reoffer prospectus together with the additional information about us described in the section below entitled “*Where You Can Find More Information.*” You should rely only on information contained or incorporated by reference in this reoffer prospectus and any applicable prospectus supplement. We have not, and the Selling Shareholders have not, authorized anyone to provide you with information, or to make any representation, different from that contained or incorporated by reference in this reoffer prospectus, any prospectus supplement or any free writing prospectus that we or the Selling Shareholders may authorize to be delivered or made available to you.

The information contained in this reoffer prospectus, any document incorporated by reference in this reoffer prospectus and any applicable prospectus supplement is accurate only as of their respective dates, regardless of the time of delivery of this reoffer prospectus, any document incorporated by reference in this reoffer prospectus or any applicable prospectus supplement, or the sale of any ordinary shares offered hereby. You should not assume that the information contained in this reoffer prospectus, any document incorporated by reference in this reoffer prospectus or any applicable prospectus supplement is accurate as of any other date. Our business, financial condition, results of operations and prospects may have changed since those dates.

We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in this reoffer prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties and covenants were accurate only as of the date when made; therefore, such representations, warranties and covenants should not be relied on as accurate representations of the current state of our affairs.

This reoffer prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this reoffer prospectus. The securities offered by this reoffer prospectus are being offered only in jurisdictions where the offer is permitted.

While we believe our internal company research and estimates are reliable, such research and estimates have not been verified by any independent source. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements in this reoffer prospectus. These forecasts and forward-looking information are subject to uncertainty and risk due to a variety of factors, including those described under “*Risk Factors.*” These and other factors could cause results to differ materially from those expressed in any forecasts or estimates. In addition, assumptions and estimates of our and our industries’ future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. These and other factors could cause our future performance to differ materially from our assumptions and estimates. As a result, you should be aware that market, ranking and other similar industry data included in this reoffer prospectus and the accompanying prospectus, and estimates and beliefs based on that data, may not be reliable. Neither we nor the Selling Shareholders can guarantee the accuracy or completeness of any such information contained in this reoffer prospectus.

Except where the context otherwise requires or where otherwise indicated in this reoffer prospectus, the terms “Stevanato,” “Stevanato Group,” the “Company,” “we,” “us,” “our,” “our Company” and “our business” refer to

Table of Contents

Stevanato Group S.p.A., together with its consolidated subsidiaries as a consolidated entity. The term “ordinary shares” refers to our ordinary shares, no par value per share.

All references in this reoffer prospectus to “dollar,” “USD,” “US\$” or “\$” refer to U.S. dollars and the terms “€” or “euro” refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the treaty establishing the European Community, as amended.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This reoffer prospectus contains (and any document incorporated by reference in this reoffer prospectus, and any prospectus supplement, may contain) certain forward-looking statements for purposes of the federal securities laws. All statements contained in this reoffer prospectus and any applicable prospectus supplement other than statements of historical fact, including, without limitation, statements regarding our future financial performance, our strategies, plans and other aspects of our business. Words or phrases such as “believe,” “anticipate,” “intend,” “estimate,” “forecast,” “project,” “plan,” “potential,” “may,” “should,” “expect,” “envisage” or the negative of these terms and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions.

These are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to the following:

- our product offerings are highly complex, and, if our products do not satisfy applicable quality criteria, specifications and performance standards, we could experience lost sales, delayed or reduced market acceptance of our products, increased costs and damage to our reputation;
- we must develop new products and enhance existing products, adapt to significant technological and innovative changes and respond to introductions of new products by competitors to remain competitive;
- our backlog might not accurately predict our future revenue, and we might not realize all or any part of the anticipated revenue reflected in our backlog;
- if we fail to maintain and enhance our brand and reputation, our business, results of operations and prospects may be materially and adversely affected;
- we are highly dependent on our management and employees. Competition for our employees is intense, and we may not be able to attract and retain the highly skilled employees that we need to support our business and our intended future growth;
- our business, financial condition and results of operations depend upon maintaining our relationships with suppliers and service providers;
- our business, financial condition and results of operations depend upon the availability and price of high-quality materials and energy supply and our ability to contain production costs;
- significant interruptions in our operations could harm our business, financial condition and results of operations;
- as a consequence of the COVID-19 pandemic, sales of syringes and vials to and for vaccination programs globally increased, resulting in a revenue growth acceleration. The demand for such products may shrink, as the need for COVID-19 related solutions continue to decline;
- our manufacturing facilities are subject to operating hazards which may lead to production curtailments or shutdowns and have an adverse effect on our business, results of operations, financial condition or cash flows;
- our business, financial condition and results of operations may be impacted by our ability to successfully expand capacity to meet customer demand;
- the loss of a significant number of customers or a reduction in orders from a significant number of customers, including through destocking initiatives or lack of transparency of our products held by customers, could reduce our sales and harm our financial performance;

Table of Contents

- we may face significant competition in implementing our strategies for revenue growth in light of actions taken by our competitors;
- our global operations are subject to international market risks that may have a material effect on our liquidity, financial condition, results of operations and cash flows;
- we are required to comply with a wide variety of laws and regulations and are subject to regulation by various federal, state and foreign agencies;
- given the relevance of our activities in the healthcare sector, investments by non-Italian entities in the Company, as well as certain asset disposals by the Company, may be subject to the prior authorization of the Italian Government (so called “golden powers”);
- if relations between China and the United States deteriorate, our business in the United States and China could be materially and adversely affected;
- cyber security risks and the failure to maintain the confidentiality, integrity and availability of our computer hardware, software and internet applications and related tools and functions, could result in damage to our reputation, data integrity and/or subject us to costs, fines or lawsuits under data privacy or other laws or contractual requirements;
- our trade secrets may be misappropriated or disclosed, and confidentiality agreements with directors, employees and third parties may not adequately prevent disclosure of trade secrets and protect other proprietary information;
- if we are unable to obtain and maintain patent protection for our technology, products and potential products, or if the scope of the patent protection obtained is not sufficiently broad, we may not be able to compete effectively in our markets;
- we depend in part on proprietary technology licensed from others. If we lose our existing licenses or are unable to acquire or license additional proprietary rights from third parties, we may not be able to continue developing our potential products;
- we are obligated to maintain proper and effective internal control over financial reporting. Our internal controls were not effective for the year ended December 31, 2023, and in the future may not be determined to be effective, which may adversely affect investor confidence in us and, as a result, the value of our ordinary shares; and
- any other risk described under the headings “*Risk Factors*” and “*Operating and Financial Review and Prospects*” in our Annual Report on Form 20-F for the fiscal year ended December 31, 2023, filed with the SEC on March 7, 2024.

The foregoing list of factors is not exhaustive. The forward-looking statements contained or incorporated by reference in this reoffer prospectus and contained in any prospectus supplement are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading “*Risk Factors*.” Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We will not and do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

You should read this reoffer prospectus, any document incorporated by reference in this reoffer prospectus, any applicable prospectus supplement, and the documents that we reference in this reoffer prospectus and have filed with the SEC as exhibits to the registration statement of which this reoffer prospectus is a part with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.

REOFFER PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this reoffer prospectus or incorporated by reference in this reoffer prospectus. This summary does not contain all of the information you should consider before investing in our securities. You should carefully read this entire reoffer prospectus (as supplemented or amended) carefully, especially "Risk Factors" and the financial statements and related notes thereto, and the other information incorporated by reference in this reoffer prospectus. Some of the statements in this reoffer prospectus constitute forward-looking statements that involve risks and uncertainties. See "Cautionary Note Regarding Forward-Looking Statements" for more information.

Company Overview

We are a leading global provider of drug containment, drug delivery and diagnostic solutions to the pharmaceutical, biotechnology and life sciences industries. We deliver an integrated, end-to-end portfolio of products, processes and services that address customer needs across the entire drug life cycle at each of the development, clinical and commercial stages. Our core capabilities in scientific research and development, our commitment to technical innovation and our engineering excellence are central to our ability to offer value added solutions to our clients.

Our solutions are highly integrated with the development, production and commercialization processes of our customers. In addition to manufacturing drug containment and delivery solutions, we provide a full set of services across all stages of drug development, from pre-clinical to clinical and commercialization. We also engineer machinery and equipment for the production of drug containment and delivery systems that can be integrated into both our customers' and our own manufacturing processes. Our involvement at each stage of a drug's life cycle, together with the breadth of our offering, enables us to serve as a one-stop-shop for our customers, which we believe represents a significant competitive advantage.

Corporate Information

We were incorporated on July 15, 1980, and the Company has a duration set until December 31, 2100, which may be subsequently extended by the shareholders of the Company. We are a joint stock company (*società per azioni*) incorporated in the Republic of Italy and our corporate affairs are governed by our articles of association, certain provisions of the Italian Civil Code and the laws of the Republic of Italy.

Our principal executive offices are located at Via Molinella 17, 35017 Piombino Dese – Padua, Italy and our telephone number is +39 049 931811. We have appointed Ompi of America, whose address is 41 University Drive No. 400, Newton, PA – 18940, as our agent upon whom process may be served in any action brought against us under the laws of the United States. You can find a more detailed description of the Group's business and recent transactions in our Annual Report, which is incorporated by reference into this reoffer prospectus.

The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers, such as us, that file electronically, with the SEC at www.sec.gov.

About This Offering

This reoffer prospectus relates to the public offering, which is not being underwritten, by the Selling Shareholders listed in this reoffer prospectus, of up to 78,832 ordinary shares of the Company, issued to the Selling Shareholders pursuant to the Plans. Upon the issuance of the ordinary shares to the Selling Shareholders under the Plans, the Selling Shareholders may from time to time sell, transfer or otherwise dispose of any or all of the ordinary shares covered by this reoffer prospectus through underwriters or dealers, directly to purchasers (or a single purchaser) or through broker-dealers or agents. We will receive none of the proceeds from the sale of the ordinary shares by the Selling Shareholders. We will bear all expenses of registration incurred in connection with this offering, but all selling and other expenses incurred by the Selling Shareholders will be borne by them.

Summary of Risk Factors

Investing in our securities entails a high degree of risk as more fully described under “*Risk Factors*,” and the risk factors contained in the other documents that are filed after the date hereof and incorporated by reference in this reoffer prospectus or contained in any applicable supplement. You should carefully consider such risks before deciding to invest in our securities.

RISK FACTORS

Before making an investment decision, you should carefully consider the risks described under “*Item 3. Key Information—D. Risk Factors*” of our 2023 Annual Report on Form 20-F filed with the SEC on March 7, 2024 and incorporated by reference herein, and the risk factors contained in the other documents that are filed after the date hereof and incorporated by reference in this reoffer prospectus or contained in any applicable supplement. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. Our business, financial condition or results of operations could be materially and adversely affected by any of these risks. The trading price and value of our ordinary shares could decline due to any of these risks, and you may lose all or part of your investment. This reoffer prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this reoffer prospectus.

DETERMINATION OF OFFERING PRICE

The Selling Shareholders will determine at what price sell the ordinary shares, and such sales may be made at prevailing market prices or at privately negotiated prices. See "*Plan of Distribution*" below for more information.

USE OF PROCEEDS

All of the ordinary shares offered by the Selling Shareholders pursuant to this reoffer prospectus will be sold by the Selling Shareholders for their respective amounts. We will not receive any of the proceeds from these sales.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth our unaudited capitalization and indebtedness as of June 30, 2024.

The data in the table is derived from, and should be read in conjunction with, our historical financial statements, including the accompanying notes, incorporated by reference into this registration statement. Our historical results do not necessarily indicate our expected results for any future periods.

	As of June 30, 2024	
	<i>(EUR thousands)</i>	
Cash and cash equivalents	€	78,146
Debt		
Current debt ⁽¹⁾	€	59,337
Non-current debt ⁽²⁾	€	240,506
Total debt	€	299,843
Shareholders' equity		
Share Capital	€	22,232
Reserves and retained earnings	€	1,262,495
Net profit attributable to equity holders of the parent	€	39,439
Non-controlling interests	€	54
Total shareholders' equity	€	1,324,220
Total capitalization	€	1,624,063

(1) Consists of current bank overdrafts and short-term loan facilities, bank loans and financial liabilities for accrued interests.

(2) Consists of non-current bank loans and notes.

As of the date of this reoffer prospectus, there have been no material changes in the Company's capitalization from that set forth in the table above.

DILUTION

Because the Selling Shareholders who offer and sell ordinary shares covered by this reoffer prospectus may do so at various times, at prices and at terms then prevailing or at prices related to the then current market price, or in negotiated transactions, we have not included in this reoffer prospectus information about the dilution (if any) to the public arising from these sales.

SELLING SHAREHOLDERS

This reoffer prospectus relates to the offer and sale, from time to time, by the Selling Shareholders named herein, or their permitted transferees, of up to 78,832 of our ordinary shares, no par value per share, issued or issuable to the Selling Shareholders pursuant to the Plans.

The following table sets forth the names of the Selling Shareholders, the number of ordinary shares owned by each of them as of the date of this reoffer prospectus, the maximum number of ordinary shares that they may offer pursuant to this reoffer prospectus, and the number and percentage of ordinary shares to be beneficially owned by each Selling Shareholder assuming all of the ordinary shares which may be offered by such Selling Shareholder pursuant to this reoffer prospectus are sold. Unless otherwise indicated, the address for each Selling Shareholders listed in the table below is c/o Stevanato Group S.p.A., Via Molinella 17, 35017 Piombino Dese, Padua, Italy.

We cannot advise you as to whether the Selling Shareholders will in fact sell any or all of their ordinary shares. The Selling Shareholders may offer all or part of the ordinary shares for resale from time to time through public or private transactions, at fixed prices, prevailing market prices at the time of sale, prices related to the prevailing market prices, varying prices determined at the time of sale or negotiated prices. Because the Selling Shareholders may offer all, some or none of their securities, no definitive estimate as to the number of ordinary shares that will be held by the Selling Shareholders after an offering can be provided. The Selling Shareholders may sell any, all or none of the shares offered by this reoffer prospectus. See “*Plan of Distribution.*” We will not receive any of the proceeds from the sale of the ordinary shares sold by the Selling Shareholders.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security. Unless otherwise indicated, we believe that all persons named in the table below have sole voting and investment power with respect to ordinary shares beneficially owned by them.

Selling Shareholders information for each additional Selling Shareholders, if any, will be set forth in a prospectus supplement to the extent required prior to the time of any offer or sale of such Selling Shareholder’s ordinary shares pursuant to this reoffer prospectus. Any prospectus supplement may add, update, substitute, or change the information contained in this reoffer prospectus, including the identity of each Selling Shareholders and the number of ordinary shares registered on its behalf.

Name	Position with the Company	Ordinary Shares Beneficially Owned Prior to This Offering (1)		Number of Ordinary Shares to be Sold	Ordinary Shares Beneficially Owned After This Offering (1)(2)	
		Number	%	Number	Number	%
Madhavan Balachandran	Director	63,701	*	5,598	58,103	*
Fabrizio Bonanni	Director	5,598	*	5,598	—	*
Fabio Buttignon	Director	5,011	*	5,011	—	*
William Federici	Director	21,234	*	5,598	15,636	*
Donald Eugene Morel Jr.	Director	31,667	*	5,598	26,069	*
Paola Vezaro	Director	5,598	*	5,598	—	*
Marco Dal Lago	Chief Financial Officer	76,524	*	1,524	75,000	*
Riccardo Butta	President Americas	41,837	*	41,837	—	*
Mauro Stocchi	Chief Business Officer	402,470	*	2,470	400,000	*

* Less than 1%

(1) Beneficial ownership and the percentage of ordinary shares beneficially owned is computed on the basis of 302,842,536 (including 49,604,649 ordinary shares and 253,237,887 class A shares) shares outstanding as of the date of this reoffer prospectus and determined in accordance with the rules and regulations of the SEC.

Table of Contents

- (2) Assumes that all of the ordinary shares held by each Selling Shareholder and being offered under this reoffer prospectus are sold, and that no Selling Shareholder will acquire additional ordinary shares before the completion of this offering.

Other Material Relationships with the Selling Shareholders

Indemnification Agreements

In connection with our listing on the NYSE, we entered into indemnification agreements with our directors and executive officers. These indemnification agreements require us to indemnify our directors and executive officers to the fullest extent permitted by law, save for a limited number of instances, including when (i) officers and directors' acts or omissions constituted willful misconduct or gross negligence, (ii) officers and directors did not act in good faith, for a purpose which they reasonably believed to be in, or not opposed to, the best interests of the Company and (iii) officers and directors are held liable towards the Company.

Insofar as indemnification of liabilities arising under the Securities Act may be permitted to executive officers and board members or persons controlling us pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

PLAN OF DISTRIBUTION

We are registering the ordinary shares covered by this reoffer prospectus to permit the Selling Shareholders to conduct public secondary trading of the ordinary shares from time to time after the date of this reoffer prospectus. As used herein, references to “Selling Shareholders” includes donees, pledgees, transferees, distributees or other successors-in-interest selling ordinary shares of Stevanato Group received after the date of this reoffer prospectus from a Selling Shareholder as a gift, pledge, partnership distribution or other transfer.

We will not receive any of the proceeds from the sale of the ordinary shares offered by this reoffer prospectus. The aggregate proceeds to the Selling Shareholders from the sale of the ordinary shares will be the purchase price of the ordinary shares less any discounts and commissions. We will not pay any brokers’ or underwriters’ discounts and commissions in connection with the registration and sale of the ordinary shares covered by this reoffer prospectus. The Selling Shareholders will pay any underwriting discounts and commissions and expenses incurred by them for brokerage, accounting, tax or legal services or any other expenses incurred by them in disposing of the ordinary shares. We bear the costs, fees and expenses incurred in effecting the registration of the ordinary shares covered by this reoffer prospectus, including all registration and filing fees and fees and expenses of our counsel and our independent registered public accounting firm. The Selling Shareholders reserve the right to accept and, together with their respective agents, to reject, any proposed purchases of the ordinary shares to be made directly or through agents.

The ordinary shares offered by this reoffer prospectus may be sold from time to time to purchasers:

- directly by the Selling Shareholders;
- through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, commissions or agent’s commissions from the Selling Shareholders or the purchasers of the ordinary shares; or
- through a combination of any of these methods of sale.

Any underwriters, broker-dealers or agents who participate in the sale or distribution of the ordinary shares may be deemed to be “underwriters” within the meaning of the Securities Act. As a result, any discounts, commissions or concessions received by any such broker-dealer or agents who are deemed to be underwriters will be deemed to be underwriting discounts and commissions under the Securities Act. Underwriters are subject to the prospectus delivery requirements of the Securities Act and may be subject to certain statutory liabilities under the Securities Act and the Exchange Act. The Selling Shareholders may agree to indemnify any broker, dealer or agent that participates in transactions involving sales of the ordinary shares against certain liabilities in connection with the offering of the shares arising under the Securities Act. We will make copies of this reoffer prospectus available to the Selling Shareholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act.

The ordinary shares may be sold in one or more transactions at:

- fixed prices;
- prevailing market prices at the time of sale;
- prices related to such prevailing market prices;
- varying prices determined at the time of sale; or
- negotiated prices.

These sales may be effected in one or more transactions:

- on any national securities exchange or quotation service on which the ordinary shares may be listed or quoted at the time of sale;

Table of Contents

- in the over-the-counter market;
- in transactions otherwise than on such exchanges or services or in the over-the-counter market;
- through trading plans entered into by the Selling Shareholders pursuant to Rule 10b5-1 under the Exchange Act that are in place at the time of an offering pursuant to this reoffer prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans;
- any other method permitted by applicable law; or
- through any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as an agent on both sides of the trade.

At the time a particular offering of the ordinary shares is made, a prospectus supplement, if required, will be distributed, which will set forth the name of the Selling Shareholders, the aggregate amount of ordinary shares being offered and the terms of the offering, including, to the extent required, (1) the name or names of any underwriters, broker-dealers or agents, (2) any discounts, commissions and other terms constituting compensation from the Selling Shareholders, and (3) any discounts, commissions or concessions allowed or reallocated to be paid to broker-dealers.

The Selling Shareholders also may transfer the securities in other circumstances, in which case the transferees, pledgees or other successors-in-interest will be the selling beneficial owners for purposes of this reoffer prospectus. Upon being notified by a Selling Shareholder that a donee, pledgee, transferee, other successor-in-interest intends to sell our ordinary shares, we will, to the extent required, promptly file a supplement to this reoffer prospectus to name specifically such person as a Selling Shareholder.

The Selling Shareholders will act independently of us in making decisions with respect to the timing, manner, and size of each resale or other transfer. There can be no assurance that the Selling Shareholders will sell any or all the ordinary shares under this reoffer prospectus. Further, we cannot assure you that the Selling Shareholders will not transfer, distribute, devise or gift the ordinary shares by other means not described in this reoffer prospectus. In addition, any ordinary shares covered by this reoffer prospectus that qualify for sale under Rule 144 of the Securities Act may be sold under Rule 144 rather than under this reoffer prospectus. The ordinary shares may be sold in some states only through registered or licensed brokers or dealers. In addition, in some states the ordinary shares may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification is available and complied with.

The Selling Shareholders and any other person participating in the sale of the ordinary shares will be subject to the Exchange Act. The Exchange Act rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of the ordinary shares by the Selling Shareholders and any other person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the ordinary shares to engage in market-making activities with respect to the particular securities being distributed. This may affect the marketability of the ordinary shares and the ability of any person or entity to engage in market-making activities with respect to the ordinary shares.

Once sold under the registration statement of which this reoffer prospectus forms a part, the ordinary shares covered by this reoffer prospectus will be freely tradable in the hands of persons other than our affiliates.

EXPERTS

The consolidated financial statements of Stevanato Group S.p.A. as of December 31, 2023 and for the year then ended and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Annual Report on Internal Control over Financial Reporting) as of December 31, 2023 incorporated in this prospectus by reference to the Annual Report on Form 20-F for the year ended December 31, 2023 have been so incorporated in reliance on the report (which contains an adverse opinion on the effectiveness of the Company's internal control over financial reporting) of PricewaterhouseCoopers S.p.A., an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of Stevanato Group S.p.A. as of December 31, 2022 and for each of the two years in the period ended December 31, 2022, appearing in Stevanato Group S.p.A.'s Annual Report (Form 20-F) for the year ended December 31, 2023, have been audited by EY S.p.A. ("EY"), independent registered public accounting firm, as set forth in their report thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

LEGAL MATTERS

We are being represented by Skadden, Arps, Slate, Meagher & Flom (UK) LLP with respect to certain legal matters as to United States federal securities and New York State law. The validity of the ordinary shares offered in this reoffer prospectus and certain legal matters as to Italian law have been passed upon for us by Chiomenti Studio Legale.

WHERE YOU CAN FIND MORE INFORMATION

This reoffer prospectus is part of a registration on Form S-8, which we have filed with the SEC under the Securities Act and does not contain all of the information set forth in the registration statement and the exhibits and schedules to the registration statement. We have omitted parts of the registration statement in accordance with the rules and regulations of the SEC. You should read the registration statement and the exhibits and schedules included in the registration statement, incorporated by reference in and deemed to be incorporated by reference in this reoffer prospectus for further information with respect to the Company and the securities offered in this reoffer prospectus.

We are subject to the periodic reporting and other information requirements of the Exchange Act as applicable to a “foreign private issuer,” and we will file annual reports and other information from time to time with the SEC in accordance with such requirements. Our SEC filings will be available to the public on the internet at a website maintained by the SEC located at www.sec.gov. As a foreign private issuer, we are exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements, and our executive officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers, such as us, that file electronically, with the SEC at www.sec.gov. We maintain a corporate website at www.stevanatogroup.com. Information contained on, or that can be accessed through, our website does not constitute a part of this reoffer prospectus. We have included our website address in this reoffer prospectus solely for informational purposes.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC's rules allow us to "incorporate by reference" information into this reoffer prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this reoffer prospectus and subsequent information that we file with the SEC will automatically update and supersede that information. Any statement contained in this reoffer prospectus or a previously filed document incorporated by reference will be deemed to be modified or superseded for purposes of this reoffer prospectus to the extent that a statement contained in this reoffer prospectus or a subsequently filed document incorporated by reference modifies or replaces that statement.

We incorporate by reference into this reoffer prospectus the documents listed below:

- Our Annual Report on [Form 20-F](#) (File No. 001-40618) for the fiscal year ended December 31, 2023, filed with the SEC on March 7, 2024; and
- The description of the ordinary shares contained in the our registration statement on [Form 8-A](#) (File No. 001-40618) filed with the SEC on July 15, 2021, pursuant to Section 12(b) of the Exchange Act, including the description of the ordinary shares included as Exhibit 2.1 in our Annual Report on [Form 20-F](#) (File No. 001-40618) for the fiscal year ended December 31, 2023, filed with SEC on March 7, 2024.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this reoffer prospectus and prior to the filing of a post-effective amendment to the registration statement of which this reoffer prospectus forms a part that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this reoffer prospectus and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this reoffer prospectus. Information subsequently furnished on Form 6-K shall not be deemed incorporated herein by reference unless such Form 6-K expressly provides to the contrary. Unless expressly incorporated by reference, nothing in this reoffer prospectus shall be deemed to incorporate by reference information furnished to, but not filed with, the SEC.

Copies of all documents incorporated by reference in this reoffer prospectus, other than exhibits to those documents unless such exhibits are specifically incorporated by reference in this reoffer prospectus, will be provided at no cost to each person, including any beneficial owner, who receives a copy of this reoffer prospectus on the written or oral request of that person made to:

Stevanato Group S.p.A.
Via Molinella 17
35017 Piombino Dese – Padua
Italy
+39 049 9318111

We have not authorized any other person to provide you with any information other than the information contained in this reoffer prospectus and the documents incorporated by reference herein. We do not take responsibility for, or provide any assurance as to the reliability of, any different or additional information. Neither we nor the Selling Shareholders are making an offer to sell any securities in any jurisdiction where the offer or sale is not permitted. You should assume the information appearing in this prospectus and the documents incorporated by reference herein are accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, previously filed by the Company with the SEC, are incorporated by reference in this registration statement:

(a) The Company's Annual Report on [Form 20-F](#) (File No. 001-40618) for the fiscal year ended December 31, 2023, filed with the SEC on March 7, 2024; and

(b) The description of the ordinary shares contained in the Company's registration statement on [Form 8-A](#) (File No. 001-40618) filed with the SEC on July 15, 2021, pursuant to Section 12(b) of the Exchange Act, including the description of the Ordinary Shares included as Exhibit 2.1 in the Company's Annual Report on [Form 20-F](#) (File No. 001-40618) for the fiscal year ended December 31, 2023, filed with SEC on March 7, 2024.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), on or after the date of this registration statement, but prior to the filing of a post-effective amendment to this registration statement that indicates that all ordinary shares offered hereby have been sold or that deregisters all ordinary shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this registration statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Italian law does not limit the extent to which a company may provide for indemnification of officers and directors, except to the extent indemnification is provided against damages costs and expenses for which officers and directors are held liable towards the company or, in any case, as a consequence of the wrongful, intentional or grossly negligent acts or omissions, or such indemnification is held to be contrary to public policy, such as in case of criminal or administrative financial penalties.

Pursuant to the indemnification agreements, the form of which are incorporated by reference as Exhibit 4.6 to our Annual Report on Form 20-F, with our directors and executive officers, we have agreed to indemnify such directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

In particular, if officers or directors are made, or threatened to be made, a party to an action or proceeding other than by or in the right of the Company, whether civil or criminal, we provide for indemnification of officers and

Table of Contents

directors for damages, costs, amounts paid in settlement and reasonable expenses incurred in their capacities as such only if they acted in good faith, and for a purpose that they reasonably believed to be in or not opposed to, the best interests of the Company and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

Moreover, if officers or directors are made, or threatened to be made, a party to an action by or in the right of the Company, we provide for indemnification of officers and directors for damages, costs, amounts paid in settlement and reasonable expenses incurred in their capacities as such only if they acted in good faith, for a purpose which they reasonably believed to be in, or not opposed to, the best interests of the Company, except that no indemnification shall be made in respect of a threatened action or pending action that is settled or otherwise disposed of, or any claim, issue or matter as to which such officers or directors shall have been adjudged to be liable to the Company.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from registration claimed

Not applicable.

Item 8. Exhibits

<u>Exhibit Numbers</u>	<u>Description</u>
4.1*	Amended Articles of Association of Stevanato Group S.p.A.
4.2	Certificate of Incorporation of Stevanato Group S.p.A. (incorporated by reference to Stevanato Group S.p.A.'s Form F-1 filed June 21, 2021).
4.3	Performance Shares Plan 2023-2027 (incorporated by reference to Stevanato Group S.p.A.'s Form20-F filed March 2, 2023).
4.4	Restricted Shares Plan 2023-2027 (incorporated by reference to Stevanato Group S.p.A.'s Form20-F filed March 2, 2023).
5.1	Opinion of Chiomenti (incorporated by reference to Stevanato Group S.p.A.'s FormS-8 filed May 20, 2024).
23.1*	Consent of PricewaterhouseCoopers S.p.A., independent registered public accounting firm of Stevanato Group S.p.A. for the year ended December 31, 2023.
23.2*	Consent of EY S.p.A., independent registered public accounting firm of Stevanato Group S.p.A. for the two years ended December 31, 2022 and December 31, 2021.
23.3	Consent of Chiomenti (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page hereto).

* Filed herewith.

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration

Table of Contents

statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement.

provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement; and

- (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Sections 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Registration Statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Piombino Dese, Italy, on September 4, 2024.

STEVANATO GROUP S.P.A.

By: /s/ Franco Stevanato

Name: Franco Stevanato

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below severally constitutes and appoints Franco Stevanato his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sergio Stevanato</u> Sergio Stevanato	Director—Emeritus Chairman	September 4, 2024
<u>/s/ Franco Stevanato</u> Franco Stevanato	Director—Executive Chairman and Chief Executive Officer	September 4, 2024
<u>/s/ Karen Flynn</u> Karen Flynn	Director	September 4, 2024
<u>/s/ Luciano Santel</u> Luciano Santel	Director	September 4, 2024
<u>/s/ Alvise Spinazzi</u> Alvise Spinazzi	Director	September 4, 2024
<u>/s/ Fabrizio Bonanni</u> Fabrizio Bonanni	Director	September 4, 2024
<u>/s/ Fabio Buttignon</u> Fabio Buttignon	Director	September 4, 2024
<u>/s/ Madhavan Balachandran</u> Madhavan Balachandran	Director	September 4, 2024
<u>/s/ Donald Eugene Morel Jr.</u> Donald Eugene Morel Jr.	Director	September 4, 2024

[Table of Contents](#)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Federici</u> William Federici	Director	September 4, 2024
<u>/s/ Paola Vezzano</u> Paola Vezzano	Director	September 4, 2024
<u>/s/ Franco Moro</u> Franco Moro	Director	September 4, 2024
<u>/s/ Marco Dal Lago</u> Marco Dal Lago	Chief Financial Officer	September 4, 2024

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Stevanato Group S.p.A. has signed this registration statement or amendment thereto in Philadelphia, United States on September 4, 2024.

Authorized U.S. Representative

By: /s/ Douglas Bruno

Name: Douglas Bruno

Title: Senior VP, General Counsel and Secretary

UNOFFICIAL ENGLISH TRANSLATION OF THE ARTICLES OF ASSOCIATION

This document is an English translation of a document in Italian language

BY-LAWS

TITLE I

DENOMINATION - REGISTERED OFFICE – CORPORATE PURPOSE – DURATION

Article 1

Denomination

- 1.1 The Company is denominated “Stevanato Group Società per Azioni”, abbreviated to “Stevanato Group S.p.A.”.

Article 2

Registered office

- 2.1 The Company has its registered office in the Municipality of Piombino Dese (Pd).

Article 3

Applicable Provisions

- 3.1 The Company is subject to the provisions of the Italian Civil Code relating to joint stock companies and all other laws and regulations applicable to joint stock companies.
- 3.2 If the ordinary shares of the Company are traded on the New York Stock Exchange (“NYSE”), the provisions of the Italian Civil Code applicable to listed companies will also be applicable, pursuant to article 2325-*bis* of the Italian Civil Code.
- 3.3 If the ordinary shares of the Company are traded on a European regulated market, the provisions of legislative decree 58/1998 and the other laws relating to the same matter shall apply to the Company, notwithstanding anything to the contrary in these Articles.

Article 4

Corporate purpose

- 4.1 The corporate purpose of the Company is as follows and comprises:
- i) the undertaking, holding and management of shareholdings and interests of any kind, both directly and indirectly, in other companies and entities, including consortia, both under Italian and foreign law, whatever their purpose and object; in particular, the Company takes on, holds and manages shareholdings in companies operating in the fields of design, production and commerce of containers, packaging systems, drug delivery systems, automatic assembly systems and other goods and services predominantly (but not exclusively) for the pharmaceutical industry and other connected or related sectors;
 - ii) the provision of administrative, financial, commercial and management services in general aimed at the management and strategic, technical and/or financial coordination

or, in any event, provided in the interest of the subsidiaries companies and entities, including but not limited to: the coordination of the operational strategies, investment programs and development plans; the coordination of financial policy, centralized treasury operations and the granting of financing; the exercise of promotion and research activities; the use of technological assets, name and intellectual property rights; the administration and management of personnel, both for operational and disciplinary effects;

- iii) the study, creation, undertaking, licensing, registration, filing, management, purchase, and transfer of all types of rights relating to intangible assets of any kind, patents for industrial inventions, and for ornamental or utility models, trademarks and know-how;
- iv) the purchase, sale, possession and enjoyment of shares and bonds as well as other financial instruments, real rights and/or options in general on the same, whether issued and/or circulating in Italy or abroad;
- v) the purchase, construction, sale, exchange, personal management of civil and industrial, rustic and urban real estate.

The activities in paragraphs (i) and (ii) will not be exercised vis-à-vis the public, but will be aimed at a stable investment purpose. In particular, any activity of a fiduciary nature, collection of savings, credit exercise, placement on the market of financial instruments is excluded; all other activities reserved by law are also excluded.

Consequently, in a non-predominant and instrumental manner for the achievement of the Company's corporate purpose, the Company may carry out all commercial, financial, industrial, securities and real estate operations; it may also grant sureties, endorsements, deposits and guarantees in general, including in favor of third parties.

- 4.2 The Company exercises and organizes its own activity with the objective of pursuing success and sustainable growth through the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company.

Article 5

Duration

- 5.1 The duration of the Company is set until 31 (thirty-one) December 2100 (two thousand one-hundred).

TITLE II

SHARE CAPITAL – SHARES

Article 6

Share capital

- 6.1 The share capital of the Company is of Euro 22,231,562.00 and is divided into 302,842,536 shares, of which 49,604,649 ordinary shares and 253,237,887 special class "A" shares (the "Shares A" and, together with the ordinary shares, the "Shares") all without par value.
- 6.2 The share capital can also be increased through contributions in kind or receivables and by issuing shares of different classes from the Shares, in compliance with the provisions of the law in force and of these Articles.
- 6.3 Pursuant to article 2443 of the Italian Civil Code, the extraordinary shareholders' meeting can grant the Board of Directors the power to increase the share capital, in one or more occasions, up to a determined amount and for a maximum period of five years from the date of the resolution, as well as the power to issue bonds, including bonds convertible in shares, up to a determined amount and for a maximum period of five years from the date of the resolution.

- 6.4 If the ordinary shares of the Company are traded on the NYSE, the pre-emption rights of the shareholders on the newly issued ordinary shares can be excluded, pursuant to article 2441, paragraph 4, second sentence, of the Italian Civil Code, on a number of share of up to 10 (ten) percent of the existing share capital, provided that the issuing price matches the market value of the ordinary shares and this is confirmed in a report issued by a legal auditing company or an auditor.
- 6.5 The Company may also issue bonds and participatory and non-participatory financial instruments, convertible or non-convertible into shares, *warrants* and other financial instruments pursuant to the law and as provided in these Articles.
- 6.6 The Extraordinary Shareholders' Meeting held on October 4, 2023 resolved to delegate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital in cash, on one or more occasions, also on a divisible basis pursuant to Article 2439 of the Italian Civil Code, within the term of October 4, 2028, for a maximum amount of Euro 350,000,000.00 (three hundred fifty million/00), including any share premium, by issuing ordinary shares, with no par value, carrying full dividend rights, in one or more tranches, to be offered by excluding the existing shareholders' pre-emptive right pursuant to Article 2441, Paragraph 4, second sentence, of the Italian Civil Code (and, therefore, within the limit of 10% (ten per cent) of the overall number of Company's shares currently outstanding). The newly issued shares resulting from share capital increases resolved upon by the Board of Directors shall be offered to persons falling into one of the following categories:
- financial investors such as, for example, banks, insurance companies, pension funds, investment funds of any kind, and other financial intermediaries and companies; and
 - industrial investors and/or strategic partners and/or other potential investors that exercise activities analogous and/or complementary and/or similar to the Company, who can contribute to the realization of the Company's industrial plans and projects.

Article 7

Shares – Shareholders' register - Entitlement to exercise corporate rights

- 7.1 The Shares are not represented by share certificates, pursuant to article 2346, paragraph 1, of the Italian Civil Code, and are not subject to the dematerialization regime pursuant to article 83-*bis* and following of the Italian Financial Act (*Testo Unico della Finanza*). Therefore, the entitlement to exercise corporate rights is subject to the provisions of article 2355, paragraph 1, of the Italian Civil Code, save as provided in these Articles.
- 7.2 The Company keeps, in compliance with applicable laws, the shareholders register, in paper form or in electronic form, in compliance with the provisions of article 2215-*bis* of the Italian Civil Code and the applicable laws and regulations (the **'Shareholders' Register'**).
- 7.3 If the ordinary shares of the Company are traded on the NYSE, the ordinary shares are transferred on the basis of the documentation and/or the computer techniques commonly used in such market, provided that such documentation and techniques shall comply with the applicable provisions of United States law and the regulations of the NYSE.
- 7.4 If the ordinary shares of the Company are traded on the NYSE, the Board of Directors has the power to institute and hold a paper and/or electronic register, which methods and functions shall be compliant with United States law (the **"US Register"**), where to register the direct holders of the shares and the related share transfers, subsequently making a corresponding annotation in the Shareholders' Register, also through a third-party provider authorized to provide transfer agency services in relation to financial instruments traded on the NYSE and supervised by the competent United States authorities (the **"Transfer Agent & Registrar"**). When and if the US register is instituted, as a result of trading of ordinary shares on the NYSE, recording the transfers of such shares in the US Register is a condition for the regularity and validity of the subsequent and corresponding registrations in the Shareholders' Register, without prejudice to the legal nature and relevance of the latter pursuant to the Italian legislation.

7.5 If the ordinary shares of the Company are traded on the NYSE, the Board of Directors may also set up procedures for the identification of those who - as a result of the registration in the US Register of a single depository of the ordinary shares designated by the company entrusted with the centralized management of the US Register in accordance with applicable laws (the “**Holder of Record**”) - indirectly hold the ordinary shares (the “**Beneficial Owners**”) and the right to indirectly exercise corporate rights pursuant to article 7.6(b) below. These procedures can be implemented also through third-party providers.

7.6 If the ordinary shares of the Company are traded on the NYSE, the entitlement to exercise corporate rights is governed as follows:

- a) all the entities registered as direct holders of the ordinary shares, and therefore registered in the US Register and in the Shareholders’ Register are entitled on their own by virtue of the aforementioned registration and can therefore exercise all corporate rights in the forms provided for by law and by these Articles of Association;
- b) all the Beneficial Owners who are not registered as direct owners of the shares in the US Register or in the Shareholders’ Register, not being entitled to the exercise the corporate rights in their own name, can exercise all corporate rights, including participation and voting in the shareholders’ meeting, (i) collectively, through the Holder of Record registered both in the US Register and in the Shareholders’ Register or a person specifically appointed by the Holder of Record, or (ii) individually, through the same Holder of Record or a person who was specifically appointed by, or received specific authorization and/or delegation from, the Holder of Record, in compliance with all applicable laws and regulations.

No obligation to update the US Register and the Shareholders’ Register results from the exercise of corporate rights by the Beneficial Owners, in the name of the Holder of Record, either collectively or individually.

7.7 The ordinary shares are registered, indivisible, freely transferrable and grant the holders equal rights. In particular, each ordinary share grants the right to one vote in the ordinary and extraordinary shareholders’ meetings of the Company and the other financial and administrative rights pertaining to shareholders pursuant to the law and these Articles.

7.8 The Class A Shares have the same characteristics and grant the same rights as the ordinary shares, save for the following:

- a) every Class A Share grants the right to 3 (three) votes pursuant to article 2351, paragraph 4, of the Italian Civil Code in the ordinary and extraordinary shareholders’ meetings of the Company;
- b) the Class A Shares convert automatically (without any resolutions of the extraordinary meeting of the holders of Class A Shares or the shareholders’ meeting) in ordinary shares, with the ratio of one ordinary share for each Class A Share, in the event of a transfer of such Class A Shares to anyone other than Sergio Stevanato (born in Venice on March 20, 1943), his descendants (collectively the “**Stevanato Family**”), any company or other entity controlled, even jointly, directly or indirectly, by one or more members of the Stevanato Family, or a trust (or, alternatively, by the related trustees) instituted by members of the Stevanato Family, provided that the beneficiaries are (or may be) one or more members of the Stevanato Family. “Control” has the meaning specified by article 2359, paragraphs 1 and 2 of the Italian Civil Code;
- c) the Class A Shares are convertible into ordinary shares at the ratio of one ordinary share for each Class A Share, in whole or in part and also in several *instalments*, upon request of the holder via notice to be sent to the Chairman of the Board of Directors of the Company, copying the Chairman of the Audit Committee, by registered mail, e-mail or any other means suitable to provide proof of receipt.

7.9 The Board of Directors acknowledges the occurrence of an event resulting in a conversion of Class A Shares in ordinary shares pursuant to article 7.8 letters (b) and (c) above (each, a

“**Conversion Event**”) with a resolution passed in the first meeting following the occurrence of such Conversion Event or when known by at least one directors and, in any event, within 15 (fifteen) days of the occurrence of such Conversion Event or from when known by at least one director, with the majorities referred to in article 21.3 below. Failing the acknowledgment of the Board of Directors, the occurrence of a Conversion Event is acknowledged by the Audit Committee with a resolution passed with the majorities referred to in article 25.3 below within the following 15 (fifteen) days. Following the acknowledgment of the Conversion Event, the Chairman of the Board of Directors of the Company or, failing that, the Chairman of the Audit Committee shall without delay: (i) register the conversion of the shares in the Shareholders’ Register, with prior notice to the Transfer Agent & Registrar to allow the registration of the ordinary shares on the US Register referred to in article 7.4 above if necessary; (ii) make the necessary amendments to the Articles of Association, adjusting its content as a consequence of the different distribution of the share capital in the different classes of shares; (iii) deposit, in accordance with article 2436, paragraph 6 of the Italian Civil Code, the updated text of the Articles of Association in the companies’ register, completing any other formalities required by applicable law.

- 7.10 In no case can ordinary shares be converted in Shares A.
- 7.11 The Company can issue Class A Shares in connection with (a) a capital increase through new contributions in cash without exclusion or limitation of the pre-emption rights, (b) a capital increase without new contributions pursuant to article 2442 of the Italian Civil Code, and (c) a merger or demerger, in any event in combination with ordinary shares.
- 7.12 In connection with a rights offering carried out through the issue of ordinary shares only, the right to subscribe the newly issued ordinary shares will be recognized to all shareholders in proportion to the Shares – be they ordinary shares or Class A Shares – held by each of them at the time of the rights offering.
- 7.13 In connection with a capital increase to be carried out through the issue of ordinary shares and Shares A: (i) the percentage of new ordinary shares and new Class A Shares will have to be proportional to the percentage of existing ordinary shares and Class A Shares as of the date of the resolution approving the capital increase; and (ii) the newly issued ordinary shares and Class A Shares must be offered for subscription to individual shareholders in proportion to the ordinary shares and Class A Shares held by them at the time of execution of the capital increase. If any newly issued Class A Shares are not subscribed by holders of Class A Shares by the end of the offering period, pursuant to article 2441, paragraph 2, of the Italian Civil Code, and be purchased by someone other than a holder of Class A Shares such shares will assume the nature of ordinary shares from the outset.
- 7.14 In connection with a merger or demerger in which the Company is a party, the holders of Class A Shares will have the right to receive, in exchange for or in addition to the Class A Shares held by them, shares having the same characteristics as the Shares A, within the limits of law and compatibility, unless otherwise resolved by the extraordinary shareholders’ meeting of the holders of the Shares A.

Article 8

Withdrawal rights

- 8.1 Shareholders have the right of withdrawal in the cases provided by mandatory provisions of law.
- 8.2 Shareholders who have not taken part in the approval of resolutions concerning the extension of the duration of the Company or the introduction or removal of restrictions on the circulation of Shares are not entitled to withdraw.
- 8.3 The right of withdrawal is exercised in accordance with article 2437*bis* of the Italian Civil Code. In any event, in the cases referred to in article 2437, paragraph 1, of the Italian Civil Code, the withdrawal rights are validly exercised only if the Beneficial Owners that exercised such rights directly or through the Holder of the Record, according to article 7.6 above, prove that they did not contribute to the adoption of the resolutions giving rise to the right of withdrawal.

- 8.4 The liquidation value of the Shares is determined pursuant to article 2437~~ter~~ of the Italian Civil Code. If the ordinary shares of the Company are traded on the NYSE, the liquidation value of the ordinary shares is determined by reference to the arithmetic average of the closing prices in the six months that precede the publication of the notice of call of the shareholders' meeting which resolutions triggered the withdrawal right.

TITLE III

SHAREHOLDERS' MEETING

Article 9

Shareholders' meeting

- 9.1 The shareholders' meeting represents all the members and its resolutions, taken in compliance with the law and with the present Articles, are binding for all the members, even if dissenting or not attending.
- 9.2 The shareholders' meeting is ordinary or extraordinary in accordance with the law.
- 9.3 If the ordinary shares of the Company are traded on the NYSE, any shareholders' agreements have to be communicated to the Company and declared at the beginning of each shareholders' meeting pursuant and for the purposes of article 2341-*ter* of the Italian Civil Code.

Article 10

Notice

- 10.1 The shareholders' meeting is convened by the Board of Directors, also in a location other than the registered office, in Italy, in other countries of the European Union, in the United Kingdom or in the United States of America.
- 10.2 The Board of Directors shall convene the shareholders' meeting without delay when so requested by a number of shareholders representing at least one tenth of the share capital or, if the ordinary shares of the Company are traded on the NYSE, one twentieth of the share capital pursuant to article 2367 of the Italian Civil Code.
- 10.3 The shareholders' meeting, both ordinary and extraordinary, shall be held on first call and, if necessary, on second call, as well as possibly in calls subsequent to the second, even if the ordinary shares are traded on the NYSE, unless the Board of Directors establishes, with the notice of call, that the shareholders' meeting is held in a single call.
- 10.4 The convocation of the shareholders' meeting, both ordinary and extraordinary, is effected by means of a notice communicated to all the shareholders by means that guarantee proof of receipt at least 8 (eight) days before the date of the meeting.
- 10.5 If the ordinary shares of the Company are traded on the NYSE, the notice of the shareholders' meeting, both ordinary and extraordinary, is carried out by notice to be published, in the manner specified below, at least 40 (forty) days prior to the date of the shareholders' meeting. The notice of call is published:
- a) in English and Italian, on the website of the Company;
 - b) in Italian, on the newspaper "Sole 24 Ore" or, in the event it is no longer published or there is an objective impediment, in the newspaper "Corriere della Sera", or, finally, in the event it is no longer published or there is an objective impediment, on the Official Gazette of the Italian Republic.

10.6 The notice of call must contain:

- a) an indication of the place where the shareholders' meeting is to be held, as well as any places connected to it by telematic means;
- b) indication of the date and time of the shareholders' meeting convocation;
- c) the list of the items on the agenda;
- d) any other information required by law.

as well as, if the ordinary shares of the Company are traded on the NYSE,

- e) indication that the documentation required by applicable laws and regulations have been published on the Company's website;
- f) the address of the website of the Company;
- g) indication of the date referred to in article 11.2 below, specifying that those who will become holders of Company's Shares after that date will not have the right to attend and vote in the shareholders' meeting.

Article 11

Entitlement to attend and vote at the shareholders' meeting - Voting proxies

11.1 Entitlement to attend the shareholders' meeting and exercise of voting rights is governed by article 7 above.

11.2 If the ordinary shares of the Company are traded on the NYSE, the entitlement to attend the shareholders' meeting and exercise the right to vote in relation to the ordinary shares are vested in the entities that are registered both in the US Register and in the Shareholders' Register as holders of these shares at the end of the accounting day (according to New York time zone) of the 25th (twenty-fifth) day prior to the date in which the shareholders' meeting is called or, in the event that that day is not a trading day (according to the NYSE trading calendar), on the immediately preceding trading day (the "**Record Date**"). In this case, the entity entitled to attend and vote does not lose such entitlement if it has disposed of the shares after the Record Date. On the other hand, entities who are registered both in the US Register and in the Shareholders' Register after the Record Date, but before the opening of the shareholders' meeting, are considered, respectively, as absent from the shareholders' meeting and not having participated to the adoption of the relevant resolutions for the purpose of challenging the shareholders' meeting resolutions and the exercise of the right of withdrawal pursuant to articles 2377 and 2437 of the Italian Civil Code. However, the Beneficial Owners who were such at the Record Date and who are registered in both the US Register and in the Shareholders' Register between the Record Date and the opening date of the shareholders' meeting will be able to challenge the resolution and exercise the right of withdrawal pursuant to articles 2377 and 2437 of the Italian Civil Code only by demonstrating that they did not participate to the adoption of the relevant resolutions.

11.3 Participation in the shareholders' meeting may also take place by means of telecommunications, if provided for in the notice of call, in accordance with the procedures set out in the notice itself. It is understood that the notice of call may provide that the meeting is held exclusively by means of telecommunications, omitting any reference to the physical location where the meeting shall be held.

11.4 If the ordinary shares of the Company are traded on the NYSE, the right to vote may be exercised by correspondence or in electronic form, if provided by the notice of call, in accordance with the limits and the formalities established by the notice itself.

11.5 Those entitled to vote may be represented by proxy pursuant to article 2372 of the Italian Civil Code. Without prejudice to what is provided by article 7.6(b) above, if the ordinary shares of the Company are traded on the NYSE.

Article 12

Chairman – Conduct of the shareholders' meeting

- 12.1 The shareholders' meeting is chaired by the Chairman of the Board of Directors or, in case of absence or impediment, in order by a Vice-Chairman, by a Managing Director, if appointed, or, in case of absence or impediment of the latter, by another person designated by the shareholders' meeting by majority vote of those present.
- 12.2 The Chairman of the shareholders' meeting is assisted by a secretary, who may or may not be a shareholder, appointed by the shareholders' meeting itself on proposal of the Chairman, with the vote of the majority of those present. In extraordinary shareholders' meetings and, in any case, when the Chairman deems it appropriate, the functions of secretary are performed by a notary public.
- 12.3 The Chairman of the shareholders' meeting ascertains the identity and the entitlement to attend and vote of those present, verifies that the shareholders' meeting has been duly convened, regulates its proceedings, establishes the voting procedures in compliance with the law and ascertains the results of voting.
- 12.4 The conduct of the shareholders' meeting may be governed by specific regulations, approved by resolution of the ordinary shareholders' meeting.
- 12.5 Minutes of the shareholders' meetings must be drawn up in accordance with the law. The minutes thus drawn up, signed by the Chairman of the meeting and by the secretary or notary public, must be transcribed in the book of meetings and resolutions of the shareholders' meeting.

Article 13

Powers, constitution and resolutions of the ordinary shareholders' meeting

- 13.1 The ordinary shareholders' meeting is competent to resolve on all matters reserved to it by the law and by these Articles.
- 13.2 The ordinary shareholders' meeting is validly constituted and resolves in first, second and subsequent calls or, if so established by the notice of call, in a sole call, with the majorities required by law. For the purposes of calculating the majorities, reference is made to the number of votes pertaining to the Shares and not to the number of Shares.

Article 14

Powers, constitution and resolutions of the extraordinary shareholders' meeting

- 14.1 The extraordinary shareholders' meeting is competent to pass resolutions on amendments to these Articles, on the appointment, substitution and powers of liquidators and on other matters reserved to it by law.
- 14.2 The extraordinary shareholders' meeting is validly constituted and resolves in first, second and subsequent calls or, if so provided in the notice of call, in a sole call, with the majorities required by law. For the purposes of calculating the majorities, reference is made to the number of votes pertaining to the Shares and not to the number of Shares.

TITLE IV

ADMINISTRATION AND AUDIT SYSTEM

Pursuant to article 2409-*sexiesdecies* and following of the Italian Civil Code, the Company adopts the one-tier system corporate governance, in which the functions of administration and audit are exercised respectively by the Board of Directors and the Audit Committee set up within the administrative body.

Article 15

Composition of the Board of Directors

- 15.1 The Board of Directors is composed by a number of members ranging from a minimum of 9 (nine) and a maximum of 15 (fifteen).
- 15.2 The directors remain in office for a period not exceeding three financial years and their term of office expires on the date of the shareholders' meeting convened to approve the financial statements for the last financial year of their office, without prejudice to the causes of termination and expiry provided for by law and by these Articles, and can be re-elected.
- 15.3 The directors must meet eligibility and integrity requirements pursuant to article 2382 of the Italian Civil Code and have the professionalism and skills to perform the tasks entrusted to them.
- 15.4 Without prejudice to the additional requirements envisaged for the directors who make up the Audit Committee by article 23 below, one third of the members of the Board of Directors, rounded up in the case of a fractional number, must possess the independence requirements set forth in article 2399 of the Italian Civil Code.

Article 16

Appointment of the Board of Directors

- 16.1 The directors are elected by the ordinary shareholders' meeting, which also determines their number and term of office.
- 16.2 If the ordinary shares are traded on the NYSE, the directors will be elected on the basis of lists submitted by shareholders, in accordance with the following procedure.
- 16.3 The right to submit a list for the appointment of the Board of Directors is reserved to shareholders who hold, individually or jointly with other submitting shareholders, Shares representing at least 5 (five) percent of the total voting rights attached to the Shares issued by the Company. Each shareholder may only submit one list. The ownership of the number of Shares necessary for the presentation of the list is determined having regard to the entries on the Shareholders' Register and the US Register on the date on which the lists are filed at the registered office, without prejudice to the provisions of article 7.6 above.
- 16.4 The lists are filed at the Company's registered office, in accordance with the procedures indicated in the notice of call, at least 3 (three) days before the Record Date and are published by the Company in compliance with any applicable legal and regulatory provisions.
- 16.5 The lists indicate a number of director candidates ranging from 9 (nine) and 15 (fifteen). Director candidates must meet the eligibility and integrity requirements set out in article 15.3 above. Each list must also include: (a) at least one third of the director candidates, rounded up to the higher unit in case of a fractional number, who meet the independence requirements provided for in article 15.4 above; (b) at least 3 (three) director candidates who meet the independence and competence requirements provided for in articles 23.3 and 23.5 below; and (c) at least 1 (one) director candidate who meets the additional professionalism requirement provided for in paragraph 23.4 below. Each candidate may only stand for election in one list, under penalty of ineligibility.
- 16.6 The following must be attached to each list, under penalty of inadmissibility: (i) the *curriculum vitae* of each of the director candidates; (ii) the declarations with which each of the director candidates accepts his/her candidacy and certifies, under his/her own responsibility, that he/she possesses the eligibility and integrity requirements provided for in article 15.3 above,

the independence requirements provided for in article 15.4 above, as well as the independence, professionalism and competence requirements provided for by articles 23.3, 23.4 and 23.5 below; (iii) an indication of the identity of the shareholders or Beneficial Owners who have submitted the lists and the percentage of the voting rights pertaining to the Shares held by them; (iv) any other or different statement, information and/or document required by the provisions of any applicable legislation.

- 16.7 Each shareholder may vote for only one list of candidates. The vote of each shareholder relates to the list and, therefore, to all the candidates indicated therein, without the possibility of variations, additions or exclusions.
- 16.8 The number of members of the Board of Directors is determined by the number of candidates indicated in the list that obtained the highest number of votes.
- 16.9 Upon completion of the voting process, the candidates on the list that obtained the highest number of votes will be elected. If more than one list has obtained the same number of votes, a new vote will be held during the same shareholders' meeting; only the lists that reported the same number of votes shall take part in the vote.
- 16.10 If, at the end of the vote, one or more director candidates are elected directors who do not meet the eligibility and integrity requirements set out in article 15.3 above, such candidates will be excluded and, where necessary to ensure the correct composition of the Board of Directors pursuant to article 15 above, replaced pursuant to article 16.12 below.
- 16.11 If, at the end of the vote, no directors are elected who meet the independence requirements set out in article 15.4 above and/or the independence, professionalism and competence requirements set out in articles 23.3, 23.4 and 23.5 below at least in the minimum number indicated in the same articles, the candidates who do not comply with said requirements, who are indicated as last in the list from which they are taken, will be excluded and, where necessary to ensure the correct composition of the Board of Directors pursuant to the article 15 above and the Audit Committee pursuant to article 23 below, replaced pursuant to article 16.12 below.
- 16.12 In cases in which (a) no lists are submitted by the shareholders, (b) only one list is submitted and the same does not obtain the relative majority of votes, (c) the number of directors elected on the basis of the lists presented by the shareholders, also due to the exclusions determined pursuant to articles 16.10 and 16.11 above, is less than 9 (nine), (d) the entire Board of Directors does not have to be renewed or (e) it is not possible, for any reason, to appoint the Board of Directors according to the procedures provided for in article 16.2 and following, the directors will be appointed by the shareholders' meeting without applying the list voting mechanism, without prejudice to the obligation to ensure the correct composition of the Board of Directors pursuant to the article 15 below and the Audit Committee pursuant to article 23 below.
- 16.13 Directors cease to hold office in the cases provided for by law and by these Articles.
- 16.14 If, during in the term of office, one or more directors cease to hold office, the Board of Directors shall replace them with directors who meet the eligibility and integrity requirements referred to in article 15.3 above and where necessary to ensure the correct composition of the Board of Directors pursuant to article 15 and of the Audit Committee pursuant to article 23 below, the independence requirements referred to in article 15.4 above and/or the independence, professionalism and skills requirements provided for in articles 23.3, 23.4, and 23.5 below. To that end, the provisions of article 2386, paragraph 1 of the Italian Civil Code shall apply, without prejudice to article 2386, paragraphs 2 and 3, of the Italian Civil Code in the event of termination of the majority of directors appointed by the shareholders' meeting and the provisions of article 2409-*octiesdecies*, paragraph 4, of the Italian Civil Code and article 23.7 in relation to the substitution of the members of the Audit Committee.
- 16.15 If, following the loss by a director of the independence requirements referred to in article 15.4 above and/or the independence, professionalism and skills requirements set out in articles 23.3, 23.4 and 23.5 below, the Board of Directors and/or the Audit Committee are no longer correctly constituted pursuant to the previous article 15 and article 23 below, the director for whom the aforementioned requirements have ceased to apply shall cease to be a director and will be replaced pursuant to the article 16.14 above.

Article 17

Powers of the Board of Directors - Chairman - Honorary Chairman - Delegated bodies

- 17.1 The Board of Directors is vested with all the powers for the ordinary and extraordinary management of the Company, with the power to carry out all acts deemed appropriate to achieve the corporate purpose, excluding only those that the law and these Articles reserve to the shareholders' meeting.
- 17.2 The Board of Directors is also responsible, pursuant to articles 2365, paragraph 2, and 2446, paragraph 3 of the Italian Civil Code, without prejudice to the competing powers of the extraordinary shareholders' meeting resolutions concerning: (a) the merger and demerger of the Company in the cases provided for by articles 2505 and 2505-*bis* of the Italian Civil Code, (b) the transfer of the registered office within the Italian territory, (c) the establishment or closing of secondary offices, (d) the indication of the directors who are entitled to legally represent the Company, (e) the reduction of the share capital in the event of withdrawal of a shareholder, (f) the reduction of the share capital following losses of over one third of the capital, and (g) the adjustment of the Articles to regulatory provisions or as a result of a Conversion Event pursuant to paragraph 7.9 above. In such cases, article 2436 of the Italian Civil Code shall apply.
- 17.3 The Board of Directors elects the Chairman from among its members, unless the shareholders' meeting does so, and may also appoint one or more Vice-Chairmen.
- 17.4 The Board of Directors may also assign the title of "Honorary Chairman" to a person of recognized prestige who has contributed to the affirmation and development of the Company. The office can also be assigned to subjects who are not members of the Board of Directors, has indefinite duration and can only be revoked for cause. If he/she is not also a director, the Honorary Chairman can attend meetings of the Board of Directors and the shareholders' meetings to express non-binding opinions and opinions on the matters dealt with and may represent the Company on the basis of special powers of attorney. The Board of Directors determines any remuneration any other emolument and/or reimbursement of expenses due to the Honorary Chairman.
- 17.5 The Board of Directors may delegate part of its powers to an executive committee composed by some of its members or to one or more directors, determining their powers in compliance with the limitations of the law. To this end, the provisions of article 2381, paragraphs 3, 4 and 5, of the Italian Civil Code shall apply.
- 17.6 The Board of Directors and, if appointed, the executive committee and the Managing Directors, within the limits of their powers, may appoint, among the employees of the Company, general managers or proxies, as well as, also among third parties, special proxies or special attorneys, determining their duties and powers in compliance with the limitations of the law.

Article 18

Company representation

- 18.1 The legal representation of the Company is due to the Chairman of the Board, without limitations.
- 18.2 The representation of the Company is also the responsibility of the Managing Directors, if appointed, within the limits of the powers granted to them.
- 18.3 The representation of the Company is also vested in the General Manager, the proxies and the attorneys within the limits of the powers conferred on them by the deed of appointment.

Article 19

Remuneration of the directors

- 19.1 The shareholders' meeting shall establish the remuneration due to the directors for their office as member of the Board of Directors, also in the form of insurance policies. Directors are also entitled to reimbursement of expenses incurred in the exercise of their duties.
- 19.2 The ordinary shareholders' meeting may also determine an overall amount for the remuneration of all directors, including those holding particular offices, to be divided by the Board of Directors.
- 19.3 The Board of Directors may establish an additional remuneration for the directors vested with particular offices, which may consist of a fixed and a variable part, related to the achievement of certain objectives, or consist of the right to subscribe ordinary shares or other financial instruments of the Company at a predetermined price, including those to be issued in the future.
- 19.4 The shareholders' meeting establishes the fixed remuneration of the Chairman and the members of the Audit Committee for the entire term of office. If the shareholders' meeting fails to do so, the remuneration of the Chairman and the members of the Audit Committee is established by the Board of Directors.

Article 20

Convening the Board of Directors

- 20.1 The Board of Directors is convened and meets, even outside the registered office, in Italy or abroad, every time the Chairman deems it appropriate, or when requested by a Managing Director (if appointed) or by at least one third of its members.
- 20.2 The Board of Directors shall be convened by the Chairman or, if he/she is prevented from so doing, by a Vice Chairman or a Managing Director, if appointed, with a notice containing indication of the day, time and place of the meeting and the related agenda, as well as, in the cases set out in article 21.2 below, the arrangements for participation by audio or video conference. The notice of call is sent to each director by registered letter, e-mail or any other means capable of providing proof of receipt, at least three days in advance or, in urgent cases, the day before the date set for the meeting.
- 20.3 Even in the absence of formal convocation, the Board of Directors is deemed to be duly constituted if all the directors in office are present.

Article 21

Meetings and resolutions of the Board of Directors

- 21.1 The meetings of the Board of Directors are chaired by the Chairman, or, in the event of his absence or impediment, in order, by a Vice Chairman, if appointed, by a Managing Director, if appointed, or, in the event of the absence or impediment of the latter, by the person designated by the attending directors.
- 21.2 Pursuant to Article 2388, paragraph 1, of the Civil Code, participation to the meetings of the Board of Directors may also occur through means of distance communication, according to the provisions set out in the relevant convening notice, if any, and to the modalities agreed by the chairman of the meeting. In the convening notice, it may be provided that the relevant meeting of the Board of Directors is exclusively held by means of distance communication, without specifying a physical location for the meeting.

- 21.3 The presence of the majority of the Board of Directors and the favorable vote of the absolute majority of the directors present is required for the validity of the resolutions of the Board of Directors. In the event of a tie, the Chairman shall have a casting vote.
- 21.4 The Board of Directors may adopt a regulation containing the rules and procedures for its operation, also in order to ensure effective management of Board information.
- 21.5 Minutes of the meetings of the Board of Directors must be drawn up in accordance with the law. The minutes thus drawn up, signed by the Chairman of the meeting and by the secretary or notary public, must be transcribed in the book of meetings and resolutions of the Board of Directors.
- 21.6 The Managing Directors report to the Board of Directors, pursuant to article 2381, paragraph 5, of the Italian Civil Code, on the general performance of operations and on the outlook, as well as on the most significant transactions carried out by the Company and its subsidiaries at least every six months.
- 21.7 In relation to resolutions concerning transactions in which one or more directors have, on their own or on behalf of third parties, an interest, article 2391 of the Italian Civil Code applies.

Article 22

Internal committees

- 22.1 The Board of Directors may set up committees from among its members with investigative, consultative or propositional functions, establishing their purpose, composition and operating procedures.

Article 23

Composition of the Audit Committee - Appointment, termination and replacement of members

- 23.1 The Audit Committee is composed by 3 (three) members, appointed by the Board of Directors.
- 23.2 The members of the Audit Committee shall remain in office for three financial years and maybe re-elected.
- 23.3 The members of the Audit Committee must meet the independence requirements set forth in article 15.3 above and, if the ordinary shares are traded on the NYSE, the additional requirements of independence required by United States law and regulation of the NYSE applicable to the Company from time to time. In any case, members of the executive committee, where appointed, and the directors who have been granted delegated powers or special offices and who in any event perform, even de facto, functions relating to the management of the Company, of companies that control it or are controlled by it, cannot be members of the Audit Committee.
- 23.4 At least one member of the Audit Committee must be chosen from among those enrolled in the register of legal auditors.
- 23.5 If the ordinary shares are traded on the NYSE, the members of the Audit Committee must also possess the financial expertise provided for by United States regulations applicable from time to time.
- 23.6 The Audit Committee elects a Chairman from among its members.
- 23.7 In the event of death, resignation, revocation or lapse of a member of the Audit Committee, the Board of Directors shall promptly replace him/her by selecting him/her from among the other directors who meet the independence, professionalism and skills requirements set forth in the articles 23.3, 23.4 and 23.5 above. If it is not possible to replace a member of the Board of Directors, the Board of Directors shall promptly take action in accordance with article 16.14 above.

- 23.8 If one or more members of the Audit Committee lose the requisites of independence, professionalism and skills referred to in articles 23.3, 23.4 and 23.5 above, they shall be removed from office. In this case, where possible, the Board of Directors will replace the removed members by selecting replacement candidates among the other directors possessing the aforementioned independence, professionalism and skills requirements. Otherwise, article 16.14 above will apply.

Article 24

Functions and powers of the Audit Committee

- 24.1 The Audit Committee (a) supervises the adequacy of the Company's organizational structure, the internal control system and the administrative and accounting system, as well as its suitability to correctly represent management events, and (b) carries out the further tasks entrusted to it by the Board of Directors, with particular regard to maintaining relations with the person appointed to carry out the statutory audit of the accounts.
- 24.2 If the ordinary shares are traded on the NYSE, the Audit Committee also exercises the functions pertaining to the "Audit committee" pursuant to United States law applicable to the Company from time to time.
- 24.3 Articles 2404, paragraph 1, 3 and 4, 2405, paragraph 1, and 2408 of the Italian Civil Code shall apply to the Audit Committee, *mutatis mutandis*.

Article 25

Meetings of the Audit Committee

- 25.1 The Audit Committee meets at least every 90 (ninety) days.
- 25.2 The meetings of the Audit Committee may also be held by means of distance communication, pursuant to the provisions of paragraph 21.2 above.
- 25.3 The Audit Committee is duly constituted with the presence of the majority of its members and resolves by an absolute majority of those present. Any member who intends to disagree with the adoption of a resolution has the right to have the reasons for their dissent recorded in the minutes.
- 25.4 Minutes of the meetings of the Audit Committee must be taken. The minutes thus drawn up, signed by those present, must be transcribed in the book of meetings of the Audit Committee.

Article 26

Legal audit of the accounts

- 26.1 The legal auditing of the accounts shall be carried out by persons who meet the requirements provided by the laws and regulations in force.
- 26.2 The appointment of a legal auditor shall be made, on the basis of a reasoned proposal of the Audit Committee, by the ordinary shareholders' meeting, which will also determine the fee for the entire duration of the appointment and any criteria for adjusting the fee during the term of office.

- 26.3 The term of office of the legal auditor has the duration of 3 (three) financial years, expiring on the date of the shareholders' meeting called to approve the financial statements for the third year of the term of office.

TITLE V

FINANCIAL STATEMENTS – PROFITS AND DIVIDENDS

Article 27

Financial statements

- 27.1 The financial year ends on 31 December of each year.
- 27.2 If the ordinary shares are traded on the NYSE, the Board of Directors prepares the additional periodic financial reports envisaged by United States law and makes them available to the public in the forms and within the times indicated by such legislation.
- 27.3 The financial statements must be submitted to the ordinary shareholders' meeting for approval of the shareholders within 80 (one-hundred and eighty) days from the end of each financial year pursuant to article 2364, paragraph 2, of the Italian Civil Code, as long as the Company is required to draw up the consolidated financial statements or, in any case, when special requirements relating to the structure and purpose of the Company so require.

Article 28

Profits, dividends and other distributions

- 28.1 The net profit reported in the duly approved financial statements, after deducing 5 (five) percent for the legal reserve, until this has reached one fifth of the share capital, shall be allocated to the shareholders by way of dividends or set aside as reserves, as resolved by the ordinary shareholders' meeting.
- 28.2 If the legal requirements are met, the Board of Directors may, during the course of the financial year, approve the distribution of interim dividends to shareholders on the conditions and within the limits of article 2433-*bis* of the Italian Civil Code.
- 28.3 The ordinary or extraordinary shareholders' meeting, depending on the competence, may at any time resolve to distribute to the shareholders the reserves resulting from the financial statements or formed by means of contributions by the shareholders, insofar as they are available according to applicable legislation, in cash or in kind, provided that the principle of equal treatment is ensured in every such case, as well as the assignment to the shareholders of shares, financial instruments or other rights vis-à-vis the Company.
- 28.4 The payment of dividends or interim dividends and the further distributions or allocations to shareholders is effected in accordance with the terms and procedures determined by the shareholders' meeting or the Board of Directors according to competence.
- 28.5 If the ordinary shares are traded on the NYSE, the Board of Directors may set the date for the determination of the Beneficial Owners entitled to receive dividend payments, the other distributions or allotments due to the ordinary shares held by the Holder of Record. This date may be set at the same time as, before, or after, the date on which the resolution relating to the payment of dividends, to the distribution or assignment will be adopted by the shareholders' meeting or by the Board of Directors.

TITLE VI

DISSOLUTION AND LIQUIDATION - DISPUTES - FINAL PROVISIONS

Article 29

Dissolution and Liquidation

- 29.1 The Company is dissolved in the cases provided for by law.
- 29.2 In any case of dissolution of the Company, the extraordinary shareholders' meeting determines the liquidation procedure and appoints one or more liquidators, establishing their powers and remuneration, in accordance with article 2487 of the Italian Civil Code.

Article 30

Disputes

- 30.1 Any disputes that may arise between the shareholders, between the shareholders and the Company, the directors and/or the liquidators, between the Company and the directors and /or the liquidators, or between the directors and/or the liquidators, arising out of or in connection with these Articles and, in general, any other relationship relating to the life of the Company and which are not, by mandatory rules, referred to another judge, shall be subject to the exclusive jurisdiction of the commercial section of the Court in whose district the Company has its registered office.
- 30.2 Without prejudice to the provisions of article 30.1 above, the disputes to which the Company, the directors and/or liquidators, the shareholders or other entities who have acted in the interest and on behalf of the Company are part of and which derive from, or are inherent to the provisions of the United States Securities Act of 1933 and/or of the United States Exchange Act of 1934, as amended over time, and the related implementing provisions, are subject, as permitted by applicable law, to the exclusive jurisdiction of the United States District Court for the Southern District of New York.

Article 31

Final Provisions

- 31.1 Unless otherwise specified, any reference to applicable law contained in these Articles of Association must be considered as a reference to Italian law and, where applicable, to United States law and market regulation applicable to the Company due to the listing of its ordinary shares on the NYSE.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Stevanato Group SpA of our report dated March 7, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Stevanato Group SpA's Annual Report on Form 20-F for the year ended December 31, 2023. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers SpA
Treviso, Italy
September 4, 2024

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Post-Effective Amendment No. 2 to the Registration Statement No. 333-279551 on Form S-8 of our report dated March 2, 2023, with respect to the consolidated financial statements of Stevanato Group S.p.A. for the years ended December 31, 2022 and 2021, included in its Annual Report (Form 20-F) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ EY S.p.A.

Treviso, Italy

September 4, 2024