



SPAFID
CONNECT

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Regolamentata
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Diffusione presunta
Oggetto : PR - PHARMANUTRA - Notice of call
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

NOTICE CALLING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF PHARMANUTRA S.P.A.

Pursuant to art. 106, paragraph 4, of Legislative Decree no. 18 of 17 March 2020, converted into law with amendments by law no. 27 of 24 April 2020, as recently extended by art. 3 of Legislative Decree no. 228 of 30 December 2021, converted into law by Law no. 15 of 25 February 2022 (the “Decree”), the Company has decided to avail itself of the option therein established providing that participation by those with voting rights in the Shareholders’ Meeting shall be exclusively through proxies (or sub-proxies) given to the designated representative of the Company pursuant to art. 135-undecies of Legislative Decree no. 58/1998 (“TUF” - Consolidated Law on Finance).

Shareholders are called to the Ordinary Shareholders' Meeting to be held at the office of Notary Jacopo Sodi, in Via delle Mantellate, no. 9, Florence, Italy, on **27 April 2022**, at 3:00 p.m., in a combined meeting, to discuss and resolve on the following:

AGENDA

1. *Financial statements of Pharmanutra S.p.A. as of 31 December 2021 and allocation of profit for the year:*
 - 1.1. *Approval of the Financial Statements as of 31 December 2021, subject to review of the Independent Auditors’ Report and the Board of Statutory Auditors Report. Presentation of the Consolidated Financial Statements as of 31 December 2021 of the Pharmanutra Group. Related and consequent resolutions;*
 - 1.2. *Allocation of profit for the year. Related and consequent resolutions.*
2. *Report on the policy on the subject of remuneration and compensation paid: resolutions on the “second section” of the Report pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.*
3. *Appointment of the Board of Statutory Auditors.*
 - 3.1 *Appointment of the Statutory Auditors and the Alternate Auditors;*
 - 3.2 *Appointment of the Chairman of the Board of Statutory Auditors;*
 - 3.3 *Determination of compensation.*
4. *Proposal to authorise the purchase and disposal of ordinary treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of Italian Legislative Decree no. 58/1998 and relative implementation instructions, subject to revocation of the authorisation conferred by the ordinary Shareholders’ Meeting of 26 April 2021, for the part not carried out. Related and consequent resolutions.*

SHARE CAPITAL INFORMATION

The Company's share capital amounts to Euro 1,123,097.70 divided into 9,680,977 ordinary shares, with no indication of the nominal value. At the date of this notice of call, PHN holds no. 30.121 own

ordinary shares, which are 0,31% of the relative share capital. At the same date, the PHN subsidiaries do not hold PHN shares. On the Company's website www.pharmanutra.it (Investors section) further information on the share capital, its composition and changes over time can be found.

RIGHT TO ATTEND AND VOTE AND PARTICIPATE IN SHAREHOLDERS' MEETING:

Right to attend and vote

Every share gives right to one vote in ordinary and extraordinary Shareholders' Meeting.

Pursuant to the combined provisions of art. 10 of the Articles of Association and art. 83-*sexies* of the Consolidated Law on Finance, the entitlement to attend the Shareholders' Meeting and exercise the right to vote – exclusively through the Designated Representative – is certified by a communication to the Company, made by the intermediary qualified to hold accounts pursuant to the law, in accordance with its accounting records, in favour of the person who has the right to vote, on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in first call (*record date*) that is, by **14 April 2022**; credit and debit entries made to the accounts after that date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. The intermediary's notification must be received by the Company by the end of the third trading day prior to the day scheduled for the Shareholders' Meeting (that is, by 22 April 2022). The right to attend and vote shall remain valid should the notifications be received by the Company after this date, as long as they are received by the start of the Meeting.

The Directors and Statutory Auditors, as well as other persons entitled by law, other than those who have the right to vote (who must grant proxy to the designated representative as specified below), may participate in the Shareholders' Meeting by means of telecommunications that guarantee their identification.

Attendance at the Shareholders' Meeting and granting of proxy to the Designated Representative

Pursuant to art. 106, paragraph 4, of the Decree, participation in the Meeting by those who have voting rights is permitted exclusively through the designated representative.

Consequently, the Company has appointed the *Società per Amministrazioni Fiduciarie* "SPAFID" S.p.A. – with registered office in Milan – as the shareholders' representative designated by the Company pursuant to art. 135-*undecies* of the Consolidated Law on Finance and the Decree (hereinafter referred to as the "**Designated Representative**"). Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy – with voting instructions – for all or some of the proposed resolutions on the items on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company, which is available on the Company's website (www.pharmanutra.it, Section *Investor Relations* - "Notice Calling of the Shareholders' Meetings").

The proxy form with voting instructions must be received by the Designated Representative - along with a copy of a valid identification document of the delegating shareholder, or if such delegating shareholder is a legal person, the documents of the *pro tempore* legal representative or another

individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers - by the end of the second trading day prior to the date of the Shareholders' Meeting, that is, by 11:59 p.m. of 25 April 2022, with the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee2022@pec.spafid.it (subject "Proxy Shareholders' Meeting for PHARMANUTRA 2022") from one's own email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature; (ii) transmission in original form, by courier or registered mail with return receipt, to the address Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milano (Ref. "Proxy Shareholders' Meeting PHARMANUTRA 2022") sending an electronically reproduced copy (PDF) in advance by email to assemblee2022@pec.spafid.it (subject "Proxy Shareholders' Meeting PHARMANUTRA 2022").

The proxy and the voting instructions may be revoked at any time within the limits mentioned above. The proxy granted in this way is effective only for those proposals in relation to which voting instructions have been given.

It should also be noted that, in accordance with the Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135-Novies, *novies*, by way of derogation from Article 135- *undecies*, paragraph 4 of the Consolidated Law on Finance, exclusively by means of the relevant form, available on the Company's website. The proxies and sub-proxies must be sent following the procedures as above and on the form itself, by 6:00 p.m. on 26 April 2022, on the condition that the Designated Representative may accept proxies and sub-proxies and/or voting instructions also after the above limit, as long as it is before the Meeting. The proxy or sub-proxy with relative voting instructions may be revoked by the same limit as above, with the same methods used for their conferment.

The Designated Representative will be available for clarification or information at confidential@spafid.it or at the following telephone numbers (+39) 0280687335 - 0280687319 (during office hours, from 9:00 a.m. to 5:00 p.m.). Please note that it will not be possible to vote by electronic means or by mail.

Shareholders are informed that the Company reserves the right to integrate and/or modify the above instructions in consideration of the intervening needs following the current situation of epidemiological emergency from COVID-19 and its developments.

THE RIGHT TO REQUEST INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-bis of the Consolidated Law on Finance, Shareholders representing, even jointly, at least one-fortieth of the share capital have the right to request, within ten days following the publication of this notice calling (that is, by 28 March 2022), the integration of the list of additional items to be discussed, specifying in the request, the additional subjects proposed or presenting new resolution proposals on items already on the agenda. The legitimacy to exercise this right is certified by a notice to the Company by the intermediary qualified pursuant to art. 43 of the sole Provision on *post-trading* of Consob and Bank of Italy of 13 August 2018 ("Rules governing central

counterparties, central securities depositories and central depository services”) (the “**Joint Regulation**”). The request must be presented in writing with registered mail to the registered office, in Pisa, Via delle Lenze, no. 216/b, or by email to the certified email address “pharmanutra@pec.it”, on the condition that the Company receives it by the limit above; by said limit and with the same methods, any proposing Shareholder must present a report including the reasons for the resolution proposals on the new matters they are requesting be added to the agenda or the reason related to the additional resolution proposals presented on items already on the agenda. For any integrations to the agenda or the presentation of additional resolution proposals on matters already on the agenda, notification is provided at least fifteen days before the date of the Shareholders’ Meeting (that is, by 12 April 2022) with the same methods required for the publication of the notice of call. At the same time that the integration notice or presentation is published, with the same methods required for the documentation relative to the Shareholders’ Meeting, the report prepared by the requesting Shareholders, accompanied by any assessments by the Board will be made available to the public.

Please note that the integration is not permitted for matters discussed at the Shareholders’ Meeting, required by law, on the proposal of the Board or on the basis of a project or report arranged by it, different from that pursuant to art. 125-ter, paragraph 1, of the Consolidated Law on Finance.

OPTION TO INDIVIDUALLY PRESENT RESOLUTION PROPOSALS BEFORE THE SHAREHOLDERS’ MEETING

In relation to the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, those entitled to vote who intend to formulate resolution proposals on items on the agenda must submit them – by transmission to the certified e-mail address pharmanutra@pec.it or to the e-mail address investorrelation@pharmanutra.it by 12 April 2022. The proposals will be published without delay on the Company's website by 13 April 2022, in order to enable those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to enable the Designated Representative to receive voting instructions, if necessary, on such proposals. The requesting Shareholder must provide suitable documentation to prove legitimate right to intervene in the Meeting and the proxy for the Designated Representative for participation in said Meeting.

RIGHT TO ASK QUESTIONS ON MATTERS ON THE AGENDA

Pursuant to art. 127-ter of the Consolidated Law on Finance, those with voting rights can ask question on matters on the agenda also before the Shareholders’ Meeting, and nonetheless by the *record date* (that is, by 14 April 2022), by sending them by registered mail to the registered office, in Pisa, Via delle Lenze, no. 216/b, or with email to the certified email address pharmanutra@pec.it. The legitimacy to exercise this right is certified by notice to the Company on behalf of the intermediary qualified pursuant to art. 43 of the Joint Regulation; this certification is not, nonetheless, necessary in the case in which the Company receives notice from same intermediary required for participation in the Shareholders’ Meeting. Answers will be provided by the Company, once pertinence to the items on the agenda of the Meeting and the legitimacy of the requesting

Shareholder is verified, by derogation to art. 127-ter, paragraph 1-bis, of the Consolidated Law on Finance, at least three days before the date of the Meeting, that is, by 24 April 2022, with publication in a specific section of the Company's website, also for the purpose of making it possible for those with voting rights to express their vote taking into account responses to said questions, with the option of the Company to provide a single answer to questions with the same topic.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Pursuant to art. 23 of the Articles of Association, the appointment of statutory and alternate members of the Board of Statutory Auditors takes place on the basis of lists presented by the Shareholders in accordance with the procedures below, in compliance with the regulation on the subject of gender balance pursuant to art. 148, paragraph 1-bis, of the Consolidated Law on Finance and other current laws on the subject.

The right to submit lists is held by the Shareholders who, at the time the list is submitted, alone or together with others own shares representing at least the minimum percentage of the share capital with voting rights at the Ordinary Shareholders' Meeting as established by Consob. In this regard, please note that with Managerial Resolution by the Division Manager *Corporate Governance* no. 60 of 28 January 2022, the Consob has established the required participation quota to be 2.5% of the share capital to present lists for the appointment of the Company's Supervisory Body.

The lists must be received with one of the following methods:

- transmission with certified email to the address pharmanutra@pec.it by Saturday 2 April 2022, together with the copy of a valid identification document for those presenting lists;
- delivery to the registered office, in Pisa, Via delle Lenze, no. 216/b, to the attention of Eleonora Casarosa, by 6:00 p.m., Friday, 1 April 2022.

Pursuant to art. 144-sexies, paragraph 4-quater, of Consob Regulation no. 11971/1999 (the "**Listing Rules**"), ownership of the participation quota held overall by the Shareholders presenting the list is certified, by sending the Company on behalf of the intermediary qualified to hold accounts of the notice provided for by art. 43 of the Joint Regulation, even after the list is deposited, as long as it is at least twenty-one days before the date of the Meeting on single call, that is by 6:00 p.m., Wednesday, 6 April 2022. Please note that ownership of said participation quota is determined having regard to the shares registered in favour of the Shareholder on the day in which the lists are deposited with the Company.

Pursuant to art. 144-sexies, paragraph 5, of the Listing Rules, in the case in which at the deadline to present the list as indicated above (Saturday, 2 April 2022) only one list is deposited, that is only lists presented by shareholders with significant relationship connections pursuant to current pro tempore law and regulation, lists can be presented up to the 3rd (third) day following this date (pursuant to art. 144-sexies, paragraph 5, of the Listing Rules), that is by (and no later than) 12:00 p.m. Wednesday 6 April 2022 (the "**Reopening of the deadline**"); in case of Reopening of the deadline the minimum limit to present the lists is reduced to half, that is, 1.25% of the share capital.

Please note that Auditors must hold the requirements provided for by law and by the Articles of Association.

For additional information regarding the methods and limitations as well as documentation to file to present lists, please refer to that which is most extensively described in the Directors' Report on the third item of the agenda and, in general, the applicable laws and bylaws.

The lists are subject to the forms of publicity provided for by law, also current *pro tempore* regulations. Specifically, at least twenty-one days before the date of the Shareholders' Meeting (Wednesday, 6 April 2022) the list will be made available to the public at the registered office, on the Company's website with the other methods provided for by Consob with regulation.

DOCUMENTATION: the documentation relative to the Shareholders' Meeting shall be made available to the public, as provided by law, on the Company's website (www.pharmanutra.it, *Section Investor Relations – Corporate – Shareholders' Meeting*), as well as on the authorised storage system "eMarket STORAGE" on the website www.emarketstorage.com, providing public notice within the following limits:

- at the same time this notice is published, the explanatory report on item 3 of the agenda;
- at least 30 days before the Meeting, that is by 28 March 2022, the Directors' Reports on items nos. 1 and 2 of the agenda;
- by 31 March 2022, the documentation pursuant to art. 154-ter of the Consolidated Law on Finance, together with the Consolidated Non-Financial Statement as at 31 December 2021, and the Corporate Governance and Shareholder Structure Report prepared pursuant to art. 123-bis of the Consolidated Law on Finance;
- at least 21 days before the Shareholders' Meeting in single call, that is, by 6 April 2022, the Compensation Report pursuant to art. 123-ter of the Consolidated Law on Finance, as well as the explanatory report on item no. 4 of the agenda;
- at least 15 days before the date of the Meeting in a single call, that is by 12 April 2022, the documentation pursuant to art. 77, paragraph 2-bis of the Listing Rules will be deposited, with the instructions that this will only be carried out at the registered office of the Company.

This notice calling is published, pursuant to art. 125-bis of the Consolidated Law on Finance and art. 84 of the Listing Rules, on the newspaper "Sole24Ore" of 19 March 2022, on the Company's website (www.pharmanutra.it, *Section "Investor Relations – Notice Calling"*) and on the authorised storage system "eMarket STORAGE" on the website www.emarketstorage.com.

Pisa, 18/03/2022

for the Board of Directors
The Chairman
(Andrea Lacorte)

Fine Comunicato n.20106-19

Numero di Pagine: 8