



SPAFID
CONNECT

Informazione Regolamentata n. 0123-6-2022	Data/Ora Ricezione 26 Aprile 2022 20:56:38	Euronext Milan
---	---	----------------

Societa' : FNM
Identificativo : 160972
Informazione
Regolamentata
Nome utilizzatore : FERNORDN05 - MINAZZI
Tipologia : 1.1; 3.1
Data/Ora Ricezione : 26 Aprile 2022 20:56:38
Data/Ora Inizio : 26 Aprile 2022 20:56:39
Diffusione presunta
Oggetto : Ordinary Shareholders' Meeting of FNM
S.p.A.

Testo del comunicato

Vedi allegato.

PRESS RELEASE**ORDINARY SHAREHOLDERS' MEETING OF FNM S.P.A.**

- ***Approval of the 2021 Financial Statements and allocation of the 2021 net profit to the Legal Reserve and to the Retained Earnings Reserve***
- ***Approval of the Report on the remuneration policy and the compensation paid***
- ***Renewal of the authorisation to purchase and dispose treasury shares, following the revocation of the authorisation granted by the Shareholders' Meeting on 30th April 2021***

Milan, 26th April 2022 – The Ordinary Shareholders' Meeting of FNM S.p.A. (the “Meeting”), chaired by Mr. Andrea Angelo Gibelli, was held today.

Approval of the 2021 Financial Statements

The Meeting examined and approved the separate Financial Statements of FNM S.p.A. for the year ended as of 31st December 2021 and examined the 2021 Consolidated Financial Statements of the FNM Group, as disclosed to the market on 4th April 2022.

The Parent Company FNM S.p.A. closed 2021 with revenues of EUR 79.0 million, EBITDA of EUR 47.9 million and net profit of EUR 5.4 million, in reduction *vis-à-vis* the EUR 23.9 million of 2020.

At the consolidated level, the FNM Group closed fiscal year 2021 with a net profit of EUR 40.8 million, up by +69% compared to the EUR 24.2 million of 2020.

The 2021 net profit, equal to EUR 5,407,746 will be allocated to the Legal Reserve for EUR 270,387 and to the Retained Earnings Reserve for EUR 5,137,359. The Meeting resolved for such allocation, following the vote of the majority shareholder Regione Lombardia (owner of 57.57% of FNM S.p.A. share capital, equal to 75.46% of the share capital present and voting) which expressed an unfavourable opinion on the dividend distribution.

Report on the remuneration policy and the compensation paid

The Shareholders' Meeting approved the first section of the Report on the remuneration policy and the compensation paid, prepared in accordance with art. 123-ter of Legislative Decree no. 58 of 24th February 1998. The Meeting also passed a favourable resolution on the second section of the same Report.

FNM S.p.A.

Piazzale Cadorna, 14
20123 Milano
Tel. +39 02 85111
Fax +39 85111 4708

Cap. Soc. € 230.000.000,00 i.v.
Iscrizione al Reg. Imp. della C.C.I.A.A.
di Milano/Monza Brianza/Lodi
C.F. e P. IVA 00776140154 - REA MI 28331
PEC fnm@legalmail.it
www.fnmgroup.it



Authorisation to purchase and dispose treasury shares, following the revocation of the authorisation granted by the Shareholders' Meeting on 30th April 2021

The Meeting, after having revoked the authorisation to purchase and dispose treasury shares granted by the Ordinary Shareholders' Meeting on 30th April 2021, resolved to authorize the Board of Directors to proceed with the purchase of FNM treasury shares, for a maximum number of 21,745,128 ordinary shares, corresponding to 5% of the share capital, establishing that:

- the purchase may be carried out in one or more tranches and for a period of 18 months from the date of this resolution, so as to ensure equal treatment of shareholders, in accordance with the applicable regulatory framework. Authorisation for the sale, disposal and/or use of any treasury shares purchased is granted without time limits;
- adequate notice will be given of transactions involving the purchase of treasury shares in accordance with applicable disclosure requirements;
- the purchase price of each share, including any ancillary charge, may not be more than 20% higher or lower than the reference stock exchange price recorded by the security during the trading session prior to each individual transaction;
- the Meeting established that the sale price of each share shall not be lower than 80% of the reference price recorded by the FNM security in the trading session prior to each individual disposal transaction. This limit shall not apply to the execution of transactions in relation to which it is appropriate to proceed with the exchange or transfer of stakes to be performed through exchange or contribution; and
- the purchases shall be carried out within the limits of the distributable profits and available reserves resulting from the latest regularly approved financial statements at the time of the transaction, proceeding with the necessary accounting entries in accordance with the manners and limits of law.

The Meeting requested authorisation for the following reasons:

- carry out any market interventions to support the liquidity of the security;
- use the shares in the portfolio as consideration for any extraordinary or acquisition transactions;
- convert any debt instruments into shares.

The minutes of the Shareholders' Meeting and the summary report of the votes will be made available to the public within the terms and manners established by the current legislation.

This press release is available on the Company's website at the address www.fnmgroup.it, as well as on the

authorized storage mechanism EMARKET STORAGE at www.emarketstorage.com.

For further information:

Investor Relation contacts

Valeria Minazzi

Tel. +39 02 8511 4302

e-mail valeria.minazzi@fnmgroup.it

Media Relations contacts

Simone Carriero

Tel. +39 02 8511 4758

e-mail simone.carriero@fnmgroup.it

Website

www.fnmgroup.it

Fine Comunicato n.0123-6

Numero di Pagine: 5