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Shareholders' meeting 27_04_2022

Testo del comunicato

Vedi allegato.

PHARMANUTRA S.P.A.: ORDINARY SHAREHOLDERS' MEETING OF 27 APRIL 2022

- ***Approval of the financial statements as of 31 December 2021 and a dividend of Euro 0.71 per share***
- ***Approval of the second section on the Remuneration policy and on the remuneration paid***
- ***Appointment of the Board of Statutory Auditors***
- ***Authorization of the purchase and disposition of ordinary treasury shares, subject to revocation of the authorization granted by the shareholders' meeting of 26 April 2021***

Pisa, 27 April 2022 – The Ordinary Shareholders' Meeting of Pharmanutra S.p.A. ("**Pharmanutra**" or the "**Company**"), which met today, approved the financial statements for the year ended 31 December 2021 under the terms proposed by the Board of Directors already disclosed last 18 March 2022.

The Ordinary Shareholders' Meeting also approved the distribution of a unit dividend of Euro 0.71 for each entitled share. The ex-dividend date of coupon no. 5 will be 2 May 2022, the date of entitlement to payment pursuant to article 83-terdecies of Legislative Decree no. 58/1998 (record date) will be 3 May 2022 and dividend payment date will be 4 May 2022.

The Shareholders' Meeting has also reviewed the consolidated financial statements of the Pharmanutra S.p.A. Group for the year ended 31 December 2021, prepared in accordance with IFRS international accounting standards, which show the following key Group figures:

- **Consolidated net revenues € 68.1 M (+ 20.7% compared to 2020)**
- **Consolidated Gross Operating Margin excluding non-recurring items € 20.1 M (+ 25.3% compared to 2020)**
- **Consolidated net profit excluding non-recurring items € 13.3 M (+ 30.8% compared to 2020)**

Copies of the financial statements as at 31 December 2021 and the consolidated financial statements of the Pharmanutra S.p.A. Group are available to the public at the registered office in Pisa, Via delle Lenze, no. 216/B and on the Company's website www.pharmanutra.it, *Investor Relations* section.

The Shareholders' Meeting also approved with a non-binding resolution Section II of the Report on Remuneration Policy and Remuneration Paid, covering remuneration paid during fiscal year 2021. A copy of the Report - including Section I concerning the Company's Policy on the remuneration of the members of the Board of Directors and Board of Statutory Auditors approved by the Shareholders' Meeting on 26 April 2021 and valid for two years - is available on the Company's website at www.pharmanutra.it, under *Governance/Shareholders' Meeting*.

The Shareholders' Meeting also appointed the Board of Statutory Auditors, which will remain in office for three years until approval of the financial statements for the year ending 31 December 2024, consisting of the Standing Auditors Giuseppe Rotunno, appointed Chairman, Debora Mazzaccherini and Michele Luigi Giordano and the Alternate Auditors Elena Pro and Alessandro Lini, all drawn from the single list submitted by the shareholders Andrea Lacorte, Roberto Lacorte, ALH S.r.l., RLH S.r.l. and Beda S.r.l., owners of a total of 6,292,160 ordinary shares in Pharmanutra, equal to 64.99% of the related share capital. The said list obtained a percentage of votes equal to 99,951% of the votes represented at the Meeting.

The curricula of the members of the Board of Statutory Auditors, who all meet the independence requirements set out in art. 148, paragraph 3 of Legislative Decree no. 58/1998 and the Corporate Governance Code, are available on the Company's website at www.pharmanutra.it, *Governance/Shareholders' meeting* section.

The Shareholders' Meeting authorised the purchase and disposal of 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, subject to revocation of the authorization granted by the shareholders' meeting of 26 April 2021 for the part not carried out, for the purpose of allowing the Company to seize the opportunity to make an advantageous investment, in cases where the market price of Pharmanutra shares, also due to factors external to the Company, is not able to adequately express the value of the same, and therefore to provide the Company with a useful strategic investment opportunity for all purposes permitted by current regulations, including the possible use of the shares as consideration in extraordinary transactions, including the exchange of shareholdings with other parties, as part of transactions in the interest of the Company, such as potential further aggregations of the sector that are being continuously analysed and evaluated by the Board of Directors. Furthermore, the Company reserves the right to allocate the shares purchased on the basis of this authorization to serve other purposes permitted by law in the interest of the Company, including their subsequent cancellation – according to terms and procedures to be decided by competent company boards – as well as to dispose of them on the market or off.

The authorization was granted for the period of eighteen months from the date of this resolution of the Ordinary Shareholders' Meeting for the purchase, in one or more tranches, of a number of ordinary shares of the Company with no stated par value, for a maximum value of Euro 3,000,000 for an amount that is no higher than the highest price between the price of the last independent transaction and the highest independent offer price in the trading venues where the purchase is made, provided that the unit amount is at least a minimum of 20% and a maximum not exceeding 10% of the reference share price registered in the market session on the day prior to each individual transaction. Authorization for the disposal of ordinary treasury shares is instead requested without term limits.

At the date of this Report, the company holds 30,121 ordinary treasury shares, equal to 0.31% of its share capital.

The summary voting report and the minutes of the Shareholders' Meeting will be made available to the public by the methods and within the time limits set out by current legislation.

“The 2021 Financial Statement confirmed our expectations, that is the return to double-digit growth, based on extremely solid and concrete elements, such as the strengthening of the commercial activity in the area, the consolidation of the R&D area thanks to the obtaining of new patents and certifications, as well as the recovery of international markets with the stipulation of distribution agreements in Europe, Asia and South America”, commented Roberto Lacorte, Vice chairman and CEO of PharmaNutra S.p.A. “The markets in which the companies of the PharmaNutra Group operate have great development opportunities for the future. Opportunities that we will not fail to seize as early as 2022, thanks to the launch of new products, the enhancement of the production of proprietary raw materials, which will be the centre of the new headquarters, and, ultimately, business combinations and M&A operations”.

Verification of the independence requirements

The new Board of Statutory Auditors, which met after the Shareholders' Meeting and took into account the information at its disposal and on the basis of the information provided by each member of the Board of Statutory Auditors, ascertained compliance with the requirements of professionalism and honourableness, as well as independence pursuant to art. 148, paragraph 3 of Legislative Decree no. 58/1998 and art. 2 of the Corporate Governance Code, for its members.

The manager responsible for preparing the company's financial reports, Mr. Francesco Sarti, declares, pursuant to paragraph 2 of article 154-bis of Italian Legislative Decree no. 58/1998, that the accounting information contained in this press release corresponds to the documentary results, books and accounting records.

PharmaNutra S.p.A.

Founded and led by the President Andrea Lacorte and Vice President Roberto Lacorte, PharmaNutra was established in 2003. It develops unique nutritional supplements and innovative nutritional devices, handling the entire production process, from proprietary raw materials to finished product. The effectiveness of its products is documented by more than 135 scientific studies. The Group distributes and sells its products in Italy and abroad. In Italy, products are sold through a network of approximately 150 Pharmaceutical Representatives serving doctors and also exclusively selling PharmaNutra products to pharmacies throughout Italy. Products are sold in 60 countries abroad, through 41 partners selected from among the finest pharmaceutical companies. Over the years, PharmaNutra has stood out in the production of iron-based nutritional supplements with the trademark SiderAL®, where it can claim important Sucrosomial Technology® patents. The Group has developed a precise strategy for the management and production of intellectual property, founded on the integrated management of all the various elements: proprietary raw materials, patents, brands and clinical evidence.

PharmaNutra.it

For further information:

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