



SPAFID
CONNECT

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Regolamentata
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Data/Ora Inizio : 25 Marzo 2021 18:16:10
Diffusione presunta
Oggetto : PR - Pharmanutra SpA Notice of call -
Shareholerds' Meeting

Testo del comunicato

Vedi allegato.

NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING OF PHARMANUTRA S.P.A

In order to minimize the risks associated with the ongoing health emergency, pursuant to article 106, paragraph 4, Law Decree 17 March 2020, n. 18, containing '*Measures to strengthen the National Health Service and economic support for families, workers and businesses in relation to the epidemiological emergency from COVID-19*', converted into law with amendments to Law 24 April 2020, no. 27, whose effectiveness was recently extended by the Decree Law 31 December 2020, n. 183 converted into law with amendments to Law 26 February 2021, no. 21 (the "**Decree**"), the Company has decided to make use of the option established therein, providing that the participation to the Shareholders' Meeting by those entitled can only take place by granting a proxy (or sub-delegation) to the representative designated by the Company pursuant to art 135-*undecies* of the Legislative Decree n. 58/1998 ("**TUF**").

Shareholders are called to the Ordinary Shareholders' Meeting to be held exclusively by telecommunication means on 26 April 2021, at 15:00 hours, in single call, to discuss and resolve on the following:

AGENDA

1. *Financial statements of Pharmanutra S.p.A. as of 31 December 2020 and allocation of the profit for the year.*
 - 1.1. *Approval of the Financial Statements as of 31 December 2020, 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 2020 of the Pharmanutra Group. Related and consequent resolutions.*
 - 1.2. *Allocation of profit for the year. Related and consequent resolutions.*

2. *Report on remuneration policy and remuneration paid:*
 - 2.1 *Approval of the remuneration policy pursuant to article 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998;*
 - 2.2 *Resolutions on the 'second section' of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.*

3. *Proposal to authorize 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 related implementing provisions subject to revocation of the resolution adopted on April 27, 2020. 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. As at the date of this notice, PHN does not hold any of its own ordinary treasury

shares and its subsidiaries do not hold any 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.

ENTITLEMENT TO ATTEND, INTERVENE AND VOTE AT THE SHAREHOLDERS' MEETING

Entitlement to intervene and vote

Each ordinary share gives entitlement to one vote in the company's ordinary and extraordinary Shareholders' Meetings.

Pursuant to the combined provisions of article 14 of the Articles of Association and article 83-*sexies* of the TUF, 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, in accordance with its accounting records, in favor 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 15 April 2021*); 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 use of an intermediary shall be communicated to the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting first call (i.e. within the 21 April 2021); nevertheless entitlement to intervene and vote if the notices are received at the Company after this deadline still applies, provided that said notices are received before the start of meeting proceedings.

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

Delegating the Shareholders' Representative

Pursuant to article 106 of the Decree, participation in the Shareholders' Meeting by those with voting rights is permitted exclusively through the designated representative.

Consequently, the Company has appointed "SPAFID" S.p.A. – with registered office in Milan – as the shareholders' representative designated by the Company pursuant to article 135-*undecies* of the TUF 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, *Governance/Shareholders' Meeting* section).

This proxy, with voting instructions, along with a copy of valid ID of the delegating party or, if the delegating party is a legal person, of the legal representative ad interim or another subject with suitable powers, along with suitable documentation certifying the qualification and powers, shall be received by the Shareholders' Representative by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. on the 22 April 2021), according to one the following procedures: (i) in the case of a digital copy (PDF) sent from a certified email address or, in the absence thereof, from an ordinary email address to the certified email address assemblee@pec.spafid.it (subject "Proxy Shareholders' Meeting PharmaNutra 2021"); or (ii) in the case of a signed hard copy document, by

delivery firm or registered mail with return receipt requested to the address Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (Subject "Proxy Shareholders' Meeting PharmaNutra 2021"), sending a digital copy (PDF) in advance by ordinary email to assemblee@pec.spafid.it (subject " Proxy Shareholders' Meeting PharmaNutra 2021"). The granted proxy has effect only for the proposals in relation to which voting instructions have been given, and within the aforementioned terms, and with the aforementioned methods it may be revoked.

It should also be noted that, in accordance with the Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* of the TUF, notwithstanding article 135-*undecies*, paragraph 4 of the TUF, exclusively by means of the relevant form, in the manner and within the terms specified in the form itself and on the Company's website. The proxies/sub-proxies shall be received by 25 April 2021 (within office hours 6pm); the Designated Representative may also accept proxies or sub-proxies and/or voting instructions after the aforesaid term, provided that they shall be received before the start of the Shareholders' Meeting.

The proxies/sub-proxies, along with the voting instructions, can be revoked within the same term as above, with the same modalities used for their submission.

The Designated Representative will be available to provide clarifications or information and may be contacted by email at confidential@spafid.it, or on the telephone numbers (+39) 02.80687319 (+39) 02.80687335 (office hours, from 9am to 5pm). It should be noted that the expression of the vote electronically or by correspondence is not envisaged.

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 currently unforeseeable developments.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS

Pursuant to article 126-*bis* of the TUF, shareholders that, even jointly, represent at least one fortieth of the share capital may request that additions be made to the agenda by indicating the additional items or proposing resolutions on items already on the agenda, within ten days of publication of this notice (i.e. by 04 April 2021). Entitlement to exercise this right is certified in a notice sent to the Company by the qualified intermediary pursuant to article 43 of the Single Ruling on post-trading of Consob and the Bank of Italy of 13 August 2018 ("*Regulations on central counterparties, central depositaries and centralized administration*") (the "**Joint Ruling**").

The request shall be made in writing by means of registered letter to the registered office, in Pisa, Via delle Lenze, n. 216/b, or by e-mail to the certified e-mail address pharmanutra@pec.it. Before said deadline and according to the same procedures, a report shall be submitted by the proposing Shareholders justifying the draft resolutions on the new topics which they propose to discuss, or the justification for additional draft resolutions submitted on topics already on the agenda. Any additions to the Shareholders' Meeting agenda which result from such requests or the submission of additional draft resolutions on items already on the agenda shall be communicated in the same manner prescribed for publication of the notice convening the meeting, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by 11 April 2021).

The report prepared by requesting Shareholders, together with any evaluations of the Board of Directors, shall be made available to the public at the same time as the publication of the integration or submission notice, following the same procedures as those prescribed for the Shareholders' Meeting documentation.

Additions are not allowed for items on which the Shareholders' Meeting passes resolutions, in compliance with law, at the proposal of Board Members or on the basis of a project or a report prepared by the same, other than those described in Article 125-ter, paragraph 1 of the TUF.

RIGHT TO INDIVIDUALLY SUBMIT MOTIONS BEFORE THE SHAREHOLDERS' MEETING

In addition to the above, considering that participation in the Shareholders' Meeting is only through the Delegated Representative, parties entitled to take part in the Shareholders Meeting that intend proposing motions on items on the agenda are requested to submit them in advance, by 11 April 2021 to the certified e-mail address pharmanutra@pec.it, or to the e-mail address investorrelation@pharmanutra.it. These proposals will be published on the Company's website by 13 April 2021, to enable parties entitled to vote to make an informed decision, also considering the new proposals, and to enable the Designated Representative to collect voting instructions, also for said new proposals. The requesting party shall provide suitable documentation proving entitlement to intervene in the Shareholders' Meeting and granting of the proxy to the Designated Representative to take part in the Shareholders' Meeting.

RIGHT TO SUBMIT QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to article 127-ter of the TUF, subjects that are entitled to vote may submit questions concerning items on the agenda, before the Shareholders' Meeting, but not later than the *record date* (i.e. by 15 April 2021); such questions may be sent to the Company by means of registered letter to the registered office, in Pisa, Via delle Lenze, n. 216/b, or by e-mail to the certified e-mail address pharmanutra@pec.it. Entitlement to exercise this right is certified in a notice sent to the Company by the qualified intermediary pursuant to Article 43 of Joint Ruling.

The Company, after ensuring the questions are relevant to the items on the agenda and that the party submitting the question is entitled to do so, will reply, as an exception to the minimum time indicated in article 127-ter, paragraph 1-bis of the TUF, at least three days prior to the first date of the Shareholders' Meeting (i.e. by 23 April 2021), publishing the information in a specific section of the Company's website, so that parties entitled to vote may make informed decisions about the items on the agenda. The Company may give a single reply to several questions of the same type.

DOCUMENTATION: the documentation relating to the Shareholders' Meeting will be available to the public, as required by law, on the Company's website (www.pharmanutra.it, *Governance/Shareholders' Meeting* section), and on eMarket STORAGE, at www.emarketstorage.com, at the same time, notice to the public will be provided according to the following deadlines:

- at least 30 days prior to the date of the Shareholders' Meeting (first session), i.e. by 27 March 2021, the Directors' Report on items 1 and 2 of the agenda;
- at least 21 days prior to the date of the Shareholders' Meeting (first call), i.e. by 04 April 2021, the documentation in Article 154-ter of Legislative Decree 58/1998 (including the consolidated non-financial statement as of 31 December 2020), the Remuneration Report pursuant to Article 123-ter of Legislative Decree 58/1998, indicated on point 2 of the agenda;

- at least 21 days prior to the date of the Shareholders' Meeting (first call), i.e. by 05 April 2021, the Directors' Report on item 3 of the agenda;
- at least 15 days prior to the date of the Shareholders' Meeting (first call), i.e. by 11 April 2021, the documentation pursuant to Article 77, paragraph 2-*bis* of Consob Regulation 11971/1999, with the notice that such filing shall take place only at the Company's Registered Office.

This notice of call is published, pursuant to Article 125-*bis* of the TUF and Article 84 of the Consob Regulation, on the Company's website (www.pharmanutra.it, *Governance/Shareholders' Meeting* section), and, as an extract, in the daily newspaper "Sole 24 Ore" on 26 March 2021; it is also available on eMarket STORAGE, at www.emarketstorage.com.

Pisa, 22 March 2021

For the Board of Directors

The Chairman

(Andrea Lacorte)

Fine Comunicato n.20106-10

Numero di Pagine: 7