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Societa' : SALCEF GROUP S.P.A.  
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Informazione  
Regolamentata  
Nome utilizzatore : SALCEFGROUPN02 - Valeriano Salciccia  
Tipologia : 1.1  
Data/Ora Ricezione : 29 Aprile 2021 13:09:48  
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Diffusione presunta  
Oggetto : The Shareholders' Meeting resolved the  
financial statements as at 31 December  
2020

*Testo del comunicato*

Vedi allegato.

## **PRESS RELEASE**

### **The Shareholders' Meeting resolved:**

- **the financial statements as at 31 December 2020 and the distribution of the dividend**
- **the approval of the 2021-2024 Stock Grant Plan**
- **the approval of Section One of the Report on Remuneration Policy and Compensation Paid and resolved in favour of Section Two**
- **the authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of 24 April 2020 for the part not executed**

Rome, 29 April 2021 – The Ordinary Shareholders' Meeting of Salcef Group S.p.A. (the "Company"), which operates internationally in the maintenance and construction of railway infrastructure, met today under the chairmanship of Gilberto Salciccia..

### **Financial statements as at 31 December 2020 and dividend distribution**

The Ordinary Shareholders' Meeting has approved the financial statements for the year ended 31 December 2020, as approved and presented by the Board of Directors, which reported a net profit of €24,545,124 and resolved to distribute a dividend equal to €0.42 per Ordinary Share and Performance Share which will be entitled to it on the record date for a total of €19. 561,594.50, or such other amount as may result from the conversion of the Performance Shares and Special Shares into Ordinary Shares in accordance with the Articles of Association, or from any change in the number of treasury shares held by the Company at the time of distribution. The dividend date will be 24 May 2021, with record date 25 May 2021 and payment date 26 May 2021..

The Shareholders' Meeting then approved the allocation of the residual portion of the profit for the year as follows: (i) Euro 1,227,256 to the Legal Reserve, equal to 5% of the profit; (ii) Euro 3,566,588.06 to the Reserve for Retained Earnings.

### **2021-2024 Stock Grant Plan**

The Shareholders' Meeting approved the 2021-2024 Stock Grant Plan in favour of certain executive directors, employees, including executives with strategic responsibilities, of the Company and the companies of the Salcef Group - other than the Chief Executive Officer and the Chairman of the Board of Directors of the Company - and other beneficiaries who hold managerial positions deemed relevant within the Group. The plan provides for the allocation and subsequent delivery to the beneficiaries of a maximum total of 40,000 Shares based on the achievement of pre-established Performance Targets and following the commencement of a vesting period as described in more detail in the information document prepared pursuant to Article 114-bis of the TUF and Article 84-bis of the Regolamento Emittenti made available to the public at the Company's registered office and on the website [www.salcef.com](http://www.salcef.com) / Investor Relations / Shareholders' Meetings.

## Remuneration Report

The Shareholders' Meeting approved the Company's policy on the remuneration of the board of directors, general managers, executives with strategic responsibilities and members of the control bodies with reference to the financial year 2021 described in the First Section of the Remuneration Report and resolved in favour of the Second Section of the said Remuneration Report containing, inter alia, an account of the remuneration paid for any reason and in any form for the financial year ended 31 December 2020.

## Authorisation to purchase and dispose of treasury shares

The Shareholders' Meeting authorised, subject to revocation of the authorisation granted by the Shareholders' Meeting of 24 April 2020 for the part not executed, the Board of Directors to purchase, also in several tranches, ordinary shares of the Company without nominal value, up to a maximum number that, taking into account the ordinary shares of the Company from time to time held in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital in accordance with the provisions of Article 2357, paragraph 3, of the Italian Civil Code, Article 132 of the TUF and Article 144-bis of the Consob Regolamento Emittenti.

The authorisation was granted in order to acquire treasury shares to be used for:

- incentivising and retaining the loyalty of employees, collaborators, directors of the Company, subsidiaries and/or other categories of persons chosen at the discretion of the Board of Directors;
- carry out transactions such as the sale and/or exchange of own shares for direct or indirect acquisitions of shareholdings and/or real estate and/or the conclusion of agreements with strategic partners;
- the execution of successive operations of purchase and sale of shares, within the limits allowed by accepted market practices;
- carry out, directly or through intermediaries, any operations to stabilise and/or support the liquidity of the Company's shares in accordance with accepted market practices;
- to constitute a "securities warehouse", useful for possible future extraordinary financial transactions;
- seizing the opportunity to make a good investment, also in view of the risk and expected return of alternative investments;
- employing excess liquid resources.

The Shareholders' Meeting also resolved to authorise the Board of Directors so that, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, it may dispose, in whole or in part, on one or more occasions, of the ordinary treasury shares purchased on the basis of the above resolution, or in any case in the Company's portfolio.

The purchase can be made in one or more tranches within 18 months from the date of the resolution of the Shareholders' Meeting held today. The authorisation to dispose of own ordinary shares is instead without time limits.

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The financial statements as at 31 December 2020 is available at the Company's registered office and on the website [www.salcef.com](http://www.salcef.com), Investor Relations Section, Financial Statements & Reports. It should be



# SALCEF

noted that the minutes of the Ordinary Shareholders' Meeting and the summary statement of votes will be made available to the public in accordance with the procedures and timeframes provided for by current legislation and will be available at the Company's registered office and on the website [www.salcef.com](http://www.salcef.com), Investor Relations Section.

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This press release is available on the Salcef Group website <https://www.salcef.com/>, in the Investor Relations/Price Sensitive Press Releases section.

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*Salcef Group is an Italian corporate group employing over 1,000 people and operating on 3 continents; it is an international railway industry leader in the maintenance and construction of railway and urban transport infrastructure systems, as well as in the construction and sale of rolling stock and the production of reinforced concrete structures. Founded in 1949, the company became wholly owned by the Salciccia family in 1975, and it is currently led by the brothers Gilberto and Valeriano Salciccia, in the roles of Chairman and Managing Director respectively. Railway and metropolitan railway line maintenance and renewal account for 80% of operations and are the core business of Salcef, which in the last 20 years has renewed over 7,000 km of track and is the global leader in track renewal. Salcef Group has a consolidated business founded on a history of more than 70 years, conducted by highly skilled staff in receipt of continual training. From the 2020 IFRS consolidated financial statements Salcef achieved € 340.3 million Value of Production with a net profit of € 41.3 million.*

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Fine Comunicato n.20176-44

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