

BOARD OF DIRECTORS' MEMORANDUM ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING OF PHARMANUTRA S.P.A. CONVENED FOR 26 APRIL 2023

Item 1 on the agenda

"1. Financial statements of Pharmanutra S.p.A. as of 31 December 2022 and allocation of profit for the year.

1.1 Approval of the financial statements as of 31 December 2022; 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 2022 of the Pharmanutra Group. Related and consequent resolutions.

1.2 Allocation of profit for the year. Related and consequent resolutions."

Dear Shareholders,

the Board of Directors of your Company has convened the ordinary Shareholders' Meeting for the approval of the draft of the financial statements for Pharmanutra S.p.A. as at 31 December 2022 prepared according to international accounting standards.

In particular, it should be noted that the financial statements as of 31 December 2022 reports a profit for the year of Euro 13.000.000 million.

We are therefore asking for approval of our actions through approval of the draft financial statements and our report.

We also propose that you review the consolidated financial statements of the Pharmanutra Group for the year ended 31 December 2022, prepared in accordance with IFRS international accounting standards, which show the following key Group figures (in thousands of EUR):

ECONOMIC DATA (€/Million)	2022	%	2021	%	CHANGE
REVENUES	83,4	100,0%	68,8	100,0%	21,1%
REVENUES FROM SALES	82,7	99,2%	68,1	99,0%	21,4%
EBITDA	24,4	29,2%	20,1	29,2%	21,3%
NET RESULT	15,0	18,0%	13,8	20,0%	9,3%
NET RESULT EXCLUDING NON-RECURRING ITEMS*	15,0	18,0%	13,3	19,3%	13,0%
EPS - EARNING PER SHARE (Euro)	1,56		1,42		9,4%

BALANCE SHEET DATA (€/Million)	2022	2021	CHANGE
NET INVESTED CAPITAL	40,3	17,0	23,3
NET FINANCIAL POSITION (positive cash)	10,6	28,1	(17,4)
EQUITY	(50,9)	(45,1)	5,9

Furthermore, in asking for approval of our actions through approval of the draft financial statements and our report, considering that the legal reserve reached the 20% of the share capital, we are asking to allocate the profit of the year equal to Euro 13 million, as follows:

- (i) to the shareholders, a unit dividend of Euro 0.80 per eligible share for a maximum total of Euro 7.714.382 with the n.6 coupon detachment date on 8th of May, date of entitlement to payment pursuant to article 83-terdecies of Italian Legislative Decree no. 58/1998 (*record date*) on 9th of May and dividend payment date on 10th of May;
- (ii) the difference to the Extraordinary Reserve.

It should also be noted that all the documentation required by current laws and regulations will be made available at the Company's registered office and on the website of Pharmanutra S.p.A. at www.pharmanutra.it (*Governance Section*) as required by law.

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In view of the above, we submit the following resolution for your approval:

Item 1.1 on the agenda

"The General Shareholders' Meeting of Pharmanutra S.p.A.,

- *having heard and approved the statements of the Board of Directors;*
- *and in acknowledgement of the Report of the Board of Statutory Auditors and the Report of the Independent Auditor and of the consolidated financial statements of the Pharmanutra for the year ended 31 December 2022;*

RESOLVES

1. *to approve the Report of the Board of Directors on operations and the financial statements as of 31 December 2022 which show a profit for the year of Euro 13 million;*
2. *to authorise the Board of Directors, and on its behalf the Chairman and Vice Chairman, severally, to take care of all the required formalities of communication, registration and publication concerning the above resolution, pursuant to applicable regulations.*

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Item 1.2 on the agenda

"The General Shareholders' Meeting of Pharmanutra S.p.A.,

- *having heard and approved the proposals of the Board of Directors;*

RESOLVES

1. *to approve the allocation of the profit for the year, amounting to Euro 13 million as follows:*
 1. *to the shareholders, a unit dividend of Euro 0.80 per eligible share for a maximum total of Euro 7.714.382 with the n.6 coupon detachment date on 8th of May, date of entitlement to payment pursuant to article 83-terdecies of Italian Legislative Decree no. 58/1998 (record date) on 9th of May and dividend payment date on 10th of May;*
 2. *the difference to the Extraordinary Reserve.*

2. *to authorise the Board of Directors, and on its behalf the Chairman and Vice Chairman, severely, to take care of all the required formalities of communication, registration and publication concerning the above resolution, pursuant to applicable regulations.*

Pisa, 16 March 2023

For the Board of Directors
The Chairman, Andrea Lacorte