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STATEMENTS FOR 2022

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Vedi allegato.



PRESS RELEASE

SOGEFI: AGM APPROVES FINANCIAL STATEMENTS FOR 2022

Milan, 21 April 2023 – The Annual General Meeting of the Shareholders of Sogefi S.p.A. was held today in Milan under the chairmanship of Monica Mondardini, in an ordinary session.

As per the terms of Art. 106, paragraph 4, of the “Cura Italia” Decree, transposed with amendments into Law no. 27 of 24 April 2020, and recently extended as an effect of Law no. 14 of 24 February 2023, the shareholder attendance at the meeting was exclusively through the designated representative, appointed pursuant to the terms of Art. 135-undecies of D.Lgs. no. 58 of 24 February 1998 (TUF) and was identified as Studio Segre S.r.l., to whom proxies/sub-proxies have been assigned as per the terms of Art. 135-novies of the TUF, in waiver of Art. 135-undecies, paragraph 4, of the TUF.

APPROVAL OF THE FINANCIAL STATEMENTS FOR 2022

The Shareholders Meeting approved the Financial Statements for the year 2022.

The Sogefi Group closed the year with consolidated revenues of € 1,552.1 million (€ 1,320.6 million in 2021), EBITDA of € 194.7 million (€ 192.5 million in 2021) and a positive net result of € 29.6 million (€ 2.0 million in 2021).

The parent company Sogefi S.p.A. reported a loss of € 58.7 million (net earnings of € 69.9 million in 2021), the consequence of the write-down of the investment in the Suspensions business unit due to the unfavourable performance of the sector. The Shareholders Meeting approved the Board of Directors’ proposal not to distribute any dividends and to cover the whole of the loss with the existing available balance of the “Retained earnings” reserve.

REMUNERATION POLICY AND STOCK GRANT PLAN

The AGM approved the first section of the “Report on remuneration policy and on compensation paid” and gave a majority vote in favour of the second section of the same report.

The Shareholders also approved the stock grant plan for 2023, aimed at employees of the Group, for a maximum number of 1,250,000 conditional rights, each of which gives the beneficiaries the right to receive one ordinary Sogefi share free of charge at set maturity dates and provided the conditions stated in the plan are met with. The shares will be made available by drawing on the treasury shares held by the Company. The plan has the aim of aligning the interests of management with the objectives of creating value for the Group and its Shareholders in a medium-long term time horizon, stimulating commitment to common objectives at Group level and fostering the retention of those who hold key positions.

AUTHORIZATION TO BUY BACK OWN SHARES

The AGM renewed for a period of 18 months the authorization of the Board of Directors to buy back a maximum of 10 million ordinary shares, each with a nominal value € 0.52, without prejudice to the fact that, including in the calculation the treasury shares already held even through subsidiaries, the nominal value of the shares may not in any way exceed one fifth of the Company’s share capital. The price paid per share cannot be more than 15% higher or lower than the benchmark price recorded by the Company’s shares in the Stock Exchange trading session preceding each single buyback transaction or the date on which the price is fixed. In the event of purchases made following the procedures stated in points (a), (c) and (d) of the following paragraph, and in any case where the shares are bought back with orders placed in the regulated market, the price must not be higher than the higher of the price of the last independent

deal and the highest current independent bid price in the same market, in compliance with what is prescribed by Art. 3 of EU Delegated Regulation no. 2016/1052.

The purchases must be made in the market, in compliance with the terms of Art. 132 of D.Lgs. no. 58/98 and with the rules of law or regulations in force at the moment of the transaction, and more specifically: **(a)** through a public tender offer to buy or exchange shares; **(b)** on regulated markets following operating procedures established in the rules for organizing and managing the same markets, which do not allow bids to be matched directly with pre-determined offers; **(c)** through the pro-rata assignment to the shareholders of put options to be assigned within 15 months of the date of the AGM resolution authorizing the same and exercisable within 18 months of the same date; **(d)** through the purchase and sale of derivative instruments traded in regulated markets that involve the physical delivery of the underlying shares in compliance with the provisions of Art. 144-bis of Consob's Rules for Issuers and with the terms of Articles 5 and 13 of EU Regulation 596/2014.

The main reasons why this authorization is being renewed are the following: **(i)** to fulfil obligations resulting from possible stock option plans or other assignments of shares of the Company to employees or members of the administrative bodies of Sogefi S.p.A. or its subsidiaries, and to fulfil any obligations resulting from debt instruments convertible into or exchangeable with equity instruments; **(ii)** to have a portfolio of treasury shares to use as consideration in any extraordinary transaction, including an exchange of shareholding interests, with other entities within the scope of transactions in the interest of the Company ("a stock of securities"); **(iii)** to support liquidity in the market, optimize the capital structure, remunerate the shareholders in particular market situations, all within the limits established by current rules and regulations; **(iv)** to seize opportunities for creating value and investing liquidity efficiently in relation to the market trends; **(v)** for any other purpose that the competent Authorities should qualify as admitted market practice as per the terms of European and domestic rules applicable and following the procedures established therein.

As of today's date, the Company is holding 1,877,751 treasury shares, equal to 1.56% of the share capital.

The executive responsible for the preparation of the Company's financial statements, Maria Beatrice De Minicis, hereby declares, in compliance with the terms of paragraph 2 Article 154-bis of the Finance Consolidation Act (TUF), that the accounting figures contained in this press release correspond to the results documented in the Company's accounts and general ledger.

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This press release can also be consulted on the website: <https://www.sogefigroup.com/en/press/index.html>

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