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Oggetto : Ordinary shareholders' meeting of FNM
S.p.A.

Testo del comunicato

Vedi allegato.

PRESS RELEASE

ORDINARY SHAREHOLDERS' MEETING OF FNM S.P.A.

- **Approval the 2022 Financial Statements**
- **Approved the dividend distribution of EUR 0.023 per share before any statutory withholdings**
- **Approved the “second section” of the Report on the remuneration policy and the compensation paid**
- **Renewed the authorisation to purchase and dispose treasury shares, following the revocation of the authorisation granted by the Shareholders' Meeting on 26 April 2022**

Milan, 21 April 2023 – The Ordinary Shareholders' Meeting of FNM S.p.A. (the “Meeting”), chaired by Mr. Andrea Angelo Gibelli, was held today.

Approved the 2022 Financial Statements and proposed profit allocation

The Meeting examined and approved the separate Financial Statements of FNM S.p.A. for the year ended as of 31 December 2022 and examined the 2022 Consolidated Financial Statements of the FNM Group, as disclosed to the market on 30 March 2023.

The Parent Company FNM S.p.A. closed 2022 with revenues of EUR 84.2 million, EBITDA of EUR 47.3 million and net profit of EUR 8.0 million, increasing *vis-à-vis* the EUR 5.4 million of 2021.

At the consolidated level, the FNM Group closed fiscal year 2022 with a net profit of EUR 68.5 million, increasing compared to the EUR 40.8 million of 2021.

The Meeting resolved to allocate the net profit for the year amounting to EUR 8,030,832.46 as follows:

- EUR 401,541.62 to the legal reserve;
- EUR 7,629,290.84 to ordinary dividend distribution to the Shareholders.

In order to ensure a remuneration of EUR 0.0230 per outstanding ordinary share, the Shareholders' Meeting also approved to supplement the dividend by EUR 2,373,500 using the retained earnings reserve.

The dividend will be payable as of 7 June 2023, with ex-dividend date No. 14 on 5 June 2023 and record date on 6 June 2023.

Report on the remuneration policy and the compensation paid**FNM S.p.A.**

Piazzale Cadorna, 14
20123 Milano
Tel. +39 02 85111
Fax +39 85111 4708

Cap. Soc. € 230.000.000,00 i.v.
Iscrizione al Reg. Imp. della C.C.I.A.A.
di Milano/Monza Brianza/Lodi
C.F. e P. IVA 00776140154 - REA MI 28331
PEC fnm@legalmail.it
www.fnmgroup.it



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The Shareholders' Meeting approved the second section of the Report on the remuneration policy and the compensation paid, prepared in accordance with art. 123-ter of Legislative Decree no. 58 of 24 February 1998.

Authorisation to purchase and dispose treasury shares, following the revocation of the authorisation granted by the Shareholders' Meeting on 26 April 2022

The Meeting, after having revoked the authorisation to purchase and dispose treasury shares granted by the Ordinary Shareholders' Meeting on 26 April 2022, resolved to authorize the Board of Directors to proceed with the purchase of FNM treasury shares, for a maximum number of 21,745,128 ordinary shares, corresponding to 5% of the share capital, establishing that:

- the purchase may be carried out in one or more tranches and for a period of 18 months from the date of this resolution, so as to ensure equal treatment of shareholders, in accordance with the applicable regulatory framework. Authorisation for the sale, disposal and/or use of any treasury shares purchased is granted without time limits;
- adequate notice will be given of transactions involving the purchase of treasury shares in accordance with applicable disclosure requirements;
- the purchase price of each share, including any ancillary charge, may not be more than 20% higher or lower than the reference stock exchange price recorded by the security during the trading session prior to each individual transaction;
- the Meeting established that the sale price of each share shall not be lower than 80% of the reference price recorded by the FNM security in the trading session prior to each individual disposal transaction. This limit shall not apply to the execution of transactions in relation to which it is appropriate to proceed with the exchange or transfer of stakes to be performed through exchange or contribution; and
- the purchases shall be carried out within the limits of the distributable profits and available reserves resulting from the latest regularly approved financial statements at the time of the transaction, proceeding with the necessary accounting entries in accordance with the manners and limits of law.

The Meeting requested authorisation for the following reasons:

- carry out any market interventions to support the liquidity of the security;
- use the shares in the portfolio as consideration for any extraordinary or acquisition transactions;
- convert any debt instruments into shares.

The minutes of the Shareholders' Meeting and the summary report of the votes will be made available to the public within the terms and manners established by the current legislation.

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This press release is available on the Company's website at www.fnmgroup.it, as well as on the authorized storage mechanism EMARKET STORAGE at www.emarketstorage.com.

For further information:

Investor Relations contacts

Valeria Minazzi

Tel. +39 02 8511 4302

e-mail valeria.minazzi@fnmgroup.it

Media Relations contacts

Simone Carriero

Tel. +39 02 8511 4758

e-mail simone.carriero@fnmgroup.it

Website

www.fnmgroup.it

FNM is the leading integrated sustainable mobility Group in Lombardy. It is the first organisation in Italy to combine railway infrastructure management with road transport and motorway infrastructure management in order to offer an innovative model for managing mobility supply and demand that optimises flows and that is environmentally and economically sustainable. It is one of Italy's leading non-state investors in the sector. FNM S.p.A. is a public company that has been listed on the Italian Stock Exchange since 1926. The majority shareholder is Regione Lombardia, which holds a 57.57% stake.

FNM S.p.A.

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