

Informazione Regolamentata n. 20106-24-2023	Data/Ora Ricezione 26 Aprile 2023 18:14:01	Euronext Star Milan
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Societa' : PHARMANUTRA

Identificativo : 175847

Informazione
Regolamentata

Nome utilizzatore : PHARMANUTRAN02 - Sarti Francesco

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 26 Aprile 2023 18:14:01

Data/Ora Inizio : 26 Aprile 2023 18:14:03

Diffusione presunta

Oggetto : PHARMANUTRA - PR - PHN - ORDINARY
SHAREHOLDERS MEETING AND BOD
RESOLUTIONS 26 04 2023

Testo del comunicato

Vedi allegato.

PHARMANUTRA S.P.A.
ORDINARY SHAREHOLDERS' MEETING OF
26 APRIL 2023

- **Approved the financial statements as of 31 December 2022 and a dividend of Euro 0.80 per share**
- **Approved the Remuneration Policy and Remuneration Report;**
- **Appointed the Board of Directors;**
- **Authorised the purchase and disposal of ordinary treasury shares, subject to revocation of the authorisation granted by the shareholders' meeting on 27 April 2022.**

Pisa, 26 April 2023 – The Ordinary Shareholders' Meeting of Pharmanutra S.p.A. (MTA; Ticker PHN) ("Pharmanutra", "PHN" or the "Company"), which was held today, approved the financial statements for the year ended 31 December 2022 under the terms proposed by the Board of Directors already disclosed on 16 March 2023.

The Ordinary Shareholders' Meeting also resolved to distribute a unit dividend of 0.80 euro per eligible share for a maximum total of 7,714,382 euro, with coupon No. 6 detachment date on 8 May 2023, payment entitlement date pursuant to Article 83-*terdecies* of Legislative Decree 58/1998 ("TUF") (record date) on 9 May 2023 and date for payment of the dividend on 10 May 2023.

The Shareholders' Meeting also reviewed the Pharmanutra S.p.A. Group consolidated financial statements for the year ended 31 December 2022, prepared in accordance with IFRS international accounting standards, which show the following key Group figures:

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

* *The 2021 Net Result excluding non-recurring items is net of the tax credit obtained on consultancy costs incurred for the translisting to the STAR market (Euro 457 thousand).*

Copies of the financial statements as at 31 December 2022 and of the PharmaNutra S.p.A. Group consolidated financial statements as at 31 December 2022 are available to the public at the registered office in Pisa, Via delle Lenze, No. 216/B and on the Company's website www.pharmanutra.it, in the *Investors Relations* section.

In compliance with Article 123-ter of the Consolidated Law on Finance (TUF), the Shareholders' meeting approved by binding resolution, Section I of the Remuneration Policy and Remuneration Report, concerning the Company's Policy on the Remuneration of the Members of the Board of Directors and Board of Statutory Auditors and valid for two years, as well as, by non-binding resolution, Section II of the Report on the remuneration policy and remuneration paid, concerning remuneration paid during the 2022 financial year. A copy of the Remuneration Report is available on the Company's website at www.pharmanutra.it, *Governance* section/Shareholders' Meeting/2023.

After determining, in accordance with the Articles of Association, the number of members, term of office and remuneration, the Shareholders' Meeting also appointed the Company's Board of Directors, which will remain in office for three financial years until the approval of the financial statements for the year ending 31 December 2025, consisting of Andrea Lacorte, Roberto Lacorte, Carlo Volpi, Germano Tarantino, Alessandro Calzolari, Marida Zaffaroni and Giovanna Zanotti, all drawn from the single list presented by the shareholders Andrea Lacorte, as owner of the entire capital of ALH S.r.l., Roberto Lacorte, in his own right and as owner of the entire capital of RLH S.r.l., and Beda S.r.l., owners of a total of 3,253,826 ordinary shares of PharmaNutra, equal to 33.61% of the relevant share capital. The said list obtained a percentage of votes equal to 99,7% of the votes represented at the Meeting.

The Directors Alessandro Calzolari, Marida Zaffaroni and Giovanna Zanotti declared that they meet the independence requirements pursuant to the law and the Corporate Governance Code.

To the best of the Company's knowledge - except for the Directors Andrea Lacorte (who through ALH S.r.l. holds 3,038,334 PHN shares), Roberto Lacorte (who through RLH S.r.l. holds a total of 2,238,833 PHN shares), Carlo Volpi (who through Beda S.r.l. holds 1,014,993 PHN shares) and Germano Tarantino (who holds n. 181.250 PHN shares) - none of the other Directors hold, directly or indirectly, any shares in the Company. The *curricula vitae* of the Directors are available as an annex to the list published at www.pharmanutra.it, "*Governance*", "*Shareholders' Meeting*", "*2023*".

The Shareholders' Meeting also approved to authorise the Board of Directors to purchase and dispose of ordinary treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of the Consolidated Law on Finance (TUF), subject to revocation of the shareholders' resolution of 27 April 2022 for the portion not executed, in order to give the Company the opportunity to make an advantageous investment, in cases where the market price trend of PharmaNutra's shares, also due to factors external to the Company, is not able to adequately express its value, and therefore to provide the Company with a useful strategic investment opportunity for any purpose permitted by current provisions, including the possible use of the shares as payment in extraordinary transactions, including the exchange of shareholdings with other parties, as part of transactions in the Company's interest, such as potential, further sector aggregations that are continuously analysed and assessed by the Board of Directors.

Furthermore, the Company reserves the right to allocate the shares purchased under the authorisation to serve other purposes permitted by law in the interest of the Company, including the possible subsequent cancellation thereof - under the terms and conditions that may be resolved upon by the competent corporate bodies - as well as to dispose of the same on the Stock Exchange or off the Stock Exchange, all as better specified in the Board of Directors' Explanatory Report available, inter alia, on the Company's website.

The authorisation was granted for the period of eighteen months from the date of this resolution of the Ordinary Shareholders' Meeting for the purchase, in one or more tranches, of a number of ordinary shares of the Company with no stated par value, for a maximum value of Euro 3,000,000 for an amount that is no higher than the highest price between the price of the last independent transaction and the highest independent offer price in the trading venues where the purchase is made, provided that the unit amount is at least a minimum of 20% and a maximum not exceeding 10% of the reference share price registered in the market session on the day prior to each individual transaction. The authorisation to dispose of ordinary treasury shares was granted without time limit.

At the date of this Report, the Company holds n. 65.381 ordinary treasury shares, equal to 0,68% of its share capital.

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For further information on the above-mentioned shareholders' resolutions, please refer to the explanatory reports presented by the Board of Directors, which can be consulted on the Company's website. The summary voting report and the minutes of the Shareholders' Meeting will be made available to the public by the methods and within the time limits provided for by current legislation.

BOARD MEETING AND CORPORATE GOVERNANCE RESOLUTIONS

At the end of the Shareholders' Meeting, the Company's new Board of Directors met and appointed Mr. Andrea Lacorte as Chairman and Mr. Roberto Lacorte as Vice Chairman of the Company, assigning them their respective proxies and powers.

Mr. Roberto Lacorte was also confirmed in the role of Chief Executive Officer pursuant to the Corporate Governance Code, and directors Carlo Volpi and Germano Tarantino were confirmed in the areas of (i) commercial management, management of the external sales network, warehousing, foreign operations and production outsourced to third parties other than the PHN group, directional and local marketing and (ii) management and implementation of the research and development function, coordination and supervision of the quality management system, management, coordination and supervision of the scientific training of employees function, the sales network and foreign distributors.

Having acknowledged the declarations of the Directors who declared they meet the independence requirements and considering the information at its disposal, the Board of Directors, with the favourable opinion of the Board of Statutory Auditors, ascertained the existence of the independence requirements provided for by current legislation in the case of Directors Alessandro Calzolari, Marida Zaffaroni and Giovanna Zanotti.

Instead, the directors Andrea Lacorte, Roberto Lacorte, Carlo Volpi and Germano Tarantino were qualified as executive directors.

Therefore, the PHN Board of Directors, which will remain in office until the approval of the financial statements as at 31 December 2025, is composed as follows:

- **Andrea Lacorte**, *Chairman of the Board of Directors, Executive*
- **Roberto Lacorte**, *Vice Chairman of the Board of Directors, Executive*
- **Carlo Volpi**, *Executive Director*
- **Germano Tarantino**, *Executive Director*
- **Alessandro Calzolari**, *Non-executive and independent director*
- **Marida Zaffaroni**, *Non-executive and independent director*
- **Giovanna Zanotti**, *Non-executive and independent director*

Today's Board also confirmed the establishment of the following Committees, all composed of non-executive and independent directors, as detailed below:

Remuneration and Nomination Committee

- Giovanna Zanotti, Chairman;
- Alessandro Calzolari;
- Marida Zaffaroni.

Control and Risk Committee

- Marida Zaffaroni, Chairman;
- Alessandro Calzolari;
- Giovanna Zanotti.

Related Party Transactions Committee

- Alessandro Calzolari, Chairman;
- Marida Zaffaroni;
- Giovanna Zanotti.

The Board also confirmed non-executive and independent director Mr. Alessandro Calzolari as *Lead Independent Director* of the Company and, until revocation, Mr. Giovanni Bucarelli as Secretary of the Board of Directors.

Finally, the Board of Directors, following the expiry of the term of office of the previously established body, appointed Michele Luigi Giordano (Chairman), Guido Carugi and Pasquale Giovinazzo as members of the Supervisory Board of the Company pursuant to Legislative Decree 231/2001. The Supervisory Board will remain in office until the approval of the financial statements as at 31 December 2025.

* * *

The Manager in charge of preparing the company's financial reports, Francesco Sarti, declares, pursuant to paragraph 2 of Article 154-bis of the TUF (Consolidated Law on Finance), that the accounting information contained in this press release corresponds to the documentary results, accounting ledgers and records.

PharmaNutra S.p.A.

Established and led by Chairman Andrea Lacorte and Vice Chairman Roberto Lacorte, PharmaNutra is a company founded in 2003: with a widespread presence both nationally and in over 60 foreign countries. It develops unique nutritional supplements and innovative medical devices, taking care of the entire production process, from proprietary raw materials to the finished product. PharmaNutra is a leader in the production of iron-based nutritional supplements under the SiderAL® brand, where it holds important patents on Sucrosomial® Technology, and is considered one of the emerging top players in the medical device sector dedicated to restoring joint capacity thanks to the Cetilar® brand.

For further information:

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Fine Comunicato n.20106-24

Numero di Pagine: 7