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*Testo del comunicato*

Vedi allegato.



Investor Relations & Sustainability - Alessio Crosa

Email: [investor.relations@salcefgroup.com](mailto:investor.relations@salcefgroup.com) - Ph: +39 06 416281

Press Release

## The Salcef Group's Shareholders' Meeting approves the 2022 Integrated Report, the Remuneration Report and the Stock Grant and Performance Shares Plans

### The Shareholders' Meeting resolved:

- **the approval of the 2022 financial statements, which reported a net profit of € 36.0 million, and the distribution of a € 0.50 dividend per share. The consolidated financial statements reported revenues for € 564.6 million, 28.3% higher than the previous year**
- **the authorisation to purchase and dispose of treasury shares, after the revocation of the authorisation from the Shareholders' Meeting of 29 April 2022 for the part not executed**
- **the approval of the 2023-2026 Stock Grant Plan and of the 2023-2024 Performance Shares Plan functional to the employees incentive plan**
- **the approval of Section One of the Report on Remuneration Policy and Compensation Paid and resolved in favour of Section Two**
- **the approval of the Rules of the Shareholders' Meeting**

Rome, 27 April 2023 - The Shareholders' Meeting of Salcef Group S.p.A. (the "**Company**") met today under the chairmanship of Gilberto Salciccia.

### Financial statements as at 31 December 2022 and dividend distribution

The Shareholders' Meeting, taking note of the Consolidated Financial Statements at 31 December 2022 as well as the Non-Financial Statement prepared pursuant to Legislative Decree 254/2016, has approved the financial statements for the year ended 31 December 2022, as approved and presented by the Board of Directors, which reported a net profit of € 36,032,511, and resolved to distribute a dividend equal to gross € 0.50 per Ordinary Share which will be entitled to it on the record date (i.e. 16 May 2023), with ex date 15 May 2023 and payment date 17 May 2023.

The Shareholders' Meeting has then approved the allocation of the residual portion of the profit for the year as follows: (i) € 1,801,626 to the Legal Reserve; (ii) € 3,430,053.50 to the Reserve for Retained Earnings.

The Salcef Group has been operating for over 70 years in the development and innovation of sustainable mobility infrastructures. It is a global player in the maintenance, renewal, construction and electrification of railway and urban transport infrastructure, as well as in the construction and sale of railway machines and the production of reinforced concrete structures. Maintenance and renewal of railway and urban infrastructure form the core business and account for 71% of volumes. Established in 1949, Salcef has been controlled by the Salciccia family since 1975 and it is currently led by brothers Gilberto and Valeriano Salciccia, in the roles of Chairman and Chief Executive Officer respectively. The Group has 7 Operative Business Units and is present on 4 continents. It employs more than 1,900 highly specialized resources and in 2022 recorded revenues for 565 million euro. The Salcef Group is based in Italy and since October 2021 is listed on the STAR segment of the Euronext Milan market of the Italian Stock Exchange (Borsa Italiana: SCF; Reuters: SCFG.MI; Bloomberg: SCF:IM).

## Authorisation to purchase and dispose of treasury shares

The Shareholders' Meeting authorised the Board of Directors, after revocation of the authorisation granted by the Shareholders' Meeting of 29 April 2022 for the part not executed, to purchase and dispose of, pursuant articles 2357 and following of the Italian Civil Code and Art. 132 of the TUF and also in several tranches, ordinary shares of the Company, 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 and, therefore, taking into account the number of treasury shares held by the Company as of today. The authorization will last 18 months from the date of the resolution of the Shareholders' Meeting held today.

Considering the multiple purposes of the transactions on treasury shares, the Shareholders' Meeting authorized the purchase transactions, in compliance with the principle of equal treatment of shareholders provided for by art. 132 of the TUF, according to any of the methods referred to in Article 144-bis of the Consob Regulation (also through subsidiaries), to be identified, from time to time, at the discretion of the Board itself.

As of today, the Company owns no. 798,243 treasury shares.

The authorization has been approved, in compliance with the current legal provisions, according to the methods, terms and conditions contained in the relative explanatory report presented by the Board of Directors and available at the registered office, on the Company's website [www.salcef.com](http://www.salcef.com) in the Governance/Shareholders' Meetings section and at the authorized storage mechanism "eMarket STORAGE", which can be consulted at [www.emarketstorage.com](http://www.emarketstorage.com).

## Remuneration Report

The Shareholders' Meeting, having examined the Report on the remuneration policy and on the compensation paid prepared in accordance with the current legal and regulatory provisions: (i) approved the Company's remuneration policy for the financial year 2023 described in the First Section of the Remuneration Report, pursuant art. 123-ter, paragraph 3-bis and 3-ter of the TUF and (ii) and resolved in favour of the Second Section of the said Remuneration Report, pursuant art. 123-ter, paragraph 6 of the TUF.

## 2023-2026 Stock Grant Plan

The Shareholders' Meeting has approved the 2023-2026 Stock Grant Plan, that provides certain employees, including executives with strategic responsibilities, of the Company and of the companies of the Salcef Group and other beneficiaries who hold managerial positions with significant impact on the sustainable success of the Group, with the right to receive free of charge up to a maximum of no. 40,000 ordinary shares of the Company without nominal value, based on the achievement of pre-established performance targets. The Plan is functional to the short-term incentive plan (Management by Objectives-MBO) and provides for a single cycle for assigning the rights to receive the Shares free of charge based on the achievement of the performance objectives.

The features of the 2023-2026 Stock Grant Plan are described in more detail in the information document prepared pursuant to Article 84-bis of the Regolamento Emittenti made available to the public at the Company's registered office and on the Company's website [www.salcef.com](http://www.salcef.com) in the Governance/Shareholders' Meetings section and at the authorized storage mechanism "eMarket STORAGE", which can be consulted at [www.emarketstorage.com](http://www.emarketstorage.com).

## 2023-2024 Performance Shares Plan

The Shareholders' Meeting approved the 2023-2024 Performance Shares Plan, that provides certain executives with strategic responsibilities of the Company and of the companies of the Salcef Group with the right to receive free of charge up to a maximum of no. 10,000 ordinary shares of the Company without nominal value, based on the achievement of pre-established performance targets. The Plan provides for a single cycle for assigning the rights to receive the Shares free of charge based on the achievement of the performance objectives.

The features of the 2023-2024 Performance Shares Plan are described in more detail in the information document prepared pursuant to Article 84-bis of the Regolamento Emittenti made available to the public at the Company's registered office and on the Company's website [www.salcef.com](http://www.salcef.com) in the Governance/Shareholders' Meetings section and at the authorized storage mechanism "eMarket STORAGE", which can be consulted at [www.emarketstorage.com](http://www.emarketstorage.com).

## Rules of the Shareholders' Meeting

Moreover, the Shareholders' Meeting has also approved the Rules of the Shareholders' Meeting as proposed by the Board of Directors. The document is aimed at ruling, in compliance with the law and the Company's article of association, the execution of the ordinary and extraordinary Shareholders' Meetings.

The Rules of the Shareholders' Meeting are available on the Company's website [www.salcef.com](http://www.salcef.com) in the Governance/Shareholders' Meetings section.



## Other information

The financial statements as at 31 December 2022 are available at the Company's registered office and on the website [www.salcef.com](http://www.salcef.com), Investor Relations Section / Financial Reports section. It should be noted that the minutes of the 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) in the Governance/Shareholders' Meetings section and at the authorized storage mechanism "eMarket STORAGE", which can be consulted at [www.emarketstorage.com](http://www.emarketstorage.com).

The summary report of the votes will be made available on the Company's website pursuant to art. 125-quarter of the TUF within five days from the date of the Shareholders' Meeting.



The manager responsible for the drafting of corporate accounting documents Fabio De Masi declares, pursuant to paragraph 2 of Article 154 bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records.



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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