

Informazione Regolamentata n. 1845-14-2023	Data/Ora Ricezione 05 Maggio 2023 11:54:29	Euronext Milan
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Societa' : TECHNOGYM

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Informazione
Regolamentata

Nome utilizzatore : TECHNOGYMN02 - Marabini

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Diffusione presunta

Oggetto : Resolutions of Shareholders' Meeting
dated May 5, 2023

Testo del comunicato

Vedi allegato.



REGISTERED OFFICE AT VIA CALCINARO, 2861, CESENA
SHARE CAPITAL EURO 10,066,375.00 FULLY SUBSCRIBED AND PAID-IN
REGISTRATION WITH THE FORLÌ-CESENA COMPANIES REGISTER NO. 315187 AND TAX CODE 06250230965

THE SHAREHOLDERS' MEETING APPROVES THE 2022 FINANCIAL STATEMENTS AND THE DISTRIBUTION OF A DIVIDEND OF EURO 0.25 PER ORDINARY SHARE

The ordinary and extraordinary Shareholders' Meeting:

- **approves the financial statements at December 31, 2022, the net profit allocation and the distribution of a dividend equal to Euro 0.25 per ordinary share;**
- **approves the Company's remunerations policy as per first section of the remuneration report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of the Italian Legislative Decree 24 February 1998, no. 58, and resolved in favor of the second section of the remuneration report pursuant to art. 123-ter, paragraph 6, of the Italian Legislative Decree 24 February 1998, no. 58;**
- **approves the integration of the fees of the independent auditors PricewaterhouseCoopers S.p.A. for the audit engagement for the financial years 2022 to 2024;**
- **approves a performance shares plan known as "Performance Shares Plan 2023-2025" reserved for employees and/or collaborators of the Company or its subsidiaries;**
- **renews the authorization the purchase and disposal of treasury shares;**
- **grants the Board of Directors a mandate to increase the share capital, on a gratuitous basis and in one or more tranches, pursuant to Article 2349 of the Italian Civil Code for a maximum amount of Euro 35,000 to service the "Performance Shares Plan 2023-2025" and approves the consequent amendments to article 6 of the Bylaws;**

Cesena, May 5, 2023 – The ordinary and extraordinary Shareholders' Meeting of Technogym S.p.A. was convened today, in single call, in compliance with the provisions of Italian Law Decree no. 18 of 17 March 2020, i.e. without the physical presence of the shareholders, under the chairmanship of the Chairman and Chief Executive Officer Nerio Alessandri.

Technogym S.p.A. and Technogym Group Financial Statements – Net Profit allocation and dividend distribution – Acknowledgement of the Consolidated Corporate Social Responsibility Report pursuant to Italian Legislative Decree no. 254/2016

The ordinary Shareholders' Meeting approved the Financial Statements of Technogym S.p.A. as of December 31, 2022 without amending the draft financial statements approved by the Board of Directors on March 29, 2023, made public pursuant to law, which reported a net income of Technogym S.p.A. equal to Euro 68,976,174.39. The ordinary Shareholders' Meeting approved a dividend distribution of a gross dividend equal to Euro 0.25 for each share entitled to payment on the record date, for a total amount, on the basis of the ordinary shares currently in circulation,

of Euro 50,331,875.00. The dividend for the year 2022 will be payable from May 24, 2023, with record date on May 23, 2023, subject to detachment of coupon no. 6 on May 22, 2023.

The remaining amount of the net profit for the year 2022 has been allocated as follows: (i) for Euro 2,826,189.62 as Extraordinary reserve; (ii) for the remaining amount, currently calculated in Euro 15,818,109.77 to retained earnings reserve.

Moreover, in view of the accounting effects occurred during the year, and to maintain a precise relationship between shareholders' equity item and the specific destination of the reserves, the ordinary Shareholders' Meeting approved to: (i) release a portion equal to Euro 12,240.88 of the reserve for the adoption of IAS; and (ii) to release a portion equal to Euro 524,291.95 of the foreign exchange gains reserve, allocating the total amount equal to Euro 536,532.83 to retained earnings reserve.

During the ordinary Shareholders' Meeting, the Consolidated Financial Statements for the year ended December 31, 2022 were also presented, which closed with a Consolidated Net Income of Euro 63,587,147.71.

The ordinary Shareholders' Meeting also acknowledged the 2022 Non Financial Statement prepared according to Italian Legislative Decree no. 254/2016. The mentioned Non Financial Statement was prepared separately from the Annual Report.

Report on remuneration

After the examination of the of the Report on remuneration policy and compensation paid drawn up pursuant to applicable laws, the ordinary Shareholders' Meeting: (i) approved the remuneration policy of the Company for year 2023 included in the first section, pursuant to Article 123-ter, paragraph 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998 ("TUF") and (ii) resolved in favor of the second section of the aforesaid Report, pursuant to art. 123-ter, paragraph 6 of TUF.

Approval of the integration of the fees due to the independent auditors PricewaterhouseCoopers S.p.A. for the audit engagement for the financial years from 2022 to 2024

The Ordinary Shareholders' Meeting resolved in favor of the reasoned proposal of the Board of Statutory Auditors for the integration of the fees due to the independent auditor firm PricewaterhouseCoopers S.p.A. for the additional audit activities due to the entry into force, as of September 1st 2022, of the new version of the audit principle ISA315 (*Identifying and Assessing the Risk of Material Misstatement*).

Performance Shares Plan 2023-2025

The ordinary Shareholders' Meeting approved the adoption of a plan for the free allocation of rights to receive bonus ordinary shares of the Company subject to the achievement of certain performance targets called "Performance Share Plan 2023-2025" relevant pursuant to article 114-bis, paragraph 1, of the TUF (the "Plan").

The aforesaid Plan covers managers of the Technogym Group, to be named by the Board of Directors, on a proposal by the Chairman of the Board of Directors, after having consulted the Appointments and Remuneration Committee, who are employees and/or collaborators of the Company or of subsidiaries who hold important managerial positions or are able to make a significant contribution to pursuit of the strategic objectives of the Company and/or the Group, including managers with strategic responsibilities. The features of the Plan are explained in the information document drawn up by the Company pursuant to Article 84-bis of the Issuers' Regulation, available to the public at the registered office, on the Company's website at the

address <http://corporate.technogym.com/en/governance/shareholders-meetings> and on the authorized the authorized “eMarket STORAGE” mechanism available at the address www.emarketstorage.com.

Authorization to purchase and dispose of treasury shares

Following the cancellation of the previous Shareholders’ Meeting resolution adopted on May 4, 2022 and non-executed portion, the ordinary Shareholders’ Meeting authorized the Board of Directors to purchase and dispose of treasury shares, in one or more times, also on revolving basis, up to a maximum number of 20,000,000 (twenty million) of Technogym’s ordinary shares with reference to shares held both directly and those held by subsidiaries and, in any case, within the limits permitted by article 2357, paragraphs 1 and 3, of the Italian Civil Code, and after obtaining adequate financial coverage compatible with the future programs, investments and contractual obligations of the Company, for a maximum period of 18 months starting from the date of Shareholders’ Meeting resolution.

The Shareholders’ Meeting also resolved to authorize the Board of Directors so that, pursuant to and for the purposes of article 2357-ter of the Italian Civil Code, it may dispose, in whole or in part, in one or in more times, without time limits, of the treasury shares purchased on the basis of the aforementioned resolution or, in any case, in the Company’s portfolio.

The authorization has been approved pursuant to applicable laws according to the terms and conditions included in the explanatory report presented by the Board of Directors and available on Company’s website at the address <http://corporate.technogym.com/en/governance/shareholders-meetings> and on the authorized “eMarket STORAGE” mechanism available at the address www.emarketstorage.com.

It is worth noting that at the beginning of the Shareholders’ Meeting the Company did not own treasury shares.

Mandate to increase the share capital to service the Performance Share Plan 2022-2024 pursuant to Article 2349 of the Italian Civil Code and subsequent amendment of article 6 of the Bylaws

The extraordinary Shareholders’ Meeting resolved to assign to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for a period of five years from the date of the resolution, the power to increase the share capital free of charge and divisible in one or more tranches to serve the plan named “Performance Share Plan 2023-2025” for a maximum amount of Euro 35,000 (thirty five thousand/00) with the issue of a maximum number of 700,000 (seven hundred thousand/00) new ordinary shares without indication of the nominal value, with the same characteristics as the outstanding shares and regular dividend rights, at an issue value equal to the accounting par value of the Technogym shares at the date of execution of the mandate through the assignment of a corresponding amount of profits and/or profit reserves as reported in the last financial statements approved at the time pursuant to Article 2349 of the Italian Civil Code. The new issue shares will be assigned to employees of the Company or of its subsidiaries who are beneficiaries of the Performance Share Plan 2023-2025, under the terms, conditions and in accordance with the procedures established by the Plan.

As a consequence of the aforesaid resolution, the ordinary Shareholders’ Meeting also approved to amend the article 6 of the Bylaws.

Other information

The minutes of the ordinary and extraordinary Shareholders' Meeting of Technogym S.p.A. shall be made available to the public at the Company's registered office and published on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings>, as well as on the authorized storage mechanism "eMarket STORAGE" available at www.emarketstorage.com within the terms provided for by current regulations.

The summary report on voting will be made available on the Company's website pursuant to art. 125-quater of the Consolidated Law on Finance within five days from the date of the Meeting.

The Financial Reporting Manager, William Marabini, declares - pursuant to Article 154-bis of the Consolidated Law on Finance - that the accounting information contained in this statement corresponds to the documented results and to the accounting books and records.

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Notes to the press release

Technogym

Technogym is a world leading brand in products and digital technologies for fitness, sport and health for wellness. Technogym offers a complete ecosystem of connected smart equipment, digital services, on-demand training experiences and apps that allow every single end-user to access a completely personalized training experience anytime and anywhere: at home, at the gym, on-the-go. Over 55 million people train with Technogym in 85,000 wellness centers and 400,000 private homes worldwide. Technogym has been Official Supplier to the last eight Olympic Games and it's the brand of reference for sport champions and celebrities all over the world.

Forward looking statements

Certain statements in this press release could constitute forward-looking statements, including references that do not exclusively relate to historical data or current events, and as such, uncertain. These statements are based on a number of assumptions, expectations and other factors that could lead to actual results which differ, even substantially, from those forecast. There are numerous factors that could generate results and trends that are notably different from the forward looking information in this press release. These elements include but are not limited to the ability to manage the effects of the current uncertain international economic scenario, ability to acquire new assets and integrate them effectively, ability to forecast future economic conditions and changes in consumer preferences, ability to successfully introduce and market new products, ability to maintain an efficient distribution system, ability to achieve and manage growth, ability to negotiate and maintain favorable license agreements, currency fluctuations, changes in local conditions, ability to protect intellectual property, problems with information systems, risks associated with inventory, credit and insurance risks, changes in tax regulations, and likewise other political, economic, legal and technological factors and other risks and uncertainties. These forward-looking statements were issued as of today and we shall not be under any obligation to provide any updates and they are not a reliable indication of future performance.

Alternative performance indicators

This press release provides a number of alternative performance indicators used by management to allow an improved assessment of the business performance and the financial performance and position of the Group. These indicators are not recognized as accounting measures in the context of IFRS and should therefore not be considered as an alternative way to assess the financial performance of the Group and its financial position. Since the calculation of these measures is not governed by the applicable accounting standards, the calculation methods applied by the Company may not be the same as those used by others and therefore these indicators may not be comparable. Therefore, investors should not place undue reliance on this data or information. This press release also contains certain financial, operating and other indicators that have been adjusted to reflect non-recurring extraordinary events and transactions, known as special items. This 'adjusted' information was included to allow better comparison of the financial information for all periods; however this information is not recognized as economic or financial data within the scope of the IFRS and/or does not constitute an indication of the historical performance of the Company or Group. Therefore, investors should not place undue reliance on this data or information.

Fine Comunicato n.1845-14

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