

**BOARD OF DIRECTORS' MEMORANDUM ON THE ITEMS ON THE AGENDA OF THE
ORDINARY SHAREHOLDERS' MEETING OF PHARMANUTRA S.P.A. CONVENED FOR 16
April 2024**

Explanatory Report

Item 2 on the agenda

"2. Report on remuneration policy and remuneration paid:

- 2.1 approval of the remuneration policy pursuant to article 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998;*
- 2.2 resolutions on the "second section" of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998."*

Dear Shareholders,

The Board of Directors of your Company has convened the Shareholders' Meeting to present to you the Report on the remuneration policy and on the remuneration paid ("**Remuneration Report**" or the "**Report**") prepared pursuant to art. 123-ter of Legislative Decree no. 58 of 24 February 1998 ("**Consolidated Law on Finance**") and article 84-*quater* of the CONSOB regulation adopted with resolution No. 11971 of 14 May 1999 ("**Issuers' Regulation**") and prepared in accordance with Annex 3A, Schedule 7-*bis* and Schedule 7-*ter* of the Issuers' Regulation.

The Remuneration Report is divided into the following sections:

(a) Section I – in accordance with Articles 123-*ter* of the Consolidated Law on Finance illustrates the policy of the Company regarding the remuneration of the members of the board of directors and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the members of the Board of Statutory Auditors of the Company, as well as the procedures used for the adoption, review and implementation of this policy, including the measures aimed at avoiding or managing any conflicts of interest.

Furthermore, pursuant to Article 84-*quater*, paragraph 2-*bis*, of the Issuers' Regulation, the remuneration policy described in Section I of the Report:

- indicates how it contributes to the company strategy, the pursuit of long-term interests and the sustainability of the Company and is determined by taking into account the remuneration and working conditions of the Company's employees;
- defines the different components of remuneration that may be recognised; in case of variable remuneration, it establishes clear, comprehensive and differentiated criteria for the recognition of such remuneration, based on financial and non-financial performance objectives, where appropriate taking into account criteria relating to corporate social responsibility;
- specifies the elements of the policy from which, in the presence of the exceptional circumstances indicated in article 123-*ter*, paragraph 3-*bis*, of the Consolidated Law on Finance, it is possible to temporarily derogate and the procedural conditions under which, without prejudice to the provisions of Consob Regulation no. 17221/2010 on related party transactions, the derogation may be applied;

(b) Section II, by name, for the remuneration assigned to the Directors and Statutory Auditors:

- provides an adequate, clear and comprehensible representation of each of the items that make up the remuneration, including indemnities provided in the event of termination of office or termination of employment (if any), pointing out their compliance with the Company's remuneration policy for the relevant financial year and the way in which remuneration contributes to the long-term results of the Company;

- analytically illustrates the remuneration paid in the reporting year for any reason and in any form by the Company and its subsidiaries or associates, indicating any components of said remuneration that refer to activities carried out in previous years and also specifying the remuneration to be paid in one or more subsequent years for activities carried out in the reporting year, possibly indicating an estimated value for components that cannot be objectively quantified in the reporting year.

Furthermore, Section II contains information regarding the investments held in the Issuer and its subsidiaries by members of the management and control bodies, as well as by their spouses (unless legally separated) and minor children, directly or through subsidiaries, trust companies or third parties, pursuant to the provisions of article 84-*quater* of the Issuers' Regulation.

* * *

It should be noted that Section I of the Remuneration Report (the “**Remuneration Policy**”) was last approved by the Shareholders' Meeting of the Company held on 26 April 2023 for a two-year term. On 15 March 2024, the Company's Board of Directors, at the proposal of the Appointment and Remuneration Committee, resolved to submit for approval to the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2023 - convened for 16 April 2024 - a new two-year Remuneration Policy, as better specified in paragraph e) of the Remuneration Policy to which reference should be made for more detailed information.

In the light of the foregoing, pursuant to art. 123-*ter*, paragraph 3-*bis*, of the Consolidated Law on Finance, the Shareholders will be called upon to resolve on Section I of the Remuneration Report, in a favourable or contrary sense, with a binding resolution pursuant to article 123-*ter*, paragraph 3-*ter*, of the Consolidated Law on Finance.

The Shareholders will also be called upon, pursuant to art. 123-*ter*, paragraph 6, of the Consolidated Law on Finance, to decide on Section II of the Remuneration Report, in a favourable or contrary sense, and such resolution will be non-binding.

The result of the vote will be made available to the public within the terms of the law pursuant to articles 123-*ter*, paragraph 6, and 125-*quater*, paragraph 2, Consolidated Law on Finance.

The Remuneration Report will be made available to the public - at the Company's registered office, on the Company's website www.pharmanutra.en (Governance / Shareholders' Meeting section), as well as on the authorised storage system “eMarket STORAGE” available at www.emarketstorage.com - at least twenty-one days prior to the date of the Shareholders' Meeting.

We therefore submit the following proposed resolutions for your approval:

Proposed resolution on agenda item 2.1:

“The Ordinary Shareholders’ Meeting of Pharmanutra S.p.A., having examined the remuneration and compensation policy prepared by the Board of Directors pursuant to article 123-ter of Legislative Decree No. 58/1998,

resolves

to approve - pursuant to article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998 and for all other legal and regulatory purposes, and therefore with binding resolution - the remuneration policy”.

Proposed resolution on agenda item 2.2:

“The Ordinary Shareholders’ Meeting of Pharmanutra S.p.A., having examined the “second section” of the report prepared by the Board of Directors pursuant to article 123-ter of Legislative Decree No. 58/1998,

resolves

to approve - pursuant to article 123-ter, paragraph 6 of Legislative Decree no. 58/1998 and for all other legal and regulatory purposes, and therefore with a non-binding resolution - the “second section” of the report”.

Pisa, 15 March 2024

For the Board of Directors

The Chairman, Andrea Lacorte