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Societa' : PHARMANUTRA

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Regolamentata : 189090

Utenza - Referente : PHARMANUTRAN04 - Roberto Lacorte

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Oggetto : PHARMANUTRA_PR post shareholders
meeting

Testo del comunicato

Vedi allegato

PHARMANUTRA S.P.A.

ORDINARY SHAREHOLDERS' MEETING OF APRIL 16, 2024

Pisa, April 16, 2024 - The ordinary shareholders' meeting of Pharmanutra S.p.A. (MTA; Ticker PHN) ("Pharmanutra", "PHN" or the "Company"), held today, approved the financial statements for the year ended December 31, 2023, as proposed by the Board of Directors and previously disclosed on March 15, 2024. The ordinary meeting also resolved to distribute a dividend of Euro 0.85 per share, for a total maximum amount of Euro 8,172,743, with the ex-dividend date set for May 6, 2024, the record date for entitlement to payment pursuant to Article 83-terdecies of Legislative Decree 58/1998 ("TUF") on May 7, 2024, and the payment date for the dividend on May 8, 2024.

Furthermore, the meeting took note of the consolidated financial statements of the Pharmanutra Group as of December 31, 2023, prepared in accordance with International Financial Reporting Standards (IFRS), which highlight the following key Group data:

| ECONOMIC DATA | 2023 | % | 2022 | % | Change |
|-------------------------|-------|--------|------|--------|--------|
| REVENUES | 102,0 | 100,0% | 83,4 | 100,0% | 22,3% |
| SALES REVENUES | 100,2 | 98,3% | 82,7 | 99,2% | 21,1% |
| EBITDA | 26,5 | 26,0% | 24,4 | 29,2% | 8,7% |
| NET RESULT | 12,8 | 12,6% | 15,0 | 18,0% | -14,7% |
| Earning per Share(Euro) | 1,33 | | 1,56 | | -14,7% |

| BALANCE SHEET & EQUITY | 2023 | 2022 | Change |
|------------------------|-------|-------|--------|
| NET INVESTED CAPITAL | 57,0 | 40,3 | 16,7 |
| NET FINANCIAL POSITION | -2,6 | 10,6 | (13,2) |
| EQUITY | -54,4 | -50,9 | 3,5 |

A copy of the financial statements as of December 31, 2023, and the consolidated financial statements of the Pharmanutra Group as of December 31, 2023, are available to the public at the registered office in Pisa, Via Campodavella 1, and on the Company's website www.pharmanutra.it, under the Investors Relations section.

In today's Shareholders' Meeting, with reference to the Report on the remuneration policy and compensation paid pursuant to Article 123-ter of the TUF, the shareholders approved, by binding resolution, Section I containing the Company's remuneration policy for a two-year duration, as well as, by non-binding resolution, Section II regarding the compensation paid during the fiscal year 2023. For

further information, please refer to the Remuneration Report available on the Company's website at www.pharmanutra.it, under the "Governance/Shareholders' Meeting/2024" section.

The Shareholders' Meeting also approved (i) the proposal to increase the overall annual fixed compensation for the members of the Board of Directors, resolved by the Meeting on April 26, 2023, with effect from the effectiveness of the merger by incorporation into PHN of the wholly-owned companies Junia Pharma S.r.l. and Alesco S.r.l.; (ii) the proposal to increase the overall gross annual emolument attributed to the Board of Statutory Auditors, amending the resolution of the shareholders' meeting on April 27, 2022.

Finally, the Meeting resolved to authorize the Board of Directors to purchase and dispose of its own ordinary shares pursuant to Articles 2357 and 2357-ter of the Civil Code, as well as Article 132 of the TUF, by revoking the authorization granted by the shareholders' resolution on April 26, 2023, for the unexecuted portion. This is to enable the Company to seize the opportunity to realize a beneficial investment, in cases where the market price of Pharmanutra shares, also due to factors external to the Company, fails to adequately reflect its value, thereby providing the Company with a strategic investment opportunity for any purpose permitted by current regulations, including the possible use of shares as consideration in extraordinary transactions, including exchange of interests with other parties, within the framework of transactions in the interest of the Company, such as potential additional sector aggregations under continuous analysis and evaluation by the Board of Directors. Moreover, the Company reserves the right to allocate the shares purchased under the authorization for other purposes permitted by law in the interest of the Company itself, including their possible subsequent cancellation - under terms and conditions that may be decided by the competent corporate bodies - as well as disposing of them on the stock exchange or off-exchange, all as further specified in the Explanatory Report of the Board of Directors available, among other places, on the Company's website.

The authorization has been granted for a period of eighteen months, starting from the resolution of the Ordinary Shareholders' Meeting, for the purchase, also in multiple tranches, of a number of ordinary shares of the Company, without indication of nominal value, for a maximum consideration of Euro 3,000,000 at a price not exceeding the higher of either the price of the last independent transaction or the current highest independent bid price on the trading venues where the purchase is made, provided that the unit price cannot be lower than 20% and higher than 10% compared to the reference price recorded in the market session of the previous day for each individual transaction. The authorization for the disposal of own ordinary shares has been granted without temporal limits.

As of the date of this announcement, the Company holds 65,985 own ordinary shares, representing 0.681% of the respective share capital.

For further information regarding the aforementioned shareholders' resolutions, please refer to the explanatory reports of the Board of Directors available, among other places, on the Company's website (under the "Governance/Shareholders' Meeting/2024" section).

The summary of the voting results and the minutes of the Shareholders' Meeting will be made available to the public in accordance with the procedures and within the terms provided by current regulations.

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The Officer responsible for the preparation of the company's accounting documents, Francesco Sarti, declares, pursuant to paragraph 2 of Article 154-bis of the TUF, that the accounting information contained in this announcement corresponds to the documentary evidence, books, and accounting records.

PharmaNutra S.p.A.

Founded and led by Chairman Andrea Lacorte and Vice Chairman Roberto Lacorte, PharmaNutra is a company established in 2003 that 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. The effectiveness of the products is demonstrated by a number of scientific evidences, including more than 120 publications. In Italy, the sales activity is carried out through a network of over 160 Pharmaceutical Sales Representatives serving the medical class and dedicated to the exclusive marketing of products to pharmacies and parapharmacies throughout the national territory. Sales abroad are guaranteed in over 50 countries through 37 partners selected among the leading pharmaceutical companies. Over the years, the Group has developed a precise strategy in the management and production of intellectual property, based on the integrated management of all components: proprietary raw materials, patents, trademarks and clinical evidence.

Pharmanutra.it

For further details

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