

Informazione Regolamentata n. 20237-19-2024	Data/Ora Inizio Diffusione 8 Maggio 2024 15:58:26	Euronext Growth Milan
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Societa' : DATRIX

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Oggetto : Datrix S.p.A._PR_Shareholders' Meeting May
8, 2024

Testo del comunicato

Vedi allegato



PRESS RELEASE

DATRIX S.p.A. ORDINARY SHAREHOLDERS' MEETING

- **APPROVED THE ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2023 AND THE ALLOCATION OF THE ANNUAL RESULT**
- **APPOINTED THE NEW BOARD OF DIRECTORS**
- **NEW BOARD OF STATUTORY AUDITORS APPOINTED**
- **APPROVED THE AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES PURSUANT TO ARTICLES 2357 ET SEQ. OF THE ITALIAN CIVIL CODE. CIV.**

Milan, May 8, 2024 - The Shareholders' Meeting of **Datrix S.p.A.** ('**Datrix**' or the '**Company**'), a leading company in the development of Augmented Analytics solutions and services based on Artificial Intelligence and Machine Learning Models for the data-driven growth of companies, listed on Euronext Growth Milan, held today in ordinary session under the chairmanship of Fabrizio Milano d'Aragona, as indicated in the notice of call published on April 23, 2024, approved the financial statements for the year ended 31 December 2023 and the allocation of the profit for the year.

MAIN RESULTS AT DECEMBER 31, 2023

Key financial results as at 31 December 2023 include:

Data at December 31, 2023	Consolidated Data	Datrix S.p.A.
Revenues	15,288,717	1,631,404
Adjusted EBITDA	- 269,287	- 2,254,826
Adjusted EBIT	- 3,611,501	- 2,834,137
Net Financial Position (Cash Available)	2,426,033	- 1,043,243



For an analysis of the 2023 consolidated figures, please refer to the press releases published on 28 March 28, 2024 and April 23, 2024.

ALLOCATION OF THE RESULT FOR THE YEAR

The Shareholders' Meeting approved the proposal of the Board of Directors to carry forward the loss for the year amounting to Euro 2,834,137.

APPOINTMENT OF THE NEW BOARD OF DIRECTORS

The Shareholders' Meeting resolved to:

- set the number of members of the Board of Directors at 7 (seven);
- set the term of office of the Board of Directors at 3 (three) financial years, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending December 31, 2026;
- appoint the members of the Board of Directors that will remain in office from 2024 to 2026 with the election of all the members belonging to the only list submitted by the shareholder FMC Growth S.r.l., owner of a total of 6,955,500 shares with multiple voting rights, equal to 41.51% of the Company's share capital.

The new Board of Directors is therefore composed as follows:

- Fabrizio Milano d'Aragona
- Mauro Arte
- Carolina Minio-Paluello (*)
- Massimiliano Magrini (*)
- Edoardo Carlo Raffiotta (*)
- Giuseppe Venezia
- Milena Prisco (*)

() Candidate meeting the independence requirements pursuant to Article 148, paragraph 3, of Legislative Decree No. 58/1998 also taking into account the quantitative and qualitative criteria of significance of the relations potentially relevant for the evaluation of independent directors pursuant to Article 6-bis of the Issuers' Regulation Euronext Growth Milan.*

The Shareholders' Meeting also appointed the Chairman of the Company's Board of Directors, in the person of Fabrizio Milano d'Aragona, until the date of the Shareholders' Meeting called to approve the financial statements as of December 31, 2026.

Finally, the Shareholders' Meeting also resolved to establish (i) Euro 603,000.00 - in addition to the reimbursement of the expenses incurred and documented for the performance of their duties - the total gross annual compensation of the board of directors to be appointed, including the



compensation to be attributed to directors holding special offices, to be allocated among its members, in accordance with the resolutions to be adopted by the board itself; (ii) to allocate to the executive directors as additional annual compensation (i) a variable portion, payable upon the achievement of specific objectives to be identified by the Board of Directors when allocating the fixed compensation, equal to a maximum of 15% of the gross compensation attributed to each individual executive director; (ii) the recognition of company benefits, based on a company welfare programme to be approved by the Board of Directors, for a maximum amount equal to 15% of the gross compensation attributed to each individual executive director; (iii) the allocation of any fringe benefits and end-of-service bonuses.

Their CV and other accompanying documentation are available at the company's registered office, as well as on the company's website at <https://investors.datrrixgroup.com/it/assemblee-e-documenti-assembleari/>.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting appointed the new Board of Statutory Auditors, which will remain in office from 2024 to 2026, with the election of all the members belonging to the only list submitted by the shareholder FMC Growth S.r.l., owner of a total of 6,955,500 shares with multiple voting rights, equal to 41.51% of the Company's share capital.

The new Board of Statutory Auditors is therefore composed as follows:

Statutory Auditors

- Manuela Giorgetti
- Marcello Ferraguzzi
- Roberto Sorci

Alternate Statutory Auditors

- Cristoforo Barreca
- Stefano Mariani

The Shareholders' Meeting appointed the Chairman of the Board of Statutory Auditors of the Company in the person of Manuela Giorgetti, until the date of the Shareholders' Meeting called to approve the financial statements as of December 31, 2026.

Lastly, the Shareholders' Meeting also resolved to set at €12,000 (twelve thousand) gross per annum the emolument of the Chairman of the Board of Statutory Auditors and at €7,500 (seven thousand/five hundred) gross per annum the emolument of each standing member of the Board of Statutory Auditors.

Their CV and other accompanying documentation are available at the company's registered office, as well as on the company's website at <https://investors.datrrixgroup.com/it/assemblee-e-documenti-assembleari/>.

AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES

Lastly, the Shareholders' Meeting resolved to revoke the resolution authorizing the purchase and disposal of treasury shares adopted by the Ordinary Shareholders' Meeting of April 28, 2023 for the unexecuted portion and to grant the Board of Directors a new authorisation, pursuant to and for the purposes of article 2357 of the Civil Code, the purchase, even in several tranches, of ordinary shares of the Company with no par value, up to a maximum number which, taking into account the ordinary shares of the Company held from time to time in the Company's portfolio, does not exceed a total of 5% of the share capital represented by outstanding ordinary shares, in compliance with the provisions of article 2357, paragraph 3, of the Civil Code and in any case for a maximum value of Euro 1,000,000 ,00.

The purchase can be made in one or more tranches and also on a revolving basis within 18 months from the date of the resolution and as permitted by art. 25-bis of the Euronext Growth Milan Issuers' Regulation, by article 132 of the Legislative Decree of 24 February 1998, n. 58 and article 144-bis of the Consob Regulation adopted with resolution no. 11971 of 14 May 1999, therefore in compliance with the equal treatment of shareholders, as well as in compliance with accepted market practices. Purchases must be made in compliance with legal and regulatory provisions, including the provisions of Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as market practices accepted pro tempore in force, where applicable .

In any case, the purchases must be made (i) at a price per share that cannot deviate by more than 20% from the reference price recorded by the stock in the trading session preceding each individual transaction; and (ii) at a price that is not higher than the higher of the price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made.

The authorisation for the purchase and disposal was granted in order to enable the Company to:

- a) incentivizing and retaining employees, collaborators, directors of the Company, subsidiaries and/or other categories of persons discretely chosen by the Board of Directors (within the framework of share incentive plans, in whatever form structured);
- b) carry out transactions such as the sale and/or exchange of treasury shares for the acquisition of shareholdings and/or real estate and/or the conclusion of agreements with strategic partners;
- c) carry out successive transactions for the purchase and sale of shares, within the limits permitted by accepted market practices
- d) establishing a so-called "securities warehouse", useful for possible future extraordinary finance transactions.
- e) carry out, directly or through intermediaries, any operations to stabilize and/or support the liquidity of the Company's stock in compliance with accepted market practices;



- f) use treasury shares purchased or already in the portfolio to exercise rights, including conversion rights, deriving from financial instruments issued by the Company, its subsidiaries or third parties.

As of the date of this press release, the Company holds No. 51.500 treasury shares

FILING OF DOCUMENTS

The Annual financial statements as at December 31, 2023 is available at the registered office and on the Company's website at the following location: <https://investors.datrrixgroup.com/it/report/>.

The minutes of today's Shareholders' Meeting, including the summary voting report, will be made available to the public, within the terms provided for by the regulations in force at the registered office and in the section of the Company's website (<https://investors.datrrixgroup.com/>) dedicated to this Shareholders' Meeting, as well as in accordance with the further procedures provided for by the regulations in force.

This press release is available in the 'Press Releases' section of the Company's website <https://investors.datrrixgroup.com/>, as well as at the dissemination system (SDIR) 'eMarket Storage' available at www.emarketstorage.com.

ABOUT DATRIX

Datrrix is an international Group listed on Euronext Growth Milan that develops Artificial Intelligence solutions and applications to accelerate data-driven growth of companies through highly specialized tech companies in vertical markets.

*The Group is active with AI-Based solutions **in 2 business areas: AI for Data Monetization** (to maximize growth opportunities in the Martech, AdTech and FinTech sectors by transforming data into tangible value) and **AI for Industrial/Business Processes** (to optimize the efficiency of industrial and business processes including e.g. power plants, transportation infrastructure, manufacturing and logistics processes).*

*Since 2019 Datrrix has also accelerated its growth path through acquisitions in Italy and abroad. The following **brands are now part of the Datrrix Group**: Adapex, Aramix, ByTek, FinScience.*

Datrrix is also a technology partner of international consortia for important R&D projects (funded by the European Union and Italy) based on Artificial Intelligence algorithms in Lifescience/Healthcare, Social Well.being, Cybersecurity.

Datrrix operates in Italy, the United States and UAE.

Read more at datrrixgroup.com.



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