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Oggetto : PR Post Shareholder's Meeting

Testo del comunicato

Vedi allegato

PHARMANUTRA S.P.A.:

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 16 APRIL 2025:

- **APPROVES THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2024 AND THE DISTRIBUTION OF A DIVIDEND OF EURO 1.00 PER SHARE**
- **APPROVES THE SECOND SECTION OF THE REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID**
- **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS FOR THE THREE-YEAR PERIOD 2025-2027**
- **AUTHORIZES THE PURCHASE AND DISPOSAL OF TREASURY ORDINARY SHARES, SUBJECT TO REVOCATION OF THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS' MEETING OF APRIL 16, 2024**
- **CONFERS ON BDO ITALIA S.p.A. THE TASK OF CERTIFYING THE COMPLIANCE OF SUSTAINABILITY REPORTING**
- **APPROVES THE AMENDMENTS TO ARTICLES 9 ("CALL"), 10 ("ATTENDANCE AND VOTING"), 16 ("RESOLUTIONS") AND 22 ("COMPOSITION, DURATION AND MEETINGS OF THE BOARD OF STATUTORY AUDITORS") OF THE ARTICLES OF ASSOCIATION**

Pisa, 16 April 2025 – The Ordinary Shareholders' Meeting of Pharmanutra S.p.A. (MTA; Ticker PHN) ("Pharmanutra" or the "Company"), which met today in a single call, approved the financial statements for the year ended 31 December 2024 in the terms proposed by the Board of Directors, already made public on 14 March 2024.

The Ordinary Shareholders' Meeting also resolved to distribute a dividend of Euro 1.00 per share entitled for a maximum total of Euro 9,603,246. The ex-dividend date of coupon no. 8 will be 5 May 2025, the date of entitlement to payment pursuant to art. 83-terdecies of Legislative Decree 58/1998 (the "TUF") (record date) on 6 May 2025 and the date for the payment of the dividend on 7 May 2025.

Andrea Lacorte, Chairman of PharmaNutra S.p.A., comments: *"Very positive results are now a habit for the companies of the PharmaNutra Group, which continue to grow periodically, from an economic, commercial and scientific point of view. Closing another year with such important numbers, however, is by no means a foregone conclusion, but it is the result of the work of a team of very good people who strongly believe in what they do and of a winning business strategy, which is first and foremost based on strong investments in research and development. Since the beginning we have based our business on this and today our patents and the recognition of their scientific and commercial value on all international markets represent strategic assets of fundamental importance, which allow us to continue to develop business while maintaining a high cash generation. We are really very happy with these results, but by virtue of the potential of our companies, we are also aware that this is only one stage of a path that is still long and full of satisfaction."*

Roberto Lacorte, Vice President and CEO of PharmaNutra S.p.A., comments: *"We are extremely happy and satisfied to share with all shareholders the results that the Board of Directors had already presented in the draft financial statements. With this assembly we have put the seal on a 2024 characterized by results in line with PharmaNutra's typical growth curve over the years and this is a very important aspect indeed, because it is a percentage of growth that is based on gradually higher values and therefore, in absolute terms, the increase is even more significant. We are equally satisfied to be able to share a dividend with shareholders of 1 euro per share, an important threshold that has been reached through the solidity of the company's financial structure and which therefore allows us to give satisfaction not only in terms of assets, but also in terms of dividends."*

The Shareholders' Meeting also took note of the consolidated financial statements of the Pharmanutra Group as at 31 December 2024 prepared in accordance with IFRS international accounting standards, which show the following main Group figures:

ECONOMIC DATA (€ million)	2024	%	2023	%	Change
REVENUES	116,9	100,0%	102,0	100,0%	14,7%
SALES REVENUES	115,5	98,8%	100,2	98,3%	15,3%
EBITDA	31,0	26,6%	26,5	26,0%	17,2%
NET RESULT	16,6	14,2%	12,8	12,6%	29,4%
NET RESULT escl. non recurring items *	16,6	14,2%	15,5	15,2%	6,9%
Earning per Share(Euro)	1,73		1,32		30,8%
Earning per Share escl. Non recurring items (Euro) *	1,73		1,60		8,1%
BALANCE SHEET & EQUITY (€ million)	2024		2023		Change
NET INVESTED CAPITAL	56,6		57,0		(0,4)
NET FINANCIAL POSITION	5,6		(2,6)		8,2
EQUITY	(62,2)		(54,4)		7,8

* Profit for the year and Net Earnings per share, excluding non-recurring items for the year ended 31.12.23, are gross of the amount of Euro 2.6 million relating to the expense incurred for the definition of the tax periods between 2017 and 2021, with the aim of adhering to the institution of collaborative compliance provided for by Legislative Decree no. 128 of 5 August 2015.

Copies of the financial statements for the year ended 31 December 2024 and the consolidated financial statements of the Pharmanutra Group are available to the public at the registered office in Pisa, Via Campodavella, 1, and on the Company's website www.pharmanutra.it, Investor/Financial Statements and Reports section.

Today's Shareholders' Meeting also approved Section II of the Report on the remuneration policy and compensation paid, concerning the compensation paid during the 2024 financial year. A copy of the Report – including Section I concerning the Company's Policy on the remuneration of the members of the administrative and supervisory body approved by the Shareholders' Meeting of 16 April 2024 and with a two-year term – is available on the Company's website at www.pharmanutra.it, Governance/Shareholders' Meeting section.

The Ordinary Shareholders' Meeting also appointed the Board of Statutory Auditors and determined the related remuneration. The Board of Statutory Auditors, which will remain in office for three financial years until the approval of the financial statements for the year ended 31 December 2027, is composed of the Standing Auditors Raffele Ripa – appointed Chairman and taken from the minority list presented by a group of asset management companies and institutional investors named in the filed list (holders, on the date of submission of the list, of a total shareholding equal to 2.31078% of the share capital) – Giuseppe Rotunno and Debora Mazzaccherini, the latter taken from the majority list presented by the shareholder ALH S.r.l. (holder, at the date of presentation of the list, of a total shareholding equal to 31.384% of the share capital) which obtained 67,46% of the votes represented at the Shareholders' Meeting.

The Alternate Auditor Cecilia Andreoli was taken from the minority list, while the Alternate Auditor Alessandro Lini was taken from the majority list.

The curriculum vitae of the members of the Board of Statutory Auditors, all of whom meet the independence requirements provided for by art. 148, paragraph 3, of the TUF and the Corporate Governance Code, are available on the Company's website www.pharmanutra.it, Governance/Board of Statutory Auditors section.

The Shareholders' Meeting also approved in ordinary session to authorize the purchase and disposal of treasury ordinary shares pursuant to art. 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of the TUF, subject to revocation of the shareholders' resolution of 16 April 2024 for the part not executed, in order to allow the Company to seize the opportunity to make an advantageous investment, in cases where the trend in the market price of Pharmanutra shares, also due to factors external to the Company, is not able to adequately express the value of the same, and therefore to provide the Company with a useful strategic investment opportunity for any purpose permitted by current provisions, including the possible use of the shares as consideration in extraordinary transactions, including the exchange of shareholdings with other parties, in the context of transactions in the interest of the Company, such as potential, further sector aggregations in continuous analysis and evaluation by the Board of Directors. In addition, the Company reserves the right to allocate the shares purchased on the basis of this authorisation to the service of other purposes permitted by law in the interest of the Company, including the allocation to the service of future incentive plans adopted by the Company under the terms and conditions established by the same and their possible subsequent cancellation – under the terms and in the manner that may be resolved by the competent bodies social security – as well as to dispose of them on or off the exchange.

The authorization was granted for a period of eighteen months, starting from the date of the resolution of the Ordinary Shareholders' Meeting for the purchase, also in several tranches, of a number of ordinary shares of the Company, without indication of par value, for a maximum consideration of Euro 3,000,000 at a price that does not exceed the higher price between the price of the last independent transaction and the price of the highest current independent offer in the trading where the purchase is made, it being understood that the unit price may not be lower by a minimum of 20% and higher by a maximum of 10%

than the reference price that the share will have recorded in the market session of the day prior to each individual transaction. Authorization to dispose of treasury ordinary shares is requested without time limits. As of the date of this press release, the Company holds no. 90.155 treasury ordinary shares, equal to 0,93% of its share capital.

The Shareholders' Meeting, on the reasoned proposal of the Board of Statutory Auditors, also resolved to appoint the independent auditors BDO Italia S.p.A. to certify the compliance of Pharmanutra's consolidated sustainability reporting, for the financial years 2025, 2026 and 2027, all with the clarifications and according to the terms indicated in the reasoned proposal of the Board of Statutory Auditors to the Shareholders' Meeting made available to the public, together with the Explanatory Report, within the terms and in the manner provided for by law.

Pharmanutra Shareholders' Meeting, which met today, also announced that the Extraordinary Shareholders' Meeting of Pharmanutra approved the proposed amendments to Articles 9 ("Call"), 10 ("Attendance and voting"), 16 ("Resolutions") and 22 ("Composition, duration and meetings of the Board of Statutory Auditors") of the Company's Articles of Association. The Company's new Articles of Association, as amended by today's Shareholders' Meeting, will be available on the Company's website www.pharmanutra.it, Governance/Corporate Documents section and on the authorised storage mechanism "eMarket STORAGE" available at www.emarketstorage.com, within the terms of the law.

For further information on the aforementioned Shareholders' Meeting resolutions, please refer to the explanatory reports of the Board of Directors available, among other things, on the Company's website, Governance/Shareholders' Meeting section.

The summary report of the votes and the minutes of the Shareholders' Meeting will be made available to the public in the manner and within the terms provided for by current legislation.

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The Manager responsible for preparing the company's financial reports, Francesco Sarti, declares, pursuant to paragraph 2 of Article 154-bis of Legislative Decree 58/1998, that the accounting information contained in this press release corresponds to the document results, books and accounting records.

PharmaNutra S.p.A.

Founded and led by President Andrea Lacorte and Vice President Roberto Lacorte, PharmaNutra is a company founded in 2003 that develops unique nutritional supplements and innovative medical devices, taking care of the entire production process. PharmaNutra is a leader in the production of iron-based nutritional supplements under the SiderAL® brand, where it boasts important patents on Sucrosomial® Technology, and is considered one of the top emerging players in the field of medical devices dedicated to the restoration of joint capacity thanks to the Cetilar® brand, now also on the market in the Nutrition version, a line of supplements designed for those who practice sports constantly.

Over the years, the PharmaNutra Group – present abroad in over 89 countries – has developed a precise strategy in the production of intellectual property, based on the integrated management of all components: proprietary raw materials, patents, trademarks and clinical evidence.

PharmaNutra.it



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