



## **Shareholders' Meeting of Fine Foods & Pharmaceuticals N.T.M. S.p.A.**

**The Financial Statements for 2023 and  
€ 0.12 dividend distribution per share, up twenty per cent compared to the  
previous year, were approved**

**The Board of Directors and Board of Statutory Auditors were appointed**

**Marco Eigenmann was confirmed Executive Chairman and Giorgio Ferraris  
Managing Director and CEO**

**The ordinary share buyback and disposal plan was approved**

*Verdellino (Bergamo, Italy), 29 May 2024* - The Shareholders' Meeting of Fine Foods & Pharmaceuticals N.T.M. S.p.A. - an Italian independent Contract Development & Manufacturing Organisation (CDMO) that develops and manufactures contract products for the pharmaceutical, nutraceutical, and cosmetics industries, listed on Euronext STAR Milan (ticker: FF) met today in ordinary session and passed the following resolutions:

### **Financial Statements for 2023 and profit allocation**

The Shareholders' Meeting today approved the 31 December 2023 Financial Statements and the Board of Directors' Report on Operations, and presented the Fine Foods Group Consolidated Financial Statements, and Consolidated Non-Financial Statement, for the same financial year. Regarding the allocation of the year's result, the Shareholder's Meeting resolved to cover the year's loss using the "Merger Surplus Reserve".

### **Dividend distribution**

The Shareholders' Meeting resolved, on the Board of Directors' proposal, and as reported on 29 March, to distribute a € 0.12 unit dividend, gross of withholding taxes where applicable, for each Company outstanding ordinary share to each Shareholder entitled on the scheduled dividend date, for a maximum of € 3,300,000 using the "Merger Surplus Reserve."

Under the "Regulation of Markets organised and managed by Borsa Italiana S.p.A.", the dividend will be paid in a single instalment on 5 June 2024, ex-dividend of coupon no. 7 for ordinary shares (ISIN IT0005215329) and coupon no. 6 for multiple-voting shares (ISIN IT0005345522) on 3 June 2024 and record date on 4 June 2024.

### **Appointment of the Board of Directors**

The Shareholders' Meeting appointed the new Board of Directors by approving the proposal submitted by Shareholder Eigenfin S.r.l. to set the number of its members at 10. The Board of Directors term of office was set for three financial years, until the Shareholders' Meeting called to approve the Financial Statements as of 31 December 2026.

The following were appointed as Directors:



- Marco Francesco Eigenmann
- Giorgio Ferraris
- Marco Costaguta
- Giovanni Eigenmann
- Adriano Pala Ciurlo
- Elena Sacco
- Ada Imperadore (Independent Director)
- Susanna Pedretti (Independent Director)
- Deborah Maria Venturini (Independent Director)

drawn from the majority list ("List 1") submitted by shareholder Eigenfin S.r.l. (which obtained 76,76 per cent of the votes), in addition to:

- Paolo Ferrario (Independent Director) drawn from the minority list ("List 4") submitted by a group of shareholders (which obtained 9,09 per cent of the votes), not connected, directly or indirectly, with the shareholders holding a majority interest in the Company.

The Board of Directors composition complies with gender balance and independence requirements under applicable legislation.

Based on the information available to the Company, as of today, the Directors holding stakes in the share capital of Fine Foods & Pharmaceuticals N.T.M. S.p.A. are:

- Marco Francesco Eigenmann directly holds 666,260 ordinary shares and indirectly, through Eigenfin S.r.l., 9,303,040 ordinary shares and 3,500,000 multiple-voting shares;
- Giorgio Ferraris holds 120,000 ordinary shares;
- Marco Costaguta holds 359,650 ordinary shares;
- Giovanni Eigenmann holds 10,000 ordinary shares;
- Paolo Ferrario directly holds 47,820 ordinary shares and indirectly, through Augent Partners S.r.l., 183,428 ordinary shares.

The CVs of the members of the Board of Directors and the further documentation required by applicable regulations are available in the Governance section of the website [www.finefoods.it](http://www.finefoods.it).

### Board of Statutory Auditors appointment

The Shareholders' Meeting appointed the Board of Statutory Auditors for the 2024-2026 three-year period, which is composed as follows:

- Guido Croci, Statutory Auditor and Chairperson, drawn from the minority list ("Lista n.4") submitted by a group of shareholders (which obtained 9,09 per cent of the votes), not connected, directly or indirectly, with the shareholders holding a majority interest in the Company;
- Massimo Pretelli and Ottavia Alfano, as Statutory Auditors, drawn from the majority list ("List n.1") submitted by shareholder Eigenfin S.r.l. (which obtained 76,76 per cent of the votes);
- Marco Antonio Manzoni, as Alternate Auditor, drawn from the majority list ("Lista n.1") submitted by shareholder Eigenfin S.r.l. (which obtained 76,76 per cent of the votes);
- Marco Giuliani, as Alternate Auditor, drawn from the minority list ("Lista n.4") submitted by a group of shareholders (which obtained 9,09 per cent of the votes).

The composition of the Board of Statutory Auditors complies with the gender balance requirement under Article 148, paragraph 1-bis of the TUF (Consolidated Law on Financial Intermediation). The CVs of the statutory members of the Board of Statutory Auditors and the further documentation required by applicable regulations are available in the Governance section of the website [www.finefoods.it](http://www.finefoods.it).



Based on the information available to the Company, as of today, no member of the Board of Statutory Auditors holds shares in the Fine Foods & Pharmaceuticals N.T.M. S.p.A. share capital.

### Report on Remuneration Policy and Compensation

The Shareholders' Meeting resolved the following regarding the Report on Remuneration Policy and Compensation prepared under Art. 123-*ter* of Legislative Decree no. 58/1998 and Art. 84-*quater* of Consob Regulation no. 11971/1999:

- approval of the first section of the Report, containing the remuneration policies drawn up under Art. 123-*ter*, paragraph 3 of Legislative Decree no. 58/1998 and Art. 84-*quater* of Consob Regulation no. 11971/1999;
- approval of the second section of the Report, regarding compensation paid, drawn up under Art. 123-*ter*, paragraph 4 of Legislative Decree no. 58/1998 and Art. 84-*quater* of Consob Regulation no. 11971/1999.

### Authorisation to buyback and dispose of treasury shares

The Shareholders' Meeting renewed the Board of Directors authorisation, under the explanatory report prepared by the Board of Directors, to buyback and dispose of treasury shares, subject to the revocation of the unexecuted part of a previous Shareholders' Meeting authorisation dated 09 May 2023. The buyback authorisation will last 18 months from the Shareholders' Meeting date, while the authorisation to dispose is granted without time limits.

The Board of Directors initiated a programme for the buyback and disposal of treasury shares (the "**2024 Resolution**").

#### Programme purposes

The Programme aims at stabilising, supporting liquidity and market efficiency, and obtaining a securities portfolio ("securities stock") to be used for any extraordinary transactions, including exchanges of equity investments with other parties, including any bonds convertible into Company shares or bonds with warrants, and dividends in shares. The Board of Directors may add additional objectives or modify those existing in the Programme, under the 2024 Resolution and current legislation, in which case the market will be promptly notified.

#### Maximum number of shares to be purchased and maximum value

Purchases in the 18-month period from 29 May 2024, even if carried out in several tranches, may involve a maximum number of 2,000,000 revolving ordinary shares - meaning the maximum number of treasury shares held in the portfolio each time - without a nominal value. This is within the legal limits and the authorisation under the 2024 Resolution. The maximum value of the Company's ordinary shares that may be purchased under this Programme has been set at Euro 26,000,000.00.

#### Programme duration

The Programme will last 18 months as of 29 May 2024, unless there is an early interruption which will be legally reported to the Market. It is understood that the disposal of treasury shares in one or more tranches on Euronext STAR Milan of Borsa Italiana S.p.A. or outside this system is without time limits.

#### Minimum and maximum prices and volumes

Purchases under the Programme will be made on the market where the Company's shares are listed at a price not higher than the highest price between the last independent transaction and the price of the highest current independent offer on that market or a different price under MAR. The unit price, as provided for in the 2023 Resolution, may not be more than 15 per cent lower or higher than the official stock exchange price



of the shares recorded by Borsa Italiana S.p.A. in the session before each transaction. Following the 2023 Resolution, no volume exceeding 25 per cent of the average daily volume of shares traded on the relevant market each trading day may be purchased during the 20 trading days before each purchase date or at a different volume under Art. 3 of Delegated Regulation (EU) 2016/1052 which supplements MAR.

#### Purchasing methods

The buyback of treasury shares will be made through an appointed intermediary, under the procedures established by applicable regulations, particularly Article 132 of Legislative Decree no. 58/1998, especially the principle of equal treatment of shareholders, and related implementing provisions of the Regulations adopted by Consob resolution no. 11971/1999.

#### Appointed intermediary

The buyback programme will be coordinated by an authorised intermediary that will carry out the buyback independently and in compliance with the constraints deriving from applicable regulations and within the limits of the resolutions passed by the corporate bodies

#### Treasury shares currently held

As of 29 May 2024, the Company held 1,077,669 ordinary treasury shares and its subsidiaries did not hold any.

Any subsequent amendments to the buyback programme will be promptly reported by the Company to the public, according to legal methods and time limits. The transactions carried out will be reported to the market under the terms and conditions set out in legislation and regulations.

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### **Board of Directors' Meeting**

After the Shareholders' Meeting, the Board of Directors met and conferred operating powers on the Chairman Marco Francesco Eigenmann and Director Giorgio Ferraris, appointing him Managing Director and CEO.

The Board of Directors assessed and confirmed the existence of the independence requirements for directors Ada Imperadore, Susanna Pedretti, Deborah Maria Venturini and Paolo Ferrario under Article 148, paragraph 3 of the TUF and the Corporate Governance Code.

The Board of Directors passed resolutions on corporate governance which included:

- establishing a Remuneration Committee, defining its tasks and functions in remuneration matters under the Corporate Governance Code, comprising Ada Imperadore as Chairperson, Susanna Pedretti and Elena Sacco;
- establishing a Control and Risk and Related Party Transactions Committee, defining its tasks and functions under the Corporate Governance Code, Consob Regulation no. 17221/2010 and the "Related Party Transactions Procedure" adopted by the Company, comprising Susanna Pedretti as Chairperson, Ada Imperadore and Elena Sacco;
- establishing, on a voluntary basis, an Environmental, Social and Governance Committee, mainly to (i) promote the continuous integration of national and international best practices in Fine Foods' corporate governance and environmental, social and governance factors in corporate strategies, and (ii) create value for shareholders and stakeholders in the medium-long term, under the principles of sustainable development. The Committee comprises Deborah Maria Venturini as Chairperson, Ada Imperadore and Giorgio Ferraris;
- appointing the Independent Director Susanna Pedretti as Lead Independent Director;
- appointing Paolo Villa as internal audit head.



Based on the declarations made by the Chairperson of the Board of Statutory Auditors and Statutory Auditors, and the information available to the Company, the Board of Directors confirmed that all members of the Board of Statutory Auditors meet the independence requirements under Article 148, paragraph 3 of the TUF and the Corporate Governance Code.

The Board confirmed Cristina Renna (external member and Chairperson), Paolo Villa (external member) and Susanna Pedretti (internal member) as members of the Supervisory Body under Legislative Decree 231/2001 for the 2024-2026 three-year period.

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The summary voting record and the minutes of the meeting will be available to the public under legal procedures and terms.

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This press release is available on the Fine Foods website [www.finefoods.it](http://www.finefoods.it), in the Investor Relations/Press Releases section.

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Fine Foods & Pharmaceuticals N.T.M. S.p.A., listed on Borsa Italiana's Euronext STAR Milan (Ticker: FF) is an Italian independent CDMO (*Contract Development and Manufacturing Organisation*). It develops and manufactures contract products for the pharmaceutical, nutraceutical and cosmetics industries. Founded in 1984, Fine Foods proved to be a reliable and capable strategic partner for customers in the reference sectors. The company's organisation can provide successful design process and solid, long-term partnerships. The continuous search for excellence is part of the company's business model and includes research and development, innovation, process reliability, product quality, ESG, and sustainable management of the Group's supply chain. Fine Foods is a benefit corporation which relies on certifications and ratings under international standards. These guarantee its sustainability commitment across the business. With €251.8 million revenue in 2023, Fine Foods is a growing and future-oriented company.

For further information:

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