

EFFECTIVENESS OF THE MERGER BY INCORPORATION INTO PHARMANUTRA S.P.A. OF JUNIA PHARMA S.R.L. AND ALESCO S.R.L.

Pisa, July 5, 2024 – Following the communications issued on February 26, March 15, and April 15, Pharmanutra S.p.A. (“**PHN**” or the “**Company**”) announces that on July 4, 2024 (the “**Effective Date**”), the merger by incorporation into PHN of the wholly-owned subsidiaries Junia Pharma S.r.l. and Alesco S.r.l. (the “**Merger**”) became effective. From the Effective Date, the civil law effects of the Merger will take effect. However, the fiscal and accounting effects will be backdated to the first day of the current year (i.e., 2024).

It is noted that the Company’s Shareholders’ Meeting on April 16 resolved (amending the resolution of the Shareholders’ Meeting of April 26, 2023) to redetermine – from the Effective Date until the expiration date of the Board of Directors’ mandate, set for the date of the Shareholders’ Meeting called for the approval of the financial statements as of December 31, 2025 – the total fixed compensation currently recognized by PHN to the members of the Board of Directors to allow its adjustment to the amount already recognized to the executive Directors at a consolidated level. It should be noted that, as a result of the increase and due to the Merger, there will be no impact, at a consolidated level, on the fixed compensation currently recognized to the executive Directors and that the increase has been incorporated into the Company’s remuneration policy approved by the Shareholders’ Meeting on April 16, 2024 (available at www.pharmanutra.it, Section “Governance / Shareholders’ Meeting / 2024”), to which reference is made for further details.

Thus concludes, within the anticipated timeframe, the organizational restructuring project of the PHN group aimed at achieving greater managerial efficiency of the group itself, allowing for the development of significant IT, logistical, commercial, corporate, and administrative synergies, also to optimize business processes and to contain the overall costs of the corporate structure. The organizational restructuring will allow for the unification and integration of operational processes and achieve greater flexibility and efficiency in the use of resources.

It is recalled that, pursuant to art. 9.4 of the “Procedure for Transactions with Related Parties” adopted by PHN (the “**OPC Procedure**”), the Merger was exempted from the application of the relevant safeguards as it is a transaction carried out by PHN with its controlled companies in which there are no significant interests of other related parties of PHN, as verified by the Company’s Board of Directors in accordance with the provisions of the OPC Procedure. It is also noted that the value of the Merger transaction does not exceed any of the relevance indices for the qualification of “transactions of greater significance” as per art. 10.2 of the OPC Procedure.

For more information regarding the Merger, please refer to the Merger project and additional documentation available, among other things, on the Company's website, Section Investor / Merger Project.

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 71 countries through 45 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

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