

## PRESS RELEASE

### INDUSTRIE DE NORA S.P.A.:

#### THE ANNUAL GENERALSHAREHOLDERS' MEETING APPROVES THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2023 AND RESOLVES A DIVIDEND OF EURO 0.123 CENTS PER SHARE

- Annual Financial Statements as of December 31, 2023 approved; the Company will distribute a dividend of Euro 0.123 cents per share for the full year 2023;
- Shareholders approved the Remuneration Policy and expressed a favorable opinion on compensation paid in the financial year 2023;
- One member of the Board of Directors was appointed pursuant to Article 2386 of the Italian Civil Code;
- Approved the authorization to purchase and dispose of treasury shares, after the revocation of the previous authorization.

*Milan, 24 aprile 2024* – Industrie De Nora S.p.A. (the “**Company**”) announces that the ordinary Shareholders’ Meeting held today, chaired by Federico De Nora, approved the Company’s financial statements as of December 31, 2023, as per the draft financial statements approved by the Board of Directors at the meeting held on March 18, 2024, which show a profit for the year of Euro 80,386,406.00. The Shareholders’ Meeting also resolved to approve the distribution to Shareholders of a dividend for a gross amount equal to Euro 0.123 per eligible share, equal to an aggregate amount of Euro 24,500,193.25, corresponding to a pay-out of approximately 25% of consolidated net profit, through the use of the profit for the year, also with warning that the possible change in the number of treasury shares in the portfolio of the Company at the time of the distribution will have no incidence on the amount of the unit dividend as established above, but will increase or decrease the amount set aside to the retained earnings. Ex-dividend date will be May 20, 2024, dividend will made payable on May 22, 2024, with record date, pursuant to Article 83-*terdecies* of Legislative Decree No. 58 of February 24, 1998 (“**TUF**”), on May 21, 2024.

The Shareholders’ Meeting also acknowledged the Consolidated Financial Statements and the Consolidated Non-Financial Statement, prepared pursuant to Legislative Decree No. 254 of December 30, 2016.

In accordance with the provisions of Article 106, paragraph 4, of Decree Law No. 18 of March 17, 2020, as converted, with amendments, by Law No. 27 of April 24, 2020, as most recently extended by Decree Law No. 215 of December 30, 2023, as converted, with amendments, by Law No. 18 of February 23, 2024, attendance at the Shareholders’ Meeting by those entitled to attend took place exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of the TUF. As of the opening of the works, 90.44% of the share capital was represented in the Meeting, corresponding to 96.16% of the voting rights.

#### **REPORT ON REMUNERATION POLICY AND COMPENSATION PAID**

The Shareholders’ Meeting approved the Company’s policy on the remuneration of members of the Board of Directors, general managers and executives with strategic responsibilities, and members of the Board of Statutory Auditors, as set out in the first section of the Report on remuneration policy and compensation paid prepared in accordance with Article 125-*ter* of the TUF and Article 84-*ter* of the implementing regulation of the TUF concerning the regulation of issuers, adopted by Consob Resolution No. 11971 of May 14, 1999.

The Shareholders' Meeting also expressed a favorable opinion on the second section of the aforementioned Report, containing, among other things, a summary of compensation paid at any title and in any form to the aforementioned individuals for the financial year ended on December 31, 2023.

#### **APPOINTMENT OF A MEMBER OF THE BOARD OF DIRECTORS PURSUANT TO ARTICLE 2386 OF THE IT. CIVIL CODE**

As proposed by the Board of Directors, the Shareholders' Meeting appointed as new director of the Company, pursuant to Article 2386 of the Italian Civil Code, Mr Giorgio Metta, already co-opted on July 31, 2023, following the resignation of Mr Roberto Cingolani, appointed by the Shareholders' Meeting held on April 28, 2023. The terms of office of Director Metta will expire, along with those of the other members of the Board of Directors, on the date of the Shareholders' Meeting convened to approve the financial statements for the 2024 financial year.

#### **AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES AFTER THE REVOCATION OF THE PREVIOUS AUTHORIZATION**

In view of the approaching deadline set forth in 2023 authorization and of the permanent validity of the purposes outlined herein, after reviewing the relevant illustrative report of the Board of Directors, the Shareholders' Meeting resolved – after revocation of 2023 authorization – to authorize the Board of Directors to purchase and dispose of treasury shares up to a maximum number that, taking into account the Company's ordinary shares held from time to time by the Company and its subsidiaries, does not exceed 3% of the share capital in aggregate. The resolution also defines the terms and conditions of the price for share purchases and provides that the execution of acts of disposal may be carried out on one or more occasions, without time limit and even before the purchases have been completed, in respect of all or part of the Company's treasury shares purchased.

The purpose of the resolution is to allow the Company, subject to finding adequate financial coverage compatible with future programs, investments and existing contractual obligations, to purchase and dispose of the ordinary shares, in compliance with Articles 2357 *et seq.* of the Italian Civil Code, Article 132 of the TUF and the applicable provisions of the Issuers' Regulation, Regulation (EU) 596/2014 (Market Abuse Regulation, "MAR"), the Delegated Regulation, as well as in accordance with market practices from time to time allowed, where applicable. With reference to the latter, by way of example only and not limited to, the purchase and disposal of treasury shares may be used for the purposes of share option schemes or allocations of shares to employees or members of the administrative or supervisory bodies, and for the possible use of the shares as consideration in extraordinary transactions, including the exchange of shareholdings with other parties, as part of transactions in the interest of the Company, all of which, however, within the terms and in the manner that may be resolved by the competent corporate bodies.

The purchase of treasury shares subject to the authorization is not instrumental to the reduction of share capital.

The authorization to purchase will be valid for 18 months from the date of the Shareholders' Meeting, while the authorization to dispose is granted without time limitations.

As of the date of the Shareholders' Meeting, the Company holds 3,000,000 treasury shares, equal to 1.487% of the share capital.

#### **ADDITIONAL INFORMATION**

The minutes of the Shareholders' Meeting will be made available to the public within the terms provided by the law at the Company's registered office, as well as on the Company's website [www.denora.com](http://www.denora.com) ("Governance / Shareholders' Meetings" Section) and on the authorized storage mechanism called "1Info" ([www.1info.it](http://www.1info.it)). The summary voting record and the minutes of the Shareholders' Meeting will be made available on the Company's website [www.denora.com](http://www.denora.com) ("Governance Shareholders' Meetings" Section) within the terms provided by the law.

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#### **STATEMENT BY THE MANAGER RESPONSIBLE FOR PREPARING THE COMPANY'S FINANCIAL REPORTS**

Mr Massimiliano Moi, in his capacity as Manager responsible for preparing the company's financial reports, hereby declares, pursuant to paragraph 2 of Article 154-*bis* of the TUF, that the accounting information contained in this press release corresponds to the documented results, accounting ledgers and records.

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*Industrie De Nora is an Italian multinational company listed on the Euronext Milan stock exchange specializing in electrochemistry, a leader in sustainable technologies, and plays a vital role in the industrial green hydrogen production chain. The company has a portfolio of products and systems to optimize the energy efficiency of critical industrial electrochemical processes and a range of products and solutions for water treatment. Globally, Industrie De Nora is the world's largest supplier of electrodes for the major industrial electro-chemical processes (serving a broad portfolio of customers operating in the fields of chlorine and caustic soda production, components for electronics, and surface finishing). Industrie De Nora is among the world's leading suppliers of water filtration and disinfection technologies (for the industrial, municipal, swimming pool and marine sectors). Leveraging its well-established electrochemical knowledge and proven manufacturing capability, the Company has developed and qualified a portfolio of electrodes and components to produce hydrogen through the electrolysis of water, which is critical for the energy transition. In this sector, the company holds 25.85% of thyssenkrupp nucera AG &Co. KGaA.*

*Founded in 1923, Industrie De Nora generated total revenues of around EUR 856.4 million and an Adjusted EBITDA of approximately EUR 171.1 million in 2023. The Company's growth process has developed organically through its continuous innovation as regards external lines through acquisitions in the U.S., Asia, and Europe. De Nora's intellectual property portfolio currently includes more than 260 patent families with more than 2,800 territorial extensions.*

*The De Nora family owns 53.3% of the company's share capital. Snam S.p.A. is a minority shareholder with about 21.6% of the capital.*

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