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Societa' : PHARMANUTRA

Utenza - referente : PHARMANUTRAN05 - Simona Del Re

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Oggetto : Resolutions of the Ordinary Shareholders'
Meeting and of the BoD of April 27, 2026

Testo del comunicato

Vedi allegato

PHARMANUTRA S.p.A.
ORDINARY SHAREHOLDERS' MEETING OF 27 APRIL 2026

- Approves the separate financial statements as at 31 December 2025 and the distribution of a dividend of Euro 1.20 per share;
- Approves the Report on the remuneration policy and remuneration paid;
- Appoints the new Board of Directors for the three-year period 2026–2028;
- Authorizes the purchase and disposal of treasury ordinary shares, subject to the revocation of the authorization granted by the shareholders' meeting of 16 April 2025;
- Appoints Deloitte & Touche S.p.A. as the independent statutory auditor for the financial years 2028–2036.

Pisa, 27 April 2026 – The ordinary shareholders' meeting of Pharmanutra S.p.A. (MTA; Ticker PHN) ("Pharmanutra", "PHN" or the "Company"), held today, approved the separate financial statements for the year ended 31 December 2025 in the terms proposed by the Board of Directors and already disclosed to the market on 17 March 2026.

The ordinary shareholders' meeting also resolved to distribute a unit dividend of Euro 1.20 for each eligible share, for a maximum total amount of Euro 11,490,220, with coupon no. 9 detachment date set for 4 May 2026, record date pursuant to Article 83-terdecies of Legislative Decree No. 58/1998 ("TUF") on 5 May 2026 and payment date on 6 May 2026.

The shareholders' meeting also acknowledged the consolidated financial statements of the Pharmanutra S.p.A. Group as at 31 December 2025, prepared in accordance with IFRS International Accounting Standards, which show the following main Group figures:

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ECONOMIC DATA (€ million)	2025	%	2024	%	Change
REVENUES	134,0	100,0%	116,9	100,0%	14,6%
SALES REVENUES	131,7	98,3%	115,5	98,8%	14,0%
EBITDA	34,2	25,5%	31,0	26,6%	10,2%
NET RESULT	20,0	14,9%	16,6	14,2%	20,4%
Earning per Share(Euro)	2,09		1,73		20,6%

BALANCE SHEET & EQUITY (€ million)	2025	2024	Change
NET INVESTED CAPITAL*	59,5	56,7	2,8
NET FINANCIAL POSITION*	11,4	5,4	6,0
EQUITY*	(71,2)	(62,1)	9,1

**It should be noted that, for the purposes of a better presentation, the balances relating to the 2024 financial year-end have been restated, resulting in lower cash and cash equivalents and higher current assets for Euro 120,000, as well as lower goodwill and a lower non-controlling interest equity for Euro 60,000.*

A copy of the separate financial statements as at 31 December 2025 and of the consolidated financial statements of the Pharmanutra S.p.A. Group as at 31 December 2025 is available to the public at the Company's registered office in Pisa, Via Campodavella no. 1, and on the Company's website at www.pharmanutragroup.com, Investors Relations section.

In compliance with Article 123-ter of the TUF, the Shareholders' Meeting also approved, by means of a binding resolution, Section I of the Report on the remuneration policy and remuneration paid, concerning the Company's remuneration policy for the members of the management and control bodies and having a two-year duration, as well as, by means of a non-binding resolution, Section II of the Report on the remuneration policy and remuneration paid, concerning the remuneration paid during the 2025 financial year. A copy of the Remuneration Report is available on the Company's website at www.pharmanutragroup.com, Governance/Shareholders' Meeting/2026 section.

The Shareholders' Meeting, having first determined in accordance with the By-laws the number of members, the term of office and the remuneration, also appointed the Company's Board of Directors, which will remain in office for three financial years until the approval of the financial statements for the year ended 31 December 2028. The Board of Directors is composed of nine directors, namely: Andrea Lacorte, Roberto Lacorte, Carlo Volpi, Germano Tarantino, Simona Del Re, Alessandro Calzolari, Elena Pro and Marida Zaffaroni – drawn from the majority list submitted by the shareholder ALH S.r.l., holder of an overall stake equal to 31.384% of the share capital (which obtained 67,55% of the votes cast at the shareholders' meeting) – and Simonetta Iarlori – drawn from the minority list submitted

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by institutional investors collectively representing, as at the date of submission of the list, 3.29491% of the share capital (which obtained 16,03% of the votes cast at the shareholders' meeting).

Directors Alessandro Calzolari, Elena Pro, Marida Zaffaroni and Simonetta Iarlori declared that they meet the independence requirements provided for by applicable laws and the Corporate Governance Code, also taking into account the quantitative and qualitative criteria adopted by the Company's Board of Directors to assess the significance of relationships, including economic relationships, that could impair the independence of its members.

The composition of the new Board of Directors is compliant with the applicable laws and the Company's By-laws; it is also noted that four out of nine members belong to the least represented gender.

To the best of the Company's knowledge as at today's date, the following members of the Board of Directors hold shares in PHN, while the remaining newly elected members of the management body do not hold, directly or indirectly, shares in the Company: Andrea Lacorte (holds, through ALH S.r.l., no. 3,038,334 PHN shares), Roberto Lacorte (holds, directly and through RLH S.r.l., a total of no. 2,242,833 PHN shares), Carlo Volpi (holds, through Beda S.r.l., no. 1,020,496 PHN shares) and Germano Tarantino (holds no. 181,250 PHN shares).

The *curricula vitae* of the Directors are available as attachments to the lists published on the website www.pharmanutragroup.com, under the "Governance", "Shareholders' Meeting", "2026" sections.

The Shareholders' Meeting also approved the authorization for the Board of Directors to purchase and dispose of treasury ordinary shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of the Consolidated Finance Act (TUF), following the revocation of the shareholders' resolution of April 16, 2025 for the unexecuted portion, in order to enable the Company to seize opportunities to make advantageous investments in cases where the trend in the market price of PHN shares, including due to factors external to the Company, does not adequately reflect the Company's value. This authorization is intended to provide the Company with a useful strategic investment opportunity for any purpose permitted by applicable law, including the possible use of the shares as consideration in extraordinary transactions, including share exchange transactions with other parties, in the context of transactions carried out in the interest of the Company, such as potential further sector aggregations which are continuously being analysed and evaluated by the Board of Directors.

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Furthermore, the Company reserves the right to allocate the shares purchased pursuant to this authorization to serve other purposes permitted by law in the interest of the Company, including their allocation to future incentive plans adopted by the Company under the terms and conditions set out therein, and their possible subsequent cancellation – under the terms and pursuant to the procedures that may be resolved by the competent corporate bodies – as well as to dispose of such shares on or off market, as more fully described in the illustrative report of the Board of Directors available on the Company's website.

The authorization was granted for a period of eighteen months from the date of the resolution of the ordinary Shareholders' Meeting, for the purchase, including in several tranches, of a number of the Company's ordinary shares, without nominal value, for a maximum aggregate consideration of Euro 3,000,000, at a price not exceeding the higher of the price of the last independent transaction and the highest current independent bid price on the trading venues where the purchase is carried out, it being understood that the unit price may not, in any event, be lower by more than 20% nor higher by more than 10% compared to the reference price recorded by the share in the market session on the day preceding each individual transaction.

The authorization to dispose of treasury ordinary shares was granted without time limits.

As of the date of this press release, the Company holds no. 105,794 treasury ordinary shares, representing 1.09% of the share capital.

Finally, the Shareholders' Meeting, following a reasoned proposal by the Board of Statutory Auditors, resolved to grant, in advance, the statutory audit engagement for Pharmanutra's accounts for the period 2028–2036 to the audit firm Deloitte & Touche S.p.A., and determined the related fees pursuant to Legislative Decree no. 39/2010, all on the basis of the reasoned proposal submitted by the Board of Statutory Auditors, to which reference is made for further details.

For further information on the above-mentioned resolutions adopted by the Shareholders' Meeting, reference is made to the illustrative reports submitted by the Board of Directors and available on the Company's website. The summary report of the voting results and the minutes of the Shareholders' Meeting will be made available to the public in accordance with the procedures and within the time limits provided for by applicable law.

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MEETING OF THE BOARD OF DIRECTORS AND RESOLUTIONS ON CORPORATE GOVERNANCE MATTERS

Following the conclusion of the Shareholders' Meeting, the newly appointed Board of Directors of the Company convened and confirmed Dr. Andrea Lacorte as Chairman and Dr. Roberto Lacorte as Vice Chairman of the Company, assigning to each of them their respective powers and delegated authorities.

Dr. Roberto Lacorte was also confirmed as Chief Executive Officer pursuant to the Corporate Governance Code. Furthermore, Directors Carlo Volpi and Germano Tarantino were confirmed in their respective delegated roles in the areas of: (i) commercial management, management of the external sales network, warehouses, regulatory affairs abroad, operations and production outsourced to third parties outside the PHN Group, directional and local marketing; and (ii) management and implementation of the research and development function, coordination and supervision of the quality management system, as well as management, coordination and supervision of the scientific training function for employees, the sales network and foreign distributors.

The same Board of Directors – having taken note of the declarations made by the Directors who stated that they meet the independence requirements, having considered the information available to it and the quantitative and qualitative criteria defined by the Board of Directors pursuant to Recommendation 7 of the Corporate Governance Code – ascertained, with the favorable opinion of the Board of Statutory Auditors, that Directors Alessandro Calzolari, Elena Pro, Marida Zaffaroni and Simonetta Iarlori meet the independence requirements provided for under applicable legislation.

It is specified that, with respect to Director Alessandro Calzolari, the Board deemed it appropriate, in the interest of the Company, to disapply Article 2, Recommendation 7, letter e), of the Corporate Governance Code, favoring a substance-over-form approach, given that the Director has maintained his independence and autonomy of judgment in the performance of his role, and also taking into account the particular added value provided by such Director in light of both his in-depth historical knowledge of the Company and its corporate context and his high level of professionalism and experience, which over time has proven to be particularly valuable.

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The Directors Andrea Lacorte, Roberto Lacorte, Carlo Volpi and Germano Tarantino are confirmed as executive Directors.

Accordingly, the Board of Directors of PHN, which will remain in office until the approval of the financial statements for the year ended 31 December 2028, is composed as follows:

- **Andrea Lacorte**, Chairman of the Board of Directors, Executive Director
- **Roberto Lacorte**, Vice Chairman of the Board of Directors, Executive Director
- **Carlo Volpi**, Executive Director
- **Germano Tarantino**, Executive Director
- **Simona Del Re**, Non-Executive Director
- **Alessandro Calzolari**, Non-Executive and Independent Director
- **Marida Zaffaroni**, Non-Executive and Independent Director
- **Elena Pro**, Non-Executive and Independent Director
- **Simonetta Iarlori**, Non-Executive and Independent Director

The Board of Directors also confirmed the establishment of the following Board Committees, composed as set out below:

Remuneration and Nomination Committee

- Alessandro Calzolari, Chairman;
- Elena Pro;
- Simonetta Iarlori.

Control, Risk and Sustainability Committee

- Marida Zaffaroni, Chairman;
- Alessandro Calzolari;
- Simona Del Re.

Related Party Transactions Committee

- Alessandro Calzolari, Chairman;
- Marida Zaffaroni;
- Elena Pro.

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The Board of Directors also confirmed the appointment of the non-executive and independent Director Dr. Alessandro Calzolari as Lead Independent Director of the Company and, until revocation, Dr. Giovanni Bucarelli as Secretary of the Board of Directors.

Finally, the Board of Directors, following the expiry due to the completion of the term of office of the previously appointed body, appointed Dr. Michele Luigi Giordano (President), Dr. Guido Carugi and Dr. Pasquale Giovinazzo as members of the Company's Supervisory Body, pursuant to Legislative Decree no. 231/2001. The Supervisory Body will remain in office until the approval of the financial statements as of 31 December 2028.

The executive in charge of preparing the Company's financial reports, Francesco Sarti, hereby certifies, pursuant to paragraph 2 of Article 154-bis of Legislative Decree no. 58/1998 (Consolidated Finance Act – TUF), that the accounting information contained in this press release corresponds to the documentary evidence, accounting books and records.

Pharmanutra S.p.A.

Founded in 2003 in Pisa by Andrea and Roberto Lacorte, Pharmanutra is the holding company of an international Group engaged in the research, development, and commercialization of nutritional supplements, medical devices, and patented raw materials. A leader in iron-based supplements through its Sucrosomial® Technology (SiderAL® and Apportal®), and an emerging player in medical devices for mobility (Cetilar®), the Group internally manages the entire value chain and holds a solid portfolio of patents, brands, and clinical evidence. Pharmanutra operates in over 80 countries, with subsidiaries in the USA and Spain, and also includes Akern S.r.l. (bioimpedance analysis) and Atletica Cetilar S.r.l. (sports medicine).

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