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Testo del comunicato

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PRESS RELEASE

AGM APPROVES FINANCIAL STATEMENTS FOR 2024

DIVIDEND OF EURO 0,15

EY S.p.A. APPOINTED AS AUDITOR OF ACCOUNTS AND SUSTAINABILITY

BOARD OF DIRECTORS APPOINTED FOR 2025-2027

ALL BOARD MEMBERS CONFIRMED AND MARCO DE BENEDETTI APPOINTED AS NEW DIRECTOR

Milan, 24 April 2025 – The Annual General Meeting of the Shareholders of Sogefi S.p.A. was held today under the chairmanship of **Monica Mondardini**.

As per the terms of art. 13 of the By-Laws, the Shareholders were able to attend and to exercise voting rights only through the designated representative, appointed in accordance with Art. 135-*undecies* of D.Lgs no. 58 of February 24 1998 (TUF) and identified as Monte Titoli S.p.A., to whom proxies/sub-proxies were also assigned as per Art. 135-*novies* of the TUF, in waiver of Art. 135-*undecies*, paragraph 4, of the TUF.

APPROVAL OF THE FINANCIAL STATEMENTS 2024

The Shareholders approved the Financial Statements for the year 2024. Sogefi Group closed the year with consolidated revenues of € 1,022.3 million (€ 1,039.7 million in 2023), EBITDA of € 125.3 million (€ 107.8 million in 2023) and net income of € 141.3 million (€ 57.8 million in 2023). The parent company Sogefi S.p.A. reported a net income of € 210.7 million, compared to € 6.7 million in 2023.

The Shareholders' Meeting approved the Board of Directors' proposal to distribute a **dividend per share of €0.15** to each of the 119,063,646 shares in circulation, for a total of € 17,859,547, using the net income for the year.

The dividend will be paid as from 14 May 2025, after coupon 35 detachment on 12 May 2025 and "record date" on 13 May 2025.

APPOINTMENT OF THE LEGAL AUDITORS OF ACCOUNTS AND SUSTAINABILITY

The Shareholders assigned to the auditing firm EY S.p.A. the task of legal auditing of the financial statements and consolidated financial statements for the financial years 2026-2034, as well as the certification of the conformity of the sustainability report for the financial years 2026-2028.

AUTHORIZATION TO BUY BACK OWN SHARES

The Shareholders granted for a period of 18 months the authorization to the Board of Directors to buy back a maximum of 20 million of its own shares, at a unit price that must not be more than 15% higher or lower than the benchmark price recorded by the Sogefi shares in the Stock Exchange trading session preceding each individual buyback transaction or the date on which the price is fixed, in case of buyback according to letters (a), (c) and (d) of the following paragraph and, in any case, when the purchases are made in the regulated market, the price cannot be higher than the higher of the price of the last independent transaction and the highest current independent bid price on the same market.

The purchase must take place in the market, in accordance with what is set out in Art. 132 of Legislative Decree 58/98 and as well as by the rules of law and regulations in force at the moment of the

transaction and more specifically (a) through a public offer to buy or exchange shares; (b) on regulated markets following operating procedures set out in the rules for organizing and managing the same markets, which do not allow bid prices to be matched directly with offer prices; (c) through pro-rata assignation to the shareholders of put options to be assigned within 15 months of the date of the Shareholders meeting resolution and exercisable within 18 months of the same date; (d) through the purchase and sale of derivative instruments traded on regulated markets that involve the physical delivery of the underlying shares in accordance with the provisions contained in Art. 144-bis of the Rules for Issuers, as well as in accordance with the provisions of Art. 5 and 13 of the EU Regulation no. 596/2014.

The main reasons why the authorization is renewed are: (i) to fulfill the obligations deriving from any share option programs or other assignments of shares of the Company to employees or members of the administrative bodies of Sogefi S.p.A. or subsidiaries, as well as fulfill any obligations arising from any debt instruments convertible or exchangeable with equity instruments; (ii) to dispose of a portfolio of treasury shares to be used as consideration in any extraordinary transactions, including exchange of shareholdings, with other parties in the context of transactions of interest to the Company (so-called "securities warehouse"); (iii) to carry out activities to support market liquidity, optimizing the capital structure, remunerating shareholders in particular market situations, all within the limits established by current legislation; (iv) to seize opportunities for value creation, as well as efficient use of liquidity in relation to market trends; (v) for any other purpose that the competent Authorities may qualify as market practices permitted pursuant to the applicable European and domestic regulations, and with the methods established therein.

As of today, the Company owns n. 1,054,346 treasury shares, equal to 0.8778% of the share capital.

COMPENSATION POLICY AND STOCK GRANT PLAN

The AGM approved the first section of the Report on Compensation and remuneration paid and expressed a favourable vote in favour of the second section of the same Report.

The Shareholders also approved the *Stock Grant* Plan for 2025 aimed at employees of the Group holding strategically important roles for a maximum of 1,000,000 conditional rights, each of which will give the beneficiaries the right to be assigned free of charge n. 1 Sogefi share. The shares thus assigned will be made available from the own shares held by the Company. The plan aims to align the interests of *management* with the objective of creating value for the Group and its Shareholders over a medium-long term time horizon, stimulating the commitment to achieving common objectives at Group level and encouraging those who hold important positions to remain within the Group.

APPOINTMENT OF THE BOARD OF DIRECTORS

The Shareholders' Meeting also appointed for the three-year period **2025-2027** the directors: **Patrizia Arienti, Maha Daoudi, Marco De Benedetti, Rodolfo De Benedetti, Monica Mondardini, Mauro Melis, Massimiliano Picardi, Raffaella Pallavicini, Christian Georges Streiff.**

Eight directors were drawn from the list presented by the majority Shareholder **CIR S.p.A. – Compagnie Industriali Riunite**, owner of 59.60% of the voting rights, and one director, Massimiliano Picardi, was drawn from the minority list presented by **Navig S.a.s.** of Giorgio Zaffaroni, owner of 5.578% of the voting rights. The directors' CV are available on the website www.sogefigroup.com.

CORPORATE OFFICES

Following the Shareholders' Meeting, the **Board of Directors confirmed Monica Mondardini as the Company's executive chairman.**

The Board assessed that **six directors** on a total of nine are **independent**, namely: **Patrizia Arienti, Maha Daoudi, Mauro Melis, Massimiliano Picardi, Raffaella Pallavicini, Christian Georges Streiff.**

The Board of Statutory Auditors verified the independence of its members.

The Board of Directors also defined the composition of the committees: the **Appointments and Remuneration Committee** is composed of directors Mauro Melis (Chairman), Massimiliano Picardi and Christian Georges Streiff, the **Control, Risk and Sustainability Committee** is composed of directors Patrizia Arienti (Chairman), Maha Daoudi and Mauro Melis and the **Committee for Related Party Transactions** is composed of directors Patrizia Arienti (Chairman), Raffaella Pallavicini and Massimiliano Picardi. Mauro Melis has been appointed **lead independent director**.

Contacts

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This press release can also be consulted on website: <http://www.sogefigroup.com/it/area-stampa/index.html>

