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Oggetto : Orsero S.p.A. - PR Shareholders Meeting

Testo del comunicato

Vedi allegato



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THE ORDINARY SHAREHOLDERS' MEETING OF ORSERO:

- **APPROVES THE SEPARATE FINANCIAL STATEMENTS OF ORSERO AS AT DECEMBER 31, 2024 AND TAKES NOTE OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE CONSOLIDATED SUSTAINABILITY REPORT AS AT DECEMBER 31, 2024**
- **RESOLVES THE DISTRIBUTION OF AN ORDINARY CASH DIVIDEND OF € 0.50 PER SHARE**
- **APPROVES THE 2024 REMUNERATION POLICY AND THE REPORT ON REMUNERATION PAID IN 2024**
- **AUTHORISATION FOR THE PURCHASE AND THE DISPOSAL OF TREASURY SHARES**

Milan, 29 April 2025 – The Ordinary Shareholders' Meeting of Orsero S.p.A. ("**Orsero**") was held on today's date, chaired by Paolo Prudenziati and through the exclusive participation of the designated representative set forth in the Consolidated Law on Finance Art. 135-undecies of Consolidated Law on Finance which adopted the following resolutions.

APPROVAL OF THE FINANCIAL STATEMENTS OF ORSERO S.P.A. AS AT 31 DECEMBER 2024 AND ACKNOWLEDGEMENT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE 2024 CONSOLIDATED SUSTAINABILITY REPORT

The Shareholders' Meeting approved the Financial Statements of Orsero S.p.A. as of 31 December 2024, and took note of the Consolidated Financial Statements and Management Report, including the 2024 Consolidated Sustainability Report, prepared in accordance with the provisions of Legislative Decree 215/2024;

The Orsero Separate Financial Statements as at 31 December 2024 show a profit of €13.4 million and Net Equity of € 165.8 million.

The main consolidated income statement and balance sheet figures as at 31 December 2024 include: **Total revenues** of around **€ 1.6 billion**, an **Adjusted EBITDA¹** of **€ 83.7 million** and an **Adjusted Net Profit²** of **€ 31.5 million**. The **Net Financial Position without IFRS 16** stands at **€ 54.8 million**, that is € 111.2 million also including € 56.4 million due to the adoption of IFRS 16. For a summary of the main results for 2024, please refer to the press release of last 13 March also available on the Corporate website.

DISTRIBUTION OF ORDINARY CASH DIVIDEND OF € 0.50 PER SHARE

The Shareholders' Meeting resolved the allocation of the profit for the year as proposed by the Board of Directors, and, therefore, the distribution of an ordinary unit dividend of € 0.50, gross of the withholding tax,

¹ Excluding depreciation, amortizations, provisions and non-recurring items and figurative costs of long-term incentive plans.

² Excluding non-recurring items and figurative costs of long-term incentive plan, net of tax.

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for each existing and entitled share to the dividend (excluding the treasury shares held by the Company), for a total gross dividend of approximately € 8.4 million.

The ex-dividend date is **12 May 2025**, the record date is **13 May 2025**, and the payment is starting from **14 May 2025**.

For more information please refer to the related Explanatory Report of the Board of Directors available on the website www.orserogroup.it, section "Governance/Shareholders' Meeting", and on the authorized storage mechanism eMarket Storage (www.emarketstorage.com).

RESOLUTION ON THE REMUNERATION POLICY AND ON THE REMUNERATION PAID

The Shareholders' Meeting, pursuant to the law, approved, with a binding vote, the Remuneration Policy for the financial year 2025 and, with a non-binding vote, the Report on Remuneration Paid in 2024.

For more information please refer to the related "Report on 2025 Remuneration Policy and 2024 Compensation Paid" available on the website www.orserogroup.it, section "Governance/Shareholders' Meeting", and on the authorized storage mechanism eMarket Storage (www.emarketstorage.com).

AUTHORISATION FOR THE PURCHASE AND THE DISPOSAL OF TREASURY SHARES

The Shareholders' Meeting also resolved to authorise the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, and Article 132 of Legislative Decree No. 58/1998, as amended and supplemented ('TUF') and related implementing provisions (including the procedures set forth in Article 144-bis of Consob Regulation No. 11971/99, the 'Issuers' Regulation'), subject to revocation (for the unused portion) of the previous authorisation resolved by the Shareholders' Meeting of 20 December 2023. The resolution was passed with a voting composition such that the exemption provided for by the combined provisions of Article 106, paragraphs 1, 1-bis and 1-ter and 3 of the Consolidated Law on Finance and Article 44-bis, paragraph 2, of the Issuers' Regulation will apply.

In particular, the authorization is aimed at allowing Orsero to dispose of a stock of shares that may be used for any extraordinary transactions, as well as for other purposes permitted by law, in the interest of the Company itself and subject to the resolutions of the competent bodies (including, by way of example, the allocation to service the Company's incentive and loyalty plans and/or the purchase of shares for their subsequent cancellation).

In line with previous authorizations, the authorization is requested for the period of 18 months, for the purchase, also in several tranches, of treasury shares for a maximum countervalue of € 10 million, and in any case within the legal limits, taking into account the shares held from time to time in the portfolio by the Company and its subsidiaries.

Purchases may be made at a unit price no less than 20% lower and no more than 20% higher than the arithmetic average of the official prices recorded by Orsero shares on the Euronext Milan market in the 10 trading days prior to each individual transaction. As at today's date, Orsero holds 833,857 treasury shares, equal to 4.72% of the share capital.



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For further information on the subject, please refer to the related Explanatory Report of the Board of Directors available on the website www.orserogroup.it, section "Governance/Shareholders' Meeting" and on the authorized eMarket Storage mechanism (www.emarketstorage.com).

The Company will publicly disclose, in the manner and within the timeframe provided by the applicable regulations, the information required by law on the purchase and disposal of treasury shares.

The summary report of the votes containing the number of shares represented at the Shareholders' Meeting and the shares for which the vote was cast, the percentage of capital that these shares represented, as well as the number of votes in favour and against the resolutions and the number of abstentions, will be made available on the Company's website and within the terms set for by current legislation.

The minutes of the Shareholders' Meeting will be made available to the public in the manner and within the terms set for by current legislation.

ORSERO is the holding company of the Italian and international group with the same name, a leader in Mediterranean Europe for the import and distribution of fresh fruit and vegetables. The Orsero Group was created more than 50 years ago at the initiative of the Orsero family, which had been operating since the 1940s in the fruit and vegetable sector, in partnership with other entrepreneurs. Over the decades, the Orsero Group has expanded its business both in terms of area covered, which today includes Italy, France, Spain, Portugal, Greece, Mexico, Costa Rica and Colombia, and in terms of product categories and sectors, according to a model known as vertical integration. Along with the distribution of fresh produce, the Orsero Group's business model also includes the import of bananas and pineapples using its owned ships. In 2012, the Orsero Group launched the brand "F.lli Orsero" for bananas and pineapples. The name intends to convey a sense of tradition and the passion of a large Italian family-run company for high-end produce.

ORSERO ordinary shares are listed on the Euronext STAR Milan segment of the Market Euronext Milan: ISIN - IT0005138703; Bloomberg Ticker "ORS.IM"; Thomson Reuters Ticker "ORSO.MI".

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Specialist

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