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Societa' : FNM

Identificativo Informazione : 205175  
Regolamentata

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Oggetto : Ordinary shareholders' meeting of FNM S.p.A.

*Testo del comunicato*

Vedi allegato

## PRESS RELEASE

### ORDINARY SHAREHOLDERS' MEETING OF FNM S.P.A.

- ***Approved the 2024 Financial Statements***
- ***Approved the distribution of a dividend of €0.0184 per share, gross of any applicable withholding taxes***
- ***Approved the first and second sections of the Report on the Remuneration Policy and on Compensation Paid***
- ***Appointed Roberto Paolo Ferrari as new member of the Board of Directors***
- ***Approved the assignment of the statutory audit and the assurance on sustainability reporting to Deloitte & Touche S.p.A.***

Milan, 6 May 2025 – The Ordinary Shareholders' Meeting of FNM S.p.A. (the "Meeting") was held today under the chairmanship of Mr. Andrea Angelo Gibelli.

#### Approved the 2024 Financial Statements

The Shareholders' Meeting examined and approved the statutory financial statements of FNM S.p.A. as of 31 December 2024 and reviewed the 2024 consolidated financial statements of the FNM Group, as disclosed to the market on 8 April 2025.

The parent company FNM S.p.A. closed the 2024 financial year with sales revenues of EUR 75.7 million, an EBITDA of EUR 33.0 million, and a net loss of EUR 0.4 million, down EUR 14.6 million compared to 2023. On a consolidated basis, the year ended with a net profit of EUR 59.3 million, a 21.6% decrease compared to EUR 80.9 million as of 31 December 2023.

The Shareholders' Meeting resolved to use retained earnings to fully cover the loss for the year, amounting to EUR 376,316, and to distribute an ordinary dividend of EUR 0.0184 for each outstanding ordinary share.

The dividend will be paid starting from 4 June 2025, with coupon no. 16 ex-dividend date on 2 June 2025 and record date on 3 June 2025.

#### FNM S.p.A.

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Cap. Soc. € 230.000.000,00 i.v.  
Iscrizione al Reg. Imp. della C.C.I.A.A.  
di Milano/Monza Brianza/Lodi  
C.F. e P. IVA 00776140154 - REA MI 28331  
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## Remuneration Policy and Compensation Report

The Shareholders' Meeting approved the first section of the Report on the Remuneration Policy and on Compensation Paid, prepared pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998, and also expressed a favorable vote on the second section of the same Report.

## Appointment of New Member of the Board of Directors

The Shareholders' Meeting, confirming the number of Board members at seven, as previously established on 22 April 2024, appointed Roberto Paolo Ferrari as a new Director of FNM S.p.A., replacing Board member Ivo Roberto Cassetta.

Roberto Paolo Ferrari declared that he meets the independence requirements set out in Articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF (Italian Consolidated Law on Finance).

His nomination was submitted by the shareholder Regione Lombardia, which holds 57.574% of FNM S.p.A.'s share capital, and received unanimous support from all votes cast by the share capital present and voting.

The new Director will remain in office until the natural expiry of the current Board of Directors' term, i.e., until the date of the Shareholders' Meeting called to approve the financial statements as of 31 December 2026.

The Shareholders' Meeting also confirmed that his remuneration will be in line with the resolution passed on 22 April 2024 regarding Board compensation, amounting to EUR 35,000 per year.

## Appointment of the Statutory Auditor and Assurance on Sustainability Reporting

Following the expiration of the statutory audit mandate granted to PricewaterhouseCoopers S.p.A. for the 2017–2025 period, and considering the obligation to prepare sustainability reporting and have it assured by a statutory auditor or audit firm — as introduced by Directive (EU) 2022/2464 and Legislative Decree No. 125/2004 — the Shareholders' Meeting, upon proposal of the Board of Directors and in accordance with the reasoned proposal of the Board of Statutory Auditors, resolved to grant the new mandate to Deloitte & Touche S.p.A.

The engagement covers the statutory audit of the financial statements for the years 2026–2034, as well as the assurance on the sustainability reporting for the period 2026–2028. The related fees were also approved by the Shareholders' Meeting.

The audit firm was selected through a competitive process designed to evaluate both qualitative and economic criteria.

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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 terms and procedures set out by the applicable laws and regulations.

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This press release is available on the Company's website [www.fnmgroup.it](http://www.fnmgroup.it) and on the authorised EMARKET STORAGE mechanism at [www.emarketstorage.com](http://www.emarketstorage.com).

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