

Informazione Regolamentata n. 20310-24-2025	Data/Ora Inizio Diffusione 13 Giugno 2025 11:03:54	Euronext Growth Milan
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Societa' : SIMONE

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Oggetto : ORDINARY SHAREHOLDERS' MEETING OF
SIMONE S.P.A. APPROVES: FINANCIAL
STATEMENTS AS AT DEC 31, 2024 / A
DIVIDEND OF 0.01 EUR PER SHARE / PLAN
FOR THE PURCHASE AND DISPOSAL OF
TREASURY SHARES / APPOINTMENT OF
KPMG S.P.A. FOR THE LEGAL AUDIT 2025-
2027

Testo del comunicato

Vedi allegato



ORDINARY SHAREHOLDERS' MEETING OF SIMONE S.P.A.

- **APPROVED THE FINANCIAL STATEMENTS FOR THE YEAR ENDING DECEMBER 31, 2024**
 - **APPROVED THE DISTRIBUTION OF A DIVIDEND OF 0.01 EUROS PER SHARE**
- **AUTHORIZED THE PLAN FOR THE PURCHASE AND DISPOSAL OF TREASURY SHARES**
- **CONFERRED TO KPMG S.P.A. THE APPOINTMENT FOR THE LEGAL AUDIT OF THE ACCOUNTS FOR 2025-2027**

Milan, 13 June 2024 – The Shareholders' Meeting of Simone S.p.A. (“Simone” or the “Company”), a company active in the publishing sector listed on Euronext Growth Milan, held today in ordinary session approved the following items on the agenda.

Annual financial statements as of December 31, 2024 - allocation of the operating result

The Shareholders' Meeting approved the financial statements for the year ending Dec. 31, 2024, and resolved to allocate the profit for the year, amounting to Euro 1,402,301, as follows:

- To legal reserve in the amount of Euro 70,115;
- to distribute a dividend of Euro 0.01 for each of the ordinary shares outstanding (excluding treasury shares in the portfolio) on the day of entitlement to receive the dividend (record date), which will be paid on June 25, 2025, upon detachment of coupon No. 1 on June 23, 2025 (record date June 24, 2025), subject to the condition that the total amount of the dividend may never exceed the net income for the year earned;
- to allocate the remainder to retained earnings, the exact amount of which will be determined only at a later date, in relation to the final number of shares entitled to receive the dividend distribution on the date it accrues.

Consolidated financial statements as of December 31, 2024

The Shareholders' Meeting also reviewed the group's consolidated financial statements as of December 31, 2024.

Appointment for the legal audit of accounts

The Shareholders' Meeting appointed KPMG S.p.A., with registered office in Milan, via Vittor Pisani No. 25, with reference to the financial years 2025-2027, as auditor pursuant to Article 13 of Legislative Decree 29/2010.

Authorization for the purchase and disposal of treasury shares

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The Shareholders' Meeting authorized the purchase and disposal of treasury shares pursuant to and in accordance with Articles 2357 et seq. of the Civil Code, as well as Article 132 of Legislative Decree No. 58 of February 24, 1998, and Article 144-bis of Consob Regulation adopted by Resolution No. 11971/1999, as amended, after revoking the previous authorization.

The purpose of the authorization is to provide the Company with a useful strategic investment opportunity for the purposes permitted under the relevant regulations, including the purposes contemplated in Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, hereinafter "MAR") and the practices permitted under Art. 13 MAR, including but not limited to: (i) carrying out activities to support the liquidity of the shares, so as to facilitate smooth trading and avoid price movements that are not in line with market trends, pursuant to current pro-tempore permissible market practices; (ii) incentivizing and retaining employees, collaborators, directors of the Company, any subsidiaries, and/or other categories of individuals discretionarily chosen by the Board of Directors (under stock incentive plans, in whatever form structured, e.g., stock options, stock grants, or work-for-equity plans); (iii) use of the shares as consideration in extraordinary transactions, including those involving the exchange of shareholdings, with other parties, to be carried out by way of exchange, contribution or other act of disposition and/or use, including the allocation to service bonds convertible into Company shares or bonds with warrants; (iv) to be able, where deemed strategic for the Company, to dispose of investment or divestment opportunities also in relation to available liquidity, all in any case within the terms and in the manner that will be eventually resolved by the competent corporate boards.

Authorization is granted for the purchase of treasury shares for a maximum purchased value of Euro 450,000.00, on one or more occasions, up to a maximum number of shares purchased that, taking into account the Simone shares held from time to time in the Company's portfolio and any companies it may control, does not exceed a total of 10% of the Company's share capital, within the limits of Article 25-bis of the Euronext Growth Milan Issuers' Regulations or any different maximum amount provided for by the law in force *pro tempore*. It should also be noted that the purchase transactions are not instrumental in reducing the share capital by cancelling the treasury shares purchased.

The Shareholders' Meeting also resolved that transactions involving the purchase of treasury shares be carried out on the Euronext Growth Milan multilateral trading system at a unit price not less nor more than 15% higher than the official stock market price of the shares recorded by Borsa Italiana S.p.A. in the session preceding each individual transaction, in compliance in any case with the terms and conditions established by the applicable regulations, including EU regulations, and by the accepted market practices in force from time to time, where applicable, and in particular: (i) shares may not be purchased at a price higher than the highest price between the price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made; (ii) in terms of volume, the daily purchase quantities shall not exceed 25% of the average daily trading volume of Simone stock in the 20 trading days preceding the purchase dates.

Authorization for the purchase of treasury shares has been granted for a period of 18 months, starting from the resolution of approval of the proposal by the Ordinary Shareholders' Meeting, while authorization for the disposition of treasury shares will be requested without time limits in

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order to allow the Board of Directors to avail itself of maximum flexibility, including in terms of timing, to carry out the acts of disposition of the shares.

The acts of disposition of the treasury shares purchased may be carried out, on one or more occasions, without time limits, in the manner deemed most appropriate in the interest of the Company and in compliance with applicable regulations, for the purposes referred to, and in particular: (i) the dispositions of the shares may be carried out, on one or more occasions, even before having exhausted the amount of treasury shares that may be purchased; (ii) the dispositions of the shares may be carried out in any manner that is deemed appropriate for the achievement of the Company's interest and the purposes set forth in the Board's Explanatory Report and in any case in compliance with the applicable regulations and accepted market practices *pro tempore* in force, also granting the administrative boards and its representatives the power to establish, in compliance with the provisions of the law and regulations, the terms, methods and conditions of the act of disposition and/or use, of the treasury shares deemed most appropriate in the interest of the Company.

It should be noted that as of today's date, Simone holds 139,000 of its own shares, equal to approximately 2.44% of the ordinary shares (1.85% of the entire share capital). Simone's subsidiaries did not hold any treasury shares as of the same date.

For more information about the details of the plan to purchase and dispose of own shares, please refer to the Explanatory Report, available at www.investors.simone.it, in the Shareholders' Meetings" section.

Filing of documents

The minutes of the shareholders' meeting and the summary statement of voting will be made available to the public within the terms and in the manner required by current regulations on the Issuer's website (<https://investors.simone.it/investor/assemblee-azionisti/>) - in the "Investor/Shareholder Meetings" section, as well as on the website of Borsa Italiana www.borsaitaliana.it, "Shares/Documents" section.

The financial statements and consolidated financial statements as of December 31, 2024 are available to the public on the website www.investors.simone.it, in the "Financial Statements and Reports" section.

This press release is available in the 'Investor/Press Release' section of www.investors.simone.it and at www.emarketstorage.it.

For the distribution of regulated information, Simone uses the SDIR system (www.emarketstorage.it), managed by Teleborsa S.r.l. - based in Piazza di Priscilla, 4 - Rome.

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**SIMONE SPA**

Simone S.p.A., established in Naples in 2011, is a publishing company. It is at the head of the Group of the same name, which includes six companies, Simone S.p.A., Editrice Ardea S.r.l., Dike Giuridica S.r.l., Il Gatto Verde Edizioni S.r.l., Font Cafè S.r.l., Libri e Professioni S.r.l., Sa.Graf. S.r.l. and a brand, Edizione Simone, with over fifty years of history. Today, the company is a point of reference for the entire Italian publishing sector, in which it stands out for the large amount of highly specialised content it develops, prints, publishes, promotes and sells. Thanks to its brands, it is able to offer study manuals not only in the legal field but also for public competitions, professional qualifications, university entrance examinations and teaching in schools, not forgetting children's books.

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