

<p>Informazione Regolamentata n. 20106-10-2026</p>	<p>Data/Ora Inizio Diffusione 17 Marzo 2026 18:38:24</p>	<p>Euronext Star Milan</p>
--	--	----------------------------

Societa' : PHARMANUTRA

Utenza - referente : PHARMANUTRAN04 - Simona del Re

Tipologia : 3.1

Data/Ora Ricezione : 17 Marzo 2026 18:38:24

Data/Ora Inizio Diffusione : 17 Marzo 2026 18:38:24

Oggetto : NOTICE OF CALLING OF THE ORDINARY  
SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato

## NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING OF PHARMANUTRA S.P.A.

The Shareholders of Pharmanutra S.p.A. ("**PHN**" or the "**Company**") are hereby called to the Ordinary Shareholders' Meeting, to be held on **27 April 2026**, in a single call, at **3:00 p.m.**, exclusively by means of telecommunication.

In accordance with Article 135-undecies.1 of Legislative Decree No. 58/98 ("**TUF**") and pursuant to Article 10.3 of the Company Bylaws, the Company has resolved to make use of the option to provide that the participation of Shareholders in the Ordinary Shareholders' Meeting subject to this notice shall take place exclusively through the designated representative pursuant to Article 135-undecies of the TUF, without any physical attendance by the Shareholders.

The Shareholders' Meeting will be called to resolve upon the following:

### AGENDA

1. *Financial Statements of Pharmanutra S.p.A. as at 31 December 2025 and allocation of the net profit for the year:*
  - 1.1 *Approval of the Financial Statements as at 31 December 2025, following the examination of the report of the Independent Auditors and of the report of the Board of Statutory Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2025 of the Pharmanutra Group. Resolutions related and consequent thereto;*
  - 1.2 *Allocation of the net profit for the year. Resolutions related and consequent thereto.*
2. *Report on the remuneration policy and compensation paid:*
  - 2.1 *Approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998;*
  - 2.2 *Resolutions on the "second section" of the Report pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.*
3. *Appointment of the Board of Directors:*
  - 3.1 *Determination of the number of members of the Board of Directors;*
  - 3.2 *Determination of the term of office of the Board of Directors;*
  - 3.3 *Appointment of the members of the Board of Directors;*
  - 3.4 *Determination of the remuneration of the members of the Board of Directors.*
4. *Proposal to authorize the purchase and disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and related implementing provisions, after revoking the authorization granted by the Ordinary Shareholders' Meeting of 16 April 2025 for the unused portion. Resolutions related and consequent thereto.*

5. *Engagement of the statutory audit for the period 2028–2036 and determination of the fee pursuant to Legislative Decree No. 39/2010; resolutions related and consequent thereto.*

## **INFORMATION ON THE SHARE CAPITAL**

The Share Capital Of The Company Amounts To Euro 1,123,097.70, Divided Into 9,680,977 Ordinary Shares Without Indication Of Nominal Value. As Of The Date Of This Notice, Phn Holds 105,794 Treasury Shares, Equal To 1.093% Of The Share Capital. As Of The Same Date, Phn's Subsidiaries Do Not Hold Any Phn Shares.

Further Information On The Share Capital And Its Composition Is Available On The Company's Website [Www.Pharmanutragroup.Com](http://Www.Pharmanutragroup.Com) (Investors Section).

## **Entitlement to attend and vote – Participation at the Shareholders' Meeting**

### **Entitlement to attend and vote**

Each share entitles its holder to one vote in the ordinary and extraordinary Shareholders' Meetings.

Pursuant to Article 10 of the Company Bylaws and Article 83-sexies of the TUF, entitlement to attend the Meeting and to exercise voting rights is certified by a communication to the Company sent by the intermediary authorized to keep the accounts pursuant to law, based on its accounting records, in favour of the person entitled to vote, on the basis of the records at the close of business of the **seventh trading day prior to the date of the Meeting**, i.e. **16 April 2026** (the "record date"). Credits or debits posted to the accounts after that date are irrelevant for the purpose of entitlement to vote.

The intermediary's communication must be received by the Company no later than the close of the **third trading day prior to the Meeting**, i.e. **22 April 2026**. However, entitlement to attend and vote is preserved if such communications are received by the Company after this deadline but before the beginning of the Meeting.

Directors, Statutory Auditors, other persons entitled by law (except for those who must grant a proxy to the Designated Representative), and the Designated Representative may participate exclusively by means of telecommunication that allows their identification.

### **Participation in the Shareholders' Meeting and Granting of Proxy to the Designated Representative**

Pursuant to Article 135-undecies.1 of the Consolidated Law on Finance (TUF) and Article 10.3 of the Company Bylaws, attendance at the Shareholders' Meeting by those entitled to vote shall be permitted exclusively through the representative designated by the Company pursuant to Article 135-undecies of the TUF.

Consequently, the Company has appointed Monte Titoli S.p.A. – with registered office in Milan, Piazza degli Affari no. 6 ("Monte Titoli") – to represent the shareholders pursuant to Article 135-undecies of the TUF (the "Designated Representative"). Shareholders wishing to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy – with voting instructions – for all or some of the proposed resolutions on

the items on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the Company's website at [www.pharmanutragroup.com](http://www.pharmanutragroup.com) (Section Governance – Shareholders' Meetings).

The proxy form with voting instructions must be received by the Designated Representative – together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal person, of its pro tempore legal representative or another person with appropriate powers, along with suitable documentation proving their qualification and powers – by the end of the second open-market day preceding the date of the Shareholders' Meeting, i.e., by 11:59 p.m. on 23 April 2026, using one of the following alternative methods:

(i) sending a digitally reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for PHARMANUTRA Shareholders' Meeting April 2026") from one's ordinary email account; in this case, the proxy with voting instructions must be signed with a qualified or digital electronic signature;

(ii) sending the original document, via courier or registered mail with return receipt, to the attention of the Register Services area, at Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy for PHARMANUTRA Shareholders' Meeting April 2026"), while also sending an electronically reproduced copy (PDF) in advance via ordinary email to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for PHARMANUTRA Shareholders' Meeting April 2026").

The proxy and voting instructions may always be revoked within the above deadline. The proxy thus granted is valid only for the proposals in relation to which voting instructions have been given.

It should also be noted that, pursuant to Article 135-novies of the TUF, proxies or sub-proxies may also be granted to the Designated Representative, in derogation of Article 135-undecies, paragraph 4, of the TUF, exclusively by using the specific form available on the aforementioned Company website. Such proxies and sub-proxies must be received following the methods indicated above and set out in the form, by 6:00 p.m. on 23 April 2026, without prejudice to the Designated Representative's right to accept proxies or sub-proxies and/or voting instructions even after the above deadline, provided that they are received before the beginning of the meeting proceedings. The proxy or sub-proxy with the related voting instructions may be revoked within the same deadline indicated above, using the same methods as for their submission.

For any clarifications concerning the granting of the proxy (in particular regarding the completion of the proxy form and voting instructions and their submission), persons entitled to attend the Shareholders' Meeting may contact Monte Titoli S.p.A. by email at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 on working days, from 9:00 a.m. to 5:00 p.m.

Please note that no voting procedures by correspondence or electronic means are provided.

### **RIGHT TO REQUEST THE INTEGRATION OF THE AGENDA AND TO SUBMIT NEW PROPOSED RESOLUTIONS**

Pursuant to Article 126-bis of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice (i.e. by 27 March 2026), the integration of the list of items to be discussed, indicating in their request the additional matters they propose to submit, or may submit proposed resolutions on items already on the agenda.

The entitlement to exercise this right is certified by a communication to the Company from the authorised intermediary pursuant to Article 43, paragraph 1, of the Joint Consob and Bank of Italy Regulation on post-trading of 13 August 2018 (“Rules Governing Central Counterparties, Central Securities Depositories and the Central Administration Activity”) (the “**Post-Trading Regulation**”), attesting to the ownership of the shares by the requesting shareholders, valid as of the date of the request.

The request must be submitted in writing by registered mail to the Company’s registered office at Via Campodavola no. 1, Pisa, or by electronic communication to the certified email address **pharmanutra@pec.it**, provided that it is received by the Company within the above deadline. Within the same deadline and using the same methods, any proposing Shareholders must also submit a report stating the reasons for the proposed resolutions regarding the new items they propose to include, or the reasons relating to the additional proposed resolutions on items already on the agenda.

Notice of any integrations to the agenda, or of the submission of additional proposed resolutions on items already on the agenda, shall be given in the same manner prescribed for the publication of the notice of call, **at least fifteen days prior to the date of the Shareholders’ Meeting (i.e. by 12 April 2026)**.

At the same time as the publication of such notice, the report prepared by the requesting Shareholders—together with any assessments issued by the administrative body—shall be made available to the public in the same manner provided for the documentation relating to the Shareholders’ Meeting.

It is recalled that the integration of the agenda is not permitted for matters on which the Shareholders’ Meeting resolves, pursuant to law, on a proposal by the Directors or on the basis of a project or report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

### **RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA**

Pursuant to Article 135-undecies.1, paragraph 3, of the TUF, those who are entitled to vote may submit questions on the items on the agenda exclusively before the Shareholders’ Meeting by sending such questions by registered mail to the Company’s registered office at Via Campodavola no. 1, Pisa, or by electronic communication to the certified email address **pharmanutra@pec.it**.

Questions must be submitted within seven open-market days prior to the date of the Shareholders’ Meeting, i.e. **by 16 April 2026**, and must include the shareholder’s personal details (surname and first name, or company name in the case of an entity, place and date of birth, and tax code), together with the communication to the Company issued by the intermediary pursuant to Article 43 of the

Post-Trading

Regulation.

The entitlement to exercise the voting right may also be certified after the submission of the questions, provided that this occurs within the third day following the date indicated in Article 83-sexies, paragraph 2, of the TUF (record date), i.e. by 19 April 2026; such communication is not required if the Company has already received from the intermediary the communication necessary for participating in the Shareholders' Meeting.

For questions received **by 16 April 2026**, the Company, after verifying their relevance to the items on the agenda and the legitimacy of the requesting party, shall respond **at least three days before the Shareholders' Meeting**, and therefore **by 24 April 2026**, by publishing the answers in the specific section of its website ([www.pharmanutragroup.com](http://www.pharmanutragroup.com), Section "Governance/Shareholders' Meeting").

The Company may provide a single reply to questions having the same content.

### **FACULTY TO INDIVIDUALLY SUBMIT PROPOSED RESOLUTIONS BEFORE THE SHAREHOLDERS' MEETING**

In addition to the foregoing, and considering that attendance at the Shareholders' Meeting is allowed exclusively through the Designated Representative, those entitled to vote at the Shareholders' Meeting may submit proposed resolutions on the items on the agenda by 12 April 2026, using the same methods indicated in the preceding paragraph. Such proposals shall be published on the Company's website within two days of the deadline, and therefore by 14 April 2026. The requesting shareholder must transmit to the Company the communication required under Article 83-sexies of the TUF.

### **APPOINTMENT OF THE BOARD OF DIRECTORS**

Pursuant to Article 14 of the Company Bylaws, the appointment of the Board of Directors shall take place, in compliance with the applicable provisions in force regarding gender balance, on the basis of slates submitted by the Shareholders in accordance with the procedures set out below, in which candidates must be listed in consecutive numerical order.

Only those Shareholders who, individually or jointly with others, hold—at the time the slate is submitted—shares representing at least the minimum percentage of the share capital with voting rights in the ordinary Shareholders' Meeting as determined by Consob, are entitled to submit slates. In this regard, it is noted that, by Executive Determination of the Head of the Issuers' Supervision Division No. 155 of 27 January 2026, Consob has set 2.5% of the share capital as the shareholding required to submit slates for the election of the Company's administrative body.

Slates must be submitted to the Company using one of the following methods:

- ⊙ by certified e-mail (PEC) to [pharmanutra@pec.it](mailto:pharmanutra@pec.it) by Thursday, 2 April 2026, together with a copy of a valid identity document of the submitters; or
- ⊙ by delivery to the registered office, in Pisa, Via Campodavola 1, to the attention of Giovanni Bucarelli, by 6:00 p.m. on Thursday, 2 April 2026.

In addition, within the deadline set by the applicable legislation for the publication of the slates by the Company – and therefore also after the submission of the slate, provided that it occurs at least twenty-one days before the date scheduled for the Shareholders' Meeting in a single call, i.e. by 6 April 2026 – a specific certificate issued by an intermediary authorised to keep accounts under applicable law must be filed, evidencing the ownership, at the time of submission to the Company of the slate, of the number of shares required for the submission itself, by means of transmission to the Company (by the authorised intermediary) of the communication provided for under Article 43 of the Post-Trading Regulation. Please note that the ownership of such shareholding is determined with reference to the shares registered in favour of the Shareholder on the day on which the slates are filed with the Company.

Shareholders are reminded that Directors must meet the requirements set out by law and by the Company Bylaws, and that slates including a total number of candidates equal to or greater than three must consist of candidates belonging to both genders, in compliance with the gender balance required by the applicable pro tempore legislation. It is also specified that Shareholders submitting a "minority slate" are subject to the recommendations issued by Consob in communication No. DEM/9017893 of 26 February 2009.

For further information on the procedures and deadlines, as well as on the documentation to be filed for the submission of slates, reference is made to the more detailed description included in the **Report of the Directors** on the third item on the agenda and, in general, to the applicable laws and Company Bylaws.

Slates submitted without complying with the above provisions shall be deemed not submitted.

It is specified that, in view of the renewal, on 23 February 2026 the Board of Directors approved the "Guidelines of the Board of Directors of Pharmanutra S.p.A. to shareholders on the future size and composition of the new board of directors." The document, as indicated in the Company's press release of 23 February 2026, is available to the public on the Company's website at: <<https://pharmanutragroup.com/governance/company-documents>>.

The slates will be subject to the disclosure requirements provided for by the applicable – also regulatory – provisions. In particular, at least twenty-one days before the date of the Shareholders' Meeting (i.e., **6 April 2026**) the slates will be made available to the public at the registered office and on the Company's website, as well as in the other forms provided for by Consob regulation.

Shareholders submitting a slate containing a number of candidates greater than half of the members to be elected are invited to formulate – and to transmit to the certified e-mail address *pharmanutra@pec.it* – the proposals relating to the appointment process of the administrative body (duration of the new mandate and number of members, in compliance with the limits set by the Company Bylaws) sufficiently in advance so that such proposals may be published by the Company together with the slates.

## **DOCUMENTATION**

The documentation relating to the Shareholders' Meeting will be made available to the public,

within the terms provided by law, on the Company's website ([www.pharmanutragroup.com](http://www.pharmanutragroup.com), section *Governance / Shareholders' Meetings*), as well as on the authorised storage mechanism "eMarket STORAGE", available at [www.emarketstorage.com](http://www.emarketstorage.com), according to the following timeline:

- simultaneously with the publication of this notice, the explanatory report on item 3 on the agenda;
- at least 30 days before the date of the Shareholders' Meeting, i.e., by 28 March 2026, the Directors' Report on items 1, 2 and 5 on the agenda (the latter including the related reasoned proposal of the Board of Statutory Auditors);
- by 5 April 2026, the documentation referred to in Article 154-ter of the TUF (Consolidated Law on Finance) and the Corporate Governance and Ownership Structure Report prepared pursuant to Article 123-bis of the TUF;
- at least 21 days before the date of the Shareholders' Meeting in a single call, i.e., by 6 April 2026, the Remuneration Report pursuant to Article 123-ter of the TUF, as well as the explanatory report on item 4 on the agenda;
- at least 15 days before the date of the Shareholders' Meeting in a single call, i.e., by 12 April 2026, the documentation referred to in Article 77, paragraph 2-bis of the Issuers' Regulation will be made available to the public solely at the registered office of PHN.

This notice of call is published, pursuant to Article 125-bis of the TUF and Article 84 of the Issuers' Regulation, on the Company's website ([www.pharmanutragroup.com](http://www.pharmanutragroup.com), section *Governance / Shareholders' Meetings*), on the authorised storage mechanism "eMarket STORAGE" available at [www.emarketstorage.com](http://www.emarketstorage.com), and in excerpt form in the newspaper "Il Sole 24 Ore" on 18 March 2026.

Pisa, 17 march 2026

On behalf of the Board of Directors  
The Chairman

Fine Comunicato n.20106-10-2026

Numero di Pagine: 10