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Oggetto : Datrix: Ordinary Shareholders' Meeting
resolutions

Testo del comunicato

Please see attachment.



ORDINARY SHAREHOLDERS' MEETING OF DATRIX HAS APPROVED:

- **the statutory financial statements as of 31 December 2025 and has acknowledged the consolidated financial statements**
- **the allocation of the result for the financial year ended 31 December 2025**
- **the appointment of the Audit Firm for the three-year period 2026-2028**
- **the authorisation to purchase and dispose of treasury shares**

Milan, 29 April 2026 – The Ordinary Shareholders' Meeting of **Datrix S.p.A.** ("Datrix" or the "Company"), a company listed on Euronext Growth Milan multilateral trading facility (ticker: DATA.MI – ISIN IT0005468357) and leading the first international ecosystem of vertical Artificial Intelligence software companies, met today, on first call session, under the chairmanship of Fabrizio Milano d'Aragona, to resolve on the following items on the agenda.

Approval of the statutory financial statements as of 31 December 2025 and review of the consolidated financial statements as of 31 December 2025

The Shareholders' Meeting approved the statutory financial statements as of 31 December 2025, accompanied by the Board of Directors' management report, the Board of Statutory Auditors' report and the Audit Firm's report, and reviewed the consolidated financial statements as of 31 December 2025, as examined and approved by the Board of Directors on 30 March 2026.

For the financial year ended 31 December 2025, Datrix recorded Sales Revenues of €1.1 million (€1.3 million in 2024), a negative EBITDA of €-0.9 million (negative €-2.0 million in 2024) and a net loss of €-1.4 million (€-2.5 million in 2024).

The Consolidated Financial Statements as of 31 December 2025 showed Net Revenues of €10.9 million (€12.8 million in 2024), Total Revenues of €13.6 million (€18.2 million in 2024), Adjusted EBITDA of €1.8 million (€1.0 million in 2024) and a consolidated net loss of €-2.1 million (€-2.5 million in 2024).

Main results as of 31 December 2025

Data as of 31/12/2025 (Euro/000)	Consolidated	Datrix S.p.A.
Total Revenues	13,574	1,116
Adjusted EBITDA	1,827	-948
Net Result	-2,133	-1,387
NFP	2,392	-653

For an analysis of the consolidated figures as of 31 December 2025, please refer to the press release published on 30 March 2026.

Allocation of the result for the financial year

The Shareholders' Meeting approved the Board of Directors' proposal to carry forward the net loss for the year, amounting to Euro 1,387,035.

Appointment of the Audit Firm for the three-year period 2026-2028

The Ordinary Shareholders' Meeting resolved to appoint **RSM Società di Revisione e Organizzazione Contabile S.p.A.** as Audit Firm for the statutory financial statements and the consolidated financial statements for the financial years 2026-2028, as well as for the limited review of the half-year reports as of 30 June 2026, 30 June 2027 and 30 June 2028, with a gross annual fee of Euro 28,000.

Authorisation to purchase and dispose of treasury shares

The Shareholders' Meeting of Datrix resolved to authorise the Board of Directors to purchase and dispose of treasury shares pursuant to Articles 2357 et seq. of the Italian Civil Code, also in multiple tranches, within 18 months from the date of the resolution, in respect of ordinary shares of Datrix with no par value, up to a maximum number which, taking into account the ordinary shares of the Company from time to time held in portfolio by the Company and its subsidiaries, shall not in aggregate exceed 10% of the share capital of the Company at the time of each purchase and, in any case, for a maximum consideration of Euro 1,000,000, within the limits of distributable profits and available reserves resulting from the latest approved financial statements at the time each transaction is carried out, and in compliance with Article 2357, paragraph 3, of the Italian Civil Code.

The authorisation to purchase and dispose of treasury shares has been granted for the following purposes:

- to support the liquidity of the Company's shares, so as to facilitate the orderly conduct of trading and avoid price movements inconsistent with market trends, as well as to regularise trading activity and price trends in the event of temporary distortions caused by excessive volatility or low trading liquidity, including pursuant to and for the effects of the relevant market practice admitted by Consob, in accordance with Article 13 of Regulation (EU) No. 596/2014;
- to carry out transactions such as the sale and/or exchange of treasury shares for the acquisition of equity interests and/or real estate assets and/or the execution of agreements with strategic partners;
- to operate with a medium- and long-term investment perspective, by intervening both on the market, and on over-the-counter markets or outside the market, through accelerated bookbuilding procedures or block trades, at any time, in whole or in part, in one or more transactions;
- to build a so-called "treasury shares reserve" for the purpose of selling, disposing of and/or using treasury shares at any time, in whole or in part, in one or more transactions, provided that this is consistent with the Company's strategic guidelines, in the context of extraordinary corporate and/or financial transactions, including, by way of example and without limitation, acquisitions, mergers, demergers, capital transactions, exchanges, contributions, share swaps, financing transactions or other transactions in connection with which the assignment or disposal of treasury shares is necessary or appropriate;
- to fulfil obligations arising from any stock option, stock grant, performance share and, more generally, share-based incentive plans, whether for consideration or free of charge, including long-term plans, whether existing or future, to be granted to directors, key management personnel, employees or collaborators of the Company or its subsidiaries;

- to use treasury shares already purchased or held in portfolio to service the exercise of rights including conversion rights, arising from financial instruments issued by the Company, its subsidiaries or third parties.

It being understood that, should the reasons underlying the purchase cease to apply, the treasury shares purchased pursuant to the authorization may be allocated to one of the other purposes listed above or disposed of.

The resolution further provides that the purchase price shall be determined from time to time by the Board of Directors, having regard to the method chosen for the execution of the transaction and in compliance with any applicable regulatory requirements as well as, where applicable, the admitted market practices in force from time to time, it being understood that purchases shall be carried out in compliance with applicable laws and regulations, including Regulation (EU) No. 596/2014 and Commission Delegated Regulation (EU) No. 2016/1052, as well as the admitted market practices in force from time to time, where applicable. In any event, purchases shall be carried out: (i) at a price per share not more than 20% lower or higher than the reference price recorded by the shares in the stock exchange session preceding each individual transaction or in the stock exchange session preceding the date of announcement of the transaction, depending on the technical method chosen by the Board of Directors; and (ii) at a consideration not exceeding the higher of the price of the last independent transaction and the highest current independent purchase offer on the trading venue where the purchase is being carried out.

Sales, disposals or other uses of treasury shares shall be carried out: (a) if executed for cash, on the terms and conditions determined from time to time by the Board of Directors, at a consideration not less than 20% below and not more than 20% above the reference price recorded in the Borsa Italiana S.p.A. trading session on the day preceding each individual transaction; (b) if executed in the context of extraordinary transactions, on the economic terms to be determined by the Board of Directors having regard to the nature and characteristics of the transaction, also taking into account the market performance of the Company's shares; (c) with regard to shares allocated to incentive plans, on the terms and conditions set out in the relevant plans; subject in any case to compliance with any limits provided for by applicable laws and regulations as well as, where applicable, the admitted market practices in force from time to time.

It is noted that as at today the subscribed and paid-up share capital of Datrix amounts to Euro 167,666.19, divided into 16,766,619 shares with no par value, of which 9,811,119 ordinary shares and 6,955,500 multiple-vote shares, and that the Company currently holds 16,500 treasury shares (equal to 0.1% of the share capital).

For further information regarding the authorization to purchase and dispose of treasury shares, please refer to the Explanatory Report of the Board of Directors, published on the Company's website at www.datrixgroup.com, as well as on the website www.borsaitaliana.it.

Filing of documentation

The minutes of today's Shareholders' Meeting, including the summary voting results, will be made available to the public, within the timeframes provided for by applicable regulations, at the registered office and on the Company's website in the "Governance/Shareholders' Meetings and Meeting Documents" section dedicated to this Meeting, as well as in accordance with the further procedures provided for by applicable regulations.

This press release is available on the Company's website www.datrixgroup.com in the "Investors/Press Releases" section, as well as at the SDIR 'eMarket Storage' circuit at www.emarketstorage.it.

ABOUT DATRIX

Datrix is a Group listed on Euronext Growth Milan (ISIN code IT0005468357), leading the first international ecosystem of vertical Artificial Intelligence B2B software companies.

The Group is active with AI-Based solutions in 2 business areas: AI for Data Monetization (to maximize growth opportunities in the Martech, AdTech, and FinTech sectors by transforming data into tangible value) and AI for Industrial & Business Processes (to optimize the efficiency of industrial and business processes in key sectors such as energy, manufacturing, finance, logistics, and transportation).

The Datrix Group today includes the brands: Adapex, Aramix, ByTek and Navla.

Datrix is also a technology partner of over 20 universities and international research centers for important Research & Development projects (funded by the European Union and Italy) based on Artificial Intelligence algorithms in the fields of LifeScience/Health, Social Well Being, and Cybersecurity.

Datrix, with headquarters in Italy, operates in Europe, the United States, and the United Arab Emirates.

More info at www.datrixgroup.com

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