

PRESS RELEASE

IMMSI GROUP: ANNUAL GENERAL MEETING

2023 Financial Statements approved

Approval of final dividend of 2.5 eurocents per ordinary share

Adoption of the one-tier governance and control model

Appointment of the new Board of Directors

Approval of plan for purchase and disposal of the Company's ordinary shares

Milan, 29 April 2024 - **The Annual General Meeting of Immsi & C. S.p.A. shareholders was held today in ordinary and extraordinary sessions. It was chaired by Matteo Colaninno and attended by 68.198% of the share capital**, exclusively through proxies granted to Monte Titoli S.p.A., the Designated Representative pursuant to art. 135-*undecies* of Lgs.Decree no. 58/1998 (“TUF” - Consolidated Finance Act) and art. 106 of decree law 18/2020, as subsequently amended.

At the extraordinary session, the Meeting examined and approved:

- (i) **the proposed amendments to the Articles of Association in connection with the adoption of the one-tier governance and control model**, which consists of a Board of Directors, which is responsible for management, and a Management Control Committee, formed within the board itself, which performs supervisory activities.
- (ii) **additional amendments to the Articles of Association** in line with the latest practices and guidance, regarding which reference should be made to the related report.

The adoption of the one-tier system will help the management function and the control function build more productive and faster forms of synergy, to the benefit of the Company and all its stakeholders, and is additional confirmation of Immsi’s constant attention to adopting the best international governance practices, given that this is the most commonly used model among the issuers listed on the European and international stock markets.

During the ordinary session, the Meeting examined and approved the Immsi S.p.A. 2023 separate financial statements and took note of the Immsi Group consolidated financial statements as at and for the year ended 31 December 2023 and the consolidated non-financial declaration.

In 2023, Immsi Group consolidated net sales amounted to 2,021.1 million euro, with EBITDA of 307.8 million euro, the highest EBITDA amount recorded to date, and an EBITDA margin of 15.2%. Net profit was 54.9 million euro including minority interests of 35.8 million euro. Immsi Group net financial debt at 31 December 2023 was 827.4 million euro. Immsi Group capital expenditure in 2023 amounted to 176.6 million euro.

The AGM carried a resolution for the allocation of the year's profit with 823,740.16 euro to the legal reserve and 2,029,863.06 euro to “Profit (loss) carried forward”.

At the ordinary session, the AGM also approved payment of a final dividend of 2.5 eurocents, pre-tax, to each entitled ordinary share (in addition to the interim dividend of 1.5 eurocents paid

on 22.11.2023, ex-dividend date 20.11.2023), for a total dividend for 2023 of 4 eurocents, amounting overall to 13,621,200 euro (drawn from the residual profit for financial year 2023 after the allocations to the legal reserve and to “Profit (loss) carried forward” mentioned above). The ex-dividend date (coupon no. 16) is 20.05.2024, the record date is 21.05.2024 and the payment date is 22.05.2024.

The ordinary session of the Immsi S.p.A. AGM also approved the remuneration policy set out in Section I of the “Report on remuneration policy and fees paid” and Section II of said report.

Taking into account the approval of the new text of the Articles of Association and consequently the adoption of the one-tier governance and control model, **the Immsi S.p.A. AGM appointed the Board of Directors, approving the proposal presented by the shareholder Omniainvest S.p.A. to set the number of directors at 12**, of whom 6 members declared that they met the independence requirements under current legislation (art. 148.3, Lgs.Decree 58/1998 and art. 2, Recommendation 7, of the Corporate Governance Code approved by the Corporate Governance Committee). Of the 6 independent directors, 3 also declared their candidacy and therefore that they met the requirements of art. 26 of the Articles of Association concerning the appointment of members of the Management Control Committee (MCC), of whom 2 also declared that they were registered with the Register of Statutory Auditors. **The term of office of the Board of Directors will be three years, until the date of the Shareholders’ Meeting called to approve the financial statements for the year ended 31 December 2026.**

The meeting elected the following directors:

- **Matteo Colaninno;**
- **Michele Colaninno;**
- **Giovanni Barbara** (independent director, who meets the requirements of art. 26 of the Articles of Association for the members of the MCC and is registered with the Register of Statutory Auditors);
- **Fabrizio Quarta;**
- **Gianpiero Succi;**
- **Ruggero Magnoni;**
- **Daniele Discepolo** (independent director, who meets the requirements of art. 26 of the Articles of Association for the members of the MCC);
- **Giulia Molteni** (independent director);
- **Anna Lucia Muserra** (independent director, who meets the requirements of art. 26 of the Articles of Association for the members of the MCC and is registered with the Register of Statutory Auditors).
- **Rosanna Ricci** (independent director);
- **Alessandra Simonotto;**
- **Patrizia De Pasquale** (independent director).

All the Directors elected by the AGM were drawn from the single list presented by Omniainvest S.p.A. (which obtained 100% of the votes).

The election of the members of the Board of Directors complied with current law and with the new Articles of Association concerning gender balance and independence.

The *curricula vitae* of the members of the Board of Directors are available on the website www.immsi.it in the Governance/Assemblea/Archivio/Lista Consiglio di Amministrazione section. To the extent known to the Company, the directors Matteo Colaninno and Michele Colaninno each directly hold 30,000 Immsi shares.

The Immsi S.p.A. Shareholders’ Meeting also renewed the authorisation for the purchase and

disposal of the Company's own shares. The purpose is to provide the Company with a useful strategic investment opportunity for the purposes allowed under law, including the purposes contemplated in art. 5 of EU Regulation 596/2014 (Market Abuse Regulation, hereinafter "MAR") and in compliance with the practices allowed under art. 13 MAR and the related measures adopted by the national authority, and also for purchases of own shares for subsequent cancellation.

The share buyback authorisation was granted for a maximum number of shares that, taking into account the Immsi S.p.A. ordinary shares held from time to time by the company and the subsidiaries, may not exceed the maximum limit established by the applicable laws in force at the time, and for a consideration that does not exceed the greater of the price of the most recent independent transaction and the price of the highest current independent offer on the trading markets where the buyback is made, subject to the condition that the per-share purchase consideration shall not in any case be more than 20% below and 10% above the mean official share price in the 10 trading days before each purchase transaction.

The purchase authorisation will remain in effect for 18 months as from the date of the AGM, while the authorisation for disposal was granted without any time limit.

As of today, the company does not hold any own shares.

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The manager in charge of preparing the company accounts and documents, Stefano Tenucci, certifies, pursuant to paragraph 2 of art. 154-bis of the TUF that the accounting disclosures in this statement correspond to the accounting documents, ledgers and entries.

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