



PRESS RELEASE

The Shareholders' Meeting of Fidia S.p.A. approves the 2022 Budget, the Remuneration Report and appoints the new Board of Directors and Board of Statutory Auditors

The Ordinary Shareholders' Meeting of Fidia S.p.A. resolved:

- The approval of the Financial Statements as of December 31, 2022, which closed with a profit of €13.3 million.
- The Consolidated Financial Statements reported a value of production of € 24.4 million with an increase of 2.4% over the previous year.
- the approval of Section One of the Report on Remuneration Policy and Compensation Paid and resolved in favour of Section Two
- The appointment of the Board of Directors and the Board of Statutory Auditors for the three-year period 2023-2025.

Luigi Maniglio, the company's new Chairman, announced the backlog to date, amounting to €20 million.

San Mauro Torinese, April 27, 2023 – Fidia S.p.A. ("Fidia" or the "Company") - a leading group in numerical control technology and integrated systems for the calculation, scanning and milling of complex shapes, listed on the Euronext Milan market of the Italian Stock Exchange - announces that the Ordinary Shareholders' Meeting, which met today under the chairmanship of Luigi Maniglio,

"I am particularly proud to chair the first Shareholders' Meeting of Fidia's new era" commented Luigi Maniglio, the company's newly appointed Chairman. "If we have come this far, it is thanks to the determination to relaunch a brand and a company that has experienced seasons of success but has struggled to find its position in recent years, despite its intrinsic industrial and commercial value. With perseverance, we have pursued the path to recovery, which has seen the collaboration of suppliers and financial institutions, and identified new shareholders who, together with us, are providing the necessary financial support for the relaunch. It is with satisfaction that we begin to see the first results of this work: up to date, the backlog reached 20 million euros, a value affordable for the brand but that the company has not achieved for years. It represents a good roadway for the current fiscal year."

The Shareholders' Meeting resolved on the following agenda items.

1) Approval of the financial statements for the year ending December 31, 2022 and allocation of the operating result

The Shareholders' Meeting of Fidia, approved, both as a whole and in single items, the financial



statements as at 31 December 2022, as well as the Board of Directors' proposal to carry forward the profit for the year of €13,263,111.92.

The financial statements as at 31 December 2022 of Fidia S.p.A. reported

- **Revenues** of €16.5 million, up from €14.5 million in 2021
- Negative **EBITDA** of €1.8 million (compared to €151 thousand as at 31 December 2021)
- **EBIT** was €13.6 million (compared to -€2.4 million in the same period of 2021).

The Shareholders' Meeting also reviewed the Consolidated Financial Statements as of 31 December 2022, which report:

- **Net revenue** at €24.4 million (€23.8 million in 2021)
- **Gross Operating Margin (EBITDA)** of -€2.6 million (€0.4 million in 2021)
- **Net Profit** €5.8 million (vs. -€3.5 million in 2021)
- **Investments** €0.2 million net related to the capitalisation of assets with long-term utility.

2) Report on remuneration policy and compensation paid

The Shareholders' Meeting of Fidia, having examined the Report on the remuneration policy and compensation paid prepared by the Board of Directors of the Company pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998 ("TUF") and Article 84-quater of Consob Regulation No. 11971 of May 14, 1999 ("Issuers' Regulations") and based on Schedule 7-bis of Annex 3A of the aforementioned Issuers' Regulations, has: (i) approved the remuneration policy for the Company's management and supervisory bodies, general managers and executives with strategic responsibilities for the financial year 2023, described in the first section, pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of the TUF; and (ii) resolved in favour of the second section of the said report, concerning the compensation paid in the financial year 2022, pursuant to Article 123-ter, paragraph 6 of the TUF.

3) Appointment of the Board of Directors

The Shareholders' Meeting appointed the new Board of Directors of Fidia, determining the number of its members at five and setting the term of office at three fiscal years expiring, therefore, on the date of the Shareholders' Meeting to approve the financial statements as of December 31, 2025.

The new Board of Directors is composed of the following members:

- Luigi Maniglio
- Roberto Culicchi
- Marco Livelli
- Monica Donzelli
- Laura Morgagni



The members of the Board of Directors were drawn from the only list received, submitted by the shareholder FAI HOLDING AG, owner of 1,121,164 ordinary shares of Fidia with voting rights, representing approximately 16.15% of the Company's share capital.

The Ordinary Shareholders' Meeting also appointed Luigi Maniglio as Chairman of the Board of Directors and determined the remuneration of the Board of Directors, for each of the three fiscal years of the term of office, at a maximum of EUR 700,000.00 gross per annum, plus reimbursement of expenses incurred for the office, remuneration that is inclusive of any positions taken in Group subsidiaries and remuneration for directors holding special offices pursuant to Article 2389, paragraph 3, Civil Code, to be divided by the Board of Directors also in compliance with the provisions of the Remuneration Policy and to be disbursed pro rata temporis, excluding any future incentive plans based on financial instruments.

Director Laura Morgagni declared that she meets the independence requirements established by Articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF, as well as the Corporate Governance Code.

The curricula vitae of the members of the Board of Directors are available on the Company's website www.fidia.it/investor-relations/assemblee/assemblea-27-04-2023/.

As of today's date, to the best of the Company's knowledge, none of the Board members is known to hold shares in Fidia S.p.A.

Appointment of the Board of Statutory Auditors

The Shareholders' Meeting appointed the new Board of Statutory Auditors of Fidia, setting its term of office at three fiscal years, expiring with the approval of the financial statements as of December 31, 2025, and which is composed as follows:

- Massimo Ceraolo, Chairman
- Paolo Pintossi, Standing auditor
- Mariarosa Schembari, Acting auditor
- Silvia Cornaglia, Alternate Auditor
- Mauro Tommasi, Alternate Auditor
- Stefano D'Orazio, Alternate Auditor

The members of the Board of Statutory Auditors were drawn from the only list received, submitted by the shareholder FAI HOLDING AG - holder of 1,121,164 ordinary shares of Fidia with voting rights, representing approximately 16.15% of the Company's share capital - with the exception of the alternate member Stefano D'Orazio, who was unanimously appointed by the Shareholders' Meeting upon the Chairman's proposal.

The Shareholders' Meeting determined the compensation to be paid to the members of the Board of Statutory Auditors to be € 40,000 gross per year for the Chairman and € 29,000 gross per year for each of the regular members, plus the social security contribution and reimbursement of expenses incurred



by reason of the office.

The curricula vitae of the members of the Board of Statutory Auditors are available on the Company's website www.fidia.it/investor-relations/assemblee/assemblea-27-04-2023/.

As of today's date, to the Company's knowledge, none of the Statutory Auditors holds shares in Fidia S.p.A.

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The new Board of Directors, which took office at the conclusion of the Shareholders' Meeting proceedings, will meet in the coming days in order to proceed, inter alia, with the assignment of proxies, the verification of the existence of the requirements provided for by the laws, regulations and bylaws in force for the members of the Board of Directors and the Board of Statutory Auditors, as well as the definition of the composition of the endo-consulting Committees.

Other information

Pursuant to Article 125-quater, paragraph 2 of the TUF, the summary voting statement will be made available on the Company's website at www.fidia.it, in the "Investor Relations/Assemblies" section within 5 (five) days from the date of the Shareholders' Meeting. The document will give evidence of the number of shares represented at the Meeting and those for which votes were cast, the percentage of the capital that these shares represent, the number of votes for and against, and the number of abstentions.

The Minutes of the Shareholders' Meeting will be made available to the public within the terms and in the manner prescribed by applicable laws and regulations at the Company's registered office, on the Company's website www.fidia.it, in the "Investor Relations/Assemblies" section, as well as at the authorized storage mechanism "1INFO" at www.1info.it.

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DECLARATION OF THE MANAGER IN CHARGE OF PREPARING CORPORATE ACCOUNTING DOCUMENTS

The Manager in charge of preparing corporate accounting documents, Rag. Secondo Dentis, declares pursuant to paragraph 2 of Article 154-bis of the TUF that the accounting information contained in this press release corresponds to the documentary results, books and accounting records.

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This press release is available on the company's website www.fidia.it, in the "Investor Relations" section; at Borsa Italiana S.p.A. and on the authorized storage system "1info" at: www.1info.it

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Fidia S.p.A., is a company listed on Euronext Milan (EXM), with headquarters in San Mauro Torinese (TO). It is one of the world's leading companies in the design, production and distribution of high-performance integrated milling systems, applied mainly in the automotive moulds and dies sector and in the aerospace industry. With over 40 years of experience and around 200 employees, Fidias Group stands out as one of the few industrial companies able to offer solutions covering the entire milling process, from the definition of the machining programme to the finished product. Fidias manufactures,



sells and maintains all around the world: numerical controls for milling systems, high-speed milling systems, CAM software for milling complex shapes.

FURTHER INFORMATION

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