



## PRESS RELEASE

### THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF OMER S.P.A.:

- **APPROVED THE FINANCIAL STATEMENTS AND EXAMINED THE CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2023**
- **APPROVED THE ALLOCATION OF PROFIT FOR THE YEAR**
- **APPOINTED THE BOARD OF DIRECTORS**
- **APPOINTED THE BOARD OF STATUTORY AUDITORS**
- **APPROVED THE STATUTORY AMENDMENTS**

**Carini (PA), April 29<sup>th</sup>, 2024** – OMER S.p.A. (the “Company” or “OMER”, ISIN IT0005453748) – *a company active in the sector of components and interior furnishings for railway transport vehicles* – announces that the ordinary and extraordinary Shareholders' Meeting met on today's date, in first call, under the Chairmanship of Giuseppe Russello.

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### ORDINARY PART

**1. Examination and approval of the financial statements of Omer S.p.A. as of 31 December 2023 and presentation of the consolidated financial statements of the Group as of 31 December 2023; allocation of the profit for the year.**

The Shareholders' Meeting approved the Company's financial statements as of 31 December 2023; furthermore, during the Shareholders' Meeting the consolidated financial statements of the Group as of 31 December 2023 were presented, of which the following results are reported:

- Total consolidated revenues equal to € 67.3 million, approximately +6% compared to € 63.3 million in 2022;
- EBITDA at € 15.1 million, up by approximately 10% compared to € 13.8 million in 2022; EBITDA Margin improving and equal to 22.4%;
- Net profit for the year equal to € 8.4 million compared to € 8.3 million in 2022;
- Shareholders' equity of € 55.3 million, up compared to € 48.6 million as of 31 December 2022;
- Positive Net Financial Position (cash) equal to € 19.8 million compared to a positive Net Financial Position as of 31 December 2022 equal to € 9.6 million;
- Backlog as of 31 December 2023 equal to approximately € 125 million, up 8% compared to the 2022 figure;
- Soft backlog as of 31 December 2023 equal to about € 243 million.

Furthermore, the Shareholders' Meeting approved to allocate the Net Profit of € 8,850,141:

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- to the distribution of an ordinary unitary dividend, gross of legal withholdings, equal to € 0.06 for each entitled ordinary share, therefore excluding treasury shares in the Company's portfolio as of today, for a total amount of € 1,718,124.48, with coupon detachment on May 20, 2024 (record date May 21, 2024) and payment starting from May 22, 2024;
- the remainder to the extraordinary reserve.

## 2. Appointment of the Board of Directors

The Shareholders' Meeting appointed the five members of the Board of Directors with the election of all the members part of the only list presented by Halfa S.r.l., which holds a stake equal to 73.57% of the share capital of the Company.

The Board of Directors is therefore composed as follows:

1. Giuseppe Russello, as Chairman of the Board of Directors;
2. Vincenza Russello;
3. Roberto Polizzi;
4. Salvatore Giosuè;
5. Angelo Costa (\*).

\* Subject who has declared to possess the independence requirements

The Shareholders' Meeting also resolved:

- to set the term of office of the Board of Directors at three financial years and therefore until the date of the Shareholders' Meeting convened to approve the financial statements as of 31 December 2026;
- to determine at Euro 775,000.00 gross per year, plus VAT, if due, legal contributions, reimbursement of expenses incurred for the office and any fringe benefits, to be divided among the members of the Board of Directors, including those invested with particular roles, to the extent that will be identified by the same and to provide for the provision in favor of the CEO of an end-of-term indemnity equal to 20% per year calculated on the gross annual fixed compensation received by the same.

The curricula vitae and further supporting documentation are available to the public at the Company's registered office, on the Company's website at [www.omerspa.com](http://www.omerspa.com) in the *Corporate Governance - Shareholders' Meeting* section and on the website [www.borsaitaliana.it](http://www.borsaitaliana.it) in the *Stocks - Documents* section.

## 3. Appointment of the Board of Statutory Auditors

The Shareholders' Meeting appointed the members of the Board of Auditors with the election of all the members forming part of the single list presented by Halfa S.r.l., which holds a stake equal to 73.57% of the share capital of OMER S.p.A..

The Board of Statutory Auditors is therefore composed as follows:

Standing Auditors

1. Fabrizio Escheri, as Chairman of the Board of Statutory Auditors;

2. Antonina Parrotta;
3. Marco Sposito.

Alternate auditors

1. Massimo De Benedictis;
2. Antonio Imburgia.

The Shareholders' Meeting also resolved:

- to set the term of office of the Board of Statutory Auditors to be appointed as three financial years and therefore until the date of the Shareholders' Meeting called to approve the financial statements as of 31 December 2026;
- to determine the gross annual compensation due to the President of the Board of Statutory Auditors at Euro 24,000;
- to determine the gross annual compensation due to each of the other two standing auditors at Euro 16,000.

The curricula vitae and further supporting documentation are available to the public at the Company's registered office, on the Company's website at [www.omerspa.com](http://www.omerspa.com) in the *Corporate Governance - Shareholders' Meeting* section and on the website [www.borsaitaliana.it](http://www.borsaitaliana.it) in the *Stocks - Documents* section.

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#### EXTRAORDINARY PART

- 1. Amendment of the current text of the company bylaws following (i) the amendments made to the Euronext Growth Milan Issuers Regulation regarding the assessment of the existence of the requirements for independent directors referred to in Notice no. 43747 of Borsa Italiana S.p.A. as well as (ii) the entry into force of Law 21/2024 (so-called Capital Law)**

The Shareholders' Meeting resolved to approve the proposed statutory amendments and in particular the amendments to articles 21.3, 22.3 and 22.5, aimed at implementing what was communicated by Borsa Italiana S.p.A. in notice no. 43747 published on 17 November 2023, concerning the elimination of the burden on the Euronext Growth Advisor relating to the assessment of the existence of the independence requirements of the directors and the consequent passage of the burden of the assessment to the Board of Directors of the Company at the time of appointment and then annually.

In addition, the Shareholders' Meeting resolved to approve the modification of article 34.1 following the entry into force of Law no. 5 March 2024. 21 ("Capital Law"), which made changes, inter alia, to the regulation of the so-called. issuers of widespread financial instruments and, in particular, eliminated the art. 116 of the Legislative Decree. 58/1998 (TUF).

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This press release is available in the Investor Relations section of the website <https://omerspa.com>. For the transmission of Regulated Information, the Company uses the EMARKET SDIR dissemination system available at [www.emarketstorage.com](http://www.emarketstorage.com), managed by Teleborsa S.r.l. - with headquarters in Piazza di Priscilla, 4 - Rome - following the authorization and CONSOB resolutions no. 22517 and 22518 of 23 November 2022.

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#### **About OMER**

OMER S.p.A., founded in Palermo in 1990 as a manufacturer of components for road vehicles, in 1993 began operating in the sector of components and interior furnishings for railway vehicles. Today OMER is an important international operator in the design and production of railway components with a high engineering, design and innovative content, intended for the preparation of high-speed, regional and underground trains. The Company is positioned as a partner of the manufacturers of railway trains, which receive their orders from railway transport operators. The Group is recognized by the main manufacturers of rolling stock and is specialized in the design and production of railway interiors, i.e. internal coatings intended for all areas of the vehicle, of cabins for sanitary modules (so-called toilet module cabins), as well as of the external components of the carriage, such as fairings and doors. The Group's commitment is also made clear by an ESG (Environmental, Social, Governance) profile. The Issuer's products are in fact intended for a sector which cares for the environmental impact such as the railway sector. In this regard, the prevalent use of aluminium inside the trains is oriented towards high recyclability. For more information visit our website: [www.omerspa.com](http://www.omerspa.com)

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