

Press Release

APPROVED THE MERGER BY INCORPORATION OF SANORT S.R.L.

ADAPTATION OF THE STATUTE TO REGULATORY REQUIREMENTS

Viareggio, May 6, 2021 - The Board of Directors, in notarial form, of Farmaè S.p.A.- a company listed on the AIM Italia market of Borsa Italiana, leader in Italy in the e-retailing of health and wellness products - (the "**Company**" or "**Farmaè**") and the Shareholders' Meeting of Sanort S.r.l. ("**Sanort**"), today approved the project of merger by incorporation of Sanort into Farmaè (the "**Merger**").

The Merger is aimed at reorganizing the structure of the shareholding chain, allowing greater flexibility of internal processes and consequently optimizing the management of resources and intercompany economic and financial flows.

The Merger has been resolved using as merger balance sheets pursuant to and for the purposes of Article 2501-quater of the Italian Civil Code the draft financial statements of Farmaè and Sanort as at December 31, 2020, approved by their respective corporate bodies.

Given that 100% of Sanort's share capital is currently held by Farmaè, for the purposes of the Merger, the simplifications envisaged by Art. 2505 of the Italian Civil Code are applied.

The Merger will determine, as of its effective date, the extinction of Sanort and therefore the cancellation of its shareholdings and of its share capital. Farmaè's share capital will remain unchanged compared to the one existing as at today's date, as well as the shareholding structure and the stakes held by the shareholders in Farmaè's share capital, since the Merger will not result in any assignment of shares pursuant to Article 2501-ter, paragraph 1, numbers 4) and 5) of the Italian Civil Code nor, consequently, in any determination of exchange ratios or cash balances pursuant to Article 2501-ter, paragraph 1, number 3) of the Italian Civil Code.

For statutory purposes, the Merger will be effective (without prejudice to legal requirements) as from the date indicated in the Merger deed, in compliance with the provisions of art. 2504-bis, paragraph 2 of the Italian Civil Code. Pursuant to art. 2504-bis, paragraph 3 of the Italian Civil Code, for accounting and tax purposes, the Merger will be effective as from 1 January of the year in which the Merger takes effect for legal purposes.

The documentation related to the Merger, including the minutes of the Board of Directors of Farmaè and of the Shareholders' Meeting of Sanort held today, are available, within the terms of law, on the website of Farmaè www.farmaegroup.it in the section "Governance / Mergers and acquisitions / Merger Sanort S.r.l.".

The Board of Directors of Farmaè, today, also approved the amendments to the bylaws in order to adapt the text to the provisions of art. 2400 of the Italian Civil Code with regard to the duration of the Board of Statutory Auditors.

The text of the articles of association thus amended will be made available to the public, following its registration with the Companies' Register, on the Company's website www.farmaegroup.it, in the section "Governance / Corporate documents and procedures".

This press release is available in the "Investor Relations" section of the Company's website www.farmaegroup.it.

Born in Viareggio in 2014 Farmaè is the first OnLife eRetailer of Health and Wellness in Italy. "OnLife" retail is a new economic paradigm, characterized by the integration of online, offline, logistics and data in a single value chain. Today the company operates mainly in eCommerce with more than 45,000 references in 14 different product categories marketed. but it is also present in the country with 9 Farmaè and 1 Beautyè Store. In sharing the new philosophy "OnLife", Farmaè intends to put the customer at the center of its circular activities, responding immediately, quickly and pragmatically to every need and ensuring a unique customer experience, regardless of the purchase channel used.

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