

Press release

BUY-BACK PLAN SUBMITTED TO THE SHAREHOLDERS' MEETING

Viareggio, 11 April 2022 - Farmaè S.p.A. – a company listed on the **Euronext Growth Milan** market of Borsa Italiana, a leading integrated platform in Italy in the healthcare, beauty and wellness sectors – (the "**Company**") announces that the Board of Directors, which met today, resolved to submit for approval to the forthcoming Shareholders' Meeting (see press release of 31 March 2022, available in the Investor Relations section of the Company's website www.farmaegroup.it), inter alia, the authorisation to purchase and subsequently dispose of treasury shares pursuant to Articles 2357 et seq. of the Italian Civil Code, as well as article 25-bis of the Euronext Growth Milan Regulation, in light of the reasons and according to the procedures and terms illustrated below.

Reasons for the request for authorisation

The authorisation for the purchase and disposal (intended, by way of example and not limited to, as sale, exchange, contribution and/or other use) of treasury shares is appropriate in order to allow the Company to: (a) use treasury shares within the scope of transactions connected to ordinary operations or projects consistent with the strategies that the Company intends to pursue, in relation to which the opportunity to exchange shares arises, with the main objective therefore of acquiring a portfolio of treasury shares that can be used for extraordinary financial operations and/or other uses deemed to be of financial-management and strategic interest for the Company; the aim therefore is of finalising corporate integration transactions with potential strategic partners, exchanges of shareholdings or commercial and/or professional agreements deemed to be strategic for the Company; and (b) intervene (where possible and provided for by the applicable legal and regulatory provisions), in compliance with the provisions in force, including through intermediaries, to contain abnormal movements in prices and to regularise the trend of trading and prices, in the face of momentary distortions linked to excessive volatility or poor trading liquidity or, more generally, to support the liquidity of the stock and the efficiency of the market.

Maximum number, category and nominal value of the shares to which the authorisation refers

The Board of Directors' proposal is to authorise the Board of Directors to purchase ordinary (fully paid) shares of the Company, in one or more tranches, in an amount freely determinable by the Board of Directors up to a maximum of 700,000 (treasury) shares, in compliance with the laws and regulations in force at the date of the transaction.

Pursuant to Article 2357, paragraph 3 of the Italian Civil Code, the nominal value of the shares purchased may not exceed one fifth of the Company's share capital, taking into account for this purpose any shares held by its subsidiaries.

Maximum purchase outlay

The maximum purchase outlay for the transaction for which the Board of Directors has requested authorisation is set at Euro 12,000,000. Pursuant to Article 2357 of the Italian Civil Code, the purchase of treasury shares is allowed within the limits of the distributable profits and available reserves resulting from the last approved financial statements and may only concern fully paid-up shares.

Duration of the Meeting's authorisation

The Board of Directors has proposed that the authorisation to purchase treasury shares be granted for the maximum duration allowed by Article 2357, paragraph 2, of the Italian Civil Code, and therefore for a period of 18 months from the date of the relevant shareholders' meeting resolution, with the power of the Board of Directors to proceed with the authorised transactions on one or more occasions and at any time, as freely determined by the Board of Directors itself, in compliance with applicable regulations.

The authorisation to dispose of treasury shares in portfolio has been requested without a time limit, due to the absence of limits in this sense in the current legal provisions and the opportunity to allow the Board of Directors to make use of the maximum flexibility, also in terms of time.

Minimum and maximum consideration

The Board of Directors has proposed that the purchase price of the shares be identified on a case-by-case basis, considering the method chosen to carry out the transaction and in compliance with any regulatory requirements or accepted market practices (which may be applicable to the Company or used by it), but in any event not less than 10% lower and not more than 10% higher than the arithmetic mean of the official prices recorded by the Company's shares on the Euronext Growth Milan multilateral trading system during the five trading days prior to each individual purchase transaction – except in cases where the shares are exchanged, contributed, assigned or other acts of disposition other than in cash, whereby the economic terms of the transaction will be determined, in compliance with applicable regulations, based on the nature and characteristics of the transaction – and in any case in compliance with the terms and conditions established by Delegated Regulation (EU) no. 2019/1052 and other applicable regulations (including those of a European or supranational nature) and the aforementioned accepted practices (where applicable), without prejudice to the possibility of exceeding these limits in the event of extremely low liquidity in the market, again under the conditions mentioned in the aforementioned regulations.

As regards the acts of disposal and/or use of treasury shares, the proposal was that they be carried out at the price or, in any case, according to criteria and conditions determined by the Board of Directors, having regard to the methods actually used, the trend in share prices in the period preceding the transaction and the best interests of the Company.

Way of executing transactions

The Board of Directors has proposed that authorisation be granted for the purchase of treasury shares according to any of the methods permitted by current regulations, to be identified on a case-

by-case basis at the discretion of the Board of Directors itself (or the person delegated to do so), and therefore including by means of a public purchase or exchange offer or by means of purchases made on the Euronext Growth Milan market through an intermediary meeting all the legal requirements, who will be given the relevant mandate by the Board of Directors, in accordance with market practices that do not allow the direct matching of proposed purchases with specific proposed sales.

With regard to transactions involving the disposal and/or use of treasury shares, the Board of Directors has proposed that the authorisation should allow for the adoption of any method that may be appropriate in relation to the purposes pursued, to be carried out also through intermediaries, in compliance with the applicable national and EU laws and regulations.

The Board of Directors has also approved an explanatory report on this matter, drawn up on a voluntary basis, which – together with the notice of call and the other documentation relating to the forthcoming General Meeting – will be made available to the public within the terms and according to the procedures set forth by law, at the Company's registered office and on the Company's website www.farmaegroup.it (section "Governance" - "Shareholders' Meetings") to which reference is made.

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

Established in Viareggio in 2014 and listed since July 2019 on Euronext Growth Milan market of Borsa Italiana, Farmaè is a media platform and a benchmark, a leader in Italy in the Healthcare, Beauty and Wellness sectors. Farmaè Group today controls Farmaè, AmicaFarmacia, Beautyè, Sanort and the media company Valnan Communications. The Group places the customer at the centre of its circular activities, responding immediately, quickly and pragmatically to every need, ensuring a unique customer experience, regardless of the purchase channel used. Farmaè Group is also the primary reference for industries investing in the millions of visitors to online platforms, thus recognizing the Group's main brands as true Media.

For further information:

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