



# CEMBRE

## Press release

### The Shareholders' Meeting approved the Financial Statements at 31/12/2023 and appointed new corporate boards

#### Cembre (STAR): a €1.80 dividend per share

- Appointment of Board of Directors and Board of Statutory Auditors
- Sale (purchase) of own shares authorised
- In the Q1 of 2024 consolidated turnover grow by 1.5%
- Net consolidated financial position at March 31, 2024 equal to a surplus of €14.3 million

Brescia, April 29, 2024 – The Shareholders' Meeting of Cembre S.p.A. – a STAR segment company listed on the MTA (screen-based equities market) and one of the largest European producers of electrical connectors and tools for their installation, held today and chaired by Giovanni Rosani, resolved the approval of 2023 financial statements of Cembre S.p.A. and the allocation of profit for the year.

The Shareholders' Meeting resolved the distribution of a **€1.80 dividend** per share, gross of withholding taxes (the dividend distributed in relation to 2022 profit was €1.40 per share). The no. 27 ex-dividend date is May 13, 2024, the record date is May 14, 2024, while dividends will be paid out from May 15, 2024.

In 2023, the **parent company Cembre S.p.A.** recorded **sales revenues** of €173.1 million, up 15.7% on 2022. Cembre S.p.A.'s **operating result** increased by 38.0%, from €34.6 million in 2022 to €47.8 million in 2023. Cembre S.p.A.'s **pre-tax profit** increased by 33.8%, from €38.2 million in 2022 to €51.1 million in 2023. Cembre S.p.A.'s **net profit** increased from €29.1 million in 2022 to €39.6 million in 2023.

The **2023 Consolidated Financial Statements**, whose highlights are shown below, were presented to the Shareholders' Meeting:

consolidated figures (euro '000)	2023	margin %	2022	margin %	change
<b>Revenues from sales</b>	222,551	100	198,796	100	11.9%
<b>Gross operating profit</b>	66,569	29.9	54,593	27.5	21.9%
<b>Operating profit</b>	53,964	24.2	42,572	21.4	26.8%
<b>Profit prior to taxes</b>	53,828	24.2	42,619	21.4	26.3%
<b>Net profit for the period</b>	40,828	18.3	31,918	16.1	27.9%

**Consolidated revenues** reached €222.6 million, an increase of 11.9% over 2022.

The performance of consolidated sales by geographical areas shows 14.6% growth in the Italian market, with sales equal to €96.7 million. Sales in the rest of Europe grew by 9.7% on the previous year to €102.3 million



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while sales in the rest of the World were 11.2% higher, reaching €23.6 million. In 2023, sales revenues to the Italian market represented 43.5% of the total (42.4% in 2022), sales to the rest of Europe 46.0% (46.9% in 2022) and sales in the rest of the world represented 10.6% of total sales (10.7% in 2022).

**Gross operating profit** for the period amounted to €66,569 thousand, representing a 29.9% margin on sales, up 21.9% on 2022 when it amounted to €54,593 thousand, representing a 27.5% margin on sales.

The incidence of cost of sales decreased compared to 2022, from 34.5% to 32.1%. Service costs, the incidence of which rose from 12.6% to 12.7%, include the higher volume of technical, legal and administrative consulting.

The incidence of personnel costs reduced slightly, from 25.8% to 25.5%, despite the average workforce rising from 822 collaborators in 2022 (including 79 temporary workers) to 863 collaborators in 2023 (including 91 temporary workers).

**Consolidated operating profit** for the period amounted to €53,964 thousand, representing a 24.2% margin on sales, up 26.8% on €42,572 thousand in 2022, when it represented a 21.4% margin on sales.

**Consolidated profit before taxes** amounted to €53,828 thousand, representing a 24.2% margin on sales, up 26.3% on €42,619 thousand in 2022, when it represented a 21.4% margin on sales.

**Consolidated net profit** for the year amounted to €40,828 thousand, representing a 18.3% margin on sales, up by 27.9% compared to 2022, when it amounted to €31,918 thousand and represented a 16.1% margin on sales. The net result for 2023 incorporates an extraordinary tax benefit of roughly €1,103 thousand, recognised after a specific agreement was entered into with the Italian Revenue Agency concerning the "Patent Box" facilitation.

The **consolidated net financial position** went from a surplus of €14.6 million at December 31, 2022 to a surplus of €18.2 million at December 31, 2023.

*"Group sales in the first three months of 2024 rose by 1.5% over the corresponding period in 2023. The Cembre Group's consolidated turnover is also expected to grow in 2024, with the maintenance of positive economic results," commented Chairman Giovanni Rosani. "The Group has a solid financial position amounting at December 31, 2023 to a surplus of €18.2 million, remaining positive at March 31, 2024 as well, at €14.3 million. The Shareholders' Meeting approved the proposed dividend, confirming it at €1.80 per share, marking an all-time high for the Company (the dividend on 2022 profit was €1.40 per share)" - continued G. Rosani.*

## **Appointment of Board of Directors and Board of Statutory Auditors**

The Shareholders' Meeting renewed the Board of Directors, composed of 8 members, which shall remain in office for the 2024-2027 three-year period, i.e. until approval of the financial statements as at December 31, 2026. Giovanni Rosani, Anna Maria Onofri, Sara Rosani, Aldo Bottini Bongrani, Felice Albertazzi, Franco Celli, Paola Carrara (independent) and Elisabetta Ceretti (independent), were appointed directors, all appointed from the single list of candidates presented by the majority shareholder Lysne S.p.A.

To the knowledge of the Company, appointed directors hold shares in the Company as specified below:

- Giovanni Rosani, directly: 1,450,000 shares;
- Anna Maria Onofri, directly: 120,096 shares;
- Sara Rosani, directly: 1,470,000 shares;
- Aldo Bottini Bongrani, directly: 110,106 shares;
- Franco Celli, directly: 10,000 shares;
- Felice Albertazzi, directly: 12,220 shares;

The Shareholders' Meeting also appointed the new Board of Statutory Auditors, that shall remain in office for the 2024-2027 three-year period, i.e. until approval of the financial statements as at December 31, 2026, composed of Permanent Auditors Stefano Colpani, appointed Chair, Riccardo Astori and Rosanna Angela



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Pilenga, all appointed from the majority list submitted by shareholder Lysne S.p.A. as no other list was submitted.

Maria Grazia Lizzini and Alessandra Biggi were also appointed Substitute Auditors.

The curriculum vitae of all Directors and Auditors are available for consultation on the Investor Relations section on the website [www.cembre.com](http://www.cembre.com).

The new Board of Directors, which met after the Shareholders' Meeting, appointed Giovanni Rosani as its Chair and Aldo Bottini Bongrani as Vice Chair, conferring to them the related powers.

The Board also acknowledged the declarations issued by the Directors Paola Carrara and Elisabetta Ceretti and took account of the information in its possession, and ascertained their satisfaction of the independence requirements for BoD members pursuant to article 148, paragraph 3, of Legislative Decree 58/1998, as referred to by art. 147-ter, paragraph 4 of Legislative Decree 58/1998 and article 2 of the Code of Corporate Governance.

As part of the checks carried out regarding the independence of its members, it should be noted that the Board acknowledged the non-existence of significant professional or equity transactions entered into in the last three financial years between the Company and the independent directors.

Taking into account said verification of the existence of the independence requirements and the size of the Board of Directors appointed by the Shareholders' Meeting on today's date, the Board of Directors also established internal committees comprising two independent directors, and namely the "Control and Risk Committee" and the "Appointments and Remuneration Committee", both comprising Paola Carrara (functions of Chair) and Elisabetta Ceretti. The "Lead Independent Director" is independent director Paola Carrara.

By contrast, the Directors Giovanni Rosani, Aldo Bottini Bongrani, Felice Albertazzi and Franco Celli qualify as executive Directors.

The Board of Directors confirmed Claudio Bornati, the Group's Chief Financial Officer, as the Manager in charge of drafting the accounting and corporate records, and appointed the Supervisory Body pursuant to Legislative Decree 231/2001, confirming members Fabio Fada (Chair), Paola Carrara (Independent director) and Elena Morelli (Manager of the Internal audit department), in continuation with the previous mandate.

As regards the Board of Statutory Auditors, the Board, having acknowledged the declarations of permanent auditors Stefano Colpani, Riccardo Astori and Rosanna Angela Pilenga and taking into account the information at its disposal, ascertained, to the extent to which it may be useful and without prejudice to the responsibility of the Board of Statutory Auditors to carry out the checks within its competence, their satisfaction of the independence requirements of said auditors pursuant to article 148, Paragraph 3, of Legislative Decree 58/1998 and article 2 of the Code of Corporate Governance.

In this regard, it should be noted that with reference to the Permanent auditor Rosanna Angela Pilenga, the Board of Directors, having ascertained the continued third party nature and independence of judgment of the aforementioned permanent auditor, saw fit not to apply the requirement set out in article 2, Recommendation 7, point e) of the Code of Corporate Governance - i.e. the criterion that sets forth that persons who have held the office in the Company for more than nine years out of the last twelve cannot be considered independent - based on the principle of prevalence of substance over form.



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## **Authorisation to purchase and dispose of own shares**

The Shareholders' Meeting also resolved to authorise – after revoking the previous authorisation granted by the same on April 27, 2023, for the part not executed – the purchase of own shares with the end of providing the Company with strategic investment opportunities to any end allowed by current regulations, including those contemplated in article 5 of EU Regulation no. 596/2014 (Market Abuse Regulation, MAR) and in the procedures contemplated under article 13, MAR.

The authorisation to purchase own shares was granted for a period of 18 months from the date of the Ordinary Shareholders' Meeting and is intended for the purchase of Cembre ordinary shares of par value €0.52, up to a the maximum limit established by current regulations for a consideration that shall not exceed the higher between the price at which the last independent transaction was concluded and the last independent bid price in the market in which the purchase is carried out. For any single purchase, such price per share shall in any case not be more than 20% lower or higher than the closing price registered by Cembre shares on the previous trading day.

The authorisation to sell own shares is granted without a time limit.

At the date of the present press release, Cembre holds 202,541 own shares, representing 1.19% of the capital stock of the Company.

## **Report on Remuneration Policy and compensation paid**

The Shareholders' Meeting, pursuant to art. 123-ter of the TUF, approved, by means of a binding resolution, Section I of the Remuneration Report, containing the Remuneration Policy adopted by the Company, and approved, by means of a non-binding resolution, Section II of said Report, regarding the compensation paid in the reference year.

\* \* \* \*

Further information on the resolutions of the Shareholders' Meeting are contained in the related reports issued by the Board of Directors and the minutes of the Shareholders' Meeting that will be deposited within the legal term at the Company's Registered Office and published on the company website at <https://www.cembre.com/it/assemblee-eventi-e-presentazioni>.

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*Cembre designs, manufactures and distributes electrical connectors and cable accessories. It enjoys a leadership position in Italy and significant market shares in the rest of Europe. Cembre is one of the world's leading manufacturers of tools (mechanical, pneumatic and hydraulic) for the installation of connectors and the shearing of cables. The products it has developed for connection to the rail and for other railway applications are used by the main companies in this sector round the world.*

*Cembre owes its success to an insistence on innovative, high-quality products, a broad and thorough collection, and an extensive distribution network both in Italy and abroad.*

*Founded in Brescia in 1969, the Cembre Group is now a fully-fledged international force. Along with the parent company in Brescia it has five subsidiaries: four trading companies (Germany, France, Spain and the United States) and a manufacturing and trading subsidiary (Cembre Ltd, with registered office in Birmingham), for a total of 877 employees (data updated as at December 31, 2023). The Company has an Integrated Management System (quality, safety, environment and anti-corruption) certified by Lloyd's Register Quality Assurance for the design and production of accessories for cables, electrical connectors and tools for their installation.*

*Cembre has been listed on the Italian Stock Exchange since December 15, 1997, and on the STAR section since September 24, 2001.*



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Contacts: *Claudio Bornati (Cembre S.p.A.)* 030/36921 [claudio.bornati@cembre.com](mailto:claudio.bornati@cembre.com)

Further information is available at Cembre's institutional website [www.cembre.com](http://www.cembre.com) in the Investor Relations section.

**The manager responsible for preparing the Company's financial reports, Claudio Bornati, declares, pursuant to paragraph 2 of Article 154 bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records.**

In this press release, use is made of certain alternative performance indicators that are not envisaged in IFRS-EU accounting standards, and whose significance and content are illustrated below, in line with the ESMA/2015/1415 recommendations published on October 5, 2015:

Gross Operating Result (EBITDA): defined as the difference between sales revenues and costs for materials, of services received, and the net balance of operating income and charges. It represents the profit achieved before amortisation, cash flows and taxes.

Operating Result (EBIT): defined as the difference between the Gross Operating Result and the value of amortization/impairment. It represents the profit before cash flows and taxes.

Net Financial Position: represents the algebraic sum of cash and cash equivalents, financial receivables and current and non-current financial debt.