

RESULTS OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING RESOLUTIONS BY THE NEW BoD

Milan 29 April 2021 - The Ordinary and Extraordinary Shareholders' Meeting of SG Company Società Benefit S.p.A., one of Italy's top players in the Entertainment&Communication industry, listed on the AIM market of Borsa Italiana (ticker: SGC), was held today in first call at the Company's registered office in Milan, Piazza Guglielmo Oberdan 2/a, under the chairmanship of Davide Ferruccio Verdesca.

Ordinary session:

Approval of the Company's Financial Statements at 31 December, review of the Directors' Report and presentation of the Consolidated Financial Statements at 31 December 2020

The Shareholders' Meeting reviewed and approved the Company's Financial Statements at 31 December 2020, as well as the Directors' Report, resolving to carry forward the loss for the year of € 1.099 million.

The Ordinary Shareholders' Meeting also acknowledged the Group's Consolidated Financial Statements at 31 December 2020 and related ancillary documents; the main consolidated results at 31 December 2020 are shown below:

- Net revenue € 9 million versus € 31 million in 2019;
- Adjusted EBITDA € -3.4 million versus € -2.1 million in 2019;
- Adjusted EBIT € -3.8 million versus € -2.5 million in 2019;
- Net result € -3.0 million versus € -3.7 million in 2019;
- Net financial position € 3.4 million versus € 1.1 million at 31 December 2019.

Appointment of the new Board of Directors and determination of their fees

The Shareholders' Meeting, called to appoint a new governing body, set the number of members at 7 and the duration of the Board's term of office at three financial years, including the current year.

The appointment was made by list voting and the following persons were appointed to the position of members of the Board of Directors of the Company:

1. Davide Ferruccio Verdesca
2. Francesco Merone
3. Elena Elda Lina Melchioni
4. Davide Mantegazza
5. Luigi Spinolo
6. Silvia Pugi
7. Carlo Altomonte

Davide Verdesca was appointed Chairman of the Board of Directors and Carlo Altomonte declared complying with the independence requirements (after positive assessment by the Company's *Nominated Advisor*).

Appointment of the new Board of Statutory Auditors and determination of their fees

Pursuant to Article 27 of the Bylaws, the Shareholders' Meeting set the number of members of the Board of Statutory Auditors at 3 (three) and the number of alternate auditors at 2 (two), for a term of office of three financial years, including the current year, expiring, therefore, on the date of the Shareholders' Meeting set for the approval of the financial statements for the year ending 31 December 2023.

The appointment was made by list voting and the following persons were appointed to the position of members of the Board of Statutory Auditors:

Standing Auditors

1. Alessandro Sabolo
2. Ilaria Cinotto
3. Diego Pastori

Alternate Auditors

1. Aldo Vergnano
2. Pierluigi Pipolo

Alessandro Sabolo was appointed Chairman of the Board of Statutory Auditors.

Assignment of the statutory audit for 2021-2023.

The Shareholders' Meeting also approved, based on a reasoned proposal by the Board of Statutory Auditors, the assignment to EY S.p.A. of the statutory audit of the Company's individual financial statements and the Group's consolidated financial statements, as well as the limited audit of the interim financial statements at 30 June, for the financial years 2021-2023. The Shareholders' Meeting also determined the fees due to the Independent Auditors for the entire term of the assignment.

Extraordinary session:

Extraordinary Shareholders' Meeting of SG Company Società Benefit S.p.A.

The Extraordinary Shareholders' Meeting approved the change of the company's name to SG Company Società Benefit S.p.A. (abbreviated as SG Company S.B. S.p.A.). The Meeting also approved the regulations for the issue of financial instruments to be subscribed by Invitalia S.p.A., for a total maximum nominal amount of € 4,650,000.00.

Extraordinary Shareholders' Meeting of Special S.r.l.

The Extraordinary Shareholders' Meeting of Special S.r.l. approved the change of the company's name to + uno S.r.l., and also approved a share capital increase for the company of € 250,000.00.

Extraordinary Shareholders' Meeting of SG S.r.l.

The Extraordinary Shareholders' Meeting of SG S.r.l. approved the change of the company's name to Sinergie S.r.l., and also approved a share capital increase for the company of € 2.5 million.

Extraordinary Shareholders' Meeting of Brainwaves S.r.l.

The Extraordinary Shareholders' Meeting of Brainwaves S.r.l. approved a share capital increase for the company of € 250,000.00.

At the end of the Meetings, the Company's Board of Directors met and resolved on the items on the following agenda:

Granting of extraordinary bonus for 2020

The Company's Board of Directors resolved to increase the share capital to service the allocation of the extraordinary bonus for a total of € 161,500 to SG Group employees and associates, by issuing SG Company ordinary shares, in work for equity, with a unit value of € 0.32.

Appointment of the Chairman and Chief Executive Officer

The Board renewed the appointment of Davide Verdesca as Chairman and Chief Executive Officer.

Granting of new powers to Managing Directors

The Board of Directors resolved to grant to Francesco Merone powers in the "CFO" area (Administration, Finance, Control, Investor Relations and Personnel Administration), and to Elena Melchioni powers in the Operation and Marketing area.

Appointment of the "Person in Charge" pursuant to the internal dealing procedure, appointment of the related party committee and remuneration committee

Pursuant to the internal dealing procedure adopted by the company, the Board of Directors resolved to reappoint Alessandro Sabolo as "Person in Charge". The Board also appointed Carlo Altomonte, Independent Director, as the person in charge for compliance with related parties.

Additionally, with regard to the Remuneration Committee, the Chairman Davide Verdesca, the Independent Director Carlo Altomonte and the Chairman of the Board of Statutory Auditors, Alessandro Sabolo, were confirmed as members.

Establishment of a centralized treasury function and start of cash pooling with subsidiaries



SOCIETÀ BENEFIT S.P.A.

The Board resolved to establish a centralized treasury function within the parent company, carried out with the main Italian bank, Intesa San Paolo, and through agreements with subsidiaries (intercompany).

Delegation of powers to the Chief Executive Officer for the purchase of shares of Double S.r.l.

The Board resolved to grant powers to the Chief Executive Officer to represent SG Company Società Benefit S.p.A. in the purchase of the remaining 20% of shares of Double S.r.l..

Disclosure requirements procedure with Nomad

The Board of Directors resolved to approve the new disclosure requirements procedure with Nomad, which will be published on the Company website and will be effective as of 1 May 2021.

This press release is publicly available in the Investor Relations section of the Company website [Comunicati Stampa Price Sensitive | SG Company Società Benefit S.p.A.](#)

SG Company Società Benefit S.p.A. is a Digital Company, ISO 9001 certified and listed on the AIM market of Borsa Italiana (ticker: SGC), Technology segment, is an Innovative SME and, in keeping with its mission of "Sharing Growth", has also embarked on the ESG (Environmental, Social and Governance) path to ensure an increasingly future-oriented sustainable management of the Company, firmly believing in the value of business for the collective benefit. One of Italy's top players for over 20 years now in the Entertainment&Communication industry, it specializes in the areas of Digital & Live Communications, Hybrid Events, Video Production, Consumer Format, and Meetings & Events Industry. In its 2021-2023 Business Plan, it has embarked on a path of digital transformation, integrating a data valorization strategy on each business area thanks to the implementation of Marketing Technology solutions on every activity. Its distinctive positioning hinges on the synergy between data and content, as well as on the ability to offer a single direction over creativity, production and technology natively for each project, guaranteeing clients constant integration between physical and digital. The Company boasts a portfolio of high-standing clients at global level. It has planned, promoted and produced many successful national and international formats such as Milano Food Week, Obecity, Sneakerness, Digital Design Days, Business Tech Forum and others.

For information

Francesco Merone (I.R.)
ir@sg-company.it

Roberta Sferrazza Papa (I.R. Junior)
r.sferrazza@sg-company.it
+ 39 3297194756

Nomad: Integrae Sim S.p.A.
info@integraesim.it
+39 02 8720872

Financial Media: IR Top Consulting
Domenico Gentile – d.gentile@irtop.com
+39 02 45473883/4

SG Company Società Benefit S.p.A.
Piazza Guglielmo Oberdan 2/a, 20129 Milano (Italy)
+39 02 83450000 - info@sg-company.it - www.sg-company.it
P.IVA 09005800967 - Cap.Soc. € 1.209.274,40 i.v.