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Informazione Regolamentata n. 2211-55-2022	Data/Ora Ricezione 18 Marzo 2022 06:26:46	Euronext Star Milan
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Societa' : SANLORENZO
Identificativo : 158699
Informazione
Regolamentata
Nome utilizzatore : SANLORENZON02 - -
Tipologia : 3.1
Data/Ora Ricezione : 18 Marzo 2022 06:26:46
Data/Ora Inizio : 18 Marzo 2022 06:26:48
Diffusione presunta
Oggetto : Notice of call of the Ordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato.

Sanlorenzo S.p.A.

Registered office in via Armezzone 3, Ameglia (SP) – Share capital € 34,594,172 fully paid-in
Company Register of Riviere di Liguria – Imperia La Spezia Savona and tax code: 00142240464
www.sanlorenzoyacht.com

NOTICE OF CALL FOR ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Sanlorenzo S.p.A. (the "**Company**") is convened on 28 April 2022, at 10:30 a.m. at the Company's offices in La Spezia, Viale San Bartolomeo 362, in first call, and if necessary, on 29 April 2022 at 10:30 a.m., in second call, to discuss and resolve on the following

Agenda

- 1.** Financial statements for the year ended 31 December 2021. Related and consequent resolutions:
 - 1.1. approval of the financial statements and report on operations for the year ended 31 December 2021. Presentation of the consolidated financial statements of the Sanlorenzo Group as at 31 December 2021. Presentation of the consolidated non-financial statement for financial year 2021;
 - 1.2. Proposal for allocation of profit;
 - 1.3. reduction of restriction on the extraordinary reserve up to a maximum amount of €7,850,000 pursuant to Article 110, paragraph 8, of Italian Law Decree no. 104 of 14 August 2020, converted into law with amendments by the Italian Law no. 126 of 13 October 2020.
- 2.** Report on the policy regarding remuneration and fees paid:
 - 2.1. approval of the Remuneration Policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree no. 58 of 24 February 1998;
 - 2.2. resolution on the "Second section" of the report on the remuneration policy and fees paid, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree no. 58 of 24 February 1998.
- 3.** Appointment of the Board of Directors. Related and consequent resolutions:
 - 3.1. determination of the number of members of the Board of Directors;
 - 3.2. determination of the term of office of the members of the Board of Directors;
 - 3.3. appointment of the members of the Board of Directors;
 - 3.4. determination of the remuneration of the members of the Board of Directors.
- 4.** Appointment of the Board of Statutory Auditors. Related and consequent resolutions:
 - 4.1. appointment of the members of the Board of Statutory Auditors;
 - 4.2. appointment of the Chairperson of the Board of Statutory Auditors;
 - 4.3. determination of the remuneration of the members of the Board of Statutory Auditors.
- 5.** Proposal for integration of the fee for audit activities in light of the ESEF Regulation: ratification. Related and consequent resolutions.
- 6.** Authorisation for the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, and its implementing legislation. Related and consequent resolutions.

Methods of conducting the Shareholders' Meeting

In accordance with Article 106, paragraph 4, of Italian Decree Law No. 18 of 17 March 2020 on the “*Measures to strengthen the NHS and on economic aid to households, workers and businesses related to the Covid-19 health emergency*”, converted into law, as amended, with the conversion law No. 27 of 24 April 2020, and as extended by effect of Article 3, paragraph 1, of Italian Legislative Decree no. 228 of 30 December 2021, converted with amendments by Law no. 15 of 25 February 2022 (the “**Cura Italia Decree**”), participation in the Shareholders' Meeting of those entitled to vote shall take place **exclusively** through the designated representative pursuant to Article 135-*undecies* of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the Italian Consolidated Law on Finance, “**TUF**”). The Company has identified the designated representative in the Company for Trusts “SPAFID S.p.A.”, with registered office in Milan (“**Spafid**” or the “**Designated Representative**”).

Share Capital

As of the date of this notice, the subscribed and paid-in share capital is equal €34,594,172.00 and is represented by no. 34,594,172 ordinary shares, without par value. Each ordinary share entitles the holder to one vote, except for the shares which have obtained increased voting rights (in the ratio of two voting rights for each share).

As of the date of this notice, the Company holds no. 58,666 treasury shares, for which voting rights are suspended in accordance with Article 2357-*ter* of Italian Civil Code.

The Company's website (www.sanlorenzoyacht.com, “Corporate Governance/Shareholders' Meeting” section) provides detailed information on the amount of share capital and its composition.

Entitlement to participate and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, the persons entitled to attend the Shareholders' Meeting and exercise their voting rights, **exclusively** through the granting of specific proxy and/or sub-proxy to the Designated Representative, are those in favour of whom entitlement to attend the Shareholders' Meeting and exercise voting rights is certified, at their request, by a communication to the Company made by the intermediary, in accordance with their accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **19 April 2022 (record date)**; those who resulting holders of the Company's shares after such date will not be entitled to attend and vote at the Shareholders' Meeting; the intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 25 April 2022); nevertheless, the right to attend and vote remains, only through the granting of a proxy or sub-proxy to the Designated Representative, if the communications are received by the Company after that deadline, provided that they are received by the beginning of the Shareholders' Meeting.

Participation in the Shareholders' Meeting and conferment of the proxy to the Designated Representative

The Company has chosen to make use of the option provided for by Article 106, paragraph 4 of the “Cura Italia” Decree, which allows companies with listed shares to identify, for ordinary and extraordinary

shareholders' meetings, a designated representative pursuant to Article 135-*undecies* of the TUF, even if the By-laws provide otherwise, as in the case of the Company, and to provide that **participation in the shareholders' meeting shall take place exclusively through Spafid, as the representative of the shareholders designated by the Company pursuant to Article 135-*undecies* of the TUF.**

The proxy to the Designated Representative must be conferred, without charge for the delegating party (except for any shipping costs), by means of the specific proxy form available, with the relative indications for completion and submission, on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section).

The proxy shall contain voting instructions on all or some of the proposals on the agenda and shall be effective only for those proposals in relation to which voting instructions will be conferred.

The original of the proxy, along with a copy of the delegating Shareholder's valid identification document or, if the delegating Shareholder is a legal entity, that of the *pro tempore* legal representative or other authorized person, along with adequate documentation certifying their qualification and powers, must reach the Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting on first and second call (i.e. by 26 April 2022 and 27 April 2022 respectively) with the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail (PEC) address assemblee2022@pec.spafid.it (subject "Proxy for Sanlorenzo 2022 Shareholders' Meeting") from one's own certified e-mail (PEC) address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (Ref. "Proxy for Sanlorenzo 2022 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address: assemblee2022@pec.spafid.it (subject "Proxy for Sanlorenzo 2022 Shareholders' Meeting").

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting on first and second call (i.e. by 26 April 2022 and 27 April 2022 respectively) through the above mentioned modalities.

Pursuant to the "Cura Italia" Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the same decree.

Those who do not make use of the proxy option pursuant to Article 135-*undecies* of the TUF may grant proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, with relative written voting instructions, using the appropriate proxy/sub-proxy form available on the Company's website (www.sanlorenzoyacht.com, "Governance/Shareholders' Meeting" section). To grant and notify proxies or sub-proxies, the procedures set forth above and indicated in the proxy form shall be followed. The proxy/sub-proxy must be received by and no later than 6:00 p.m. on the day prior to the Shareholders' Meeting in first call (it being understood that the Designated Representative may accept proxies and/or instructions even after the aforementioned deadline and before the opening of the meeting). The proxy pursuant to Article 135-*novies* of the TUF and the related voting instructions may always be revoked within the aforesaid term.

Participation will be organised by means of telecommunications that guarantee the identification reserved for the Designated Representative, directors and auditors, as well as other persons entitled to vote pursuant to the law or the by-laws or in any case invited by the chairman, other than those who have the right to vote. The

instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the aforesaid persons.

The right to ask questions before the Shareholders' Meeting

Pursuant to Article 127-ter of the TUF, those who have the right to vote and in favour of whom the Company has received a specific communication from an authorised intermediary in accordance with current regulations, may submit questions on the items on the agenda even before the Shareholders' Meeting, by sending a registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), for the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com.

Applications must be submitted no later than the seventh open market trading day prior to the Shareholders' Meeting, i.e. **19 April 2022**. Questions received within this deadline will be answered, at the latest, on the second day before the Shareholders' Meeting by 12.00 p.m., also through publication on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section).

No answer will be due, not even at the Shareholders' Meeting, to the questions asked before the meeting, if the information requested is already made available by the Company in "Question and Answer" format on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section), or the answer is already published in the same section. The Company may provide single answers to questions having the same contents.

Appointment of the Board of Directors

The Directors are appointed by the Shareholders' Meeting on the basis of the lists submitted by the Shareholders, pursuant to the provisions of Articles 12 and 13 of the By-laws, available on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Documents and procedures" section), to which reference should be made for all matters not reported below.

Only those Shareholders who, alone or together with other Shareholders, hold shares representing at least 1% of the share capital are entitled to submit lists, as set out by Consob Resolution no. 60 of 28 January 2022. Moreover, Shareholders entitled to submit lists are also invited to read the Board of Directors' guidelines on quantitative and qualitative composition of the Board of Directors, which is available on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section).

Any Shareholder may submit or participate in the submission of one single list and any candidate may be submitted only on one single list, under penalty of ineligibility.

The lists must be accompanied by: (i) information relating to the identity of the Shareholders who have submitted the lists, with an indication of the percentage of the total shareholding held; (ii) a declaration by which each candidate accepts their candidacy and certifies, under their own responsibility, that there are no grounds for ineligibility and incompatibility, as well as the existence of the requisites prescribed for the office; (iii) the curriculum vitae of each candidate containing exhaustive information on their personal and professional characteristics, with an indication, if applicable, of their suitability to qualify as independent.

The lists of candidates must be signed by each Shareholder submitting them and filed, by the Shareholder(s), at least 25 calendar days prior to the date set for the Meeting (i.e. by 3 April 2022), in one of the following ways:

- (i) by hand delivery at the registered office in Via Armezzone 3, Ameglia (SP), during normal office hours (every day from 09:00 to 18:00 CET), or
- (ii) by certified e-mail (PEC) to: corporate.affairs@cert.sanlorenzoyacht.com. If submitting lists by certified e-mail (PEC), a copy of a valid form of ID of the submitters must also be sent.

The ownership of the minimum percentage necessary for the submission of lists, in the amount specified above, is determined considering the shares registered in the Shareholder's favour on the date on which the lists are filed at the Company. The related certification can be produced also after the filing of the list, provided that it is issued by the deadline for the publication of the lists by the Company (i.e. by 7 April 2022), by means of a notice issued by an authorised intermediary pursuant to current legislation.

We would also remind you that those submitting a "minority list" are subject to the recommendations given by Consob in Communication no. DEM/9017893 dated 26 February 2009.

For further information on the appointment of the Board of Directors, reference should be made to the explanatory report on the related item on the agenda, prepared by the Board of Directors pursuant to Article 125-ter of the TUF and made available to the public within the terms and according to the procedures set out by law.

Appointment of the Board of Statutory Auditors

The appointment of the Company's Board of Statutory Auditors is carried out in compliance with the provisions of Article 21 of the By-laws, available on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Documents and procedures" section), to which reference should be made for all matters not reported below.

The members of the Board of Statutory Auditors are appointed by means of list voting. Lists can be submitted by the Shareholders who, alone or together with other Shareholders, represent at least 1% of the share capital (shareholding set out by Consob by means of Executive Resolution no. 60 of 28 January 2022, in compliance with the current legal and regulatory provisions).

Each Shareholder may submit only one list, alone or jointly with others. Each person entitled to vote may only vote for one list. The vote of each Shareholder shall refer to the list and therefore to all the candidates included in it.

Each Shareholder, as well as Shareholders belonging to a same corporate group and Shareholders participating in a relevant shareholders' agreement pursuant to Article 122 of the TUF, may not present or contribute to presenting, not even via proxy or a trust company, more than one list or vote for different lists.

The lists must be accompanied by: (i) the information concerning the identity of the Shareholders who have submitted the lists, with an indication of the total percentage of equity investment held; (ii) a statement of the shareholders other than those who hold, also jointly, a controlling or relative majority interest, confirming the absence of any connection with the latter as set out by law (iii) the statement whereby each candidate accepts their candidacy and certifies, under their responsibility, that they comply with the requirements set out by law and these By-laws for taking office; (iv) the list of management and control positions held by each candidate

in other companies, if any; (v) the curriculum vitae of each candidate, containing detailed information on their personal and professional details.

The lists of candidates must be signed by each Shareholder submitting them and filed, by the Shareholder(s), at least 25 calendar days prior to the date set for the Meeting (i.e. by 3 April 2022), in one of the following ways:

- (iii) by hand delivery at the registered office in Via Armezzone 3, Ameglia (SP), during normal office hours (every day from 09:00 to 18:00 CET), or
- (iv) by certified e-mail (PEC) to: corporate.affairs@cert.sanlorenzoyacht.com. If submitting lists by certified e-mail (PEC), a copy of a valid form of ID of the submitters must also be sent.

The ownership of the minimum percentage necessary for the submission of lists, in the amount specified above, is determined considering the shares registered in the Shareholder's favour on the date on which the lists are filed at the Company. The related certification can be produced also after the filing of the list, provided that it is issued by the deadline for the publication of the lists by the Company (i.e. by 7 April 2022), by means of a notice issued by an authorised intermediary pursuant to current legislation.

To be eligible, each candidate may only be included on one list.

Within the lists, candidates must be listed in sequential numbering and it must be indicated whether each candidacy concerns the office of standing auditor or alternate auditor; candidates shall in any case not outnumber the members of the body to be elected. Moreover, the lists that include a total number of candidates equal to or higher than three must be made up of candidates belonging to both genders, in compliance with the *pro tempore* regulations in force concerning the gender balance for both candidates for the office of Standing Auditor and candidates for the office of Alternate Auditor.

Shareholders other than those who hold, also jointly, a controlling interest or a relative majority must also submit a statement certifying the absence of relationships pursuant to Articles 147-ter, paragraph 3 of the TUF and 144-quinquies of Consob Regulation no. 11971/1999 (the "**Issuers' Regulation**"), also taking into account the cases indicated in Consob Communication no. DEM/9017893 of 26 February 2009, to which reference should be made.

If, by the deadline for filing lists, only one list has been filed, or only lists submitted by Shareholders who are connected with each other pursuant to Article 144-quinquies of Issuers' Regulation have been filed, lists can be submitted until the third day following that date (i.e. until 6 April 2022) according to the same procedures described above. In this case, the threshold for the presentation of the lists will be reduced by half and will therefore be equal to 0.50% of the share capital.

If no other lists have been submitted by the end of the period referred to in the previous paragraph, the members of the Board of Statutory Auditors (standing and alternate members) shall be entirely taken from the only list submitted, if it obtains the majority required by law.

For further information on the appointment of the Board of Directors, reference should be made to the explanatory report on the related item on the agenda, prepared by the Board of Directors pursuant to Article 125-ter of the TUF and made available to the public within the terms and according to the procedures set out by law.

The right to add to the agenda and to submit further proposals on the items on the agenda

Pursuant to Article 126-*bis* of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by 29 March 2022), the integration of the list of items to be discussed, indicating in the request the additional items proposed by them or submit proposals for resolutions on items already on the agenda.

Shareholders are entitled to request an addition to the agenda or to submit new resolution proposals if the Company has received a specific communication from an authorised intermediary in accordance with current legislation.

Applications, together with certification of ownership of the participation, shall be submitted in writing by registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), for the attention of Attilio Bruzzese; or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com, accompanied by a report on the matters to be dealt with or the reasons for further proposals for the resolution submitted.

Any additions to the agenda or the submission of further proposals shall be notified, in the same manner as prescribed for the publication of the notice of call of the Shareholders' Meeting, at least 15 days before the date set for the Shareholders' Meeting, i.e. by 13 April 2022. Supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the administrative body or on the basis of a plan or report prepared by them that is different to those set out in Article 125-*ter*, paragraph 1, of the TUF.

At the same time as the publication of the news relating to the addition or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the administrative body, will be made available to the public, in the same formats provided for the documentation relating to the Shareholders' Meeting.

Since participation and vote in the Shareholders' Meeting shall take place exclusively through the Company Designated Representative, in accordance with Article 126-*bis*, paragraph 1, third sentence of the TUF, those who have the right to vote may individually submit proposals for resolutions on the items on the agenda by 4 April 2022, in order to allow the Company to make them available to the public.

The proposals for resolutions, together with certification of ownership of the participation by an authorised intermediary in accordance with current regulations, shall be submitted in writing, with original signature, within the above-mentioned deadline by registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), for the attention of Attilio Bruzzese; or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com.

The proposals for resolutions received within the deadline and with the same manners set out in the previous paragraph will be published on the Company's website by 8 April 2022, in order to allow those entitled to vote may view them for the purpose of granting proxies and/or sub-proxies, with the relevant voting instructions, to the Designated Representative.

For the purposes of publication, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the shareholders submitting them.

Documentation

The documentation related to items on the agenda of the Shareholders' Meeting provided for by applicable regulations, together with the proposed resolutions, will be made available to the public at the Company's registered office, on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section) and in the authorised storage mechanism "eMarketStorage". Shareholders have the right to obtain a copy.

This notice of call is published today, pursuant to Article 125-*bis* of the TUF and Article 84 of Issuers' Regulations, in full on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section) and in the authorised storage mechanism eMarketStorage (available on the website www.emarketstorage.com) and, as an excerpt, in the daily newspaper "il Sole 24 Ore".

Further information

It will be the responsibility of the Company to promptly supplement this notice or in any case to carry out other suitable communications to the public in the event that new provisions of law or administrative authorities are issued concerning the epidemiological emergency in progress and relevant to the manner in which the meeting proceedings are conducted.

La Spezia, 18 March 2022

For the Board of Directors

The Chairman

Mr. Massimo Perotti

Fine Comunicato n.2211-55

Numero di Pagine: 10