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Regolamentata
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Diffusione presunta
Oggetto : Notice of calling of Shareholders meeting

Testo del comunicato

Vedi allegato.

EL.EN. s.p.a.
Registered office in Calenzano (FI), via Baldanzese n. 17
Capital underwritten and paid out 2.593.827,86 Euros divided into 79.810.088
ordinary shares
Register of Companies (Firenze - Italy) and internal revenue code number 03137680488

The shareholders are called upon to convene for an ordinary and extraordinary meeting at the company registered office in Calenzano, Via Baldanzese n. 17, at **10.00 am on April 29th 2022**, for the first call and at **10.00 am on May 3rd 2022**, for the second call in order to vote on the following

AGENDA OF MEETING

ORDINARY MEETING

1 – Approval of the annual financial report closed on December 31st 2021 and the manager’s report. Presentation of the consolidated financial statement and consolidated non-financial statement;

2 – Report on the policy regarding remuneration and fees paid, *ex art. 123-ter* Legislative Decree no. 58 of 24 February 1998: confirmed the first section of the Report pursuant to art. 123-ter, para 3-bis;

3 - Report on the policy regarding remuneration and fees paid, *ex art. 123-ter* Legislative Decree no. 58 of 24 February 1998: resolution about the second section of the Report pursuant to art. 123-ter, para 6;

4 – Appointment of the Board of Statutory Auditors and the Chairman for the years 2022-2024 and determination of the remuneration of the Board of Statutory Auditors:

4.1. Determination of the composition of the Board of Directors

4.2. Appointment of the Chairman

4.3. Determination of the remuneration of the Board of Statutory Auditors;

EXTRAORDINARY MEETING

5 Art. 19 – specification of the operating procedures for the election of the director extracted from the minority list;

6. Art. 20 – inclusion of references to the 2020 Corporate Governance Code in place of those to the outdated Corporate Governance Code; provision of the possibility for Statutory Auditors to participate in board meetings through means of remote connection;

7. Art. 25 – provision for the possibility of meeting the Board of Statutory Auditors by means of remote connection.

WAY OF TAKING PLACE OF THE 2021 SHAREHOLDERS’ MEETING DUE THE COVID-19 HEALTH EMERGENCY

The Shareholders’ meeting shall take place in full compliance with the requirements and instructions of the Decree Law 17 March 2020, No 18 ("Decree 18/2020") converted with amendments by Law on 24 April 2020, n. 27 as well as the decrees and/or directives adopted by the relevant authorities (national or regional) and in force as of the date of the Shareholders’ Meeting. Therefore, intervention in the Shareholders’ Meeting by those entitled to vote will only be allowed through the representative appointed by the Company.

To this end, the Company has appointed Computershare S.p.A. – with offices in Turin, Via Nizza 262/73, 10126 – to represent Shareholders under art. 135-undecies of Legislative Decree 58/1998 (the "TUF") and the aforementioned D. L. 18/2020 (the "Appointed Representative").

The physical participation of individual shareholders and delegates other than the Appointed Representative is therefore forbidden.

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Shareholders wishing to attend the Meeting will therefore have to give the Appointed Representative the proxy referred to in the following relevant paragraph.

In accordance with Article 106, paragraph 2, of D. L. 18/2020, the legitimate persons (the members of the Social Bodies, the appointed Secretary and the Appointed Representative) may intervene (or exclusively) by means of telecommunications to ensure their identification, without the President, the Secretary and the Notary being in the same place. The Company will promptly notify any additional relevant requirements and instructions in connection with the way of taking place of the Meeting.

THE RIGHT TO ATTEND THE SHAREHOLDER'S MEETING AND THE RIGHT TO VOTE DURING THE HEALTH EMERGENCY DUE TO COVID-19

The legitimate attendance of shareholders' meetings and the exercise of voting rights is confirmed by a statement to the Company from the authorized intermediary, in compliance with intermediary accounting records, on behalf of the person who has the right to vote.

This communication is made on the basis of the relative evidence at the end of the accounting day of the seventh market business day prior to the date set for the first call of this meeting, i.e., April 20th 2022, also called the *record date*.

Persons who are recognized as owners of shares only after the *record date* are not legitimated to attend the meeting or to vote at the meeting.

The communication from the intermediary must reach the Company by the end of the third trading day prior to the date set for the meeting, i.e., by April 26th 2022. This is without prejudice to legitimate attendance and voting if communication has reached the Company beyond the such terms, providing it has been received before the start of the meeting works.

PROXY FOR ATTENDANCE AND VOTING AT THE MEETING

According to art. 135-*undecies* TUF, every person legitimated to attend the meeting has to give to the Appointed Representative a written proxy with voting instructions on all or some of the proposals on the agenda by using the proxy form, electronic too, prepared by the same Appointed Representative in accordance with the Company and available on the Company's website at www.elengroup.com - *Investor Relations/governance/documenti assembleari/2022/ASSEMBLEA ORDINARIA E STRAORDINARIA 29 aprile 2022 – 3 maggio 2022*.

The proxy shall be valid only for proposals on which voting instructions are conferred.

The proxy shall be submitted in compliance with the instructions contained in the proxy form and within the end of the second trading day prior to the date scheduled for the Shareholders' meeting, that is within April 27rd 2022 for the first call and within April 29th 2022 for the second call.

The proxy and voting instructions may be cancelled within the time limit indicated hereinabove.

To give the proxy to the Appointed representative it is requested the communication from the authorized intermediary, attesting to the right to attend the Shareholders' Meeting and to vote: lacking such intermediary statement, the proxy shall be ineffective.

In addition, under Decree 18/2020, those who are entitled to attend the Shareholders' meeting and to vote and who do not wish to use the above mentioned mean of intervention to the meeting, may confer delegations and/or sub-delegations under art. 135-*novies* TUF. For this purpose, the delegation form model made available on the Company's website can be used.

The delegation and/or sub-delegation to the Appointed Representative contains voting instructions on all or some of the proposals relating to matters on the agenda, it is understood that the Appointed Representative will not submit any votes in the Shareholders meeting in relation to those proposals for which he has not received voting instructions. In the case of sub-delegation to the Appointed Representative, the sub-delegant must deliver to the Appointed Representative, following the instructions on the form, also a copy of the delegation received and the declaration with which it attests the compliance of the copy to the original and the identity of the delegate. In order to allow the Company and the Appointed Representative to receive and verify delegations and/or sub-delegations in advance of the start of the meeting, it is recommended that legitimate persons send

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their delegations and/or sub-delegations by noon on the day before the date of actual holding of the meeting.

Delegation and voting instructions can be cancelled within the same terms and in the same way expected to be sent. No vote by electronic means is permitted.

The Designated Representative will be available for clarification or information at the following telephone number: 011-0923200, or at the e-mail address sedeto@computershare.it.

Shareholders are informed that the Company reserves the right to supplement and/or modify the above instructions in view of the necessary interventions as a result of the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

VOTING BY CORRESPONDENCE

In compliance with article 17 of the company by-laws it is permissible also to vote by correspondence the issues on the ordinary meeting agenda, pursuant to the laws now in force. Shareholders entitled to attend the meeting may pick up their ballot at Company registered office or they can download it on the internet site, www.elengroup.com – in the section titled *Investor Relations/governance/documenti assembleari/2022/ASSEMBLEA ORDINARIA E STRAORDINARIA 29 aprile 2022 – 3 maggio 2022* and, if for technical reasons they are unable to download it electronically, the ballot may be requested in hardcopy from the Company (tel. 0558826807; fax 0558832884).

The sealed envelope containing the marked ballot with the date and signature along with the documents that prove the identity of the voter and, if necessary, the right to vote, must be received by El.En. s.p.a., Via Baldanzese n. 17, 50041 Calenzano (FI) – addressed to the attention of the President of the Board of Statutory Auditors – by 7 p.m. on April 28th 2022. Votes that arrive after that date or for which legitimation to vote from the intermediary has not been received will not be taken into consideration. Voting by correspondence will be exercised directly by the owner and expressed separately for each of the motion proposals.

INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING

In compliance with art. 126-*bis* of D. Lgs. n. 58 of 1998 (“T.U.F.”), the Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within March 28th 2022 (ten days after the publication of this notice), for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda, and in the request they should specify the additional subjects they propose and/or the discussions proposed.

It should be recalled that the agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-*ter*, subsection 1 T.U.F..

The request to have additional subjects included must be presented in writing and sent by registered mail addressed to the registered office of the Company or sent by e-mail to elen@pec.uipservizi.it and must be accompanied by a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda

The certificate attesting the ownership of shares and of the quota of ownership that is necessary for the right to vote in compliance with 126-*bis* T.U.F., para 1, must be demonstrated by a specific communication with effect on the date of the request, addressed by the intermediary to elen@pecserviziitoli.it.

RIGHT TO SUBMIT PROPOSAL PURSUANT TO ART. 126-*bis* T.U.F., LAST SENTENCE

In addition, given the manner in which the meeting will take place due to the epidemic emergency, and that the intervention is allowed exclusively through the Appointed Representative, thus legitimate Shareholders who individually wish to make proposals for deliberation and voting on the topics on the agenda will have to submit them in writing by means of a registered letter addressed to the Company's headquarters or by e-mail to the elen@pec.uipservizi.it within April

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14th 2022. The legitimacy to formulate proposals must be attested by the communication provided for in art. 83-sexies TUF carried out by the intermediary for the purpose of intervention in the Shareholders' Meeting and the exercise of the right to vote. These proposals, where relevant, will be published without delay on the Company's website, in order to enable those entitled to vote to express themselves knowingly even taking into account these new proposals and to allow the Appointed Representative to collect voting instructions also on such new ones.

RIGHT TO SUBMIT QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

In compliance with art. 127-ter T.U.F., all those with voting rights may submit questions on the items on the agenda even prior to the shareholders' meeting by sending a registered letter to the Company Registered office or by certified e-mail to elen@pec.uipservizi.it. All persons who can prove ownership of shares on April 20th 2022 (*the record date*) have the right to receive an answer. For this purpose, the intermediary must send to elen@pecserviziolitoli.it a specific communication stating the ownership of shares by the person making the request with effect on the date of the request. If the person who has the right to vote has requested from the intermediary the communication in order to attend the meeting, it will be necessary only to refer to this communication in the document containing the questions. Given the extraordinary way of taking place of the 2021 Shareholders' Annual Meeting, the questions related to the agenda and presented by legitimated persons must be received by April 20th 2022 and will be answered within April 25th 2021. The Company can provide a unified answer to questions with the same content.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors are made by a voting list and is regulated by both laws and regulations as well as by art. 25 of the Company by-laws, the contents of which are available on the internet site www.elengroup.com in the section *Investor Relations/governance/statuto e regolamenti* to and it is also available upon request at Company registered office.

The lists must contain the names of one or more candidates, shown by a progressive number and divided into two sections, one for the candidates for permanent auditor and the other for acting auditors, and they must be deposited at the legal registered office of the Company by April 4th 2022, the twenty-fifth day before the first call for this shareholders' meeting.

Each shareholder may present and participate in only one list.

In compliance with art. 144-septies, sub-section 2, Issuers' Regulation CONSOB 11971/1999 ("Issuers' Regulation"), it should be recalled that the minimum amount of share capital required for the presentation of a list of candidates for members of the Board of Statutory Auditors is 1%, in conformity with art. 25 of the by-laws, art. 144-sexies Issuers' Regulation and CONSOB Decision n. 60 of January 28th 2022.

The ownership of the minimum amount necessary for the presentation of the list is determined by the number of shares that are registered in the name of the shareholder on the day in which the list is submitted to the Company. The possession or co-ownership of the number of shares necessary for the presentation of the list must be demonstrated by the issue of a communication by the intermediary to the certified e-mail address elen@pecserviziolitoli.it by April 8th 2022.

In the event that only one list has been presented by April 4th 2022 or that there are only lists that are connected to each other in compliance with the applicable regulations, other lists may be presented up until April 7th 2022 and the minimum percentage required for the presentation will be reduced to 0,50% of the capital stock.

Moreover, along with the lists that are presented, the following documents are required:

- the information regarding the identity of the shareholders who have presented the lists and the total percentage of the capital stock they possess;
- a declaration by the shareholders who do not possess, even jointly, a controlling interest or relative majority, demonstrating that there is no relationship between them and these latter in compliance with article 144-quinquies Issuers' Regulation;

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- complete information on the personal and professional qualifications of the candidates, a declaration by these candidates demonstrating that they possess the qualifications required by law and their acceptance of the candidacy.

The lists may be deposited electronically by e-mail communication to the certified e-mail address elen@pec.upservizi.it as long as it is signed digitally and includes the information necessary for the identification of the person who is depositing and transmitting the list.

The lists that are not in conformity with the laws and regulations, in compliance with art. 25 of the Company by-laws will be considered as not submitted.

DOCUMENTATION OF THE MEETING, DESCRIPTIVE REPORTS AND PROPOSALS FOR DISCUSSION

The documentation related to the discussions and the proposals in the agenda, including the report of the board of directors on each of the items on items of the agenda, the complete text of the proposals for discussion and all of the documents that will be submitted to the shareholders, is deposited and available to the shareholders at Company registered office and on the internet site www.elengroup.com in the section *Investor Relations/governance/documenti assembleari/2022/ASSEMBLEA ORDINARIA E STRAORDINARIA 29 aprile 2022 – 3 maggio 2022* and on the authorized storage website www.emarketstorage.com, as follows:

- a) the annual financial report including all the documents referred to in art. 154-ter, paragraph 1, T.U.F. at least twenty-one days before the meeting;
- b) the consolidated non-financial statement provided for by art. 4 D. Lgs. 254/2016 at least twenty-one days before the shareholders' meeting;
- c) the report on the remuneration policy and the remuneration paid pursuant to art. 123-ter T.U.F. and art. 84-quater Reg. Issuers at least twenty-one days before the shareholders' meeting;
- d) the directors' report on items 1 and 2 on the agenda of the ordinary part at least thirty days before the shareholders' meeting;
- e) the directors' report on item 4 on the agenda of the ordinary part at the same time as this notice;
- d) the directors' report on items 5, 6 and 7 on the agenda of the extraordinary part at least twenty-one days before the shareholders' meeting;
- f) the lists of candidates for the appointment of the members of the Board of Statutory Auditors accompanied by the relevant documentation at least twenty-one days before the shareholders' meeting.

Members have the right to obtain a hard copy of the aforementioned documentation at their own expense.

SHARE CAPITAL – TREASURY SHARES

It is also recalled that the subscribed and paid up share capital of El.En. s.p.a. equal to Euro 2,593,827.86 divided into 79,810,088 ordinary shares, each of which gives the right to one vote. As of today, the Company does not possess its own shares.

Calenzano, March 18th 2022

For the Board of Directors
The President – Ing. Gabriele Clementi



Internet site: www.elengroup.com

E-mail: finance@elen.it

SDIR (authorized dissemination of regulated disclosures system): www.emarketstorage.com

Fine Comunicato n.0481-8

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