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Diffusione presunta
Oggetto : Aeffe - Call of Shareholders Meeting

Testo del comunicato

Vedi allegato.

AIEFFE S.p.A.**Registered Office in San Giovanni in Marignano - RN****Via delle Querce 51****Share Capital € 26,840,626.00****Rimini Companies Register and Tax Code No. 01928480407****NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their voting rights are called to an Ordinary Shareholders' Meeting to be held in first and only calling at 9.30 am on 28th April 2022 to discuss and resolve on the following

AGENDA

1. Approval of the financial statements of Aieffe S.p.A. as of 31st December 2021; reports of the Board of Directors on operations, the Independent Auditors and the Board of Statutory Auditors. Presentation to the Meeting of the consolidated financial statements as of 31st December 2021. Presentation to the Meeting of the consolidated non-financial statement required by Decree 254 dated 30th December 2016.
2. Resolutions regarding the results for the year ended 31st December 2021.
3. Report on remuneration policy and compensation paid pursuant to art. 123-*ter* of Legislative decree 58/98:
 - 3.1 resolutions regarding the first section of the report pursuant to art. 123-*ter*(3-bis) of Legislative decree 58/98;
 - 3.2 resolutions regarding the second section of the report pursuant to 123-*ter*(6) of Legislative decree 58/98.
4. Appointment of two directors pursuant to art. 2386 of the Italian Civil Code.
5. Determination of the remuneration due to the newly-appointed directors.

Please note that, pursuant to art. 2369, para. 1, of the Italian Civil Code and art. 11.1 of the Articles of Association, no second calling is envisaged for this Ordinary Shareholders' Meeting. In view of the current health and regulatory requirements linked to the Covid-19 pandemic, the entire Meeting will be held using telecommunications equipment.

Participation at the Meeting

Pursuant to art. 83-*sexies* of Legislative decree 58/98 and article 11 of the Articles of Association, persons may legitimately participate at the Shareholders' Meeting and exercise their right to vote if their legitimate status is confirmed by a communication made to the Company by an authorized intermediary, as defined in the applicable regulations, and released by the latter with reference to the information contained in its own accounting records at the close of business on the seventh trading day prior to the date fixed for the Shareholders' Meeting, i.e. 19th April 2022 (so-called "**record date**"). Pursuant to para. 4 of art. 83-*sexies* of Legislative decree 58/98, such communications, necessary for legitimate participation at the Shareholders' Meeting, must be received by the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 25th April 2022, and in any case prior to the start of the meeting. Those found to have become holders of shares only subsequent to the **record date** (19th April 2022) and/or those who have not sent the Company the communication addressed to the Company by an authorized intermediary, as defined in the applicable regulations, will not be entitled to participate in and vote at the meeting.

As allowed by art. 106(4) of Legislative decree 18/2020, those entitled to attend the Shareholders' Meeting may participate **solely via Infomath Torresi S.r.l., the representative designated** by the Company pursuant to art. 135-*undecies* TUF (without prejudice to the right of the designated representative to appoint substitutes pursuant to art. 135-*novies* TUF), **on granting without cost a proxy to that company.**

Accordingly, without cost for the delegating shareholder, the proxy may be granted - with voting instructions for some or all items on the agenda - to Infomath Torresi S.r.l., Viale Giuseppe Mazzini 6, Rome, the representative designated by the Company pursuant to art. 135-*undecies* of Legislative decree 58/98, on condition that this company receives the original by the end of the second trading day before the date fixed for the Shareholders' Meeting in first calling (i.e. by 26th April 2021). Without prejudice to the transmission of the original proxy form, the proxy may also be notified in electronic form to the following certified e-mail address: infomathtorresi@legalmail.it. Proxies given on this basis to the designated representative do not apply to proposed resolutions for which voting instructions have not been given. The proxy and the voting instructions may be revoked at any time prior to the deadline indicated above.

Proxy forms and the related instructions for their completion and transmission are available from the registered office and from the Company's website at the address www.aeffe.com.

Pursuant to art. 127-ter of the TUF, all those entitled to vote may ask questions about the matters on the agenda, even before the Shareholders' Meeting, by sending a registered letter to the following address: Aeffe S.p.A.- Attenzione Ufficio Legale - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy, or a certified e-mail to the following certified e-mail address aeffespa@pec.it.

Pursuant to art. 127-ter(1-bis) of Legislative decree 58/98, questions must be received by the Company at least three days prior to the date of the Shareholders' Meeting, and therefore by end of day on 25th April 2022. The written replies made available at the start of the meeting to all those entitled to vote are deemed to be answers provided during the meeting.

Interested parties must provide the information needed to identify them.

In order to exercise this right, the Company must receive the communication released by the intermediaries that hold the shares owned by the Shareholder.

For further details about the conduct of the Shareholders' Meeting, those entitled to participate and exercise their right to vote are invited to read the Meeting Regulations available from the Company's website www.aeffe.com at the address: <https://aeffe.com/it/statuto-procedure-e-regolamenti-societari/>.

Additions to the Agenda and right to present new proposed resolutions

Pursuant to art. 126-bis of the TUF, those Shareholders who, together or alone, represent at least one-fortieth of the share capital may, not more than ten days after the publication of this notice and, therefore, by 28th March 2022, request additions to the list of matters to be discussed, indicating in the request the additional matters proposed, or present proposed resolutions on matters already on the agenda. The request made in written form must be sent by registered letter to the following address: Aeffe S.p.A. - Attenzione Ufficio Legale - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy or by certified e-mail to the following certified e-mail address aeffespa@pec.it, on condition that it arrives by the deadline indicated above. By that deadline and in the same manner, the proposing shareholders must also present a report on the matters that they propose for discussion, explaining the reason for the proposed resolutions on the new matters proposed for discussion, or the reason for the further proposed resolutions presented on matters already on the agenda.

In order to exercise this right, the Company must receive the communication released by an intermediary authorized pursuant to current regulations in favor of the shareholders entitled to request the addition.

Information about any additions made to the agenda or about any additional proposed resolutions on items already on the agenda, which the Meeting must address following receipt of the above requests, will be provided in the manner used to publish this notice, at least fifteen days prior to the date fixed for the Meeting.

At the time of publishing the notice of additions to the agenda or of additional proposed resolutions, the report prepared by the requesting shareholders will also be made available to the public in the manner envisaged for all other meeting documentation, accompanied by the considerations of the administrative body, if any. In any case, all those entitled to vote can individually present proposed resolutions during the Shareholders' Meeting.

Additions to the agenda are not allowed for matters that, by law, may only be voted on at the meeting following a recommendation from the directors, or based on a project or report prepared by them that is not included in those indicated in para. 1 of art. 125-ter, TUF.

Appointment of two directors

Pursuant to art. 15.6 of the Articles of Association, the Meeting will appoint two members of the Board of Directors on the basis and with the ordinary majorities envisaged by law, without recourse to list voting.

Shareholders that intend to make nominations are invited to send the names to the Company by certified e-mail to the address aefespa@pec.it by 3rd April 2022, together with a specific communication issued by the authorized intermediary confirming the share ownership of those making nominations, duly-signed declarations confirming satisfaction of the honorability, professionalism and, if applicable, independence requirements, and the curriculum vitae of the candidates. The nominations must take account of the professional and gender characteristics envisaged in current legislation, the Articles of Association and the Corporate Governance Code.

Documentation

The documentation relating to the matters on the agenda, the proposed resolutions and the proxy forms with the related instructions will be made available to the public within the timescale and on the basis envisaged by current regulations. Shareholders may examine and obtain copies of the above documentation, which will also be made available, within the timescale envisaged by law, on the Company's website at the following address www.aeffe.com.

Share capital

The share capital of the Company amounts to Euro 26,840,626.00 and is represented by 107,362,504 ordinary shares, par value Euro 0.25 each: each ordinary share carries the right to one vote at ordinary

and extraordinary meetings of the Company's shareholders. At today's date, the Company holds 7,693,067 treasury shares representing 7.166% of share capital, the voting rights for which are suspended pursuant to para. 2 of art. 2357-ter, of the Italian Civil Code; accordingly, 99,669,437 votes are exercisable at the Ordinary Shareholders' Meeting.

Information about share capital is also available from the Company's website at the following address www.aeffe.com, in the section entitled *Governance*.

This notice of meeting is published, pursuant to art. 125-bis TUF and art. 10 of the Articles of Association, on the Company's website at the following address www.aeffe.com, and - in extract form - in a national daily newspaper and via the SDIR NIS circuit organized by Borsa Italiana.

The Corporate Affairs Office of Aeffe S.p.A. is available to provide any further information at the following numbers: telephone (+39 0541/965207), e-mail: giulia.degano@aeffe.com or aeffespa@pec.it

San Giovanni in Marignano, 18th March 2022

The Chairman of the Board of Directors

Massimo Ferretti

Fine Comunicato n.0923-9

Numero di Pagine: 7