



SPAFID
CONNECT

Informazione Regolamentata n. 0163-7-2022	Data/Ora Ricezione 18 Marzo 2022 14:28:35	Euronext Star Milan
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Identificativo : 158759
Informazione
Regolamentata
Nome utilizzatore : IRCEN01 - CASADIO ELENA
Tipologia : 1.1
Data/Ora Ricezione : 18 Marzo 2022 14:28:35
Data/Ora Inizio : 18 Marzo 2022 14:30:07
Diffusione presunta
Oggetto : Notice of General Meeting

<i>Testo del comunicato</i>

Vedi allegato.



Headquarters in Imola (BO) – Via Lasie n.12/A
Share capital € 14,626,560 F.P., VAT n. 00707431201

NOTICE OF GENERAL MEETING

Our shareholders are called to participate in the General Meeting, which according to art.106, comma 2, D.L n.18/2020 will be held at the Registered Office, exclusively by telecommunication with the first call on 28 April 2022 at 11,00 am, and on the second call, if necessary, on 5 May 2022 at the same time

AGENDA

1. Balance sheet as of 31/12/2021 and relative reports of the Board of Directors and Board of Auditors; consequential deliberation;
2. Presentation of the consolidated balance sheet as of 31/12/2021;
3. Appointment of the Board of Directors for the years 2022-2023-2024
4. Determination of the annual remuneration of the members of Board of Directors;
5. Proposal of authorization to the purchase and hold of own shares, how to purchase and to sale;
6. Report on remuneration:
 - examination of Section I (i.e. remuneration policy) resolution pursuant to Article 123-ter, paragraph 3 bis, of Legislative Decree 24/02/98 no. 58
 - examination of Section II (i.e. remuneration paid in the year) resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree 24/02/98 no. 58

SHARE CAPITAL AND VOTING RIGHTS – The company's share capital is 14,626,560 euros, represented by 28,128,000 general shares. Each general share represents one vote in General and Extraordinary Company Meetings. To date, the Company holds 1.586.388 of its own shares representing 5,64% of the total share capital. The company's vote is suspended, according to article 2357 ter of the civil code.

PARTICIPATION IN THE SHAREHOLDERS' MEETING

In relation to the measures adopted by the Italian Authorities to contain the emergency COVID-19, participation in the Shareholders' Meeting will only be possible by proxy to be conferred to the Representative Designated by the Company pursuant to article 135-undecies of the TUF or also by proxy and /or subdelegation pursuant to art. 135-novies of the TUF, in derogation from art. 135-undecies, paragraph 4, of the TUF, therefore the physical participation of the shareholders in the shareholders' meeting is excluded, as permitted by art. 106 of Law Decree 17 March 2020 n.18.

According to article 83-*sexies* of legislative Decree 58/1998 the right to participate in the Meeting and to exercise voting rights is conditional upon the Company receiving notice of the subject's right to vote by an intermediary. This must be in conformity with the intermediary's accounting records and balances recorded at the end of the seventh trading day prior to the date established for the first call of the Meeting; credit or debit recordings made to the account after the said term do not influence the right to exercise a vote in the Meeting. Those who become shareholders in the Company after this date will not have the right to participate and to vote at the Meeting. The company must receive the above-mentioned notice sent by the intermediary at least two working days prior to the first call of the Meeting. The right to participate and vote stands if notice is received by the Company after the aforesaid term, provided that it arrives by the opening of the meeting at the first call.

The participation in the meeting of all legitimate subjects (Designated Representative, Members of the Board of Directors, the Board of Statutory Auditors and appointed Secretary) will take place exclusively by telecommunication means that will guarantee the identification of the participants. The operating procedures with which participation in audio / videoconferencing will be possible will be communicated individually to each legitimated subject.

DESIGNATED REPRESENTATIVE AND DELEGATION PROCEDURE

For the Shareholders' Meeting referred to in this notice, the Company has appointed the Lawyer Stefania Salvini as Designated Representative, pursuant to art. 135-undecies of Legislative Decree 58/1998 (TUF).

The proxy can be granted to the lawyer Stefania Salvini by registered mail with return receipt at Via Tinti 16, 40026 Imola (BO), or by certified e-mail message to the address avvstefaniasalvini@ordineavvocatibopec.it. The Company prepares a specific form which will be made available on the company's website www.irce.it. The proxy to the designated representative must contain voting instructions on all or some of the proposals on the agenda and must reach the aforementioned Representative by 26 April 2022 (second open market day preceding the date of the Shareholders' Meeting on first call). Within the aforementioned term, the proxy and the voting instructions can always be revoked in the same way as for the assignment. The proxy has effect only for proposals in relation to which voting instructions have been given. The aforementioned designated representative may also be given proxies and/or subdelegations pursuant to art. 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4, of the TUF.

APPOINTMENT OF THE BOARD OF DIRECTORS - The right to present lists for the appointment of the Board of Directors by shareholders who collectively hold a stake of at least 2.5%. The lists must be deposited at the registered office of the Company, by registered letter with return receipt addressed to the registered office of the Company or sent via e-mail at ircespa-pec@legalmail.it certified at least twenty five days before the date set for the meeting on first call, together with detailed information on the personal and professional characteristics of the candidates, the statements in which the individual candidates irrevocably accept the position, subject to their appointment, and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility, the possession of the independence requirements provided for in Article 148, comma 3, of the Consolidated Law and the code of conduct of listed companies and the indication of 'identity of the shareholders who submitted the list and the percentage of shares owned.

QUESTIONS ON THE SUBJECTS ON THE AGENDA - Pursuant to Article 27-ter of Legislative Decree 58/1998, Shareholders can ask questions on the items on the agenda even before the Shareholders' Meeting by sending a registered letter with return receipt addressed to the Company's registered office or via certified e-mail message to the address ircespa-pec@legalmail.it. The questions, accompanied by the personal data of the requesting shareholder and by the certification certifying the ownership of the participation, must be received by the Company by 10.00 am on the day before the date of the first call of the Shareholders' Meeting.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Shareholders who, even jointly, represent at least one fortieth of the share capital may request in writing, within 10 days of the publication of this notice and in compliance with the provisions of Article 126-bis of Legislative Decree 58/1998 (TUF), the integration of the agenda's items indicating in the request the additional topics proposed or submitting proposals for resolutions on items already on the agenda. The requests, together with the certification certifying the ownership of the shares, are sent by registered mail with return receipt at the registered office of the Company or by certified e-mail message to the address ircespa-pec@legalmail.it. Within this period and in the same way it must be delivered to the Board of Directors of the Company a report that contains the motivation of the resolution proposals on the new matters or the motivation relating to the new resolution proposals. Notice of integration to the agenda or presentation of further resolution proposals on items already on the agenda shall be given in the same form as required for the publication of the notice of general meeting, at least 15 days before the date of shareholders' meeting on first call. Further resolution proposals on items already on the agenda, as well as the aforementioned explanatory reports (accompanied by any assessments by the Board of Directors) will be made available by the Company at the registered office and on the website at the same time as the publication of the presentation notice.

Pursuant to the provisions of Article 126-bis, paragraph 3, of the TUF, the integration of the agenda by the Shareholders is not allowed for the topics on which the Shareholders' Meeting is called to resolve on the proposal of the Directors or on the basis of a project prepared by them.

DOCUMENTATION – Documents relating to the Meeting will be made available at the Registered office, at the Borsa Italiana SpA (Italian Stock Market) and on the website www.irce.it, within the terms set by the applicable laws. The shareholders have the right to obtain a copy of the deposited documentation.

Any changes and / or additions to the information contained in the notice of meeting will be made available via the company website www.irce.it and in the other ways provided for by law.

This notice is also published on the company website and in the "Corriere della Sera" newspaper.

Imola, March 15, 2022

IRCE SPA

Fine Comunicato n.0163-7

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