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CONNECT

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Societa' : NEWLAT FOOD
Identificativo : 158772
Informazione
Regolamentata
Nome utilizzatore : NEWLATN01 - Pisoni
Tipologia : REGEM
Data/Ora Ricezione : 18 Marzo 2022 17:37:04
Data/Ora Inizio : 18 Marzo 2022 17:37:06
Diffusione presunta
Oggetto : Notice of convocation of Shareholders'
Meeting Newlat Food S.p.A.

Testo del comunicato

Vedi allegato.



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NEWLAT FOOD S.p.A.

REGISTERED OFFICE IN REGGIO EMILIA – VIA J. F. KENNEDY, 16

SHARE CAPITAL €43,935,050.00 FULLY SUBSCRIBED AND PAID-IN

REGISTRATION IN THE REGGIO EMILIA COMPANY REGISTER NO. 277595 AND TAX ID AND VAT NUMBER 00183410653

COMPANY SUBJECT TO MANAGEMENT AND COORDINATION BY NEWLAT GROUP S.A.

PURSUANT TO ARTICLES 2497 ET SEQ. OF THE ITALIAN CIVIL CODE

NOTICE OF CONVOCAZIONE OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Newlat Food S.p.A. is convened at the registered office of the Company Newlat Group S.A., located in Paradiso (Switzerland), Via Geretta 8, on 28 April 2022, on first call, at 12:00 noon, and where necessary on second call on 5 May 2022, same place and time, to discuss and resolve on the following

AGENDA

1. **Approval of the Financial Statements as at 31 December 2021, accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Related resolutions. Presentation of the consolidated financial statements as at 31 December 2021.**
2. **Allocation of the profit for the year. Related resolutions.**
3. **Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998:**
 - 3.1 **Binding resolution on the first section on remuneration policy pursuant to Article 123-ter, paragraph 3 of Italian Legislative Decree no. 58 of 24 February 1998.**
 - 3.2 **Non-binding resolution on the second section on remuneration paid pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree 58 of 24 February 1998.**
4. **Appointment of the Board of Directors for the financial years 2022-2024 and determination of the remuneration:**
 - 4.1. **Determination of the number of members of the Board of Directors.**
 - 4.2. **Determination of the term of office of the Board of Directors.**
 - 4.3. **Appointment of the Board of Directors**
 - 4.4. **Appointment of the Chair of the Board of Directors**
 - 4.5. **Determination of remuneration.**
5. **Appointment of the Board of Statutory Auditors for the financial years 2022-2024 and determination of the relative emoluments:**
 - 5.1. **Appointment of Standing Statutory Auditors, including the Chairman of the Board of Statutory Auditors, and Alternate Statutory Auditors.**
 - 5.2. **Determination of emoluments.**
6. **Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.**



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*In order to minimise the risks related to the current health emergency, the Company has decided to avail itself of the option established by Italian Decree Law no. 18 of 17 March 2020 on "Measures to strengthen the National Health Service and provide financial support for families, workers and businesses related to the COVID-19 epidemiological emergency", converted with amendments into Italian Law no. 27 of 24 April 2020, as last extended by art. 3, paragraph 1 of Italian Decree Law no. 228 of 30 December 2021 ("Decree") to allow the Shareholders to participate in the Shareholders' Meeting **exclusively through a designated representative** pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (TUF), without physical participation by the Shareholders.*

INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF CONVOCAZIONE

The subscribed and paid-in share capital amounted to €43,935,050.00 divided into 43,935,050 ordinary shares without nominal value, all of which have voting rights with the exception of treasury shares whose voting rights are suspended.

Each share is assigned one vote or two votes pursuant to art. 6, paragraph 9 of the By-laws, in the event of a positive assessment of this right by the board of directors.

ELIGIBILITY FOR PARTICIPATION IN THE SHAREHOLDERS' MEETING

Pursuant to article 83-sexies of Italian Legislative Decree no. 58/1998 ("TUF"), eligibility to participate in the Shareholders' Meeting and to exercise the right to vote – which may **only take place through a designated representative** – is attested by a communication made by a qualified intermediary to the person entitled to vote on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. **19 April 2022**, so-called record date). Those who hold shares only after that date will not be entitled to participate and vote at the Shareholders' 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 Shareholders' Meeting on first call, and therefore by **25 April 2022**. However, eligibility to participate and vote remains if the notice is received by the Company after the aforementioned deadline but before the start of the Shareholders' Meeting.

The Directors, the Statutory Auditors, the secretary of the meeting and/or the Notary, the representative of the Independent Auditors as well as the representative appointed pursuant to article 135-undecies of the TUF, as well as any other persons authorised by the Chairman of the Board of Directors, may also attend the Shareholders' Meeting, or exclusively through the use of remote connection systems that allow their identification in a manner that the Chairman will define and communicate to each of the aforementioned persons, in compliance with current applicable provisions.



PARTICIPATION IN THE SHAREHOLDERS' MEETING AND DELEGATION OF A PROXY TO THE SHAREHOLDERS' REPRESENTATIVE

As permitted by art. 106 of the Decree, the participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Studio Segre S.r.l. as appointed representative of the Company pursuant to art. 135-undecies of the TUF (“**Designated Representative**”).

The proxy can be granted at no cost to the delegator along with voting instructions on all or some of the proposals on the agenda using the specific form made available on the Company's website at www.newlat.it, *Corporate Governance Section – Shareholders' Meeting* section.

The proxy with voting instructions must be submitted together with a copy of a valid identity document of the Delegating Shareholder or, if the Delegating Shareholder is a legal person, of the legal representative pro tempore or of another person with appropriate powers, together with documentation certifying their qualification and powers, to the aforementioned Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting at first and also at second call (i.e. by 26 April 2022 and 3 May 2022, respectively) by sending a registered letter to "Studio Segre S.r.l." in Turin, Via Valeggio 41 or by sending it electronically to the PEC certified email address segre@legalmail.it (subject “Proxy for 2022 Newlat Shareholders' Meeting”) from their certified email address (or, failing that, from their ordinary email address).

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 at first and also at second call (i.e. by 26 April 2022 and 3 May 2022, respectively) in the manner specified above.

Pursuant to the aforementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4 of the TUF.

Those who do not intend to avail themselves of the method of participation envisaged by art. 135-undecies of the TUF may alternatively grant the same Designated Representative proxy or sub-proxy pursuant to art. 135-novies of the TUF, necessarily containing instructions on how to vote on all or some of the items on the agenda by using the proxy/sub-proxy form made available on the Company's website (at www.newlat.it, *Corporate Governance – Shareholders' Meeting* section) at no expense to the delegator.

For the submission of such proxies/sub-proxies, the procedures specified above and detailed in the proxy form must be followed. The proxy must be received no later than 6:00 pm on the day before the meeting (and in any case before the beginning of the meeting's proceedings). Within the aforementioned period the proxy and voting instructions may always be revoked in the aforementioned manner.

The Company reserves the right to supplement and/or modify the instructions above based on any needs that arise in light of the current Covid-19 epidemiological emergency and its unforeseeable development. Any changes will be promptly communicated in the same manner as for the publication of the notice and/or in any case through the information channels envisaged by current law.





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ADDITIONS TO THE AGENDA

Pursuant to art. 126-bis of the TUF, within ten days of the publication of this notice of convocation shareholders who even jointly represent at least one-fortieth of the share capital may request the addition of items to the agenda, specifying in the request the additional items proposed. Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on a proposal from the Directors or on the basis of a project or report prepared thereby, other than those indicated in art. 125-ter, paragraph 1, of the TUF.

Requests must be submitted by registered letter with return receipt to the registered office of the Company located in Reggio Emilia (Italy), Via Kennedy 16, or by email to newlat@pec.it and must be accompanied by a report on the matters proposed for discussion, as well as by the certification(s) issued by a qualified intermediary proving entitlement to exercise the right.

Any additions to the agenda shall be made known by the Company in the same manner as the publication of this notice at least fifteen days before the meeting on first call. At the same time as the publication of the notice of the additions to the agenda the report prepared by the requesting Shareholders accompanied by any assessments by the Board of Directors shall be made available to the public, always by the Company, in the same manner envisaged for the publication of the reports on the items on the agenda referred to in article 125-ter, paragraph 1 of the TUF.

SUBMISSION OF NEW INDIVIDUAL PROPOSALS FOR RESOLUTIONS

Due to the fact that the participation in the Shareholders' Meeting and the exercise of the right to vote may only take place through the Designated Representative in order to make it possible for the interested parties to exercise the right referred to in art. 126-bis, paragraph 1, penultimate sentence of the TUF, those entitled to vote may individually submit proposals for resolutions on the items on the agenda to the Company by 9 April 2022 so that the Company can proceed with their subsequent publication.

Proposals for resolutions must be submitted in writing by the aforementioned deadline, with original signature by registered letter with return receipt to the registered office located in Reggio Emilia (RE), Via Kennedy 16, or to the certified email address newlat@pec.it, together with the specific communication certifying the legitimacy to exercise this right issued by the intermediaries authorised in accordance with the law.

Proposals for resolutions received by the deadline and in the manner described above shall be published on the Company's website by 13 April 2022, so that the holders of voting rights can view them for the purpose of granting a proxy and/or sub-proxy with relative voting instructions to the Designated Representative. For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, the completeness thereof and their compliance with the applicable provisions, as well as the legitimacy of those making the proposals.

In the case of proposals for resolutions on the items on the agenda other than those formulated by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn), and only in the event that



such proposal is rejected the proposals of the Shareholders will be put to a vote. These proposals, if alternative to each other, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to a vote first is rejected will the next proposal be put to a vote in order of represented capital and so on.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to article 127-ter of the TUF, those entitled to vote may ask questions on the items on the agenda before the Shareholders' Meeting, by sending them to the Company no later than the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. by 19 April 2022), in writing by registered letter with return receipt to the registered office of the Company located in Reggio Emilia (RE), Via Kennedy 16, or by certified email to newlat@pec.it. The legal basis for exercising this right is attested by the submission to the Company, at the addresses indicated above, of a specific communication issued by the intermediaries authorised in accordance with the law, certifying ownership of such right. Questions received before the Shareholders' Meeting shall be answered at the latest by 12:00 noon of the second day prior to the date set for the Shareholders' Meeting on first call. The Company may provide a single answer to questions having the same content. Answers will be made available on the Company's website at www.newlat.it, *Corporate Governance – Shareholders' Meeting* section.

APPOINTMENT OF THE BOARD OF DIRECTORS

With regard to the fourth item on the Agenda, note that the mandate of the Board of Directors will expire with the next Shareholders' Meeting. Therefore, at this meeting the new members must be appointed for the financial years 2022-2024 pursuant to art. 147-ter of the TUF and articles 12, 13 and 14 of the By-laws, to which reference is made.

The Directors are appointed by the Shareholders' Meeting on the basis of slates submitted by Shareholders in which the candidates must be listed in sequential order. Slates can only be submitted by Shareholders who alone or together with other Shareholders represent at least 2.5% (two point five per cent) of the share capital.

The slates, signed by the Shareholder or Shareholders who can even submit them via proxy through one of them accompanied by the required documentation, must be filed at the registered office or sent to the certified email address newlat@pec.it by the presenting Shareholders by Sunday, 3 April 2022 and will be made public according to the provisions in force. Since this deadline falls on Sunday, slates sent ahead of time will be accepted by email at veronica.pisoni@newlat.com provided that they are deposited at the registered office by 4 April 2022.

Each slate shall bear the names, marked with a sequential number, of no more than 15 (fifteen) candidates.

Each slate must include at least some candidates - in accordance with the provisions of applicable legislation - who meet the independence requirements prescribed by applicable laws or regulations (including the



market regulations of Borsa Italiana S.p.A.), indicating them separately and placing one of them at the top of the list.

A Shareholder or group of Shareholders may not submit and vote for more than one slate, even through an intermediary or through trustees. No candidate may be on more than one slate, and inclusion on more than one slate constitutes grounds for ineligibility.

Each slate that presents a number of candidates equal to or greater than 3 (three) must also include candidates of both genders, at least in the minimum proportion required by the applicable laws and regulations in force from time to time.

The following must be filed when the slates are submitted:

- a) The information relating to the identity of the Shareholders who have submitted the slate and the indication of the percentage of shareholding held, in addition to one or more certification(s), to be deposited at the registered office at the same time or in any case by 7 April 2022, showing the ownership of such shareholding(s) at the date the slate is submitted.
- b) A declaration by Shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of any direct or indirect link, within the meaning of applicable laws and regulations, with the latter.
- c) The curriculum vitae of the candidates and a statement in which each candidate declares, under his or her own responsibility, that there are no grounds for ineligibility and incompatibility and that he or she fulfils the conditions for appointment.
- d) Information on candidates and indication of any eligibility to qualify as an independent director in accordance with applicable legislation and with the codes of conduct on corporate governance adopted by the Company.
- e) A declaration from each candidate accepting their candidacy.

Any slate that fails to comply with the above provisions shall be deemed not to have been submitted.

If a single slate is submitted, the entire Board of Directors shall be drawn from it. If no slate is submitted, the Shareholders' Meeting decides by majority of voters, excluding from the calculation those who abstain.

Shareholders wishing to submit slates are invited to read the recommendations contained in Consob communication DEM/9017893 of 26 February 2009.



APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

With regard to the fifth item on the Agenda, note that the mandate of the Board of Statutory Auditors will expire with the next Shareholders' Meeting. Therefore, at this meeting the new members must be appointed for the financial years 2022-2024 pursuant to art. 148 of the TUF and articles 21 and 22 of the By-laws, to which reference is made.

Statutory Auditors are appointed by the Shareholders' Meeting on the basis of slates submitted by Shareholders in which the candidates must be listed in sequential order. Slates can only be submitted by Shareholders who alone or together with other Shareholders represent at least 2.5% (two point five per cent) of the share capital.

The slates, signed by the Shareholder or Shareholders who can even submit them via proxy through one of them accompanied by the required documentation, must be filed at the registered office or sent to the certified email address newlat@pec.it by the presenting Shareholders by 3 April 2022 and will be made public according to the provisions in force. Since this deadline falls on Sunday, slates sent ahead of time will be accepted by email at veronica.pisoni@newlat.com provided that they are deposited at the registered office by 4 April 2022. In the event that on the expiry date of the deadline for submission of slates only one of them has been filed, or only slates submitted by Shareholders connected to each other pursuant to the applicable provisions, pursuant to art. 144-sexies of the Issuers' Regulation approved by Consob Resolution no. 11971 as amended and supplemented, slates may be submitted by Wednesday, 6 April 2022. In such case, the thresholds for submission of slates shall be reduced by half, therefore to 1.25% (one point twenty-five per cent) of the share capital.

A Shareholder or group of Shareholders may not submit and vote for more than one slate, even through an intermediary or through trustees. No candidate may be on more than one slate, and inclusion on more than one slate constitutes grounds for ineligibility.

Each slate is divided into two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor. The first of the candidates in each section must appear in the register of auditors and must have carried out auditing activities for a period of not less than 3 (three) years.

Each slate that – considering both sections – has a number of candidates equal to or greater than 3 (three) must also include candidates of both genders, so that at least two-fifths (rounded up) of the candidates for the office of standing auditor and at least one candidate for the office of alternate auditor belong to the least-represented gender.

The following must be filed when the slates are submitted:

- a) The information relating to the identity of the Shareholders who have submitted the slate and the indication of the percentage of shareholding held, in addition to one or more certification(s), to be deposited at the registered office at the same time or in any case by 7 April 2022, showing the ownership of such shareholding(s) at the date the slate is submitted.





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- b) A declaration by Shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of any direct or indirect link, within the meaning of applicable laws and regulations, with the latter.
- c) The *curriculum vitae* of the candidates and a statement in which each candidate declares, under his or her own responsibility, that there are no grounds for ineligibility and incompatibility and that he or she fulfils the conditions for appointment.
- d) Information on candidates indicating the positions of administration and control held in other companies, as well as a declaration by the candidates themselves that they meet the requirements – including those of integrity, professionalism, independence and the number of positions held concurrently – envisaged by applicable laws and regulations in force from time to time and by the By-laws.
- e) A declaration from each candidate accepting their candidacy.

Any slate that fails to comply with the above provisions shall be deemed not to have been submitted.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, such as the explanatory reports on the items on the agenda with the full text of the proposed resolutions, the Annual Financial Report and the other documents referred to in art. 154-ter of the TUF, the Consolidated Non-Financial Statement pursuant to Italian Legislative Decree no. 254 of 30/12/2016 – Sustainability Report, the Report on corporate governance and ownership pursuant to art. 123-bis of the TUF, as well as the Report on remuneration policy and remuneration, drafted pursuant to art. 123-ter of the TUF, shall be made available to the public in the manner and within the terms of the law, with the right of the Shareholders and those entitled to vote to obtain a copy.

The aforesaid documentation will be available at the registered office of the Company in Reggio Emilia (RE), Via Kennedy 16, as well as on the Company's website at www.newlat.it, *Corporate Governance – Shareholders' Meeting* section, and via the eMarket Storage mechanism available at www.emarketstorage.com.

Pursuant to art. 125-bis of the TUF and art. 84 of the Issuers' Regulation, this notice of convocation shall be published on 18 March 2022 on the Company's website at www.newlat.it, *Corporate Governance – Shareholders' Meeting* section, and shall be made available at the eMarket Storage authorised distribution mechanism available at www.emarketstorage.com. It shall also be published, in extract, in the newspaper *Italia Oggi* on 19 March 2022.





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FURTHER INFORMATION:

Due to the Covid-19 emergency, to exercise Shareholders' rights the Company recommends the use of the forms of remote communication specified in this notice.

Finally, the Company reserves the right to supplement and/or modify the content of this notice should it become necessary as a result of the current Covid-19 emergency. Any changes, updates or clarifications of the information contained in this notice will be made promptly available through the Company's website at www.newlat.it *Corporate Governance – Shareholders' Meeting* section and in the other manners envisaged by law.

Reggio Emilia, 18 March 2022

For the Board of Directors

The Chairman

(Angelo Mastrolià)



Fine Comunicato n.2195-13

Numero di Pagine: 11