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Informazione Regolamentata n. 0474-4-2022	Data/Ora Ricezione 18 Marzo 2022 18:01:08	Euronext Star Milan
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Societa' : CENTRALE DEL LATTE D'ITALIA
Identificativo : 158783
Informazione
Regolamentata
Nome utilizzatore : CENTRALEN01 - Pisoni
Tipologia : REGEM
Data/Ora Ricezione : 18 Marzo 2022 18:01:08
Data/Ora Inizio : 18 Marzo 2022 18:01:09
Diffusione presunta
Oggetto : Notice of call Shareholders' Meeting CLI

Testo del comunicato

Vedi allegato.



NOTICE OF CONVOCAZIONE OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened at the Ordinary Shareholders' Meeting at the registered office of the company Newlat Group SA, located in Paradiso (Switzerland), Via Geretta 8 on **28 April 2022, at 10:00 am** on first call, and if necessary on 5 May 2022, same place and time on second call, to discuss and resolve on the following:

Agenda

1. Report on operations and financial statements as at 31 December 2021, report of the Board of Statutory Auditors. Related resolutions.
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 (TUF):
 - a. Binding vote on Section I.
 - b. Advisory vote on Section II.

Considering the COVID-19 epidemiological emergency and in compliance with the provisions contained in art. 106 of Decree-Law no. 18 of 17 March 2020 (converted with amendments into Italian Law no. 27 of 24 April 2020), as most recently extended by paragraph 1 of art. 3 of Italian Decree-Law No. 228 of 30/12/2021:

- Participation in the Shareholders' Meeting may take place exclusively through the Designated Representative Studio Segre S.r.l., in the manner and terms envisaged in the text of this notice.

- Attendance at the Shareholders' Meeting of the members of the corporate bodies, the secretary and the Designated Representative, as well as any other persons authorised by the Chairman of the Board of Directors, may also or exclusively take place by means of telecommunications that ensure their identification while also complying with the measures to contain the COVID-19 epidemic as envisaged by applicable legal provisions, the Chairman defining the manner and informing each of the aforementioned persons in accordance with the applicable rules for such eventuality, without it being in any case necessary for the Chairman, the secretary and the notary to be in the same place.

- There are no procedures for voting by correspondence or by electronic means.

Finally, note that the date and/or place and/or participation and/or voting methods and/or the conduct of the Shareholders' Meeting indicated in this convocation notice remain subject to their compatibility with principles of health protection and current legislation and/or with the measures issued from time to time by the competent Authorities due to the current epidemiological emergency.

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.

Information on the share capital.

The fully subscribed and paid-up share capital totalled €28,840,041.20 divided into 14,000,020 ordinary shares with no nominal value, all having voting rights. The Company does not hold any treasury shares.

Each share is assigned one vote or two votes pursuant to art. 5 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.

Eligibility to participate at the Shareholders' Meeting and to exercise the right to vote is attested by a notice given by an intermediary qualified pursuant to art. 83-sexies of the TUF for the person entitled to vote on the basis of the evidence relating to the end of the accounting day of Tuesday, 19 April 2022, seventh trading day prior to the date set for the Shareholders' Meeting at first call.

Participation in the shareholders' meeting and delegation of a proxy to the shareholders' representative.

Participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Studio Segre S.r.l., located in Via Valeggio 41 – 10129 – TURIN, as Designated Representative of the Company pursuant to art. 135-undecies of the TUF.

In addition to the proxy form inserted at the bottom of the communication issued by the authorised intermediary, you can use the proxy form published on the Company's website at www.centralelatteitalia.com in the "Investor Relations" section.

The proxy must be conferred by signing and delivering the appropriate form to the Designated Representative, sending it by registered letter with return receipt to Studio Segre S.r.l. located at Via Valeggio 41, Turin, or by email to the certified email address segre@legalmail.it by the end of the second trading day prior to the date set for the Shareholders' Meeting even at second call (i.e. by Tuesday, 26 April 2022 or Tuesday, 3 May 2022). The proxy is not effective for proposals for which voting instructions have not been given. The proxy and voting instructions may be revoked during the same period within which they may be conferred.

Proxies and/or sub-proxies may also be delegated 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.centralelatteitalia.com in the "Investor Relations" section.

As envisaged in paragraph 4 of art. 106 of the "Cura Italia" Decree, and pursuant to art. 135-novies of the TUF, the proxy must be submitted exclusively to the Designated Representative electronically by sending it to the certified email address segre@legalmail.it together with the voting instructions and a copy of a valid document of the delegator. This 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 communication to the Company made by the authorised intermediary certifying entitlement to attend the Shareholders' Meeting is also necessary in the event of a proxy being conferred on the Designated Representative of the Company. Therefore, in the absence of the aforementioned communication the proxy must be considered null and void.

Questions on the items on the agenda.

Pursuant to art. 127-ter of the TUF, those entitled to vote have the right to ask questions about the items on the agenda. Questions must reach the Company by the end of the seventh trading day prior to the date set for the Shareholders' Meeting at first call or Tuesday 19 April 2022 by registered letter with return receipt at the registered office, by fax at 01132040297 or by certified email at mail@pec.centralelatteitalia.com and must be accompanied by documentation proving entitlement to exercise the right to ask questions before the Shareholders' Meeting. Responses that have the same subject matter and content will be unified. The Company will provide a written response by 12:00 noon on Tuesday, 26 April 2022 by posting on the Company's website at www.centralelatteitalia.com in the "Investor Relations" section.

Additions to the agenda and presentation of new proposals for resolutions.

Pursuant to art. 126-bis of the TUF, within ten days of the publication of this notice 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 or presenting proposals for resolutions on items already on the agenda. Note also that additions to the items to be discussed are

not permitted for items on which the Shareholders' Meeting, in accordance with the law, resolves on a proposal from the Directors or on the basis of a project or report prepared thereby, other than those referred to in art. 125-ter, paragraph 1, of the TUF. Questions must be submitted by registered letter with return receipt to the registered office or by certified email at mail@pec.centralelatteitalia.com and must be accompanied by a report on the matters proposed for discussion. Any additions to the agenda or the presentation of further proposals for resolutions on matters already on the agenda shall be made known in the same manner as this notice of call at least fifteen days before the date set for the first meeting, within which the report prepared by the Proposing Shareholders shall be made available to the public.

Pursuant to art. 126-bis, paragraph 1, third paragraph of the TUF, taking into account the methods of participation in the Shareholders' Meeting, those entitled to vote may individually submit proposals for resolutions on the items on the agenda by 09 April 2022. These proposals must be submitted by registered letter with return receipt to the registered office or by certified email to mail@pec.centralelatteitalia.com and must be accompanied by a resolution text on the matter on the agenda, as well as by the certification(s) issued by a qualified intermediary proving entitlement to exercise the right. The proposals submitted will be published on the Company's website at www.centralelatteitalia.com in the "Investor Relations" section by 13 April 2022 so that holders of voting rights can view them for the purpose of granting proxy or sub-proxy to the Designated Representative. 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.

Documentation.

The documentation required by current legislation relating to the items on the agenda, including among other things the full text of the proposed resolutions, will be made available to the public in accordance with the law at the registered office and on the website at www.centralelatteitalia.com in the "Investor Relations" section. It will also be available on the authorised eMarket STORAGE mechanism at www.emarketstorage.com.



The By-laws are available at www.centralelatteitalia.com in the "Governance" section.

Pursuant to art. 125-bis of Italian Legislative Decree 58/1998, the extract of this notice of convocation will be published in the newspaper *Italia Oggi* on 19 March 2022.

Chairman of the Board of Directors

Angelo Mastrolia

Centrale del Latte d'Italia S.p.A.

Via Filadelfia 220 – 10137 Turin

Tax ID and VAT no. 01934250018

Share capital €28,840,041.20 fully paid-in

CCIAA (Chamber of Commerce, Industry, Craft Trade and Agriculture) – Turin no. 520409

Court of Turin no. 631/77

Turin, 18 March 2022

Fine Comunicato n.0474-4

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