



SPAFID
CONNECT

Informazione Regolamentata n. 1938-30-2022	Data/Ora Ricezione 22 Marzo 2022 10:24:34	Euronext Star Milan
--	---	---------------------

Societa' : AQUAFIL
Identificativo : 158923
Informazione
Regolamentata
Nome utilizzatore : AQUAFILNSS02 - Tonelli
Tipologia : 3.1
Data/Ora Ricezione : 22 Marzo 2022 10:24:34
Data/Ora Inizio : 22 Marzo 2022 10:24:35
Diffusione presunta
Oggetto : Notice of calling of the Ordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

pursuant to Article 9 of the By-laws and Article 125-*bis* of Legislative Decree No. 58 of February 24, 1998

All Shareholders of Aquafil S.p.A. (“**Aquafil**” or the “**Company**”) are called to the Ordinary Shareholders' Meeting to be held in single call on **April 28, 2022 at 3.00 pm CET**, at Via Metastasio 5, in Milan, at the office of **ZNR Notai**, in order to discuss and resolve upon the following:

AGENDA

1. Financial Statements for the year ended December 31, 2021; relevant and ensuing resolutions. Presentation of the Consolidated Financial Statements at December 31, 2021;
2. Allocation of profit for the year: relevant and ensuing resolutions;
3. Report on Remuneration Policy and Compensation Paid:
 - a. approval of the remuneration policy pursuant to Article 123-*ter*, paragraph 3-*bis* and 3-*ter* of Legislative Decree No. 58/1998;
 - b. resolutions on the “second section” of the report, pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree No. 58/1998;
4. Appointment of two Directors to integrate the Board of Directors pursuant to Article 2386 of the Italian Civil Code: relevant and ensuing resolutions.

It is hereby stated that, due to the persistent conditions imposed by the health situation due to the declared Covid 19 pandemic, and therefore in accordance with fundamental principles for safeguarding the health of the company's shareholders, employees, representatives, and consultants, the meeting may take place with directors, statutory auditors, the designated representative and audit firm representatives attending the meeting also using telecommunication media, whilst the share capital may attend solely through the designated representative pursuant to Article 135-*undecies* Legislative Decree No. 58 of February 24, 1998 (“TUF”), in the manner indicated therein, and shareholders or delegates other than the aforesaid designated representative shall not be allowed access to the meeting venue.

Information about the share capital

The Company's subscribed and paid-in share capital amounted to €49,722,417.28 and is divided into 51,218,794 shares of which 42,822,774 ordinary shares, 8,316,020 special B shares and 80,000 special C shares, all of which bear no specific face value. Each special B share confers the right to three votes in the Company's ordinary and extraordinary Shareholders' Meetings. C Shares bear no voting rights at the Company's ordinary and extraordinary Shareholders' Meetings.

The Company holds 457,090 treasury shares, equal to 0.8924% of share capital.

AQUAFIL S.p.A.

ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING AND VOTING RIGHTS. PROXY VOTE.

Pursuant to Article 83-*sexies* of TUF and the related implementing measures, the legitimate attendance and exercise of vote — **solely through the Designated Representative** — is certified by a communication to the Company made — within the legal and regulatory time limits — by the authorized intermediary in accordance with the intermediary's accounting records, on behalf of the person entitled to vote on the basis of the evidence as at the end of the record date of April 19, 2022, corresponding to the seventh trading day prior to the date set for the first call of the General Shareholders' Meeting. The persons and parties who will become owners of company shares only following such date shall not be entitled to attend or vote at the Shareholders' Meeting.

The notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the General Shareholders' Meeting (i.e., not later than April 25, 2022), without prejudice to entitlement to attend and/or exercise voting rights in the event the notice from the intermediary reaches the Company after the said deadline but before commencement of the proceedings of the General Shareholders' Meeting to be held in single calling.

Those entitled to vote who wish to attend the Meeting and exercise the vote must be represented in the Meeting only by the Designated Representative pursuant to Article 135-*undecies* of TUF.

The Company has appointed Spafid S.p.A. as the designated representative to which written proxies, with voting instructions, on all or some of the proposals on the Agenda of the General Shareholders' Meeting may be granted by the shareholders, at no cost, pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998. Proxies, along with instructions for voting and a copy of a valid identity document identifying the proxy granter or, if the proxy granter is a legal entity, its *pro-tempore* legal representative or another person with appropriate powers, along with documentation appropriate to attesting to their position and powers, must be transmitted to the Designated Representative until no later than the end of the second trading day before the date of the General Shareholders' Meeting (thus until 23:59 on April 26, 2022), through the following procedures: (i) transmission of a digital copy (PDF) to the certified e-mail address assemblee2022@pec.spafid.it, indicating in the subject line "Proxy - Aquafil General Shareholders' Meeting 2022", from the shareholder's certified electronic mail address (or, in the absence of the latter, from an ordinary electronic mail address; in this case the proxy with voting instructions has to be issued with qualified electronic or digital signature); (ii) transmission of the original document by courier or registered mail to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Italy (Ref. "Proxy - Aquafil General Shareholders' Meeting 2022"), in addition to also sending a digital copy (PDF) through ordinary electronic mail to assemblee2022@pec.spafid.it (subject line: "Proxy - Aquafil General Shareholders' Meeting 2022"). Proxy Forms shall not be valid with respect to motions for which voting instructions have not been provided.

Proxy forms and/or sub-proxy forms may also be given to the aforesaid Designated Representative pursuant to Article 135-*novies* of TUF, as an exception to Article 135-*undecies*, paragraph 4, thereof.

In particular, those not wishing to make use of the attendance procedure specified in Article 135-*undecies* of TUF may, as an alternative, attend the meeting granting the same Designated Representative a proxy or sub-proxy form pursuant to Article 135-*novies* of TUF containing voting instructions for all or some of the motions on the Agenda. The proxy/sub-proxy shall be valid only

AQUAFIL S.p.A.

Italy – 38062 Arco (TN) – Via Linfano 9 – tel. +39 0464 581 111r.a. – fax +39 0464 532 267

PEC: pec.aquafil@aquafil.legalmail.it

Cap.Soc. Euro 50.676.034,18 di cui sottoscritto e versato Euro 49.722.417,28

C.F. IT 09652170961 – V.A.T. IT 09652170961 – REA TN 228169

www.aquafil.com

for proposals on which voting instructions are conferred. Such proxies/sub-proxies shall be sent in accordance with the procedures indicated above and also written on the proxy/sub-proxy form.

The proxy must arrive no later than 6.00 pm CET of the day before the single call (without prejudice to the ability of the Designated Representative to accept the proxies and/or instructions even after the above-mentioned deadline and before the start of the General Shareholders' Meeting). The proxy pursuant to Article 135-*novies* of TUF and the relative voting instructions will remain revocable within the above-mentioned deadline.

No provision is made for distance or postal voting procedures.

QUESTIONS ABOUT THE ITEMS ON THE AGENDA

Pursuant to Article 127-*ter* of TUF, Shareholders with voting rights are entitled to submit questions regarding the items placed on the Agenda also before the General Shareholders' Meeting and in any event no later than the end of the seventh trading day prior to the General Shareholders' Meeting by sending them, via registered mail with return receipt, to the Company's registered office (for the attention of the Chairman of the Board of Directors) or via personal e-mail address to the certified email address pec.aquafil@aquafil.legalmail.it.

Entitlement to exercise the right is certified by sending to the Company the relevant documentation issued by the authorized intermediary in accordance with the intermediary's accounting records.

Questions regularly submitted by April 19, 2022 shall be answered at the very latest three days before the Shareholders' Meeting, it being understood that the Company reserves the right to treat several questions regarding the same subject-matter as a single query.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW MOTIONS

Pursuant to Article 126-*bis* of TUF, Shareholders, who individually or jointly account for at least one fortieth of the share capital, may, within ten days of publication of this notice of calling of the General Shareholders' Meeting, ask for additions to the Agenda, specifying in the request the additional proposed items, or present new motions to be added to the items already on the Agenda. No additional items may be placed on the Agenda in respect of matters regarding which, under law, the Shareholders' Meeting may pass resolutions only at the motion of the Board of Directors or on the basis of a project or report prepared by the Board of Directors and falling outside the scope of Article 125-*ter* of TUF.

The signed original copy of the above requests — comprehensive of the related information concerning the right to attend the Shareholders' Meeting — must be submitted in written form by registered mail with return receipt to the Company's registered office (for the attention of the Chairman of the Board of Directors) or by certified electronic e-mail to the certified e-mail address pec.aquafil@aquafil.legalmail.it.

Shareholders requesting an addition must provide a report indicating the reason for the motions concerning the new items to be submitted for discussion or the reason for the additional motion presented on items already placed on the Agenda; this report must be sent in the manner indicated above to the Board of Directors by the deadline for presenting a request for an addition.

AQUAFIL S.p.A.

Notice of any and all additional items placed on the Agenda or presentation of new motions on items already on the Agenda shall be announced, pursuant to the same publication procedures applicable to this notice, at least fifteen days prior to the scheduled date of the General Shareholders' Meeting (i.e., no later than April 13, 2022); at the same time, such motions, along with motions concerning new items to be placed on the Agenda and the reports drafted by the shareholders in question, accompanied by any assessments by the Board of Directors, will be made available to the public at the registered office, on the Company's website www.aquafil.com and via the website of the authorized storage service eMarket STORAGE (www.emarketstorage.com).

Presentation of new proposed resolutions pursuant to Article 126-bis, paragraph 1, second-to-last sentence, of TUF

Since the Company has decided to avail of the option as per Article 106, paragraph 4, of TUF, and thus that Shareholders may participate in the Shareholders' Meeting exclusively through the Designated Representative, and that the Shareholders cannot be physically present, those with voting rights may individually present proposed resolutions in the Shareholders' Meeting — pursuant to Article 126-bis, paragraph 1, second-to-last sentence, of TUF — by 13 April 2022.

The signed original copy of the above requests — comprehensive of the related information concerning the right to attend the Shareholders' Meeting — must be submitted in written form by registered mail with return receipt to the Company's registered office (for the attention of the Chairman of the Board of Directors) or by certified electronic e-mail to the certified e-mail address pec.aquafil@aquafil.legalmail.it.

New proposed resolutions received by the Company by the deadlines and in the manner indicated above will be published on the Corporate website by April 14, 2022, so that those with voting rights may read them for the purposes of granting proxies/sub-proxies, with the related voting instructions, to the Designated Representative.

Appointment of Directors

Pursuant to Article 2386 of the Italian Civil Code, two Directors will be appointed to integrate the Board of Directors without applying the list voting procedure. For further information on the integration of the Board of Directors, reference should be made to the Illustrative Report regarding the relevant item on the Agenda.

Documentation

All documents pertaining to the General Shareholders' Meeting, including the illustrative reports on the items on the Agenda and any relevant proposed resolutions, will be made available to the public in accordance with the terms established by law at the Company's registered office in Arco (Trento), via Linfano 9, as well as on the corporate website www.aquafil.com, section "*Investor Relations - AGM – 2022*", and through the authorized storage system eMarket STORAGE (www.emarketstorage.com). Shareholders are entitled to obtain a copy of the same. The corporate By-laws are available on the website www.aquafil.com, under section "*Corporate Governance*".

* * *

AQUAFIL S.p.A.

This notice of calling is made available on the corporate website www.aquafil.com in the section “Investor Relations – Shareholders’ meetings – 2022”, and through the authorized storage system of eMarket STORAGE (www.emarketstorage.com), as well as in excerpted form on the daily newspaper “*Repubblica*”.

The Company reserves the right to supplement and/or alter the content of this notice if found to be necessary as the result of a change to the current epidemiological situation.

The instructions for attending the General Shareholders’ Meeting using telecommunication media will be notified by the Company to the Directors, Statutory Auditors, audit firm representatives and the Designated Representative.

Arco (Trento), March 18, 2022

On behalf of the Board of Directors
The Chairman of the Board of Directors
(Giulio Bonazzi)

AQUAFIL S.p.A.

Italy – 38062 Arco (TN) – Via Linfano 9 – tel. +39 0464 581 111r.a. – fax +39 0464 532 267
PEC: pec.aquafil@aquafil.legalmail.it
Cap.Soc. Euro 50.676.034,18 di cui sottoscritto e versato Euro 49.722.417,28
C.F. IT 09652170961 – V.A.T. IT 09652170961 – REA TN 228169
www.aquafil.com

Fine Comunicato n.1938-30

Numero di Pagine: 7