



SPAFID
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Regolamentata
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Data/Ora Ricezione : 25 Marzo 2022 08:36:29
Data/Ora Inizio : 25 Marzo 2022 08:36:30
Diffusione presunta
Oggetto : Notice of call of the 2022 Shareholders'
Meeting

Testo del comunicato

Vedi allegato.



BRUNELLO CUCINELLI

BRUNELLO CUCINELLI S.P.A.

Registered office in Corciano (PG), Solomeo, Viale Parco
dell'Industria 5, Italy

Fully paid-up share capital: €13,600,000

Tax code, VAT number and Companies' Register of
Umbria no. 01886120540

R.E.A. no. 165936

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to participate and exercise their voting rights are called to attend the ordinary Shareholders' Meeting of Brunello Cucinelli S.p.A. (the "**Company**") at 10.00 a.m. on April 27th, 2022. The Meeting shall be deemed to be held at the Cucinelli Theatre in Via Giovine Italia 2, Solomeo (PG), Italy, in a single call, to discuss and adopt resolutions on the following

Items on the agenda:

1. Financial statement for the year ended on December 31st, 2021, presentation of the consolidated financial statements for the year ended on December 31st, 2021; presentation of the 2021 Consolidated non-Financial Disclosure drawn up pursuant to Legislative Decree no. 254/2016. Resolutions pertaining thereto and resulting therefrom.
2. Proposal for the allocation of net income; resolutions pertaining thereto and resulting therefrom.
3. Report on the policy regarding remuneration and fees paid pursuant to article 123-ter of Italian Legislative Decree no. 58/1998.
 - 3.1. Resolution pursuant to Article 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998 on the first section of the Report.
 - 3.2. Resolution pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998 on the second section of the Report.
4. Approval of an incentive plan based on financial instruments pursuant to art. 114-*bis* of Italian Legislative Decree no. 58/1998, named "2022-2024 Stock Grant Plan"; resolutions pertaining thereto and resulting therefrom.
5. Authorization to purchase and disposal of treasury shares pursuant to articles 2357 and 2357-*ter* of the Italian Civil Code for the purposes of the "2022-2024 Stock Grant Plan" based on the allocation of Brunello Cucinelli S.p.A. ordinary shares; resolutions pertaining thereto and resulting therefrom.

Information on the share capital of Brunello Cucinelli S.p.A.

At the time of issuance of this notice, the subscribed and paid-up share capital of Brunello Cucinelli S.p.A. is €13,600,000, consisting of 68,000,000 ordinary shares without nominal value, each of which gives the holder the right to cast one vote at the Company's Shareholders' Meeting. The Company does not own any treasury shares.

Attendance at the Shareholders' Meeting

Pursuant to art. 106, paragraph 4, of Italian Decree Law no. 18 of March 17th, 2020 on the “Measures to strengthen the NHS and on economic aid to households, workers and businesses related to the Covid-19 health emergency”, converted with amendments by Law no. 27 of April 24th, 2020 and as extended by effect of paragraph 1 of Article 3 of Decree Law no. 228 of December 30th, 2021, converted into Law no. 15 of February 25th, 2022 (the “**Decree**”), those entitled to vote shall participate in the Shareholders’ Meeting exclusively through the Appointed Representative, pursuant to art. 135-*undecies* of Italian Legislative Decree no. 58/1998, as subsequently amended and integrated (the “**Consolidated Law on Finance**” or “**TUF**”). To this end, the Company has appointed Spafid S.p.A. (“**Spafid**”), having its registered office in Milan, as the “**Appointed Representative**”, to whom shall be granted a proxy in the manners and under the conditions indicated below.

Shareholders may grant proxies or sub-proxies to the Appointed Representative, pursuant to art. 135-*novies* of the TUF, as an exception to art. 135-*undecies*, paragraph 4, of the TUF.

The Meeting will therefore be held without the physical participation of the Shareholders.

Members of the Board of Directors, members of the Board of Statutory Auditors and the Appointed Representative as well as subjects entitled, according to the applicable law, to attend, other than those entitled to exercise their right to vote, may attend the Shareholders’ Meeting, using remote connection systems that allow identification. The Company will provide said persons with relevant instructions to attend the Meeting using remote connection systems.

Entitlement to attend Shareholders’ Meetings and to exercise voting rights

The right to attend the Meeting and to exercise the right to vote – exclusively through the Appointed Representative – is subject to the receipt of the communication, to be requested by each entitled party, issued by their authorised intermediary to the Company, certifying ownership of the shares based on the accounting records at the end of the accounting day of the seventh trading day prior to the Shareholders’ Meeting, namely April 14th, 2022 (Record Date).

Those resulting owners of shares of the Company after the above-mentioned Record Date, based on the accounting records, will not be entitled to attend and vote in the Meeting. The Company must receive the intermediary’s communication by the end of the third trading day prior to the date on which the Shareholders’ Meeting is convened, and, therefore, by April 22nd, 2022.

However, the entitlement to attend and vote will still apply, pursuant to the terms described above and provided the term to grant a proxy to the Appointed Representative is observed, if the Company receives the intermediary’s communications after the above-mentioned term, provided that they are received before the meeting session begins.

Appointed Representative

Pursuant to art. 106, paragraph 4, of the Decree, those entitled to vote shall participate in the Shareholders’ Meeting exclusively through Spafid, the Appointed Representative appointed by the Company. Those entitled to vote shall therefore necessarily – and free of charge (except for any shipping costs) – confer a proxy to the Appointed Representative with voting instructions on all or some of the items on the agenda using the specific form, with the relevant instructions for filling in and transmission, available on the Company’s website <http://investor.brunellocucinelli.com>, under the “*Governance/Shareholders’ Meetings/2022/Notifications and forms*” section.

Pursuant to art. 135-*undecies* of the TUF, proxies with the voting instructions shall be submitted, together with a valid identity card of the shareholder granting the proxy or, should the shareholder be a legal entity, of the *pro tempore* legal representative or of any other legally authorized person, with the appropriate documentation detailing his/her title and power, to the Appointed Representative by the end of the second trading day prior to the Shareholders’ Meeting (i.e. by April 25th, 2022) using one of the following alternative procedures:

- (i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee2022@pec.spafid.it (subject line “Proxy for Brunello Cucinelli 2022 Shareholders’ Meeting”). The certified email shall be submitted from one’s own certified email box (or, failing that, from one’s own ordinary email box; in this case proxies with voting instructions must be signed with a qualified electronic or digital signature);
- (ii) transmission of the original by courier or registered mail with return receipt to the following address: Spafid S.p.A., Foro Buonaparte No. 10, 20121 Milan (Re: “Proxy for Brunello Cucinelli 2022 Shareholders’ Meeting”), sending a copy reproduced electronically (PDF) in advance by ordinary electronic mail to assemblee2022@pec.spafid.it (subject line: “Proxy for Brunello Cucinelli 2022 Shareholders’ Meeting”).

Proxies and voting instructions may be revoked by the above-mentioned term (i.e. April 25th, 2022). Proxies will have no effect with regard to the proposals for which no voting instructions have been given. Shares for which full or partial proxy is conferred will be calculated for the purpose of determining due constitution of the

Shareholders' Meeting.

As an exception to art. 135-*undecies* of the TUF, those who do not wish to avail themselves of the right therein provided, may, alternatively, grant to the Appointed Representative a proxy or sub-proxy pursuant to art. 135-*novies* of the TUF, necessarily containing voting instructions on all or some of the items on the agenda, by using the appropriate proxy/sub-proxy form available on the Company's website <http://investor.brunellocucinelli.com>, under the "Governance/Shareholders' Meetings/2022/Notifications and forms" section.

Proxies or sub-proxies may be conferred and submitted, also through electronic means, according to the procedures described above and indicated in the proxy form. Proxies shall be submitted by 6:00 p.m. on the day before the Shareholders' Meeting (and, in any case, before the meeting session begins). Proxies and voting instructions may always be revoked within the above-mentioned term.

In the absence of notification from the authorised intermediary certifying the entitlement to participate at the Shareholders' Meeting, proxies shall have no effect.

For any clarifications on granting the proxy to the Appointed Representative (and, specifically, on the filling of the proxy form and the voting instructions and their transmission), please contact Spafid by email at confidential@spafid.it or at the following telephone numbers (+39) 0280687.335 and (+39) 0280687.319 (on business days from 9 a.m. to 5 p.m.).

No vote by correspondence or by electronic means is permitted.

Additions to the agenda and new proposals for resolutions

Shareholders representing (also jointly), at least, one fortieth of Company share capital may request, within ten days from the publication of this notice (namely by April 4th, 2022), that specific items be added to the agenda, specifying in their request the proposed additional items, or submit draft resolutions on items already on the agenda.

Such requests must be made in writing and sent to the Company by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria n. 5, 06073 Solomeo di Corciano (PG) or by certified email to the following address brunellocucinelli.spa@legalmail.it.

Shareholders are entitled to request that specific items be added to the agenda or to submit draft resolutions provided that the Company has received a specific communication from an authorised intermediary in accordance with the applicable law.

Within the above-mentioned term and following the procedures described above, the requesting Shareholders shall submit to the Company's Board of Direction a report setting out the reasons for the proposals for resolutions on the new matters that they propose to be discussed or the reason for the additional proposal for resolutions submitted for items already on the agenda.

Any addition to the items on the agenda as well as any presentation of further proposals for resolutions on item already on the agenda will be published in the same manner as required for the publication of this notice, at least fifteen days prior to the Shareholders' Meeting in a single call (namely by April 12th, 2022). Together with the publication of the addition or presentation, the report prepared by the requesting Shareholders, with any assessments of the Board of Directors, will be made available to the public in the same manner required for the publication of the documentation relating to the Shareholders' Meeting.

No addition to the agenda is permitted for items upon which the Shareholders' Meeting resolves, pursuant to the applicable law, upon proposals of Directors or on the basis of a plan or report the Directors have drawn up, other than those referred to in art. 125-*ter*, paragraph 1, of the TUF.

Submission of individual proposals for resolutions before the Shareholders' Meeting

In addition to the above, taking into account that the attendance to the Shareholders' Meeting is allowed exclusively through the Appointed Representative, those entitled to participate to the Shareholders' Meeting wishing to submit proposals for resolutions on items on the agenda are kindly invited to submit them in advance, by April 12th, 2022, in the same manner described in the previous paragraph.

Such proposals for resolutions will be made available to the public on the website of the Company by April 13th, 2022, in order to allow those entitled to express their vote in an informed manner, also taking into account such new proposals for resolutions as well as to allow the Appointed Representative to collect voting instructions also on those proposals. The shareholder proposing a resolution shall submit suitable documentation certifying he/she/it is entitled to attend the Shareholders' Meeting and he/she/it has granted the proxy to the Appointed Representative in order to attend the Meeting.

Right to raise questions on the items on the agenda

Pursuant to art. 127-*ter* of the TUF, those entitled to exercise their vote may raise questions on items on the agenda, also before the Shareholders' Meeting, and, in any case, by the Record Date (i.e., by April 14th, 2022). After having verified whether such questions are strictly relevant to the items on the agenda as well

as the shareholder's entitlement to raise questions, the Company will reply, waiving the minimum term provided by art. 127-ter, paragraph 1-bis, of the TUF, at least five days before the Shareholders' Meeting (namely by April 22th, 2022) through publication on a specific section of the Company's website <http://investor.brunellocucinelli.com>, under the "Governance/Shareholders' Meetings/2022/Notifications and forms" section, in order to allow those entitled to exercise their vote on the items on the agenda in an informed manner.

Such questions - accompanied by the related communication issued by the authorised intermediary pursuant to the applicable law, certifying the Shareholder's entitlement to exercise this right – must be sent by registered mail with return receipt to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria n. 5, 06073 Solomeo di Corciano (PG), or by certified email to brunellocucinelli.spa@legalmail.it.

Please note that the entitlement to exercise the right to vote might be certified also after the submission of such questions, provided that this takes place by the third day following the Record Date.

The Company may provide single answers to questions having the same content.

Report on the policy regarding remuneration and fees paid

Pursuant to article 123-ter, paragraph 3-ter, of the TUF, the Shareholders' Meeting is called to resolve on the first section of the 2021 Report. Such resolution is binding. The Shareholders' Meeting shall also resolve in favour or against the second section of the Report. This latter resolution is not binding

Documentation

The documentation relating to items on the agenda, including the Directors' explanatory reports pursuant to art. 125-ter of the TUF and art. 73 and 84-ter of the CONSOB Regulation n. 11971/1999 and the relevant proposals for resolution, as well as the information document drawn up in accordance with art. 84-bis of the CONSOB Regulation n. 11971/1999, is available to the public in accordance with the procedures and within the terms provided by the applicable law at the Company's registered office in Solomeo, at Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy, and on the Company's website <http://investor.brunellocucinelli.com>, under the "Governance/Shareholders' Meetings/2022/Meeting's documents" section, as well as on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com). The documentation may be consulted at the Company's registered office only if allowed by the applicable provisions.

In particular, the annual financial report, including the other documents referred to articles 154-ter and 123-bis of TUF, the non-financial consolidated report provided for by articles 3 and 4 of the Italian Legislative Decree no. 254/2016 and the Report on the policy regarding remuneration and fees paid are published by April 5th, 2022. Shareholders are entitled to obtain a copy.

The corporate offices at the Company's registered office are open to the public for consultation and/or the delivery of copies of the relevant documents mentioned above on business days from Monday to Friday from 8 a.m. to 5.30 p.m..

This notice of call is published on the Company's website at <http://investor.brunellocucinelli.com>, under the "Governance/Shareholders' Meetings/2022/Notifications and forms" section, on the "eMarket Storage" mechanism (www.emarketstorage.com) and, as an abstract, on the newspapers "Il Sole 24 Ore" and "MF-Milano Finanza".

Solomeo, March 25th, 2022

On behalf of the Board of Directors

The Chairman

(Cav. Lav. Brunello Cucinelli)

Fine Comunicato n.1264-8

Numero di Pagine: 6