



SPAFID
CONNECT

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Oggetto : GVS S.p.A._Shareholders' meeting Notice
of call - April 28 2022

Testo del comunicato

Vedi allegato.

GVS S.p.A.

Registered office in Zola Predosa (BO), Via Roma, 50
Share Capital euro 1,750,000.00 fully paid-up
Bologna Register of Companies and tax code 03636630372 and VAT number 00644831208
Economic and Administrative Index (REA) BO-305386

CALL NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

Those entitled to attend and exercise voting rights are called to the Ordinary Shareholders' Meeting to be held on **28 April 2022 at 10.00**, in a single call, which will be deemed to be held at the offices of GVS S.p.A. ("**GVS**" or the "**Company**"), in Via Roma n. 50, Zola Predosa (BO), to discuss and resolve on the following

AGENDA

1. Financial statements as of 31 December 2021 and proposed allocation of net income:
 - a. approval of the Financial Statements as at 31 December 2021, accompanied by the Directors' Report on Operations, the Report of the Board of Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2021. Submission of the Consolidated Non-Financial Statement prepared pursuant to Legislative Decree no. 254/2016;
 - b. resolutions relating to the allocation of the annual profit for FY 2021
2. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998 and Article 84-ter of CONSOB Regulation no. 11971/1999:
 - a. resolution on the first section on the Remuneration Policy prepared in accordance with Art. 123-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998;
 - b. resolution on the second section on compensation paid prepared pursuant to Art. 123-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998.
3. Authorisation for the purchase and disposal of treasury shares pursuant to Articles 2357, 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree no. 58 of 24 February 1998 and Article 144-bis of the Consob regulation adopted by resolution no. 11971 of 14 May 1999, subject to revocation, for the part that remains unfulfilled, of the authorisation resolution passed by the Ordinary Shareholders' Meeting on 27 April 2021; Related and consequent resolutions.
4. Proposal to adjust the compensation of the independent auditors for FYs 2021-2028; Related and consequent resolutions.

MEETING PROCEDURE

Pursuant to Article 106, paragraph 4, of Decree Law No. 18 of 17 March 2020 on "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the Covid-19 emergency*" (the "**Cura Italia Decree**"), converted with amendments by Law no. 27 of 24 April 2020 and as extended until 31 July 2022 by Decree Law no. 228 of 30 December 2021, as converted with amendments by Law no. 15 of 25 February 2022, the participation in the Shareholders' Meeting of those who are entitled to vote will take place exclusively through the representative designated pursuant to Art. 135-undecies of Legislative Decree no. 58/1998, as subsequently amended and supplemented (the "**CFA**"). To this end, the Company has appointed Spafid S.p.A. ("**Spafid**"), with registered office in Milan, as the "**Designated Representative**", to which a proxy must be granted, in accordance with the procedures and conditions indicated below.

The Designated Representative may also be granted a proxy or a sub-proxy pursuant to Art. 135-novies CFA, as an exception to Art. 135-undecies, paragraph 4, CFA

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

The Directors, the Auditors, the Designated Representative, the meeting secretary and the representatives of the independent auditing firm, as well as other persons entitled by law other than those with voting rights, may participate in the Shareholders' Meeting by means of telecommunications that guarantee their identification. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the Directors and Auditors, as well as to others entitled to attend, other than those with voting rights.

SHARE CAPITAL AND VOTING SHARES

The share capital of GVS, subscribed and paid up, is equal to Euro 1,750,000.00, divided into 175,000,000 ordinary shares, with no indication of nominal value. Each ordinary share gives the right to one vote in the ordinary and extraordinary Shareholders' Meetings of the Company, except for the 105,000,000 ordinary shares for which GVS Group S.p.A. has obtained an increase in voting rights in accordance with Art. 6 of the Articles of Association; therefore, the total number of voting rights that can be exercised in the Shareholders' Meeting at the date of this notice is 280,000,000. As at the date of this notice of call, the Company holds 450,000 treasury shares, equal to 0.26% of the share capital. Since the Company's Articles of Association provide for an increase in voting rights pursuant to Art. 127-*quinquies* CFA, the Company will disclose to the public, pursuant to Art. 85-*bis*, paragraph 4-*bis*, of the Issuers' Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently supplemented and amended, the total amount of voting rights by the day after the date indicated in Art. 83-*sexies*, paragraph 2, CFA (the "record date") and, therefore, by **20 April 2022**. For more information on the increase in voting rights, please refer to the website www.gsv.com, in the "Governance - Increased Voting Rights" section.

ENTITLEMENT TO SPEAK AND VOTE

Entitlement to attend the Shareholders' Meeting and exercise voting rights - which may only be exercised through the Designated Representative - is certified by a communication to the Company made by the authorised intermediary, at the request of the entitled party, on the basis of the evidence in the accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **19 April 2022** (record date). Those who are found to be the owners of the Company's shares after that date, on the basis of the records made on the accounts, will not be entitled to attend and vote at the Shareholders' Meeting. The notice from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Meeting and, therefore, by **25 April 2022**. However, this does not affect the right to attend and vote, in accordance with the terms mentioned above and in compliance with the terms for conferring proxy to the Designated Representative, if communications are received by the Company after the aforementioned deadline, provided they are received before the start of the meeting proceedings.

DESIGNATED REPRESENTATIVE

Pursuant to Art. 106, paragraph 4 of the Cura Italia Decree, attendance of the Shareholders' Meeting by those who have the right to vote will take place exclusively through the Designated Representative of the Company, who must be given a proxy, at no cost to the delegating party (with the exception of any postage costs), with voting instructions, on all or some of the proposals on the agenda of the Shareholders' Meeting, using the appropriate forms available, with the relative instructions for completion and transmission, in the section of the Company's website (<http://www.gsv.com>, "Governance - Shareholders' Meeting" section).

The proxy in accordance with Art. 135-*undecies* CFA, with the voting instructions, must be received, by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by **26 April 2022**) together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal entity, of the *pro tempore* legal representative or of another party with appropriate powers, together with suitable documentation to attest their qualification and powers to the Designated Representative, in the following alternative ways: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address assemblee2022@pec.spafid.it ("Proxy for the GVS 2022 Shareholders' Meeting") from your own certified e-mail address (or, failing that, from your own ordinary e-mail address, in which case the proxy with voting instructions must be signed with a

qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte no. 10, 20121 Milan, Italy (Ref. "Proxy for the GVS 2022 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address assemblee2022@pec.spafid.it.

The proxy and voting instructions are revocable by the same deadline as specified above (i.e. by **26 April 2022**). The proxy has no effect with regard to proposals for which no voting instructions have been given. Company shares for which a full or partial delegation is conferred are calculated for the purpose of determining due establishment of the Shareholders' Meeting.

Those who do not intend to take advantage of the intervention method envisaged by Art. 135-*undecies* CFA, may, alternatively, confer on the Designated Representative a proxy or sub-delegation pursuant to Art. 135-*novies* CFA, as an exception to Art. 135-*undecies*, paragraph 4, CFA, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the specific proxy/sub-proxy form, available on the Company's website (<http://www.gvs.com>, in the "Governance - Shareholders' Meeting" section). For the conferral and notification, including by electronic means, of proxies/sub-proxies, the procedures indicated in the proxy form must be followed.

The proxy must be received by the above Designated Representative, together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal entity, of the *pro tempore* legal representative or other party with appropriate powers, together with suitable documentation attesting to the delegating party's qualification and powers, no later than 18:00 on the day before the Shareholders' Meeting (and in any case no later than the start of the meeting proceedings), using the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address assemblee2022@pec.spafid.it ("Proxy for the GVS 2022 Shareholders' Meeting") from your own certified e-mail address (or, failing that, from your own ordinary e-mail address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte no. 10, 20121 Milan, Italy (Ref. "Proxy for the GVS 2022 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address assemblee2022@pec.spafid.it.

The delegation and voting instructions can be revoked at any time before said deadline in the manner indicated above.

In the absence of the communication from the authorised intermediary attesting the entitlement to attend the Shareholders' Meeting, the proxy will be considered invalid.

For any clarification necessary on the conferral of the delegation on the Designated Representative (and, in particular, about the compiling of the delegation form and voting instructions and their transmission), Spafid can be contacted by e-mailing confidential@spafid.it or calling (+39) 0280687.319 and (+39) 0280687.335 (on working days, from 9:00 to 17:00).

The Company reserves the right to supplement and/or amend the above instructions in view of the need to monitor the current emergency and how it unfolds.

It shall be recalled that no procedures for voting by mail or electronically are envisaged.

THE RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO SUBMIT NEW PROPOSALS FOR RESOLUTIONS

Shareholders who, individually or jointly, represent at least one fortieth of the share capital may request that the list of items to be discussed be supplemented, indicating in their request the additional items they propose, or they may present proposals for resolutions on items already on the agenda. Such supplementation may be requested within ten days of the publication of this notice.

Shareholders in favour of whom the Company has received a communication from an authorised intermediary pursuant to current legislation are entitled to request the integration of the agenda or submit new resolution proposals.

Requests for additions must be made in writing and must be received by the Company no later than **08 April 2022**, by registered mail or certified e-mail to the following addresses: GVS S.p.A., Legal and Corporate Affairs Office, Via Roma, n. 50, 40069 Zola Predosa (BO), e-mail gvsspa.gvs@legalmail.it for the attention of the Legal and Corporate Affairs Office. By the same deadline and in the same manner, the proposing Shareholders are required to submit to the Board of Directors a report containing

the reasons for the resolution proposals on the new matters they propose to deal with, or the reasons for further resolution proposals presented on matters already on the agenda.

Notice of additions to the agenda or the presentation of further proposals for resolutions on items already on the agenda shall be given, in the same manner as prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting. At the same time as publication of the integration notice or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations by the Board of Directors, will be made available to the public in the same form as the documentation relating to the Shareholders' Meeting.

Supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a plan or report prepared by them that is different to those set out in Art. 125-ter, paragraph 1, CFA.

THE RIGHT TO TABLE MOTIONS INDIVIDUALLY BEFORE THE MEETING

In addition to the above, taking into account that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, the persons entitled to participate in the Shareholders' Meeting who intend to formulate proposals for resolutions on the items on the agenda are invited to submit them in advance, by **8 April 2022**, in the same manner as indicated in the preceding paragraph. Such proposals will be published on the Company's website by the following **13 April 2022**, in order to allow those entitled to vote to express themselves in an informed manner also taking into account such new proposals and to allow the Designated Representative to collect any voting instructions on the same. The requesting party must provide suitable documentation proving the right to participate in the Shareholders' Meeting and the issue of a proxy to the Designated Representative for participation in the Shareholders' Meeting.

RIGHT TO ASK QUESTIONS ON THE AGENDA ITEMS

Pursuant to Art. 127-ter CFA, those with voting rights may submit questions on the items on the agenda, including before the Shareholders' Meeting, and in any case by the fifth trading day before the date set for the Shareholders' Meeting (i.e. by **21 April 2022**), to which the Company, having verified their relevance to the items on the agenda of the Shareholders' Meeting and the legitimacy of the applicant, will provide an answer, at least two days before the Shareholders' Meeting (i.e. by **26 April 2022**), by publication in a special section of the Company's website (<http://www.gvs.com>, "Governance - Shareholders' Meeting" section), in order to enable those entitled to vote to express an informed opinion on the items on the agenda.

The aforesaid questions - accompanied by the relative communication, issued by the qualified intermediary in accordance with current legislation, certifying the legitimacy to exercise the right - must be sent by registered letter or certified e-mail to the following addresses: GVS S.p.A., Legal and Corporate Affairs Office, Via Roma, n. 50, 40069 Zola Predosa (BO), e-mail gvsspa.gvs@legalmail.it for the attention of the Legal and Corporate Affairs Office.

Please note that the ownership of the voting right may also be certified after the submission of the applications provided that it is within the third day following the record date (i.e. by **22 April 2022**). The Company may provide unitary answers to questions with the same content.

DOCUMENTATION

The explanatory reports of the Directors with the full text of the proposed resolutions and the other documentation relating to the Shareholders' Meeting required by current legislation, including the annual financial report, will be made available to the public, within the terms of the law, at the Company's registered office in Via Roma 50, 40016 Zola Predosa (BO), and on the Company's website (<http://www.gvs.com>, "Governance - Shareholders' Meeting" section), as well as at the authorised storage mechanism "eMarket STORAGE". The documentation may be consulted at the company's registered office only if permitted by the *pro-tempore* regulations in force.

This call notice is published today, in full, in accordance with Article 125-bis CFA, on the Company's website and at the authorised storage mechanism "eMarket STORAGE" and in extract form in the newspaper Milano Finanza on 29 March 2022.

OTHER INFORMATION

The Company reserves the right to supplement and/or amend the contents of this notice, should such be necessary.

Zola Predosa (BO), 28 March 2022

For the Board of Directors
The Chairwoman,
Grazia Valentini

Fine Comunicato n.2251-22

Numero di Pagine: 7