



SPAFID
CONNECT

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Diffusione presunta
Oggetto : Notice of call of the ordinary and
extraordinary general meeting of
Shareholders on April 27, 2022

Testo del comunicato

Vedi allegato.

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF SECO S.P.A.

Pursuant to art. 106, paragraph 4, of the Italian Decree-Law 17 March 2020, No. 18 converted by the Italian Law 24 April 2020, No. 27, as subsequently extended (the "**Decreto**"), SECO S.p.A. ("**SECO**" or the "**Company**") has decided to make use of the option set out therein, providing that the intervention in the Shareholders' Meeting of those who have the right to vote will be made exclusively by granting a proxy (or sub-proxy) to the Company's appointed representative, under art. 135-*undecies* of the Italian Legislative Decree No. 58/1998 ("**CFA**").

The Shareholders are called to the Ordinary and Extraordinary Shareholders' Meeting to be held on **27 April 2022**, in a single call, at 10:00 a.m., at the office of Notary Jacopo Sodi, in Via delle Mantellate n. 9, Florence, to resolve on the following:

AGENDA

ORDINARY SECTION

1. Financial Statements for the fiscal year as of December 31, 2021 and allocation of the Fiscal Year profits:
 - 1.1. Approval of the Financial Statements for the fiscal year as of December 31, 2021 after examination of the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Presentation of the Consolidated Financial Statements as of December 31, 2021. Presentation of the Consolidated non-Financial Statements prepared in accordance with Legislative Decree no. 254/16. Related and consequent resolutions;
 - 1.2. Proposal on the allocation of the results of the Fiscal Year. Related and consequent resolutions.
2. Report on the policy regarding remuneration and fee paid:
 - 2.1. Approval of the remuneration policy pursuant to Art. 123 *ter*, paragraph 3-*ter*, of the Legislative Decree no. 58/1998;
 - 2.2. Deliberations on the "Second section" of the Report, pursuant to Art. 123 *ter*, paragraph 6, of the Legislative Decree no. 58/1998.
3. Proposal to approve the amendment to the "*Stock Option Plan of SECO S.p.A.*". Related and consequent resolutions pursuant to art. 114-*bis* of D.Lgs. n. 58/1998.
4. Proposal to supplement the total remuneration allocated to the Board of Directors by the ordinary Shareholders' Meeting of 1 March 2021. Related and consequent resolutions.
5. Authorization to the purchase and disposal of treasury shares pursuant to Artt. 2357, 2357-*ter* of the Italian Civil Code, Art. 132 of the Legislative Decree no. 58/1998 and Art. 144-*bis* of the CONSOB Regulation adopted with Resolution no. 11971 of May 14, 1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the ordinary Shareholders' Meeting on 1 March 2021. Related and consequent resolutions.

EXTRAORDINARY SECTION

1. Amendment of Articles 2, 6, 7 and 8 of the Bylaws. Related and consequent resolutions.

2. Proposal to increase the share capital free of charge, to be reserved - as an alternative to the paid-up capital increase approved on 1 March 2021 - to employees and senior executives of Seco S.p.A. or one of its subsidiary, for a maximum nominal amount of Euro 54,000 (fifty-four thousand), divisible, by means of the assignment, pursuant to art. 2349 of the Italian Civil Code, of a corresponding amount taken from retained earnings, by issuing a maximum of 5,400,000 (five million four hundred thousand) ordinary shares to serve the stock option plan called "*Stock option plan of SECO S.p.A.*". Consequent amendments to art. 6 of the Bylaws and related and consequential resolutions.

INFORMATION ON THE SHARE CAPITAL

The share capital amounts to Euro 1.073.934,31 and is represented by a total number of 110.451.131 shares with no expressed par-value corresponding to, pursuant to article 120, paragraph 1 of the TUF and article 7.5 of the Bylaws, to 166.108.338 voting rights, of which (i) no. 54.786.924 ordinary shares (ISIN IT0005438046) granting an equal number of voting rights; (ii) no. 55,660,707 ordinary shares with augmented voting rights (ISIN IT0005439754) granting no. 111,321. 414 voting rights; as well as (iii) the following categories of shares, all of which are not listed on the Euronext Milan STAR organised and managed by Borsa Italiana S.p.A. and which do not confer voting rights: 2.500 Management '20 Shares; 1,000 Management Performance Shares. As of the date of this notice, the Company hold n. 1,140,000 of own shares. Further information on the Company's share capital, its composition and evolution can be found on the Company's website www.seco.com (Section "Investor Relations > Corporate Governance").

INCREASED VOTING

In accordance with art. 7.5 of Seco S.p.A.'s Bylaws, the regulation of the increased vote is provided, with the consequence that, in compliance with the provisions of art. 120, paragraph 1 of the TUF, share capital is meant to be the total number of voting rights.

As a result of the increases in voting rights achieved as of the date of publication of this notice, the overall number of voting rights is 166.108.338. For further information, including information on the special list pursuant to Article 7.5.1 of the Company's Bylaws (the "**Special List**"), please refer to the website www.seco.com (Section "Investor Relations > Corporate Governance").

Pursuant to Article 7.5 of the Bylaws, the Company will update the Special List (if necessary) within the fifth market trading day from the end of each calendar month and, in any case, in compliance with the provision of art. 83 -*sexies*, within the seventh market trading day preceding the date established for the Shareholders' Meeting, i.e. within 14 April 2022 (*record date*).

RIGHT TO INTERVENE AND VOTE AND PARTICIPATION IN THE SHAREHOLDERS' MEETING:

Right to intervene and vote

Pursuant to combined provisions of Article 12 of the Bylaws and Article 83-*sexies* of the TUF, the right to intervene in the Shareholders' Meeting and exercise voting rights - exclusively through the Designated Representative - is attested by a communication made to the Company by the intermediary qualified to keep accounts in accordance with law, in compliance with its accounting records, in favour of the party entitled to vote, on the basis of evidences relating to the end of the accounting day of the seventh market trading day prior to the date established for the Shareholders' Meeting i.e. by **14 April 2022** (*record date*); credit and debit records made on the accounts after that date shall not count for entitlement to exercise voting rights at the Shareholders' Meeting. The notice from the intermediary must be received by the Company by the end of the third market trading day preceding the Shareholders' Meeting (i.e., by 22 April 2022). Nevertheless, the right

to intervene and vote shall remain intact if the notifications are received by the Company after this deadline, as long as they are received before the start of the Shareholders' meeting proceedings.

Directors and Statutory Auditors, the designated representative, as well as other persons entitled according to law, different from those who are entitled to vote (who must grant proxy to the designated representative as specified below), may participate in the Shareholders' Meeting by means of telecommunications that also allow them to be identified.

Participation in the Shareholders' Meeting and granting of proxy to the Designated Representative

Pursuant to Article 106 of the Decree, participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Designated Representative.

Consequently, the Company has appointed the "Società per Amministrazioni Fiduciarie SPAFID S.p.A." - with registered office in Milan (the "**Designated Representative**") to represent the shareholders pursuant to Article 135-*undecies* TUF and the Decree. Shareholders who intend to intervene at the Shareholders' Meeting must therefore grant the Designated Representative - without any expense for the delegating party (except for any delivery costs) - a proxy - with voting instructions - with regard to all or some of the proposed voting items on the agenda using the specific proxy model drafted by the Designated Representative in agreement with the Company, available on the Company's website (www.seco.com Section "Investor Relations > Corporate Governance").

The proxy with the voting instructions must be delivered to the Designated Representative together with a copy of a currently valid delegating shareholder's identity document or, if the delegating shareholder is a legal person, the pro-tempore legal representative or another party with appropriate powers, together with appropriate documentation certifying their qualification and powers, to the above-mentioned Designated Representative, by the end of the second market trading day preceding the Shareholders' Meeting date (i.e. by 25 April 2022), by the following alternative ways: (i) transmission of a copy reproduced electronically (PDF) to the certified mail address assemblee2022@pec.spafid.it specifying in the subject "Proxy for SECO 2022 Shareholders' Meeting" from their certified mailbox (or, in absence thereof, from their ordinary mailbox, in which case the proxy with voting instructions must be undersigned with a qualified electronic or digital signature); (ii) transmission of the original copy by express courier or registered letter with return receipt to the address: Spafid S.p.A., Foro Buonaparte, no. 10 - 20121 Milan, Ref. "Proxy for SECO 2021 Shareholders' Meeting", sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to assemblee2022@pec.spafid.it (subject: "Proxy for SECO 2022 Shareholders' Meeting").

By the same deadline of 25 April 2022, the proxy and voting instructions may always be revoked as indicated above.

Pursuant to the Decree, those who do not intend to exercise the method of intervention provided for in Article 135-*undecies* of the TUF may, alternatively, grant the Designated Representative a proxy or sub-delegation pursuant to Article 135-*novies* of the TUF, necessarily containing voting instructions about all or some of the proposal on the agenda, by using the specific proxy/sub-delegation form, available on the Company's website at www.seco.com (Section "Investor Relations > Corporate Governance"). For the transmission of such proxies/sub-delegations, the procedures indicated above and also set out in the proxy/sub-proxy form must be followed.

The proxy/sub-delegations must be received by 6:00 p.m. on the day preceding the Shareholders' Meeting (and in any event by the start of the Shareholders' meeting proceedings). Within the above-mentioned deadline, the proxy/sub-delegations and voting instructions may always be revoked as indicated above.

The Designated Representative will be available for any explanations or information at the address confidential@spafid.it or at the following telephone numbers (+39) 0280687335 - 0280687319 (during the open office days, from 9:00 a.m. to 5:00 pm). Please note that there is no provision for voting by electronic means or by correspondence.

Shareholders are informed that the Company reserves the right to integrate and/or modify the instructions above in consideration of emerging necessities following the current epidemiological situation due to COVID-19 and its developments.

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

Pursuant to Article 126-*bis* of the TUF, Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice (i.e. by 7 April 2022) to integrate the list of items to be discussed, by indicating in the request the additional items they have proposed or submit resolution proposals regarding items that have already been included in the agenda. Entitlement to exercise this right shall be attested by a communication to the Company provided by the authorised intermediary pursuant to Article 43, paragraph 1, of the Consob and Bank of Italy joint regulation on post-trading of 13 August 2018 ("*Rules governing central counterparties, central securities depositories and central depository services*") (the "**Joint Provision**"). The application must be made in writing by registered post to the registered office in Arezzo, Via Achille Grandi 20, 52100 Arezzo, or by sending an electronic communication to the certified e-mail address seco.corporate@pec.it, upon condition that it is received by the Company within the above-mentioned term; within such term and in the same ways, the proposing Shareholders have to submit a report containing the reasons for the resolution proposals on the new matters they propose to discuss or the reasons for the additional motions submitted on items already placed on the agenda. Information regarding agenda's integrations or the submission of proposals for further resolutions on items already on the agenda shall be provided at least fifteen days prior to the date of the Shareholders' Meeting (i.e. by 12 April 2022). Together with the publication of the information regarding agenda's integration or the presentation of proposals, will be made available to the public, with the same forms provided for the documentation regarding the Shareholders' Meeting, the report provided by the requesting Shareholders, including Board of Directors' eventual relevant notes.

Please note that no integrations to the agenda are permitted for those items on which, according to the law, the Shareholders' Meeting resolves upon the proposal of the Directors or on the basis of a project or a report prepared by the same, different from those referred to in Article 125-*ter*, paragraph 1, of the TUF.

POWER TO INDIVIDUALLY SUBMIT MOTIONS OF RESOLUTIONS BEFORE THE SHAREHOLDERS' MEETING

In addition to the above, considering the fact that participation in the Shareholders' Meeting is possible solely through the Designated Representative, parties entitled to participate in the Shareholders' Meeting who intend to submit motions of resolutions on the items on the agenda are required to submit them, in advance, by transmission to the certified e-mail address seco.corporate@pec.it - by 12 April 2022. Such motions will be made available to the public on the Company's website within 14 April 2022, in order to allow those entitled to vote consciously, also taking into account such new motions, and to allow the Designated Representative to collect any voting instructions also on those. The requiring party shall exhibit suitable documentation proving the right to participate in the Shareholders' Meeting and the granting of proxy to the Designated Representative for participation to the Shareholders' meeting.

RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

In accordance with art. 127-ter of the TUF, anyone with voting rights may submit questions on items on the agenda even before the Shareholders' Meeting, and, in any case, within the record date (i.e., by 14 April 2022), by sending the questions by registered post to the Company's registered office in Arezzo, Via Achille Grandi 20, 52100, or by electronic communication sent to the certified mail address seco.corporate@pec.it. The questions shall be submitted within the seventh market trading day preceding the date established for the Shareholders' Meeting, i.e. within 14 April 2022 and shall be accompanied by the personal data of the Shareholder (surname and first name or name in the case of institution or company, place and date of birth and tax code) and the relative communication of the intermediary pursuant to art. 43 of the Joint Provision; the ownership of the voting right can also be attested after the sending of the questions provided that by the third day following the date indicated in article 83-sexies, paragraph 2, of the TUF (*record date*), that is to say by 17 April 2022; however, such certification is not necessary in the event that the Company receives the notice from the same intermediary required to attend the Shareholders' Meeting.

To the questions received by the day of April 14 2022, the Company, verified their relevance with the matters on the agenda of the Shareholders' Meeting and the legitimacy of the applicant, will answer before the Shareholders' Meeting, notwithstanding the minimum deadline provided for in art. 127-ter, paragraph 1-bis, TUF, at least three days before the Shareholders' Meeting, i.e. by 24 April 2022, publishing the answers on the appropriate section of its website (www.seco.com Section "Investors > Corporate Governance") in order to enable those entitled to vote to express their views on the matters on the agenda. The Company may provide a unified answer to questions with the same content.

DOCUMENTS

Documents regarding the Shareholders' Meeting, including the explanatory reports of the Board of Directors on each item on the agenda, will be made available to the public, within the terms provided for by applicable laws, on the Company's website (www.seco.com, Section "Investor Relations > Corporate Governance"), as well as at the mechanism for the central storage of regulated information "eMarket STORAGE", available at the website: www.emarketstorage.com.

This notice of call is published, according to art. 125-bis of the TUF and art. 84 of the Issuers' Regulation, on the Company's website (www.seco.com, Section "Investor Relations > Corporate Governance") and at the mechanism for the central storage of regulated information "eMarket STORAGE", available at the website: www.emarketstorage.com, as well as, as an abstract, on the newspaper "Il Giornale" on 29 March 2022.

Arezzo, 28 March 2022

For the Board of Directors
the Chairman
Daniele Conti

Fine Comunicato n.2358-40

Numero di Pagine: 7