



SPAFID  
CONNECT

Informazione Regolamentata n. 0554-56-2022	Data/Ora Ricezione 29 Marzo 2022 15:07:30	Euronext Star Milan
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Società' : FALCK RENEWABLES  
Identificativo : 159341  
Informazione  
Regolamentata  
Nome utilizzatore : FALCKN01 - Nanni  
Tipologia : REGEM  
Data/Ora Ricezione : 29 Marzo 2022 15:07:30  
Data/Ora Inizio : 29 Marzo 2022 15:07:31  
Diffusione presunta  
Oggetto : Notice of the Ordinary Shareholders'  
Meeting

*Testo del comunicato*

Vedi allegato.

## **PRESS RELEASE**

### **NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING OF APRIL 28, 2022 AND THE DIRECTORS' EXPLANATORY REPORTS**

**Milan, March 29, 2022** - Falck Renewables S.p.A. informs that the extract of the Notice of the Ordinary Shareholders' Meeting of April 28, 2022 has been published today on the daily Italian newspaper "MF/Milano Finanza".

The full text of this notice and the Explanatory Reports pursuant to Article 125-*ter* of Legislative Decree no. 58/98 on the items on the agenda with related resolution proposals are available to the public at the Company's head office, on Falck Renewables' website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#28-04-2022> and on the authorized storage system "eMarket STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)).

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*Falck Renewables S.p.A., listed on the Italian stock exchange in the Euronext STAR Milan segment and included in the FTSE Italia Mid Cap and MIB ESG indices, develops, designs, builds and manages power production plants using renewable sources, with an installed capacity of 1,385 MW (1,349 MW according to the IFRS 11 reclassification) in the United Kingdom, Italy, the United States, Spain, France, Norway and Sweden, using wind power, solar power, WtE and biomass technologies. The Group is a global player in renewable energy technical advisory and asset management services through its wholly-owned subsidiary Vector Renewables, and provides services to clients with an approximate installed capacity of about 4,100 MW and with experience working in more than 40 countries. Moreover, Falck Renewables provides highly specialised energy management and downstream services to both energy producers and consumers.*

*Go to [www.falckrenewables.com](http://www.falckrenewables.com) and join us on LinkedIn and Twitter (@falckrenewables).*

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Falck Renewables

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#### Falck Renewables S.p.A.

Via Alberto Falck, 4-16 (ang. viale Italia), 20099 Sesto S. Giovanni (MI) - P +39 02 24331 - W [www.falckrenewables.com](http://www.falckrenewables.com)

Cap. Soc. € 325.968.319,00 int.vers..

Sede legale: Corso Venezia, 16, 20121 Milano - Registro Imprese Cod. Fiscale e Partita Iva 03457730962 - REA MI - 1675378



## Estratto avviso di Convocazione Assemblea Ordinaria

Gli aventi diritto al voto sono convocati in Assemblea, in sede ordinaria, presso la sede legale della Società in Milano, Corso Venezia 16, per il giorno **28 aprile 20212**, alle ore **11:00**, in unica convocazione, per discutere e deliberare sul seguente

### Ordine del giorno

1. Relazione Finanziaria Annuale al 31 dicembre 2021: approvazione del Bilancio di esercizio al 31 dicembre 2021 corredato dalle relative relazioni del Consiglio di Amministrazione sulla Gestione, del Collegio Sindacale e della Società di Revisione. Deliberazioni inerenti e conseguenti; Presentazione del Bilancio consolidato al 31 dicembre 2021.
2. Composizione del Consiglio di Amministrazione e altre deliberazioni riguardanti gli Amministratori:
  - 2.1 nomina, ai sensi dell'art. 2386, primo comma, del Codice Civile, e dell'articolo 17 dello Statuto sociale, di n. 4 Amministratori. Deliberazioni inerenti e conseguenti;
  - 2.2 autorizzazione delle attività lavorative attualmente svolte, e degli incarichi attualmente ricoperti, dagli Amministratori in società esterne al gruppo. Deliberazioni inerenti e conseguenti.
3. Relazione annuale sulla politica in materia di remunerazione e sui compensi corrisposti:
  - 3.1 approvazione della "Politica di Remunerazione per l'esercizio 2022" contenuta nella Sezione I, ai sensi dell'art. 123-ter, comma 3-bis, del D. Lgs. n. 58/98;
  - 3.2 voto consultivo sui "Compensi corrisposti nell'esercizio 2021" indicati nella Sezione II, ai sensi dell'art. 123-ter, comma 6, del D. Lgs. n. 58/98.

Ai sensi dell'art. 106, comma 4 del Decreto-Legge n. 18 del 17 marzo 2020, convertito in legge con modificazioni dalla Legge 24 aprile 2020, n. 27 ("**Decreto Cura Italia**"), la cui efficacia è stata da ultimo prorogata dall'articolo 3 del Decreto Legge 30 dicembre 2021, n. 228, convertito in legge con modificazioni dalla Legge 25 febbraio 2022, n. 15, **l'intervento in Assemblea di coloro ai quali spetta il diritto di voto è consentito**

**esclusivamente per il tramite del rappresentante designato** dalla Società ai sensi dell'art. 135-undecies del D.Lgs. n. 58/98 ("**TUF**"), a cui dovrà essere conferita delega; al predetto rappresentante designato possono essere conferite anche deleghe o subdeleghe ai sensi dell'articolo 135-novies TUF, in deroga all'art. 135-undecies, comma 4, TUF.

La Società ha designato **Spafid S.p.A.** – con sede legale in Milano – quale rappresentante degli azionisti ai sensi dell'art. 135-undecies, TUF ("**Rappresentante Designato**").

Le informazioni sul capitale sociale, sulla reperibilità delle relazioni inerenti agli argomenti all'ordine del giorno e, più in generale, della documentazione relativa all'Assemblea nonché le ulteriori informazioni riguardanti le modalità e i termini:

- per la legittimazione all'intervento e al voto in Assemblea (*record date* 19 aprile 2022);
- per l'esercizio del voto per delega esclusivamente per il tramite del Rappresentante Designato;
- per l'esercizio del diritto di integrare l'ordine del giorno o di presentare ulteriori proposte di delibera sulle materie già all'ordine del giorno;
- per l'esercizio del diritto di porre domande prima dell'Assemblea (entro il 19 aprile 2022),

sono riportate nell'avviso di convocazione, il cui testo integrale, unitamente alla documentazione relativa all'Assemblea, sono pubblicati nei termini e secondo le modalità di legge sul sito internet della Società all'indirizzo <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#28-04-2022> nonché presso il meccanismo di stoccaggio autorizzato "eMarket STORAGE" (consultabile all'indirizzo [www.emarketstorage.com](http://www.emarketstorage.com)).

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Il presente estratto è pubblicato sul quotidiano "MF/Milano Finanza"

Milano, 29 marzo 2022

Il Presidente del Consiglio di Amministrazione  
Olov Mikael Kramer

## FALCK RENEWABLES S.P.A.

With registered offices in Milano, Corso Venezia 16

Fully paid up share capital: € 325,968,319.00

Milano Monza Brianza Lodi Companies Register, Tax and VAT Code 03457730962

Website: [www.falckrenewables.com](http://www.falckrenewables.com)

### CALL NOTICE

#### ORDINARY SHAREHOLDERS' MEETING

Shareholders eligible to vote are invited at the Ordinary Shareholders' Meeting convened on **28 April 2022 at 11:00 a.m.**, on single call, at Company's offices in Milan (Italy), Corso Venezia 16, to discuss and resolve upon the following

#### AGENDA

1. Annual financial Report at 31 December 2021: approval of the Financial Statements at 31 December 2021, together with the Board of Directors' Report on Operations, the Statutory Auditors' Report and the Legal Auditing Firms' Report: related and consequent resolutions. Presentation of the Consolidated Financial Statements at 31 December 2021.
2. Composition of the Board of Directors and other resolutions regarding the directors:
  - 2.1 appointment, pursuant to Article 2386, first paragraph, of the Italian Civil Code and Article 17 of the Company's Articles of Association, of 4 Directors. Related and consequent resolutions
  - 2.2 authorization of the work activities carried out, and of the offices held, by the Directors in companies outside the group. Related and consequent resolutions.
3. Annual report on the remuneration policy and compensation paid:
  - 3.1 approval of the "2022 Remuneration Policy" contained in Section I, pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree no.58/98;
  - 3.2 consultative vote on the "compensation paid in 2021" indicated in Section II, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no.58/98.

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*The Company has decided to make use of the option established by Article 106 of Decree Law no. 18 of 17 March 2020, setting out "Measures to strengthen the National Health Service and economic support for families, workers and companies connected with the epidemiological emergency by COVID-19" converted into law with amendments by no. 27 of 24 April 2020 (the "Decree") – as extended by effect of Article 3 of Decree Law No. 228 of 30 December 2021 converted into law with amendments by no. 15 of 25 February 2022 - to provide that shareholders' participation in the Shareholders' Meeting shall be **exclusively through the designated representative** pursuant to Article 135-undecies of Legislative Decree no. 58/98, i.e. through Società per Amministrazioni Fiduciarie Spafid S.p.A, with registered office in Milan, ("**Designated Representative**" or "**Spafid**"), without physical participation by shareholders.*

#### Falck Renewables S.p.A.

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### **Share Capital and shares with voting rights (art. 125-quarter of Legislative Decree No. 58/98)**

To date, the share capital of Falck Renewables S.p.A. (hereinafter the “**Company**”) subscribed and fully paid up, amounts to € 325,968,319.00, and is divided into 325,968,319 shares, with no stated nominal value. Each share entitles its owner to one vote. At today’s date, the Company owns 609,499 shares with suspended voting rights.

### **Entitlement to participate and vote at the Shareholders’ Meeting**

In relation to the intervention and vote from the entitled individuals, we are providing the following information (in compliance with art.125-*bis* of the Legislative Decree 58/98):

- Under art. 83-*sexies* of the Legislative Decree 58/98 the entitlement to intervene and exercise voting rights at Shareholders’ Meeting - which may be exercised **exclusively through the Designated Representative** - is evidenced by a notice to be made to the Company by the authorised intermediary, based on the latter’s accounting records at the end of the seventh trading day preceding the scheduled date of the Shareholders’ Meeting, i.e., **April 19, 2022** (*record date*). Any persons that will prove to be shareholders of the Company following such date, shall not be entitled to intervene and vote at the Shareholders’ Meeting. The intermediary’s notice must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders’ Meeting, i.e., no later than the **April 25, 2022**. This is without prejudice to the legitimate attendance and voting, if the notice is received by Company after the specified term of **April 19, 2022**, provided that it is received before the start of works of the meeting on single call;
- No voting procedures by correspondence or electronic message are foreseen.

The participation of the directors, statutory auditors, the secretary of the meeting, the representative of the auditing firm and the Designated Representative will take place in compliance with the containment measures provided for by law, including through the use of remote connection systems, in accordance with the provisions in force.

### **Participation in the Shareholders’ Meeting and granting of proxy to the Designated representative**

Shareholders wanting to attend the Shareholders’ Meeting must, therefore, confer upon the Designated Representative the delegation - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific delegation form prepared by said Designated Representative in accordance with the Company and available on the Company’s website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#28-04-2022>.

The proxy with voting instructions must be sent, together with a copy of an identity document of the proxy grantor with current validity or, if the proxy grantor is a legal person, the *pro tempore* legal representative or another person with relevant powers, together with suitable documentation to certify its qualification

and powers, to the aforesaid Designated Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by 11:59 p.m. on **April 26, 2022**), with the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified e-mail address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (ref. "Proxy AGM Falck Renewables 2022") from one's certified e-mail address (or failing that, from one's ordinary e-mail address, in this case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) original transmission, by courier or registered A/R to Spafid S.p.A., Foro Bonaparte n. 10, 20121 Milan (ref. "Proxy AGM Falck Renewables 2022") by anticipating a copy reproduced electronically (PDF) by ordinary e-mail to [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (ref. "Proxy AGM Falck Renewables 2022").

The proxy, thus conferred, shall be valid only for the proposals in relation to which voting instructions were conferred. The proxy and voting instructions can be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 11:59 p.m. on **April 26, 2022**) in the above manner.

In accordance with said Decree, the Designated Representative may also be granted proxies and/or sub-delegations pursuant to article 135-*novies* of the Legislative Decree 58/98 as an exception to article 135-*undecies*, paragraph 4 of the Legislative Decree 58/98. For this purpose, the specific proxy/sub-delegation, form available on the website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#28-04-2022> must be used.

In order to grant and send proxies/sub-delegations, the procedures set out above form must be followed and also reported on the proxy form. The proxy must be received by and no later than 6:00 p.m. on the day before the date of the Shareholders' Meeting (and in any case no later than the meeting starts). The proxy pursuant to art. 135-*novies* of the Legislative Decree 58/98 and the related voting instructions can always be revoked before said deadline.

Any information relating to the granting of proxies and further methods of sending and notifying such proxies may be requested to the Designated Representative at the e-mail address [confidential@spafid.it](mailto:confidential@spafid.it) or by calling (+39) 0280687335 or (+39) 0280687319.

**Right to request integrations and to present new proposals of resolutions (art. 126-*bis*, paragraph 1, first sentence, of Legislative Decree No. 58/98)**

In compliance with the law, the Shareholders, who individually or jointly account for at least one fortieth of the share capital may request, within ten days of publication of this notice of calling (i.e. within **April 8, 2022**), the integration of the list of items on the Agenda, specifying in the request the additional proposed items, or present proposals of resolutions on items already on the Agenda.

Shareholder for whom the Company has received the notice from an authorised intermediary pursuant to the applicable laws are entitled to request integration of the list of items on the Agenda or present proposals of resolutions.

The requests, together with the certificate attesting entitlement to participate, must be presented in writing and be submitted to the Company via certified e-mail address [FKR.societario@legalmail.it](mailto:FKR.societario@legalmail.it) or the e-mail address [segreteria.societaria@falckrenewables.com](mailto:segreteria.societaria@falckrenewables.com).

By the same deadline and in the same manner as per the request of integration of the Agenda, the

Shareholders shall submit a report on the motivations of for the proposals of resolutions on the new items for which they require discussion or for the proposal of resolutions presented on items already on the Agenda.

The notice of possible additional items placed on the Agenda or possible presentation of further proposals of resolutions on items already on the Agenda is given by the Company in the same form prescribed for the publication of this notice of calling, at least fifteen days prior to the scheduled date of the Shareholders' Meeting.

Contextually with the publication of such integration notice, the report drawn up by the requesting Shareholders, accompanied by possible observations by the Board of Directors, shall be made available to the public by the Company in the same forms.

Please be reminded that the Agenda cannot be integrated with items on which, in accordance with the law, the Shareholders' Meeting resolves on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1, of Legislative Decree No. 58/98.

#### **Presentation of individual proposals of resolutions (art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98)**

Since the participation in the Shareholders' Meeting and the exercise of voting rights shall be exclusively through the Designated Representative, for the purposes of this Shareholders' Meeting, in order to enable those concerned to exercise their right pursuant to Art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98, Shareholders may individually submit proposals of resolutions to the Company on the items on the agenda by **April 12, 2022** so that the Company may proceed with their subsequent publication. Shareholders submitting proposals shall legitimise their right by transmitting to the Company appropriate documentation issued in accordance with the applicable provisions by the intermediary holding the account in which the ordinary shares are registered. The proposals of resolutions and the aforementioned documentation relating to legitimation must be sent to the following certified e-mail address [FKR.societario@legalmail.it](mailto:FKR.societario@legalmail.it) or to the e-mail address [segreteria.societaria@falckrenewables.com](mailto:segreteria.societaria@falckrenewables.com). The proposals of resolutions received within the terms and according to the above procedures shall be published on the Company's website by **April 13, 2022**, so that Shareholders eligible to vote may examine them for the purpose of granting proxies and/or sub-delegations, with the related voting instructions, to the Designated Representative. For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

#### **Right to ask questions on items on the Agenda (art. 127-ter of Legislative Decree No. 58/98)**

The shareholders with voting rights and in relation to whom the Company has received a specific notice with relevant certification evidencing the capacity as shareholder from an authorised intermediary may ask questions on the items on the agenda even before the Shareholders' Meeting, by means of electronic communication to the certified e-mail [FKR.societario@legalmail.it](mailto:FKR.societario@legalmail.it) or e-mail



[segreteria.societaria@falckrenewables.com](mailto:segreteria.societaria@falckrenewables.com).

The certification is not necessary, if the specific notice necessary for the intervention in the Shareholders' Meeting is received by the Company from the authorised intermediary itself.

Questions must be presented by **April 19, 2022** (the seventh trading day prior to the Shareholders' Meeting). The Company will answer questions received by that deadline, by the second trading day prior to the Shareholders' Meeting (i.e. by **April 26, 2022**), by publishing the answers on the company's website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#28-04-2022>.

### **Documentation**

The documents regarding the Shareholders' Meeting, as provided for by applicable laws, shall be made available to Shareholders on the Company's website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#28-04-2022>, as well as on the authorised storage system "eMarket STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)) as follow:

- by March 31, 2022, the Annual Financial Report and the other documents referred to in Article 154-ter of Legislative Decree no. 58/98 and therefore the draft Financial Statements and the consolidated financial statements at 31 December 2021, the Report on Operations, the Statutory Auditors' Report and the Legal Auditing Firms' Report, the 2021 Corporate Governance and Ownership Structure Report and;
- by April 7, 2022, the Annual Remuneration Report
- as of today's date the Explanatory Reports drawn up pursuant to Article 125-ter of Legislative Decree no. 58/98 on the items on the agenda with related resolution proposals.

Those eligible to vote have the right to obtain copy of the documentation regarding the Shareholders' Meeting.

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The full text of call notice has been published on today's date, on the Company's website and on the authorized storage system "eMarket STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)), and for extract on the newspaper "MF/Milano Finanza".

Milan, March 29, 2022

The Chairman of the Board of Directors

Olov Mikael Kramer

*The official text is the Italian version of the document. Any discrepancies or differences arisen in the translation are not binding and have no legal effect. In case of any dispute on the content of the document, the Italian original shall always prevail.*



Fine Comunicato n.0554-56

Numero di Pagine: 9