



SPAFID  
CONNECT

Informazione Regolamentata n. 2378-22-2022	Data/Ora Ricezione 30 Marzo 2022 13:19:27	Euronext Milan
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Societa' : THE ITALIAN SEA GROUP  
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Regolamentata  
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Data/Ora Ricezione : 30 Marzo 2022 13:19:27  
Data/Ora Inizio : 30 Marzo 2022 13:19:28  
Diffusione presunta  
Oggetto : Notice of Call to the Ordinary Shareholders'  
Meeting

*Testo del comunicato*

Vedi allegato.

THE ITALIAN SEA GROUP S.P.A. REGISTERED OFFICE IN MARINA DI CARRARA, VIALE  
C. COLOMBO, 4 BIS

SHARE CAPITAL EURO 26,500,000.00 SUBSCRIBED AND FULLY PAID-IN

NUMBER OF REGISTRATION IN THE COMPANY REGISTER OF MASSA CARRARA AND  
TAX CODE 00096320452

### NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Persons entitled to participate and exercise the voting rights are convened to the Ordinary Shareholders' meeting at Studio ZNR Notai Via Metastasio n. 5 Milan in date April 29<sup>th</sup>, 2022, on single call, at 3:00 pm CET to discuss and resolve on the following

#### Agenda

1. Approval of the financial statements for the financial year at December 31<sup>st</sup>, 2021 and presentation of the consolidated financial statements at December 31<sup>st</sup>, 2021. Related and consequent resolutions;
2. Allocation of profit and proposal for dividend distribution. Related and consequent resolutions;
3. Report on the policy in terms of remuneration and compensation paid, compliant to Article 123-ter of Legislative Decree n. 58 of February 24<sup>th</sup>, 1998, as subsequently amended:

3.1 First section: Report on the Policy in terms of remuneration. Binding resolution.

3.2 Second section: Report on compensation paid. Non-binding resolution.

4. Approval of Meeting Regulations. Related and consequent resolutions.

5. Authorisation for the purchase and disposal of own shares pursuant to Article 2357 of the Italian Civil Code. Related and consequent resolutions.

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### COVID-19 PANDEMIC – RULES OF CONDUCT OF THE SHAREHOLDERS' MEETING

Having taken into account the regulatory provisions issued for the containment of the COVID-19 contagion, to pursue the maximum safety of its Shareholders, Corporate Officers, Employees and Advisors, the Company has decided to make use of the possibility provided for by Art. 106, *comma* 4, of Italian Legislative Decree n. 18 of March 17<sup>th</sup>, 2020, as last extended pursuant to Legislative Decree n. 288 of December 30<sup>th</sup>, 2021 converted with amendments in Law n. 15 of February 25<sup>th</sup>, 2022 (“**Decree**”), providing that participation in the Shareholders' Meeting of those entitled to voting rights shall take place exclusively through the representative designated by the Company in accordance with Article 135-*undecies* of Italian Legislative Decree n. 58/98 (“**TUF**”), identified in Società per Amministrazione Fiduciarie – Spafid S.p.A. with registered offices in Milan (the “**Designated Representative**” or “**SPAFID**”), in the following rules of conduct, with the exclusion of access to the meeting location to the Shareholders and their representatives except for the Designated Representative.

**The Italian Sea Group S.p.A.**

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## SHARE CAPITAL INFORMATION AT THE DATE OF NOTICE

The subscribed and paid-in share capital is equal to Euro 26,500,000.00 represented by n. 53,000,000 ordinary shares without par value indication.

The information on the amount of share capital is available on the Company's website [www.theitalianseagroup.com](http://www.theitalianseagroup.com) ("Governance/Shareholders' Meeting" section).

## INTEGRATION TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-bis, comma 1, first paragraph of Italian Legislative Decree n. 58/98, TUF, the Shareholders who, even jointly, represent at least one fortieth of the share capital can request, within ten days from the publication of notice of the Shareholders' Meeting, the integration to the list of items to discuss, indicating in the form the other items proposed or presenting resolution proposal on items already in the agenda at the date of this notice of call.

Shareholders in favour of which the Company has received appropriate communication from an intermediary authorised under current legislation are entitled to request the integration of the agenda that is to present new proposal of resolution. Within the scheduled term of ten days the proposing Shareholders must present a report which states the reason behind the proposal of resolution on the new items which they propose to discuss otherwise the motivation related to the other resolution proposal presented on items already on the agenda. The integration of the agenda is not allowed for the items on which the Shareholders' Meeting resolves, by law, by proposal of the Directors or on the basis of a project or report that they arranged, different from those indicated by Article 125-ter, comma 1, TUF. The integration requests and the other resolution proposals must be presented in written format and transmitted to the Company through registered post sent to the registered office in Marina di Carrara, Viale C. Colombo, 4bs, for the attention of the Legal Affairs Department, otherwise by electronic means to the following certified e-mail address [tisg.ir@pec.it](mailto:tisg.ir@pec.it). The Company reserves the right to decline integration requests otherwise the resolution proposals sent via certified e-mail that may result unreadable or transmitted through damaged or unreadable files. It is kindly requested to indicate in the message accompanying the integration request a telephone or e-mail contact of the sender. The Company will notify any possible integration to the agenda or the presentation of other resolution proposal, with the same methods of publication of this notice, at least fifteen days before the date of the Shareholders' Meeting.

## INDIVIDUAL PRESENTATION OF NEW RESOLUTION PROPOSALS

Considering that the participation to the Shareholders' Meeting is allowed exclusively through the Designated Representative, for the sole purpose of this Shareholders' Meeting it is provided that those who are entitled to voting rights shall individually present to the Company resolution proposals on the items in agenda, within April 20<sup>th</sup>, 2022. The additional resolution proposals must be presented in written form, jointly with the information that allow to identify the entity which carries out their presentation, to the registered offices of the Companies otherwise through a communication sent to the certified e-mail address [tisg.ir@pec.it](mailto:tisg.ir@pec.it). Such resolution proposals will be uploaded by the Company within April 22<sup>nd</sup>, 2022 on the Company's website in the section dedicated to this Shareholders' Meeting so that the people entitled to voting rights can examine them for the purpose of conferring any proxies/sub-proxies, with related voting instruction, to the Designated

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Representative. For the purpose of the related publication, as well as to the carrying out of the Shareholders' Meeting, the Company reserves the right to verify the appliances of the proposals with respect to the item in the agenda, their integrity and compliance with the applicable regulations as well as the entitlement of the proponents.

## ENTITLEMENT TO PARTICIPATION AND REPRESENTATION IN THE SHAREHOLDERS' MEETING

Pursuant to Article 83-*sexies* TUF and Article 10 of the Statute, the entitlement to participate in the Shareholders' is subject to the receipt, from the Company, of a communication released from an intermediary authorised under current legislation, attesting share ownership on the basis of evidence of their accounting records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting in a single call (i.e., April 20<sup>th</sup>, 2022). The records in trading and in debt carried out on accounts following this date do not imply a right to participate and exercise voting rights in the Shareholders' Meeting. The intermediary's communication to the Company must be carried out in compliance with the current regulation. As indicated above, taking into consideration the ongoing COVID-19 pandemic, as provided for in Article 106, *comma* 4, of the Decree, those entitled to voting rights that intend to participate in the Shareholders' Meeting shall intervene **exclusively** through the granting of proxy to the Designated Representative, in the manner that will be below specified. For any clarification related to the granting of proxy to the Designated Representative (and in particular about the proxy form and the voting Instruction and their transmission) it is possible to contact SPAFID via e-mail at the address [confidential@spafid.it](mailto:confidential@spafid.it) or at the following mobile number (+39) 0280687.335 – 0280687.319 (during working days, from 9:00 am to 5:00 pm CET).

## PROXY TO THE DESIGNATED REPRESENTATIVE EX ARTICLE 135-UNDECIES OF ITALIAN LEGISLATIVE DECREE 58/98

The Shareholders who wish to intervene in the Shareholders' Meeting must confer, without charges to the delegating party except any shipping costs, the proxy to the Designated Representative with the relative voting instruction, on part or all of the resolution proposals related to the agenda, by means of the specific proxy form available on the Company's website at [www.theitalianseagroup.com](http://www.theitalianseagroup.com), section "Governance/Shareholders' Meeting" (the "**Proxy Form to the Designated Representative**"). The proxy shall be provided to the Designated Representative along with the related voting instructions, together with a copy of a valid identification document of the delegating party or, if the delegating Shareholder is a legal entity, that of the *pro tempore* legal representative or other authorised person, along with adequate documentation certifying their qualification and powers, through one of the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (object "TISG Shareholders' Meeting 2022") from one's own certified e-mail address (or, failing that, from one's ordinary e-mail address, in which case the proxy with the voting instructions must be undersigned with a qualified or digital electronic signature); (ii) transmission of the original, via courier or registered post with return receipt, to the address Spafid S.p.A., Foro Buonaparte, n. 10, 20121 Milan (Ref. "TISG Shareholders' Meeting 2022"). The proxy and voting instructions may be revoked by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., by 11:59PM on April 27<sup>th</sup>, 2022) through the aforementioned modalities. The proxy, conferred in this way, is effective exclusively for the proposal related to which there have been conferred voting instruction.

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## PROXY OR SUB-PROXY EX ARTICLE 135-NOVIES OF ITALIAN LEGISLATIVE DECREE 58/98

As allowed by the recalled Article 106 of the Decree, the same Designated Representative can receive, without charges to the delegating party except any shipping costs, also proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF, by way of derogation from Article 135-*undecies*, *comma* 4, TUF, with voting instruction of all or some of the proposals related to the items in agenda, using the form available on the Company's website at [www.theitalianseagroup.com](http://www.theitalianseagroup.com) "Governance/Shareholders' Meeting" section (the "**Proxy or Sub-proxy Form**"). For the transmission of the proxies/sub-proxies, also electronically, the procedures set in the previous paragraph and indicated in the proxy form shall be followed. The proxy/sub-proxy must be received by 6:00 pm CET of the day prior to the Shareholders' Meeting (anyway before the start of the Shareholders' Meeting). Within the aforementioned term the proxy/sub-proxy can always be revoked. The proxy and/or sub-proxy and the voting instructions can be revoked within the aforementioned term.

## PARTICIPATION OF THE MEMBERS OF THE CORPORATE BODIES, THE SECRETARY AND THE DESIGNATED REPRESENTATIVE

The participation to the Shareholders' Meeting to the members of the Corporate Bodies, the Secretary in charge, representatives of the Auditing Firm and the Designated Representative, compliant to the measures taken to contain the Covid-19 contagion provided by the applicable laws, shall also or **exclusively** be carried out through video/telecommunication means, with the modalities individually communicated, compliant with the applicable laws in such case.

## RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to Article 127-*ter* of the TUF, those who have voting rights in the Shareholders' Meeting and in favour of whom the Company has received an appropriate communication from an authorised intermediary under current regulations, may ask questions on the items on the agenda. Such questions must be submitted to the Company by written form, by sending a registered post to the registered offices of the Company in Marina di Carrara, Viale C. Colombo, 4bis, for the attention of Chairman Filippo Menchelli or electronically, by sending an e-mail to the following certified e-mail address [tisg.ir@pec.it](mailto:tisg.ir@pec.it). Questions must be received to the Company within the seventh day of trading preceding the Shareholder's Meeting (i.e., by April 27<sup>th</sup>, 2022).

The Company reserves the right to answer jointly to the questions having the same content. Questions received before the Shareholders' Meeting will be answered, at the latest, two days before the Shareholders' Meeting (i.e., by April 27<sup>th</sup>, 2022). It is to be specified that, pursuant to aforementioned Article 127-*ter* of the TUF, no answer will be due, not even at the Shareholders' Meeting, to the questions that have been asked before the meeting, when the information requested is already available in "Question and Answer" format in the specific section of the Company's website or when the answer is already published on the website.

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## DOCUMENTATION

The documentation related to the items on the Shareholders' Meeting agenda will be made available to the public in the terms and modalities provided by the current legislation, with ability for the Shareholders and those who have voting rights to obtain a copy. Such documentation will be available at the Company's registered offices in Marina di Carrara, Viale C. Colombo, 4bis (during working days from Monday to Friday from 09:00 am to 01:00 pm CET and from 02:00 pm to 06:00 pm CET), as well as on the Company's website [www.theitalianseagroup.com](http://www.theitalianseagroup.com) in the "Governance/Shareholders' Meeting" section and on the eMarket Storage mechanism, at the website [www.emarketstorage.com](http://www.emarketstorage.com).

It is to be specified that all information and documentation related to this Shareholders' meeting, also pursuant to Article 125-quarter of the TUF, along with the Statute, are available on the Company's website at [www.theitalianseagroup.com](http://www.theitalianseagroup.com) in the "Governance/Shareholders' Meeting" section.

An abstract of the above notice of call has been published on Italian newspaper "Il Sole 24 Ore".

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The Company reserves the faculty to integrate and/or modify the contents of this notice whenever, before the Shareholders' Meeting, the framework of Article 106 of the Decree is modified or there are further measures issued by the competent Authorities related to the ongoing COVID-19 pandemic. Any modification and/or integration will be promptly made available with the same modalities provided for the publication of this notice.

Milan, March 30<sup>th</sup>, 2022

For the Board of Directors  
The Chairman (Filippo Menchelli)

*This document is an English translation from Italian. The Italian original shall prevail in case of difference in interpretation and/or factual errors.*

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Fine Comunicato n.2378-22

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