



SPAFID
CONNECT

Informazione Regolamentata n. 0440-6-2022	Data/Ora Ricezione 31 Marzo 2022 20:25:49	Euronext Star Milan
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Societa' : CAIRO COMMUNICATION
Identificativo : 159628
Informazione
Regolamentata
Nome utilizzatore : CAIRON02 - CARGNELUTTI
Tipologia : REGEM
Data/Ora Ricezione : 31 Marzo 2022 20:25:49
Data/Ora Inizio : 31 Marzo 2022 20:25:51
Diffusione presunta
Oggetto : Notice of call of Ordinary Shareholders'
Meeting 2022

Testo del comunicato

Vedi allegato.



CAIRO COMMUNICATION

CAIRO COMMUNICATION S.p.A.
Registered Office – Corso Magenta 55, Milan
Share capital Euro 6,989,663.10
Company Register and Tax Code No. 07449170153

Notice of call of Ordinary Shareholders' Meeting

(also published on the website www.cairocommunication.it, "Shareholders' Meeting 2022" section)

Those entitled to participate and exercise their right to vote at the Shareholders' Meeting of Cairo Communication S.p.A. (the "**Company**") are called to the Ordinary Shareholders' Meeting - which will be considered to be held in Milan, via Rizzoli 8 - in single call, for **12.00** on **3 May 2022** to discuss and resolve on the following

Agenda

1. Financial statements at 31.12.2021; Directors' Report on Operations; Independent Auditors' Report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2021:
 - a) approval of the financial statements. Related and consequent resolutions;
 - b) allocation of the result for the year and partial distribution of reserves. Related and consequent resolutions.
2. Report on the Remuneration Policy and compensation paid pursuant to Article 123-ter of Legislative Decree 58/1998:
 - a) approval of "Section One" of the Report, pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998;
 - b) advisory vote on "Section Two" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.
3. Authorization to purchase and dispose of treasury shares pursuant to Article 2357 et seq. of the Italian Civil Code, subject to revocation of the prior shareholders' resolution. Related and consequent resolutions.

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PARTICIPATION IN THE SHAREHOLDERS' MEETING THROUGH THE APPOINTED REPRESENTATIVE

Pursuant to Article 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, containing "Measures to strengthen the health service and economic aid to households, workers and businesses related to the COVID-19 health emergency" (the "**COVID-19 Law Decree**"), converted with amendments by Law no. 27 of 24 April 2020, the application of which was extended, most recently, until 31 July 2022, pursuant to Article 3, paragraph 6, of Law Decree no. 228 of 30 December 2021, converted by Law no. 15 of 25 February 2022 (so-called "*Milleproroghe*" law decree), **participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively by granting a proxy (or sub-proxy) to the Appointed Representative of the Company** pursuant to Article 135-undecies of Legislative Decree no. 58/1998 ("TUF"). For this purpose, the Company has named Spafid S.p.A., with registered office in Milan, as the Appointed Representative (the "**Appointed Representative**"), which shall be granted a proxy in the manner and under the conditions indicated below in the "APPOINTED REPRESENTATIVE" Section.

The Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

PARTICIPATION IN THE SHAREHOLDERS' MEETING OF OTHER ELIGIBLE PARTIES

The Directors, Statutory Auditors, the Appointed Representative, the meeting secretary and the representatives of the independent auditors, as well as other persons entitled under law other than those who are entitled to vote, may participate in the Shareholders' Meeting by means of telecommunication that ensure their identification. The instructions for participation in the Shareholders' Meeting by means of telecommunication shall be made known by the Company to the Directors and Statutory Auditors, as well as to the other persons entitled to attend, other than those who have the right to vote.

ENTITLEMENT TO PARTICIPATE IN THE SHAREHOLDERS' MEETING AND EXERCISE THE RIGHT TO VOTE

Pursuant to law and the Bylaws, entitlement to participate in the Shareholders' Meeting and to exercise the right to vote - which may only be exercised through the Appointed Representative - is certified by a communication sent to the Company, in accordance with its accounting records, by an intermediary that holds the accounts in which Cairo Communication are recorded, in favour of the subject with the right to vote on the basis of records as at the end of the accounting period on the seventh open market day preceding the date set for the Shareholders' Meeting (*i.e.* **Friday 22 April 2022**, the so-called "*record date*"); registrations of credits and debits on accounts carried out after said date are not relevant for the purposes of entitlement to exercise the right to vote at the Shareholders' Meeting. Therefore, those who are confirmed to be holding Company shares only after such date, shall not be deemed entitled to attend and to exercise voting rights in the Shareholders' Meeting. The notice is sent to the Company by the intermediary at the request of the subject with the right to vote. Holders of voting rights are therefore requested to give instructions to the authorized intermediary who holds the relevant accounts, so that the above communication is made to the Company. Any requests for notice from the authorized intermediary shall not fall under the responsibility of the Company.

Notice from the intermediary shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, therefore by **Thursday 28 April 2022**. However, shareholders are still entitled to participate and to vote, within the abovementioned time limits and in compliance with the time limits for granting proxies to the Appointed Representative, if notices are received by the Company after the abovementioned deadline, provided they are received before the start of the shareholders' meeting.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW PROPOSED RESOLUTIONS

Pursuant to Article 126-*bis* of the TUF, Shareholders who, including jointly, represent at least one fortieth of the share capital may, within ten days after publication of this notice (*i.e.* **by Sunday 10 April 2022**), request the inclusion of additional items in the agenda of the Shareholders' Meeting, specifying the proposed items in the request, or submit proposed resolutions on the items already included in the agenda of the Shareholders' Meeting, indicating them in the request.

Pursuant to Article 126-*bis*, paragraph 3, of the TUF, the additions may not concern matters which the Shareholders resolve upon, in accordance with the applicable provisions, on the proposal of the Board of Directors or on the basis of a project or report prepared by them different from those set out in Article 125-*ter*, paragraph 1, of the TUF.

The request, along with the communication (or communications) - issued in accordance with the provisions in force by the intermediaries that hold the accounts in which the requesting shareholders' shares are recorded - certifying ownership of the abovementioned investment (to prove entitlement), shall be sent in writing by the aforementioned term, through delivery or registered mail to the Company's registered office (Corso Magenta 55, 20123 Milan) to the attention of the Chairman's Office, or by e-mail or certified e-mail to the following address assemblea@cairocommunication.legalmail.it together with information allowing the identification of the submitting Shareholders (for this purpose, it is also recommended that a telephone number be provided). Also by the same time limit and using the same procedures, any proposing Shareholders shall send a report explaining the reasons for the proposed resolution on the new items proposed for discussion and to be added to the agenda, or the reason for the additional proposed resolution concerning items already on the agenda.

The Company shall disclose any additions to the Shareholders' Meeting agenda or the submission of additional proposed resolutions on topics already included in the agenda in the same manner as for the publication of this notice of call, at least fifteen days before the date set for the Shareholders' Meeting (*i.e.* **by 18 Monday April 2022**).

When the notice regarding additions to the agenda or the submission of proposed resolutions on items already on the agenda is published, such proposals, as well as the relating report prepared by the submitting

shareholders and the report of the shareholders requesting additions to the agenda, possibly accompanied by remarks from the Board of Directors, shall be provided to the public in accordance with the procedures set out under Article 125-ter, paragraph 1 of the TUF.

APPOINTED REPRESENTATIVE

Pursuant to Article 106, paragraph 4 of Law Decree COVID-19, **participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Appointed Representative by the Company**, pursuant to Article 135-undecies of the TUF, which shall be granted a proxy, with no charge incurred by 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, through the specific form available, together with the accompanying instructions for its preparation and notification on the Company website www.cairocommunication.it ("Shareholders' Meeting 2022" section)

The proxy, with the voting instructions, shall be received - by the end of the second trading day prior to the date set for the Shareholders' Meeting (*i.e.* **by Friday 29 April 2022**), along with a copy of the delegating person's valid identification document or, if the delegating person is a legal entity, that of the pro-tempore legal representative or other authorized person, along with adequate documentation certifying their qualification and powers – by the Appointed Representative through the following alternative methods (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address assemblee2022@pec.spafid.it (subject "Proxy for Cairo Communication S.p.A. 2022 Shareholders' Meeting") from the user's certified e-mail address (or, otherwise, from the user's ordinary e-mail address; in this case, the proxy with the voting instructions shall be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, (Ref. "Proxy for Cairo Communication S.p.A. 2022 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address assemblee2022@pec.spafid.it (subject: "Proxy for Cairo Communication S.p.A. 2022 Shareholders' Meeting").

The proxy and voting instructions may be revoked within the same time limit as above (*i.e.* **by Friday 29 April 2022**).

The proxy shall only be effective for those proposals for which voting instructions have been given.

The shares of the Company for which the proxy has been granted, including partial, are counted for the purposes of the quorum required for the Shareholders' Meeting. With regard to proposals for which no voting instructions have been given, the shares are not counted in calculating the majority and the percentage of capital required for the approval of resolutions.

Failing a notice from the authorized intermediary certifying the entitlement to attend the Shareholders' Meeting, the proxy shall be considered null and void.

The Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

Those who do not intend to avail themselves of the provisions of Article 135-undecies, of the TUF, may, alternatively, grant the same Appointed Representative a proxy or sub-proxy pursuant to Article 135-novies, of the TUF, which shall necessarily contain voting instructions on all or some of the proposals on the agenda, by using the appropriate proxy/sub-proxy form, available on the Company's website www.cairocommunication.it (Shareholders' Meeting/2022 section), with no costs for the delegating party (except for postage costs if any). For the granting of proxies/sub-proxies, the same procedures indicated above in the proxy form shall apply. The proxy shall be received by 6:00 pm on the day before the Shareholders' Meeting (and in any case by the beginning of the meeting). The proxy and voting instructions may always be revoked within the above time limit.

Failing a notice from the authorized intermediary certifying the entitlement to attend the Shareholders' Meeting, the proxy shall be considered null and void.

For any clarification concerning the granting of the proxy to the Appointed Representative (and, in particular, on completion of the proxy forms and the voting instructions, as well as their notification), contact Spafid S.p.A. by e-mail at confidential@spafid.it or at the following phone numbers +39 0280687.335 – 319 (on business days from 9am to 5pm).

VOTING BY CORRESPONDENCE

No procedures are provided for voting by correspondence or electronic means.

RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

Pursuant to Article 127-ter of the TUF, those entitled to vote may also submit questions on the items on the agenda before the Shareholders' Meeting. Questions that are not related to the items on the agenda of the Shareholders' Meeting shall not be taken into consideration by the Company.

Pursuant to Article 127-ter, paragraph 1-bis of the TUF, applications shall be received by the Company, in the manner indicated below, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.*, **by Friday 22 April 2022**).

Applications, together with the certification issued in accordance with the provisions in force by the intermediaries that hold the accounts on which the shares of the entitled party attesting the ownership of the investment are registered, may be sent, together with information allowing identification of the entitled party, by registered mail to the registered office of the Company (Corso Magenta 55, 20123 Milan), or by e-mail or certified e-mail to the following address assemblea@cairocommunication.legalmail.it.

Answers to questions received within the above time limit are provided at least two days ahead of the Shareholders' Meeting, by publication on the website www.cairocommunication.it, ("Shareholders' Meeting 2022" section). The Company may provide one overall answer to questions with the same content.

Ownership of the voting right may be certified also after submission of the applications, provided it is sent no later than the third day after the record date (*i.e.* **by 25 Monday April 2022**).

OTHER RIGHTS OF SHAREHOLDERS

With regard to the fact that attendance at the Shareholders' Meeting takes place exclusively through the Appointed Representative, qualified Shareholders who intend to submit proposals for resolutions and vote on the items on the agenda shall submit them **by Monday 18 April 2022** by e-mail or certified e-mail to the following address assemblea@cairocommunication.legalmail.it. These proposals shall be promptly published on the website www.cairocommunication.it (Shareholders' Meeting 2022 section), in order to allow (i) those entitled to vote to decide in an informed fashion, also taking account of such new proposals, and (ii) to allow the Appointed Representative to collect voting instructions, if necessary, also on such proposals.

The applicant shall provide appropriate documentation proving the entitlement to participate in the Shareholders' Meeting and granting of the proxy to the Appointed Representative for participation in the Meeting. Proposals are recommended to be clearly and completely worded, duly accompanied by a report stating the rationale.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Cairo Communication is equal to Euro 6,989,663.10, represented by 134,416,598 ordinary shares with no indication of par value. Each ordinary share entitles shareholders to a single vote, except as provided by articles 6 and 13 of the Bylaws for shares with increased voting rights.

In this respect, it should be noted that:

- a. at the date of publication of this notice of call, the Company holds no. 779 treasury shares, equal to 0.001% of the share capital. Voting rights for such shares are suspended pursuant to applicable law (the number may vary during the period between the date of publication of this notice and the date of the Meeting);
- b. the number of voting rights that may be exercised by reason of the accrual of the increased voting right pursuant to Article 13.7 of the Bylaws is published on the website (www.cairocommunication.it "Corporate Governance/Increased voting rights" section) and will be updated in accordance with Article 85-bis of CONSOB Regulation no. 11971/1999 (the "Issuer Regulation").

DOCUMENTATION AND INFORMATION

The documentation on the items on the agenda, required under the applicable legal and regulatory provisions, is made publicly available at the Company's registered office and is published on the Company website www.cairocommunication.it (Shareholders' Meeting 2022 section) and on the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and in any case in accordance with the procedures and time limits prescribed by regulations in force. Shareholders and other persons entitled to participate in the Shareholders' Meeting may obtain a copy of the documents. In particular, the following are available to the public:

- **by Thursday 31 March 2022**, the Financial Report for the year ended 31 December 2021, the non-financial statement pursuant to Legislative Decree no. 254/2016; the Report on Corporate Governance and Ownership Structure for the year ended 31 December 2021;
- **by Tuesday 12 April 2022**, the Report on the remuneration policy and compensation paid drawn up pursuant to Article 123-ter of the TUF; the Explanatory Report of the Board of Directors drawn up pursuant to Article 73 of the Issuer Regulation on the matter of item 3 on the Agenda; and
- **by Monday 18 April 2022**, at the registered office, the documentation referred to in Article 77, paragraph 2-bis, of the Issuer Regulation.

Information on the Shareholders' Meeting and participation, also with regard to the provisions of Article 125-
quater of the TUF, is published in accordance with the time limits of law on the Company website www.cairocommunication.it ("Shareholders' Meeting 2022" section).

Following the restrictive provisions issued by the authorities due to the COVID-19 health emergency, Shareholders are informed that access to the registered office as well as consultation of documents made available therein shall be allowed in accordance with the procedures and time limits to be agreed upon by contacting the Company at the following e-mail address assemblea@cairocommunication.legalmail.it.

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Due to the current COVID-19 emergency, the Company recommends the Shareholders to exercise their rights using the remote communication channels provided in the notice of call.

With regard to the health risk connected to COVID-19, as well as the related containment measures, the Company reserves the right to provide subsequent updates on the Shareholders' Meeting that is the subject of this notice of call, including by supplementing and/or amending the above instructions.

Milan, 31 March 2022

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This notice is published on 31 March 2022 on the Company website at www.cairocommunication.it ("Shareholders' Meeting 2022" section), at the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and, as an excerpt, in the daily newspaper Corriere della Sera on 1 April 2022.

Cairo Communication S.p.A.

for the Board of Directors
Chairman Urbano R. Cairo

Fine Comunicato n.0440-6

Numero di Pagine: 7