



SPAFID
CONNECT

Informazione Regolamentata n. 0077-16-2022	Data/Ora Ricezione 01 Aprile 2022 08:53:30	Euronext Milan
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Societa' : BUZZI UNICEM
Identificativo : 159658
Informazione
Regolamentata
Nome utilizzatore : BUZZIN01 - Giovanni Buzzi
Tipologia : REGEM
Data/Ora Ricezione : 01 Aprile 2022 08:53:30
Data/Ora Inizio : 01 Aprile 2022 08:53:31
Diffusione presunta
Oggetto : Notice of call of the Ordinary and
Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato.

BUZZI UNICEM SpA
Registered Office: Via Luigi Buzzi 6 – Casale Monferrato (AL)
Share capital: Euro 123,636,658.80 fully paid up
Company Register of Alessandria-Asti: 00930290044

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the registered office in Casale Monferrato (Alessandria) – Via Luigi Buzzi no. 6, on 12 May 2022 at 12:00 noon, in single call, to resolve on the following

AGENDA

Ordinary Session

1. Financial statements as at 31 December 2021; 2021 management report and report of the Board of Statutory Auditors; related resolutions.
2. Allocation of the year's result; related resolutions.
3. Resolutions on purchase and disposal of treasury shares pursuant to articles 2357 and 2357 ter of the Italian Civil Code.
4. Report on remuneration policy and remuneration paid:
 - 4.1 binding resolution on the First Section regarding remuneration policy, pursuant to art. 123 ter, par. 3 bis and 3 ter of the Legislative Decree no. 58/1998;
 - 4.2 non-binding resolution on the Second Section regarding remuneration paid, pursuant to art. 123 ter, par. 6 of the Legislative Decree no. 58/1998.
5. Granting of the independent statutory auditor assignment for the years 2023-2031; inherent and consequent resolutions.

Extraordinary Session

- Proposal for the attribution of powers to directors for the share capital increase and for the issue of convertible bonds and/or with warrants and consequent amendment of article 6 of the bylaws; inherent and consequent resolutions.

Information about the Company's share capital and the shares with voting rights

The company's share capital amounts to euro 123,636,658.80 subdivided into 192,626,154 ordinary shares with no par value. At the date of the present notice, the number of ordinary shares with voting rights is equal to 185,131,838, net of 7,494,316 ordinary shares held in treasury, whose voting rights are suspended in accordance with the law.

Right of attendance and representation by proxy

The subjects legitimized to participate to the Shareholders' Meeting are those who are entitled to the voting right at the end of the accounting day of 3 May 2022 and for whom the company has received the relevant notice made by the authorized intermediary according to its accounting entries. Therefore, those proved to be holders of the shares only after 3 May 2022 have no legitimacy to attend and vote during the Meeting.

Shareholders who own ordinary shares that have not been dematerialized must previously deliver share certificates to an Intermediary, in time to be centralized in a dematerialization system.

In order to minimize the risks associated with the COVID-19 pandemic, Buzzi Unicem SpA has decided to make use of the option - as per Article 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 converted with amendments by the Law no. 27 of 24 April 2020 and whose application was last extended by Law Decree no. 228 of 30 December 2021, converted with amendments by the Law no. 15 of 25 February 2022 - to provide that the attendance and exercise of voting rights in the Shareholders' Meeting shall take place exclusively through Computershare S.p.A., Representative Appointed by the Company in accordance to art. 135 undecies of the Legislative Decree no. 58/1998 (TUF).

Directors and Statutory Auditors, the Appointed Representative and other persons entitled pursuant to law, other than those who have the right to vote (who must mandatorily grant the proxy to the Appointed

Representative), may participate in the Shareholders' Meeting also by means of telecommunication that allow identification, participation and exercise of voting right. The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company to the interested parties.

Those who are entitled to the voting right who wish to attend the Shareholders' Meeting must grant a proxy, at no charge for the delegating party with voting instructions on all or a number of items on the Agenda, by using the proxy form, prepared by the same Representative in agreement with the Company and following the instructions, both available on the Company's website www.buzziunicem.com.

The proxy may be notified by sending it to the certified e-mail address, buzziunicem@pecserviziotitoli.it provided that the delegating party, even if it is a legal person, uses its own certified e-mail or, failing that, uses its own ordinary e-mail and by any other means that may be indicated in the proxy form.

The proxy must reach Computershare S.p.A., by 10 May 2022. The proxy and voting instructions can be revoked within the above-mentioned deadline.

The proxy granted to the Appointed Representative has not effect for proposals on which voting instructions were not conferred.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been granted, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.

It is further specified that proxies or sub-delegations pursuant to Article 135 novies of the TUF, in derogation of Article 135 undecies, paragraph 4 of the TUF, may be granted to the Appointed Representative, for which it's possible to use the form available on the company's website www.buzziunicem.com. This proxy may be received by 12 noon on 11 May 2022.

The Appointed Representative will be available for clarification or information at the number +390110923216 +390110923200 or at the e-mail address sedeto@computershare.it.

Shareholders are hereby reminded that votes may not be cast by mail or electronically.

Questions about the items on the Agenda

Those who are entitled to the voting right may submit questions about the items on the Agenda before the Shareholders' Meeting by sending them, by 3 May 2022, by registered letter with return receipt addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 – 15033 Casale Monferrato (AL), to the attention of the Corporate Affairs Department or by sending them to the certified e-mail address buzziunicem@pec.buzziunicem.it.

Question received before the Shareholders' Meeting will be answered by 10 May 2022, by publication on the company's website www.buzziunicem.com.

Further instructions are available on the company's website www.buzziunicem.com.

Additions to the Meeting's Agenda/presentation of resolutions on items already on the Agenda

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital with voting rights in the Ordinary Meeting may request, within ten days from the publication of this notice, i.e. by 11 April 2022, that the Meeting's Agenda be amended to include additional items that they are suggesting or submit additional resolution proposals on items already on the Agenda.

No additions are allowed to items on which the Shareholders' Meeting resolves, in compliance with Law provisions, upon proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors other than those referred to in Article 125 ter, 1st paragraph of the TUF.

Requests must be submitted in writing to the Company, by the above mentioned deadline, by registered letter (with return receipt) addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address buzziunicem@pec.buzziunicem.it together with the indication of the requesting shareholders, the percentage held and the reference to the communication sent by the intermediary to the company for the entitlement to exercise the right and a report stating the reasons for the resolution proposals on the new items that are being submitted for discussion or the reasons for the additional resolution proposals on the items already on the Agenda.

Additions to the Agenda or presentation of additional resolution proposals on items already on the Agenda, if any, shall be disclosed, by 27 April 2022 in the same manner used for the publication of the present notice of call. At the same time, the above report or the additional resolution proposals on items already on the

Agenda and any comments of the Board of Directors, shall be disclosed in the same manner as provided for the Shareholders' Meeting documents.

Further instructions are available on the company's website www.buzziunicem.com.

Right to submit individual proposals for resolution before the Shareholders' Meeting

In consideration of the fact that attendance at the Meeting may only take place through the Representative Appointed by the Company, Shareholders who are entitled to vote, even if they represent less than one-fortieth of the share capital with voting rights in the Ordinary Meeting, may submit individual proposals for resolution on the items on the Agenda. Such proposals shall be submitted by 27 April 2022 in writing, by the above mentioned deadline, by registered letter (with return receipt) addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address buzziunicem@pec.buzziunicem.it, in compliance with the same procedures indicated for the transmission of proposals for additional items or submission of additional resolutions proposals.

The proposals, after verifying their relevance with respect to the items on the agenda as well as their correctness and completeness with respect to the applicable legislation, will be published by 28 April 2022 on the company's website, in order to enable those entitled to vote to express themselves consciously, also taking into account such new proposals and, therefore, to allow the Representative Appointed by the Company to collect any voting instructions also on such proposals.

Further instructions are available on the company's website www.buzziunicem.com

Documents

Documents concerning the items and the motions on the Agenda, shall be made available, according to legal deadlines, at the company's registered office, on the company's website www.buzziunicem.com as well as on the authorized storage system managed by Spafid Connect S.p.A., available on www.emarketstorage.com; shareholders may obtain copies of them.

Casale Monferrato, 1 April 2022

On behalf of the Board of Directors
The Chairman
Veronica Buzzi

Fine Comunicato n.0077-16

Numero di Pagine: 5