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Informazione Regolamentata n. 0923-33-2022	Data/Ora Ricezione 28 Aprile 2022 12:51:02	Euronext Star Milan
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Societa' : AEF FE
Identificativo : 161087
Informazione
Regolamentata
Nome utilizzatore : AEF FEN01 - Degano
Tipologia : REGEM; 3.1
Data/Ora Ricezione : 28 Aprile 2022 12:51:02
Data/Ora Inizio : 28 Aprile 2022 12:51:03
Diffusione presunta
Oggetto : Approval of Merger Proposition with Velmar
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Testo del comunicato

Vedi allegato.

PRESS RELEASE

AIEFFE: COMMUNICATION PURSUANT ARTICLES 70 AND 84 OF THE ISSUERS' REGULATION (CONSOB'S RESOLUTION NO. 11971/1999 AND SUBSEQUENT ADDITIONS AND AMENDMENTS)

- **Approved the merger proposition by absorption of the 100% controlled company Velmar S.p.a.**

San Giovanni in Marignano, 28th April 2022 – The Board of Directors of Aeffe S.p.A. ("**Aeffe**" or the "**Company**")- luxury products company listed in the Euronext STAR Milan segment of Euronext Milan market of Borsa Italiana, operating both in the prêt-à-porter sector and in the footwear and leatherwear sector with extremely well-known brands, including Alberta Ferretti, Philosophy di Lorenzo Serafini, Moschino and Pollini, communicates that the project to merge by absorption the 100% directly owned company "Velmar S.p.A." by Aeffe S.p.A. has been today approved and deposited at Rimini's Companies Registration Offices. The merger operation is part of a corporate rationalization and reorganization process that will enhance the operational efficiency and coordination of Group activities, through the reduction of decision-making levels and rationalization of the synergies within the Group, with a consequent savings of corporate, accounting, tax and administrative costs of Velmar.

Once the period fixed by the law will be elapsed, the merger will be submitted to the approval of the Board of Directors pursuant art. 2505, para.2, of the Civil Cod and art. 19.6 (a) of the Articles of Association.

The shareholders representing at least the 5% of the share capital of the company have the right to request, within 8 days from today and sending a letter to be sent to legal seat of the Company – through certified letter or registered mail (pec) to: aeffespa@pec.it (att: legal department) – that the decision on the merger will be adopted by the extraordinary shareholders meeting.

The simplifications of art. 2505 of Civil Code will be applied to the merger. Since this is the absorption of a company wholly-owned by the absorbing company, the latter will not increase its share capital and, therefore, the Aeffe's Articles of Association will not be modified and there will be no impact on the composition of shareholders.

The merger will have the effect to annul the Aeffe's participation in Velmar, equal to the whole share capital of the latter, with the acquisition by the Company of the Velmar's assets.

The merger will take real and legal effect on the last date that the Merger Deed is recorded in the Rimini Companies Register or on any later date specified in the Merger Deed, the stipulation of which is reasonable forecasted within the current year.

The operation is configured as a "related party transaction", pursuant to Consob Regulation 17221/2010 as subsequently amended (the "**RPT Regulation**") and the Procedure for related party transactions adopted by Aeffe (the "**RPT Procedure**"), being Velmar a wholly owned subsidiary of Aeffe. However, the transaction is excluded from the application of the RPT Procedure, pursuant to art. 3.3 letter d) of the itself, as made by the Company with its own subsidiary in which there are no significant interests of other related parties of the Company, in compliance with the provisions of art. 14 of the RPT Regulation.

Pursuant art. 3 of Consob Resolution n. 18079 on 20th January 2012, the Company makes use of the waiver granted by art. 70, para. 8, and 71, para.1- bis, of of CONSOB Regulation n. 11971/99 (as successively amended and integrated) with reference to the making available to the public at the registered office the documents concerning operations of merger, demerger, capital increase, acquisitions, transfers.

All documents concerning the merger and required by the current regulations will be made available to the public, by the legal deadlines, at the registered office, on the website www.aeffe.com and on the website of the authorized repository www.emarketstorage.com

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Fine Comunicato n.0923-33

Numero di Pagine: 4