



# SPAFID CONNECT

Informazione Regolamentata n. 0923-6-2017	Data/Ora Ricezione 03 Marzo 2017 08:27:56	MTA - Star
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Societa' : AEF FE  
Identificativo : 85715  
Informazione  
Regolamentata  
Nome utilizzatore : AEF FEN01 - Degano  
Tipologia : IRED 02  
Data/Ora Ricezione : 03 Marzo 2017 08:27:56  
Data/Ora Inizio : 03 Marzo 2017 08:42:57  
Diffusione presunta  
Oggetto : Call of Shareholders Meeting

*Testo del comunicato*

Vedi allegato.

**Courtesy translation. In case of incongruity with the Italian version, the latter will prevail.**

**AEFFE S.p.A.**

**Registered Offices in San Giovanni in Marignano - RN**

**Via delle Querce 51**

**Share Capital € 26,840,626.00**

**Rimini Companies Register and Tax Code No. 01928480407**

**NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their voting rights are called to an Ordinary Shareholders' Meeting to be held in first and only calling on 12th April 2017 at the conference center of Hotel Palazzo Viviani, Via Roma 38, Montegridolfo (RN) at 9.30 am to discuss and resolve on the following

**AGENDA**

1. Approval of the financial statements of Aeffe S.p.A. as of 31st December 2016 and the report of the Board of Directors on operations; reception of the reports of the Independent Auditors and the Board of Statutory Auditors. Presentation to the Shareholders' Meeting of the consolidated financial statements as of 31st December 2016.
2. Resolutions regarding the results for the year ended 31st December 2016.
3. Compensation Report pursuant to art. 123-ter, para. 6, of Decree 58/98; resolutions regarding the first section of the Compensation Report.
4. Appointment of the Board of Directors for the years 2017-2019, after determining the number of directors. Resolutions regarding the total emoluments of the directors not assigned special duties, pursuant to art. 2389, para. 1, of the Italian Civil Code. In particular:
  - 4.1 determination of the number of members of the Board of Directors;
  - 4.2 appointment of the members of the Board of Directors;
  - 4.3 appointment of the Chairman of the Board of Directors;
  - 4.4 resolutions regarding the total emoluments of the directors not assigned special duties.
5. Appointment of the Board of Statutory Auditors for the years 2017-2019 and resolutions regarding the remuneration of this Board. In particular:
  - 5.1 appointment of the Board of Statutory Auditors
  - 5.2 resolutions regarding the remuneration of the Board of Statutory Auditors.

Please note that, pursuant to art. 2369, para. 1, of the Italian Civil Code and art. 11.1 of the Articles of association, no second calling is envisaged for this Ordinary Shareholders' Meeting.

**Participation at the Meeting**

Pursuant to art. 83-*sexies* of Decree No. 58/98 and article 11 of the Articles of Association, persons may legitimately participate at the Shareholders' Meeting and exercise their right to vote if their legitimate status is confirmed by a communication made to the Company by an authorized intermediary, as defined in the

applicable regulations, and released by the latter with reference to the information contained in its own accounting records at the close of business on the seventh trading day prior to the date fixed for the Shareholders' Meeting, i.e. 3<sup>rd</sup> April 2017 (so-called “**record date**”).

Pursuant to para. 4 of art. 83-*sexies* of Decree 58/98, such communications, necessary for legitimate participation at the Shareholders' Meeting, must be received by the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 7<sup>th</sup> April 2017 and in any case prior to the start of the meeting. Those found to have become holders of shares only subsequent to the **record date** (3<sup>rd</sup> April 2017) and/or those who have not sent the Company the communication addressed to the Company by an authorized intermediary, as defined in the applicable regulations, will not be entitled to participate in and vote at the meeting.

Each Shareholder may be represented at the meeting by a written proxy or by a proxy granted using an electronic document bearing a digital signature, subject to the incompatibilities and restrictions envisaged by current regulations. The proxy form is available from the Company's website ([www.aeffe.com](http://www.aeffe.com)) or can be requested from the Corporate Affairs Office of Aeffe S.p.A. at the following numbers: telephone (0541/965207); fax (0541/824722), e-mail: [giulia.degano@aeffe.com](mailto:giulia.degano@aeffe.com); each Shareholder is also entitled under the Articles of Association to communicate the granting of a proxy in electronic form to the certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it).

If proxyholders deliver or transmit a copy of the proxy form to the Company, they must confirm under their own responsibility that the proxy agrees with the original and the identity of the delegating party.

Without cost to the delegating party, the proxy may be given - with voting instructions for all or some of the matters on the agenda - to Federico Hilpold, born in Turin on 29<sup>th</sup> April 1989, Tax Code HLPFRC89D29L219M, of Studio Torresi e Associati (who may be replaced by Federico Torresi, born in Rome on 23<sup>rd</sup> February 1980, Tax Code TRRFRC80B23H501Y, of Studio Torresi e Associati), appointed for this purpose by the Company pursuant to article 135-*undecies* of Decree No. 58/98, on condition that the original of such proxy is received by the above, at Studio Torresi e Associati, Via Marcello Prestinari 15, Rome, by the end of the second trading day prior to the date fixed for the Meeting in first and only calling (i.e. by 10<sup>th</sup> April 2017). Without prejudice to the transmission of the original proxy form, the proxy may also be notified in electronic form to the following certified e-mail address: [societario@cert.torresieassociati.com](mailto:societario@cert.torresieassociati.com). Proxies given on this basis to the designated proxyholder do not apply to proposed resolutions for which voting instructions have not been given. The proxy and the voting instructions may be revoked at any time prior to the deadline indicated above.

Proxy forms and the related instructions for their completion and transmission are available from the registered office and from the Company's website at the address [www.aeffe.com](http://www.aeffe.com) in the section “Company Documents.”

Pursuant to art. 127-*ter* of the TUF, all those entitled to vote may ask questions about the matters on the agenda, even before the Shareholders' Meeting, by sending a registered letter to the following address: Aeffe S.p.A.- Attention: Ufficio Legale- Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy, or a certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it). Pursuant to art. 127-*ter*, para. 1-bis,

of Decree 58/98, questions must be received by the Company at least three days prior to the date of the Shareholders' Meeting, and therefore by end of day on 9<sup>th</sup> April 2017. The written replies made available at the start of the meeting to all those entitled to vote are deemed to be answers provided during the meeting. Interested parties must provide the information needed to identify them.

In order to exercise this right, the Company must receive the communication released by the intermediaries that hold the shares owned by the Shareholder.

For further details about the conduct of the Shareholders' Meeting, those entitled to participate and exercise their right to vote are invited to read the Meeting Regulations available from the Company's website [www.aeffe.com](http://www.aeffe.com) in the section entitled *Governance*.

### **Additions to the Agenda and right to present new proposed resolutions**

Pursuant to art. 126-*bis* of the TUF, those Shareholders who, together or alone, represent at least one-fortieth of the share capital may, not more than ten days after the publication of this notice and, therefore, by 13<sup>th</sup> March 2017, request additions to the list of matters to be discussed, indicating in the request the additional matters proposed, or present proposed resolutions on matters already on the agenda. The request made in written form must be sent by registered letter to the following address: Aeffe S.p.A. – Attention: Ufficio Legale - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy or by certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that it arrives by the deadline indicated above. By that deadline and in the same manner, the proposing shareholders must also present a report on the matters that they propose for discussion, explaining the reason for the proposed resolutions on the new matters proposed for discussion, or the reason for the further proposed resolutions presented on matters already on the agenda.

In order to exercise this right, the Company must receive the communication released by an intermediary authorized pursuant to current regulations in favor of the shareholders entitled to request the addition.

Information about any additions as well as possible new proposal resolution made to the agenda for the Meeting that will have to be discussed following receipt of the above requests, will be provided, in the manner used to publish this notice, at least fifteen days prior to the date fixed for the Meeting.

At the time of publishing the notice of additions or possible new proposal resolution, the report prepared by the requesting shareholders will also be made available to the public in the manner envisaged for all other meeting documentation, accompanied by the considerations of the administrative body, if any. In any case, all those entitled to vote can individually present proposed resolutions during the Shareholders' Meeting.

Additions to the agenda are not allowed for matters that, by law, may only be voted on at the meeting following a recommendation from the directors, or based on a project or report prepared by them that is not included in those indicated in para. 1 of art. 125-ter, TUF.

### **Lists for the appointment of the Board of Directors**

Pursuant to art. 14 of the Articles of association, the Board of Directors of the Company comprises not less than seven and not more than nine directors, as decided at the Ordinary Shareholders' Meeting.

The Board of Directors of the Company is appointed in the manner envisaged in art. 15 of the Articles of association, to which express reference is made for all matters not presented below.

Pursuant to art. 15 of the Articles of association, the members of the Board of Directors are appointed by list voting, in compliance with the regulations currently in force on gender balance, rounding up to the nearest whole number the number of candidates belonging to the least represented gender, if application of the gender balance criterion does not result in a whole number.

Shareholders have the right to present lists of candidates if, individually or collectively, they represent at least 2.5% (two point five percent) of the shares with voting rights at Ordinary Meetings, or such different percentage of the Company's share capital as is established by current and applicable laws and/or regulations. Each Shareholder (as well as (i) shareholders belonging to the same group, comprising the controlling party, not necessarily a company, as defined in art. 2359 of the Italian Civil Code, and all companies controlled by or under the joint control of that party, or (ii) the members of the same shareholders' syndicate pursuant to art. 122 of Decree No. 58 dated 24th February 1998, or (iii) the shareholders who are otherwise joined in relationships deemed relevant under current and applicable laws and/or regulations) may present or contribute together with other shareholders to the presentation, directly or via intermediaries or trust companies, of just one list of candidates; all lists presented by shareholders presenting multiple lists will be void.

The lists of candidates signed by the shareholders presenting them, or by the shareholder appointed to present them, and accompanied by the documentation required by article 15 of the Articles of association, must be filed at the registered offices of the Company at least twenty-five (25) calendar days prior to the date fixed for the Meeting, i.e. by 18<sup>th</sup> March 2017, as extended for filing purposes to 20<sup>th</sup> March 2017. The lists may be filed inter alia by certified e-mail sent to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that the lists are received by the Company by the twenty-five (25) calendar day deadline referred to above. The lists must include candidates from both genders, so that the least represented gender has the portion of candidates envisaged by the legislation in force at the time (rounded up to the nearest whole number in the case of a fraction).

The documentation specified in article 15 of the Articles of association must also be filed at the registered offices, together with each list, at least twenty-five (25) calendar days prior to the date fixed for the Meeting. Each candidate can appear on just one list, or will be ineligible for election.

Each list must contain at least three candidates. The candidates must be listed in consecutive numerical order. Shareholders who present a list that aspires to obtain the largest number of votes are responsible for ensuring that such list contains a sufficient number of candidates.

At least two candidates on each list must satisfy the independence requirements established in art. 148.3 of Decree No. 58 dated 24th February 1998 and subsequent amendments. The profiles of the candidates indicated on the lists must take account of the characteristics, in terms of profession, experience and gender, envisaged by current legislation and in the Code of Self-Regulation issued by Borsa Italiana.

In order to demonstrate ownership of the number of shares necessary for the presentation of a list, each nominating shareholder must file at the registered offices, together with the list and at least 21 (twenty-one) calendar days prior to the date fixed for the Meeting, a copy of the communication released by the intermediary authorized pursuant to current regulations. Pursuant to para. 1-*bis* of art. 147-*ter* of Decree 58/98, ownership of the minimum equity interest is determined by reference to the shares registered in the name of the shareholder on the date on which the lists are filed at the Company.

Lists of candidates that do not comply with the requirements specified in the Articles of association will be treated as if they had not been presented.

The Company will provide information about the lists presented on the basis envisaged in current regulations.

### **Lists for the appointment of the Board of Statutory Auditors**

The Board of Statutory Auditors of the Company is appointed in the manner envisaged in art. 22 of the Articles of association, to which express reference is made for all matters not presented below.

In particular, pursuant to art. 22 of the Articles of Association, the members of the Board of Statutory Auditors are appointed by list voting. The Board of Statutory Auditors comprises 3 serving auditors, of whom at least one must be a member of the least represented gender, while the two alternate auditors must comprise one person from each gender.

Shareholders have the right to present lists if, individually or collectively, they represent at least 2.5% of the shares with voting rights at Ordinary Meetings.

Each shareholder may present or contribute together with other shareholders to the presentation, directly or via intermediaries or trust companies, of just one list of candidates; all lists presented by shareholders presenting multiple lists will be void.

Each list must comprise two sections: one for the appointment of serving auditors and the other for the appointment of alternate auditors.

The lists must indicate in consecutive numerical order at least one candidate for serving auditor and one candidate for alternate auditor but, in any case, not more candidates than the number of statutory auditors to be elected.

Each section of the lists must ensure the presence of both genders.

Each candidate can appear on just one list, or will be ineligible for election.

Shareholders who present a list that aspires to obtain the largest number of votes are responsible for ensuring that such list contains a sufficient number of candidates.

The lists signed by the shareholders presenting them, or by the shareholder appointed to present them, and accompanied by the documentation required by article 22 of the Articles of association, must be filed at the registered offices of the Company at least twenty-five (25) days prior to the date fixed for the Meeting, i.e. by 18<sup>th</sup> March 2017, as extended for filing purposes to 20<sup>th</sup> March 2017. The lists may be filed *inter alia* by certified e-mail sent to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that the lists are received by the Company by the twenty-five (25) calendar day deadline referred to above.

In order to demonstrate ownership of the number of shares necessary for the presentation of a list, each nominating shareholder must file at the registered offices, together with the list and by the above deadline, a

copy of the communication released by the intermediary authorized pursuant to current legislation. Pursuant to para. 1-*bis* of art. 147-*ter* of Decree No. 58/98, ownership of the minimum equity interest is determined by reference to the shares registered in the name of the shareholder on the date on which the lists are filed at the Company.

Lists not presented in compliance with the requirements of the Articles of association will be treated as if they had not been presented.

Candidates must satisfy the requirements of eligibility, honorability and professionalism established by law, and must not hold a number of appointments as directors or auditors that exceeds the maximum allowed by current laws and regulations.

Shareholders presenting a "minority list" are invited to take account of the recommendations contained in Consob Communication no. DEM/9017893 dated 26th February 2009 concerning the "Appointment of members of administrative and control bodies".

The Company will provide information about the lists presented and about any failure to present minority lists on the basis envisaged in current regulations.

If no minority lists are presented for the appointment of the Board of Statutory Auditors by the above deadline of 18<sup>th</sup> March 2017, the deadline for the presentation of lists for the appointment of members of the Board of Statutory Auditors will be extended by up to three days subsequent to 20<sup>th</sup> March 2017 (i.e. up to and including 21<sup>st</sup> March 2017). In this case, the minimum equity interest required by article 22.2 of the Articles of association for the presentation of lists of candidate statutory auditors will be halved (to 1.25%).

### **Documentation**

The documentation relating to the matters on the agenda, the proposed resolutions and the proxy forms with the related instructions will be made available to the public within the timescale and on the basis envisaged by current regulations. Shareholders may examine and obtain copies of the above documentation, which will also be made available, within the timescale envisaged by law, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com).

### **Share capital**

The share capital of the Company amounts to Euro 26,840,626.00 and is represented by 107,362,504 ordinary shares, par value Euro 0.25 each: each ordinary share carries the right to one vote at ordinary and extraordinary meetings of the Company's shareholders. At today's date, the Company holds 5,876,878 treasury shares representing 5.473% of share capital, the voting rights for which are suspended pursuant to para. 2 of art. 2357-*ter*, of the Italian Civil Code; accordingly, 101,485,626 votes are exercisable at the Ordinary Shareholders' Meeting.

Information about share capital is also available from the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), in the section entitled *Governance*.

This notice of meeting is published, pursuant to art. 125-*bis* of the TUF and art. 10 of the Articles of Association, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), and in a national daily newspaper as well as via the SDIR NIS circuit organized by Borsa Italiana.

The Corporate Affairs Office of Aeffe S.p.A. is available to provide any further information at the following numbers: telephone (0541/965207); fax (0541/824722), e-mail: [giulia.degano@aeffe.com](mailto:giulia.degano@aeffe.com) or [aeffespa@pec.it](mailto:aeffespa@pec.it)

San Giovanni in Marignano, 3<sup>rd</sup> March 2017

The Chairman of the Board of Directors

A handwritten signature in black ink, appearing to read 'Massimo Ferretti', written in a cursive style.

*Massimo Ferretti*



Fine Comunicato n.0923-6

Numero di Pagine: 9