



# SPAFID CONNECT

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Regolamentata  
Nome utilizzatore : GIGLION04 - Marlene Schranz  
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Diffusione presunta  
Oggetto : Giglio Group\_PR Shareholders' Meeting -  
Board of Directors' Meeting October  
29,2018

*Testo del comunicato*

Vedi allegato.



**GIGLIO GROUP:  
SHAREHOLDERS' MEETING and BOARD OF DIRECTORS' MEETING**

1. **The Shareholders' Meeting, in ordinary session, approved the 2018-2021 Stock Option Plan reserved for executive directors and/or senior executives**
2. **The Shareholders' Meeting, in extraordinary session, submitted to the Board of Directors the Stock Option Plan enacting regulation and, in extraordinary session, the relative five-year granting to the Board of Directors of the faculty to carry out a divisible share capital increase, with exclusion of the pre-emption right, in service of the stock option plan. The Extraordinary Shareholders' Meeting in addition approved the proposal to grant the Board of Directors a five-year faculty to carry out a divisible paid-in share capital increase, with exclusion of the pre-emption right and within a 10% limit of the pre-existing share capital.**
3. **The Board of Directors approved the enacting regulation of the 2018-2021 Stock Option Plan.**

*Milan, October 29, 2018.* The Ordinary and Extraordinary Shareholders' Meeting was held this afternoon, followed by a meeting of the Board of Directors, to consider the following:

1. **Ordinary Shareholders' Meeting: approval of the 2018-2021 Stock Option plan**

The Shareholders' Meeting approved, as per Article 114-bis of the CFA, the "2018-2021 Stock Option Plan", providing for the free allocation of options to subscribe ordinary Giglio Group S.p.A. shares to persons involved in key roles at the company, in order to maintain and improve performance levels and also contribute to boosting growth and the success of the company and of the Group. The Shareholders' Meeting also submitted for Board of Directors approval the enacting regulation of the 2018-2021 Stock Option Plan.

2. **Extraordinary Shareholders' Meeting: granting to the Board of Directors of a five-year faculty to carry out a divisible paid-in share capital increase, with exclusion of the pre-emption right in exclusive service of the stock option plan; five-year faculty to carry out a divisible paid-in share capital increase, with exclusion of the pre-emption right and within a 10% limit of the pre-existing share capital.**

The Shareholders' Meeting granted to the Board of Directors, for a period of five years from the date of the Shareholders' Meeting motion, the faculty to undertake a divisible paid-in share capital increase of Giglio Group S.p.A., as per Article 2443 of the Civil Code, with the exclusion of the rights option, as per Article 2441, paragraph 8 and - as far as applicable - paragraph 5 of the Civil Code, for a maximum nominal amount of Euro 138,000, through the issue, even in a number of tranches, of a maximum 690,000 ordinary company shares without nominal value, in exclusive service of the "2018 - 2021 Stock Option Plan".

The 2018-2021 Stock Option Plan disclosure document for the subscription or purchase of ordinary Giglio Group S.p.A. shares, submitted for the approval of the Shareholders' Meeting and drawn up as per Article 84-bis and table 7 of Annex 3A of the regulation adopted by Consob with motion No. 11971 of May 14, 1999 and subsequent amendments and supplements, is available for consultation on the company website [www.giglio.org](http://www.giglio.org), corporate governance section - Shareholders' Meetings, Shareholders' Meeting of October 29, 2018.

The Shareholders' Meeting also assigned to the Board of Directors, for a period of five years from the date of the Shareholders' Meeting motion, the faculty to undertake a divisible paid-in share capital increase of Giglio Group S.p.A., as per Article 2443 of the Civil Code, with the exclusion of the rights option, as per Article 2441, paragraph 4, second point, of the Civil Code, to a limit of 10% of the pre-existing share capital, through the issue, even in a number of tranches, of ordinary shares without nominal value, to be offered to parties identified by the Board of Directors - including qualifying industrial and/or financial investors - on the condition that the share issue price corresponds to the market value, as confirmed by a specific report by an auditor or an independent audit firm.

On the basis of the motions passed, the Shareholders' Meeting lastly approved the necessary and consequent amendments to Article 6 of the By-Laws.

The Board of Directors currently does not expect to immediately exercise the above-mentioned powers.

### **3. Board of Directors: approval of the enacting regulation of the 2018-2021 Stock Option Plan**

On the basis of the power granted by the Ordinary Shareholders' Meeting, the Board of Directors met, immediately following the Shareholders' Meeting, to adopt the enacting regulation of the 2018-2021 Stock Option Plan, as per the terms approved today by the Shareholders' Meeting.

The Plan stipulates the assignment to Beneficiaries to be identified over time by the Board of Directors of a total maximum 690,000 options, freely and non-transferable, assigning the right to subscribe or purchase ordinary Giglio Group S.p.A. shares in the ratio of 1 ordinary share for every 1 Option exercised. The number of Options assigned shall be defined by the Board of Directors through assessing the contribution of each Beneficiary to the achievement of the strategy and the objectives to create fresh value on the basis of specific Group consolidated EBITDA targets, taking account of the strategic relevance of the position held and the centrality of the activities undertaken to company and Group operations.

The Options shall be assigned to the Beneficiaries in a personal capacity and may not in any case be transferred by deed between living persons, nor shall they form the basis of any guarantee, privilege, restriction, or option, at the risk of lapse of all relative rights. In the case of violation by the Beneficiary of the prohibition upon transfer, such Options shall lose all rights and all validity.

The options may be exercised by each beneficiary over a three-year vesting period, broken down into three tranches. The duration of the 2018-2021 Stock Option Plan extends until the final deadline by which the options relating to the third tranche may be exercised by the beneficiary and therefore covers six years from the assignment date of the options.

The price to be paid by each beneficiary in exercise of the options matured for the subscription or acquisition of the relative ordinary Giglio Group S.p.A. shares will be calculated at the assignment date of the options by the Board of Directors, having consulted with the Appointments and Remuneration Committee, on the basis of the average official price of the Giglio Group S.p.A. shares on the Italian Stock Exchange in the month preceding the option assignment date.

## **Informazioni su Giglio Group:**

Fondata da Alessandro Giglio nel 2003 e quotata in Borsa sul segmento STAR, Giglio Group è una piattaforma di e-commerce 4.0 rivolta principalmente ai Millennials. Il gruppo ha sviluppato soluzioni digitali all'avanguardia e rappresenta, nel fashion online, una innovativa piattaforma e-commerce a livello globale, sia per il b2c che per il b2b, approvvigionando i quaranta principali digital retailer del mondo. Giglio Group ha lanciato recentemente il proprio modello di T-Commerce: l'utente "vede e compra" cliccando sul proprio smartphone/tablet o scattando una fotografia del prodotto che sta guardando in tv, attraverso i propri canali televisivi, visibili su tutti i dispositivi tv, digitali, web e mobile, in 80 paesi, 5 continenti ed in sei lingue. Il Gruppo Giglio Group ha sede a Genova, Milano, Roma, Lugano (Ibox Sa), New York (Giglio USA), Shanghai (Giglio Shanghai) e Hong Kong (Giglio Tv).

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