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Societa' : GUALA CLOSURES

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Regolamentata

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Diffusione presunta

Oggetto : APPROVED BUYBACK PROPOSAL.
COMMITTEES NEW COMPOSITION.
2019 ANNUAL CALENDAR OF
CORPORATE EVENTS

Testo del comunicato

Vedi allegato.



PROPOSED BUYBACK OF ORDINARY SHARES APPROVED

NEW COMPOSITION OF THE CONTROL AND RISKS COMMITTEE AND TO THE REMUNERATION COMMITTEE

THE 2019 ANNUAL CALENDAR OF CORPORATE EVENTS HAS BEEN APPROVED

Milan, 18 December 2018 – The Board of Directors of Guala Closures S.p.A. ("**Guala Closures**" or the "**Company**"), world leader in the production and sale of plastic and aluminium closures for the beverages industry, has resolved (i) to submit a proposal to the shareholders' meeting to authorise the purchase and disposal of own shares; (ii) to change the composition of the Control and Risks Committee and of the Remuneration Committee; (iii) the annual calendar of corporate events relating to the year ending 31 December 2019, all of which is detailed below.

Proposed buyback of ordinary shares

The Board of Directors of Guala Closures has resolved to submit a proposal to the shareholders' meeting to authorise the purchase and the disposal of own shares, up to a maximum of 2,000,000 ordinary Guala Closures shares (therefore excluding special "B" shares and special "C" shares), corresponding to around 3% of ordinary Guala Closures shares at the date of this press release. The proposal will be submitted at the next ordinary shareholders' meeting, which will take place within the first half of February 2019.

The request for the authorisation to purchase and dispose of own shares lies in the opportunity to grant the Board of Directors of Guala Closures the right to purchase and dispose of own shares for the following purposes: (i) sustain the liquidity of the stock and control the volatility of the Company's share price; (ii) to build the so-called "securities store" and subsequently sell, dispose and/or use the Company's own shares in line with the strategic guidelines which the Company intends to pursue in the context of extraordinary transactions; and (iii) serving (a) any stock option plans that the Company may decide to adopt, or (b) for any allocations to the Company's employees or members of the management or control bodies of Guala Closures and its subsidiaries.

When authorised by the shareholders' meeting, the purchases must be made following the procedures envisaged by the applicable law, including regulations, ensuring the equal treatment of shareholders.

The authorisation to purchase, which may also be made in a number of tranches, will be requested for a term of 18 (eighteen) months. The deeds of conveyance of the securities purchased in this manner may be made, also divided, without any time constraints.

In addition, it should be noted that, on the date of this press release, neither Guala Closures, nor any of the subsidiaries of the same hold Company shares.

Further information on the proposed purchase and disposal of the Company's own shares, will be contained in the explanatory report of the Board of Directors prepared for pursuant to article 125-ter of Legislative Decree 58 of 24 February 1998 and article 73 of the CONOSB regulation



adopted with resolution no. 11971 of 14 May 1999, to which we refer, which will be made available to the public in accordance with the legal time frame, at the registered office, on the Company's website at the following address www.gualaclosures.com and on the authorised eMarket Storage mechanism at the following address: www.emarketstorage.com.

Change of the composition of internal board committees

During the meeting, the Board of Directors also resolved on the reorganisation of the internal board committees. The Board of Directors has decided that the reorganisation of the Control and Risks Committee and of the Remuneration Committee is in the best interests of Guala Closures and of the functioning of the Board itself, given the change in the professional commitments of several of their respective members.

The new composition of the Controls and Risks Committee and of the Remuneration Committee is shown below.

Control and Risks Committee

- Francesco Caio (independent director) (Chairman);
- Lucrezia Reichlin (independent director); and
- Nicola Colavito (non-executive director).

Remuneration Committee

- Luisa Maria Virginia Collina (independent director) (Chairman)
- Francesco Caio (independent director); and
- Edoardo Carlo Maria Subert (non-executive Deputy Chairman).

In this regard, note that the composition of the committees meets the criteria established by the Code of Self-Regulation.

2019 Annual Calendar of Corporate Events

Pursuant to art. 2.6.2, para. 1, lett. b) of the Regulation of Markets organised and managed by Borsa Italiana S.p.A., Guala Closures hereby announces its annual calendar of corporate events which are planned to be held during the course of the year ending 31 December 2019:

- **19 March 2019**
Meeting of the Board of Directors to approve the 2018 consolidated financial statements and the 2018 draft statutory financial statements
- **30 April 2019**
Ordinary shareholders' meeting to approve the 2018 statutory financial statements
- **14 May 2019**
Meeting of the Board of Directors to approve the interim report on operations for the quarter ending 31 March 2019



- **13 September 2019**
Meeting of the Board of Directors to approve the interim financial report for the half year ending 30 June 2019
- **13 November 2019**
Meeting of the Board of Directors to approve the interim report on operations for the quarter ending 30 November 2019.

On 19 March, 14 May, 13 September and 13 November, the Company management will organise conference calls to illustrate the results of the period to the financial community.

The above-indicated dates are subject to change, although always in compliance with the regulatory and legislative terms, unforeseen circumstances and unexpected company requirements or regulatory changes. In this case, Guala Closures will make the specific announcement to Borsa Italiana and to the market.

The calendar has been published on the website of Guala Closures at the following address: www.gualaclosures.com

For information:

Guala Closures S.p.A.

Investor Relations:

Claudia Banfi

Tel +39 0131 753 1

cbanfi@gualaclosures.com

Media&Investor Contact

True Relazioni Pubbliche

Federica Menichino

Tel: +39 02 76341410

f.menichino@true-rp.it

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