



SPAFID CONNECT

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Societa' : GUALA CLOSURES

Identificativo : 112891

Informazione
Regolamentata

Nome utilizzatore : GUALASPANSS01 - Claudia Banfi

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Data/Ora Ricezione : 15 Gennaio 2019 11:24:46

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Diffusione presunta

Oggetto : NOTICE OF CALL OF THE ORDINARY
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato.



Guala Closures S.p.A.

Registered offices: Via Rana 12, Spinetta Marengo, Alessandria, 15122 Share capital subscribed and paid up Euro 68,906,646.00 Tax Code and Registration in the Register of Companies no.: 10038620968

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The ordinary shareholders' meeting of Guala Closures S.p.A. (the "**Company**") is called on **14 February 2019 at 10:30** by single call, at Hotel Diamante, Viale Della Valletta, 180, 15122 Spinetta Marengo, Alessandria - Italy, to resolve on the following

AGENDA

1. Authorization for the buy and sell of treasury shares. Related and consequent resolutions.
2. Integration, upon the motivated proposal of the Board of Statutory Auditors, of the fees of KPMG S.p.A. auditing company in charge of the legal auditing of the accounts. Related and consequent resolutions.

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ELIGIBILITY TO ATTEND THE MEETING

Those who have the right to vote can attend the meeting.

Pursuant to section 83- *sexies* of Legislative Decree 24 February 1998, no. 58 (the "**TUF**") and section 10.2 of the Company's Article of Association (the "**Articles**"), the eligibility to attend the Shareholders' Meeting and to exercise voting rights is certified by a notice to the Company, made by an authorized intermediary to record the accounts in accordance with the law, on the basis of the evidences of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting by single call (ie **5 February 2019**). The credit and debit entries made on the accounts after this deadline are not relevant for the purposes of giving title to the exercise of voting rights at the Shareholders' Meeting; therefore, those who will be the owners of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting.

The notice to the above intermediary must be received by the Company by the end of the third open market day preceding the date set for the Shareholders' Meeting (ie by **11 February 2019**). Without prejudice to the eligibility to attend and vote should the Company receive the notice after said deadline, provided that it is within the beginning of the shareholders' meeting. It should be noted that the notice to the Company is made by the intermediary upon request of the person holding the voting right.

REPRESENTATION AT THE MEETING AND DESIGNATED REPRESENTATIVE

Ordinary proxy

Those who have the right to vote at the meeting may be represented by written proxy pursuant to the applicable provisions of law and regulations; in particular, it should be noted that the proxy can also be granted through an electronic document signed in electronic form pursuant to the provisions of section 135- *novies* , paragraph 6, of the TUF and art. 21, paragraph 2, of legislative decree 7 March 2005, n. 82. To this purpose, as an option, a proxy form available on the Company's website www.gualaclosures.com in the *Investor Relations* section may be used. The proxy can be notified by sending a registered letter with proof of receipt to the Company's registered offices or in electronic format by sending it to the certified email address irgualaclosures@legalmail.it.

If the representative sends or submits to the Company a copy of the proxy, during the accreditation process to access to the meeting, he shall certify under his own responsibility the identity of the principal and that the copy is a true copy of the original document.

Pursuant to regulations in force, the representative shall keep the original copy of the proxy document and keep track of any voting instructions received, for one year from the end of the meeting.

Proxy to the representative designated by the Company

The proxy may also be conferred to Società per Amministrazioni Fiduciarie Spafid S.p.A. (" **Spafid S.p.A.** "), with registered offices in Milan, as the representative designated by the Company pursuant to section 135- *undecies* of the TUF. The proxy must contain voting instructions for the proposal on the agenda and shall be effective for it; Spafid S.p.A. can be appointed as proxy only in its capacity as representative appointed by the Company.

If a proxy is conferred to the designated representative this will not entail expenses for the delegating principal (with the exception of any shipping cost). The proxy must be conferred by signing the special form that is available, with filling out and submission instructions, in the aforementioned section of the Company's website. The original copy of the proxy should be sent to the aforementioned designated representative by the end of the second open market day preceding the date of the Shareholders' Meeting (ie, by **12 February 2019**), to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Ref. "*Proxy for Guala Closures 2019 Meeting*"; the proxy can be delivered by hand, during office hours (from 9:00 to 17:00), or sent by registered letter with proof of receipt or by courier. Without prejudice to the sending of the original proxy, together with voting instructions, it can be notified to Spafid S.p.A., also in electronic format to the certified e-mail address assemblee@pec.spafid.it. The sending to the aforementioned certified e-mail address of the proxy signed with digital signature, in accordance with current regulations, meets the requirements of written form.

Within the aforementioned deadline of **12 February 2019** , the proxy and the voting instructions may always be revoked in the manner specified above.

Please note that the shares for which the proxy, even if partial, has been conferred are counted for the purposes of the regular formation of the Shareholders' Meeting. In the event that in relation to the proposal on the agenda no voting instructions have been conferred, the shares shall not be

counted for the purposes of calculating the majority and the share of capital required for resolution approval.

INTEGRATION OF THE AGENDA OF THE MEETING AND PRESENTATION OF NEW PROPOSALS OF RESOLUTION

In compliance with the provisions of section 126- *bis* of the TUF, shareholders who, even jointly, represent at least 2.5% of the share capital may request in writing, within ten days from the publication of this notice of call, ie by **25 January 2019** , the integration of the list of matters to be dealt with, and specify in the request the additional items proposed, or submit proposals for resolutions on the matters already on the agenda (however in this last regard taking into account that the person who has the right to vote can anyway submit individual proposals for resolutions at the Shareholders' Meeting). In accordance with current regulations, in relation to matters on which the Shareholders' Meeting resolves, integration following proposal by the Board of Directors or on the basis of a project or a report prepared by it, different from those referred to in the art. 125- *ter* , paragraph 1 of the TUF are not allowed.

Shareholders for which the Company has received a specific communication certifying the ownership of the requested participation, made by an authorized intermediary, in accordance with current regulations, are entitled to request the integration of the agenda or to submit proposals for resolutions

The above requests must be sent by registered mail with proof of receipt to the registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122) or by e-mail to the certified e-mail address irgualaclosures@legalmail.it, together with a report containing the motivation of the proposed resolutions on the new items shareholders propose for discussion, or the reasons relating to the other proposed resolutions submitted on matters already on the agenda, as well as the certification issued by a qualified intermediary proving the legitimacy exercise of the right to vote.

Any additions to the list of items on the agenda of the Shareholders' Meeting or the submission of further resolution proposals on matters already on the agenda shall be notified by the Company, in the same forms required for publication of this notice of call, at least fifteen days before the date set for the Shareholders' Meeting (ie by **30 January 2019**). At the same time as the publication of the notice of integration of the agenda or the submission of proposed for resolution on the items already on the agenda, such latter proposals, as well as the related report prepared by the presenting shareholders and the report of the shareholders requesting an integration of the agenda, accompanied by any assessments by the Board of Directors, will be made available to the public, with the same procedures as in section 125- *ter* , paragraph 1 of the TUF.

RIGHT OF SHAREHOLDERS TO MAKE QUESTIONS ON THE ITEMS ON THE AGENDA

In compliance with the provisions of section 127- *ter* of the TUF, those who have the right to vote may ask questions on the items on the agenda even before the Shareholders 'Meeting, in any case no later than the end of the third day preceding the date set for the Shareholders' Meeting by single call, ie by **11 February 2019** .

Applications can be sent by registered mail with proof of receipt to the registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122) or by e-mail to the certified e-mail address

irgualaclosures@legalmail.it, together with the certification issued by an authorised intermediary proving the legitimacy to exercise such right.

Questions received will be answered at the latest during the Meeting. The Company has the right to provide a single response to questions with similar content.

DOCUMENTATION

Together with the publication of this notice of call, shall be made available to the public at the Company's registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122), on the authorized storage mechanism available at www.emarketstorage.com and in the *Investor Relations* section of the website www.gualaclosures.com: (i) the form that the persons entitled to participate in the Meeting have the right to use for voting by proxy; and (ii) the form to grant a proxy to the representative designated by the Company and the related voting instructions.

The additional documentation required by the applicable provisions of law and regulations relating to the Shareholders' Meeting - including the explanatory report on the agenda and the related resolution proposals - is made available to the public, within the terms established by current regulations, at the registered office. in Via Rana 12, Spinetta Marengo, Alessandria, 15122 , in the *Investor Relations* section of the website www.gualaclosures.com and will be published on the authorized storage mechanism available at www.emarketstorage.com . The shareholders and, if different, the persons entitled to attend the Shareholders' Meeting have the right to obtain a copy.

INFORMATION ON SHARE CAPITAL

At the date of this notice of call, the subscribed and paid-up share capital of the Company amounts to 68,906,646 euros and is divided into 67,184,904 shares, of which n. 62,049,966 ordinary shares, 4,322,438 special shares in the "B" category and 812,500 special shares in the "C" category, all with no par value. In accordance with article 5 of the Articles of Association: (i) each ordinary share entitles the holder to one vote at the meetings of the Company; (ii) each special "B" category share entitles the holder to 3 (three) votes pursuant to section 127- *sexies* of the TUF at the shareholders' meetings of the Company and (iii) the special "C" category shares do not have the right to vote at the Company shareholders' meetings. Information on the share capital is available on the Company's website www.gualaclosures.com in the *Investor Relations* section.

ADDITIONAL INFORMATION

Experts, financial analysts, accredited journalists and other subjects wishing to attend the Shareholders' Meeting must send a specific request to the Company by post (at Guala Closures S.p.A. - Via Rana 12 - Spinetta Marengo, Alessandria, 15122 - Ref. " *Request to attend the Meeting* ") or by fax on +39 0131 52747 at least three trading days before the date set for the Shareholders' Meeting (ie by **11 February 2019**).

The possibility of participating by electronic means is not envisaged for this Meeting.

The persons entitled to attend the Shareholders' Meeting are invited to present themselves in advance of the time the meeting is called to facilitate registration, which will start at 9:45 am. To simplify the verification of their eligibility to take part in the proceedings of the meeting, participants

are requested to show a copy of the notice to the Company that the authorized intermediary, in accordance with current legislation, is required to make available to them.

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This call notice is published on the Company's website www.gualaclosures.com in the *Investor Relations* section, on the authorized storage mechanism available at www.emarketstorage.com, at Borsa Italiana S.p.A., as well as on *Il Sole 24 ore* daily newspaper as an excerpt.

Spinetta Marengo (AL), 15 January 2019

On behalf of the Board of Directors



The President and CEO
(Ing. (Cav. Lav. Marco Giovannini)

Fine Comunicato n.2043-8

Numero di Pagine: 7