



SPAFID CONNECT

Informazione Regolamentata n. 0923-10-2019	Data/Ora Ricezione 18 Marzo 2019 10:45:30	MTA - Star
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Societa' : AEF FE
Identificativo : 115257
Informazione
Regolamentata
Nome utilizzatore : AEF FEN01 - Degano
Tipologia : REGEM
Data/Ora Ricezione : 18 Marzo 2019 10:45:30
Data/Ora Inizio : 18 Marzo 2019 10:45:32
Diffusione presunta
Oggetto : Call of Shareholders Meeting

Testo del comunicato

Vedi allegato.

Courtesy translation. In case of discrepancy 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 18th April 2019 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 2018 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 2018. Presentation to the Shareholders' Meeting of the non-financial consolidated statement pursuant Legislative Decree 30th December 2016, no. 254
2. Resolutions regarding the results for the year ended 31st December 2017.
3. Compensation Report pursuant to art. 123-ter, para. 6, of Decree 58/98; resolutions regarding the first section of the Compensation Report.
4. Proposal to authorize the Board of Directors to purchase and dispose of treasury shares; related and consequent resolutions.

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. 9th April 2019 (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 15th April 2019 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** (9th April 2019) 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) 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; 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.

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 Torresi, born in Rome on 23rd February 1980, Tax Code TRRFRC80B23H501Y of Studio Torresi e Associati (who may be replaced by Federico Hilpold, born in Turin on 29th April 1989, Tax Code HLPFRC89D29L219M, 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, Viale Giuseppe Mazzini 6, 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 16th April 2019). 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.

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 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. 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 15th April 2019. 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 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 28 March 2019, 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, 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.

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.

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, 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, 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 or aeffespa@pec.it

San Giovanni in Marignano, 18th March 2019

The Chairman of the Board of Directors

Massimo Ferretti

Fine Comunicato n.0923-10

Numero di Pagine: 6