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Oggetto : Giglio Group_Notice of call of shareholders'
meeting 30.4.2019

Testo del comunicato

Vedi allegato.



GIGLIO GROUP S.P.A.

Registered office – Piazza Diaz 6, Milan, 20123

Share capital: € 3,208,050.00

Tel. +39 02 89094252 – Fax – +39 02 83974207 – Website: www.giglio.org

Register of Companies of Milan, Tax Code and VAT Number 07396371002,

REA no. MI-2091150

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CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders entitled to attend and exercise the voting rights are called to attend the Ordinary and Extraordinary Shareholders' Meeting of Giglio Group S.p.A. (the "**Company**"), at its registered office in Milan, Piazza Diaz 6, on 30 April 2019, at 15.00, in single call, to discuss and resolve upon the following

AGENDA

ORDINARY MEETING

1. 1.1 Financial Statement at 31 December 2018, Director's Report on Operations, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions pertaining thereto and resulting therefrom. 1.2 Resolutions regarding the result of the financial period; resolutions pertaining thereto and resulting therefrom.
2. Resolution on the first section of the Remuneration Report, pursuant to Art-123-*ter*, par. 6 of Legislative Decree no. 58 of 24 February 1998, as amended and integrated; resolutions pertaining thereto and resulting therefrom.
3. Restatement of annual total compensation of the Board of Directors; resolutions pertaining thereto and resulting therefrom.
4. Appointment of two directors pursuant to Art. 2386 of Civil Code; resolutions pertaining thereto and resulting therefrom.
5. Authorisation to purchase and place own shares; resolutions pertaining thereto and resulting therefrom.
6. Amendment to the Stock Option Plan called "Stock Option Plan 2018-2021", approved by the Shareholders' Meeting on 29 October 2018; resolutions pertaining thereto and resulting therefrom.

EXTRAORDINARY MEETING

7. Amendment to the By-laws; resolutions pertaining thereto and resulting therefrom.

Information on the share capital

The share capital amounts to Euro 3,208,050.00, entirely subscribed and paid, consisting of 16,040,250 ordinary shares, without nominal value. Each ordinary share has the right to one vote at the Ordinary and Extraordinary Shareholders' Meetings. At the present date the Company does not hold treasury shares. Information regarding the composition of the share capital are available on the Company's Website at www.giglio.org ("*Investor relations* – Shareholders ID" section).

Right to Attend

The Shareholders' Meeting can be attended, pursuant to Art. 83-*sexies* of Legislative Decree no. 58/1998 as amended (the "**Consolidated Financial Act**"), by those who are entitled to participate in it and to exercise their voting rights for whom the Company received a notice, issued by an intermediary enabled pursuant to the applicable laws, proving the ownership of the number of shares represented, based on evidence contained in the accounting records as of the end of the seventh market operating day before the date of the Shareholders' Meeting (i.e. 17 April 2019). Anyone who becomes a holder of shares after the 17 April 2019, will not be able to participate or vote at the Meeting. The notice of the enabled intermediary shall be received by the Company within the end of the third market operating day before the date of the Shareholders' Meeting (i.e. 25 April 2019) or, in any case, before the beginning of the Meetings' works.

Appointment of two directors pursuant to Art. 2386 of Civil Code

With regard to the third item on the agenda, it is noted that, as announced via press releases published on the Company's Website at www.giglio.org, "*Investor Relations*" section, following the resignation of Director Carlo Frigato, occurred on 21 December 2018 and the resignation of Director Graziella Cappellini, occurred on 25 January 2019, the Board of Directors, pursuant to Art. 2386, par. 1 of the Civil Code and Art. 20 of the By-laws, with a resolution approved by the Board of Statutory Auditors, co-opted directors Mr. Carlo Micchi on 23 January 2019 and Ms Silvia Olivotto on 4 February 2019.

Pursuant to Art. 2386 of Civil Code, the co-opted directors shall remain in office until the next Shareholders' Meeting. Therefore, the Meeting called on 30 April 2019 shall appoint two directors to integrate the Board of Directors until a number of seven Directors is reached, as set forth in the Meeting of 11 May 2018. Directors appointed by the Meeting shall remain in office until the termination of the term of the other members of the Board of Directors, i.e. until the approval of the Financial Statement at 31 December 2020.

As provided by the law and the Company's By-laws, the Meeting must appoint the Directors in order to ensure the presence of a total minimum number of independent directors, as requested by applicable laws and regulations and in order to ensure gender balance. It is noted that, pursuant to the provisions of Art. 20 of the By-laws, the appointment of Directors shall take place without the application of the slate voting system, but by resolution approved by the majority.

Supplementation of the Agenda and presentation of new proposals

In accordance with Article 126-*bis* of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the present notice (i.e. by 10 April 2019), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. The request must be made in writing by the shareholders who make the proposal, together with the appropriate documentation proving the ownership of the shares issued by an enabled intermediary based on accounting records, via registered post sent to the Company's address to the attention of the General Management, or via certified e-mail to be sent to the following address: giglio@arubapec.it. Within the same time limit and with the same modalities, the shareholders who make the proposal must also send to the Board of Directors a report including the motivation of the resolution proposals on the new items introduced by them or of the resolution proposals on items already on the agenda.

The request to supplement the list of items on the agenda is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those set forth in Art. 125-*ter*, par.1 of the CFA.

Notice for the supplement to the list of items on the agenda or the presentation of new resolution proposals, as well as of the relative reports drafted by the shareholders who propose them, will be provided according to the same procedures that apply to this notice, at least fifteen days before the day of the Meeting (i.e. 15 April 2019).

Vote by Proxy

Shareholders with the right to attend the Meeting can be represented by thirds via written proxy pursuant to current provisions of law, and shall use the proxy form available on the Company's Website at www.giglio.org ("*Corporate Governance*" section). The proxy can be sent to the Company via registered letter to the registered office or via certified e-mail to be sent to the following address: giglio@arubapec.it.

If the delegate delivers or sends to the Company, via certified e-mail to giglio@arubapec.it, instead of the original, a copy of the proxy, he/she shall certify under his/her own responsibility, the conformity of the proxy to the original, as well as the identity of the delegating person. Without prejudice to the above, pursuant to current regulations, the delegate shall preserve the original proxy and keep track for one year, starting from the end of the Meetings' works, of any voting instruction received.

Proxy may be granted through a computer-generated document signed in electronic form in accordance with Article 21, par. 2 of Legislative Decree no. 82/2005, as amended, or with any equivalent document.

Company's Designated Representative

A proxy may be attributed, together with instructions on voting the resolutions on the agenda, to Computershare S.p.A., as the Company's designated representative pursuant to Art. 135-*undecies* of the CFA, by signing the specific proxy form

available on the Company's Website at www.giglio.org ("*Corporate Governance*" section), or at the registered office of the Company or of Computershare S.p.A. in Milan, via Lorenzo Mascheroni 19.

The original proxy and voting instructions should be sent to the register office of the delegated representative by the end of the second market operating day before the date fixed for the Shareholders' Meeting in single call (i.e. by 26 April 2019), and can be revoked within the same time limit. A copy of the proxy may be forwarded in advance to the designated representative within the same time limit, via fax, to +39 02 46776850, or via e-mail to ufficiomilano@pecserviziotitoli.it.

Only proxies containing voting instructions are valid. It is noted that the communication ascertaining the right to attend and vote at the Shareholders' Meeting issued by the Company of the intermediary is necessary also in the case of conferring proxy to the Designated Representative of the Company.

Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the Shareholders' Meeting. With regard to proposals for which no voting instructions are given, the shares concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.

Information concerning conferring proxy to Computershare S.p.A.'s designated representative (which may be contacted via telephone for clarification at +39 02 46776811), is also available within the above-mentioned proxy form.

Questions Regarding Items on the Agenda

Pursuant to Art. 127-*ter* of the CFA, every shareholders with a right to vote can ask questions regarding items on the agenda also before the Meeting, provided that they are made within three days of the date of the Meeting (i.e. 27 April 2019), which shall be answered at the latest during the Meeting, by forwarding the questions via registered letter to the register office in Milan, Piazza Diaz 6, or via certified e-mail to be sent to the following address: giglio@arubapec.it, together with the appropriate communication proving the ownership of the voting right issued by an enabled intermediary.

For the questions sent before the Shareholders' Meeting, response will be given at the latest at the meeting, with the faculty of the Company to provide a single response to questions with the same content. Answers given at the beginning of the Meeting in printed format to every shareholder with voting rights shall be deemed as provided at the Meeting.

Documentation

Documents relating to the Meeting – including the Board of Directors' Explanatory Reports and the resolution proposals on the items of the agenda, the annual financial report, with a specific section including the non-financial statement, together with the annual Corporate Governance and Ownership Structure Report, as well as the Board of Statutory Auditors', the Independent Auditors' and the Remuneration Report, shall be made available to the shareholders and the public, and at the registered office, according to the procedures and time limits laid down by law. The documentation shall also be made available on the Company's

Website at www.giglio.org ("*Corporate Governance*" section), as well as at the authorised emarket storage mechanism at www.emarketstorage.com. Shareholders and those with voting rights are entitled to obtain a copy of the aforementioned documentation.

Milan, 30 March 2019

The Chairman of the Board of Directors and CEO

Mr Alessandro Giglio

Fine Comunicato n.20076-31

Numero di Pagine: 7