



## **GIGLIO GROUP S.P.A.**

Registered office – Piazza Diaz 6, Milan, 20123

Share capital: € 3,208,050.00

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Register of Companies of Milan, Tax Code and VAT Number 07396371002, REA no. MI-2091150

## **CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING**

The shareholders entitled to attend and exercise the voting rights are called to attend the Extraordinary Shareholders' Meeting of Giglio Group S.p.A. (the "**Company**"), at its registered office in Milan, Piazza Diaz 6, on 31 October 2019, at 14.30, in single call, to discuss and resolve upon the following

### **AGENDA**

1. Proposal of non-divisible and paid increase in share capital for a total amount of € 2,649,500.00 (of which € 151,400 at nominal value and the rest at share premium), excluding option rights, pursuant to Art. 2441, par. 4, second sentence of the Civil Code, with the consequent issue of no. 757,000 ordinary shares, with unit price of € 3.5 (of which € 3.3 at share premium), with regular dividend and with the same characteristics of the ordinary shares already issued at the issue date, to be paid through the contribution in kind of the shares of E-commerce Outsourcing S.r.l. on behalf of all the shareholders of the latter. Consequent amendment of Art. 6 of the By-laws. Relative and consequent resolutions.
2. Proposal of amendment of Art. 6 of the By-laws and introduction of paragraphs from 6.2.1 to 6.2.4 for the purpose of introducing the "shares with increased voting rights" system, provided for in Art. 127-*quinquies* of the Consolidated Act; relative and consequent resolutions.

### **Information on the share capital**

The share capital amounts to € 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](http://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. 22 October 2019). Anyone who becomes a holder of shares after the 22 October 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. 28 October 2019) or, in any case, before the beginning of the Meetings' works.

### **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 October 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](mailto: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. 16 October 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](http://www.giglio.org) ("Corporate Governance - Shareholders' Meeting" 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](mailto:giglio@arubapec.it).

If the delegate delivers or sends to the Company, via certified e-mail to [giglio@arubapec.it](mailto: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](http://www.giglio.org) ("*Corporate Governance - Shareholders' Meeting*" 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 29 October 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](mailto: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 five days of the date of the Meeting (i.e. 26 October 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](mailto: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, as well as the Directors' Report, prepared pursuant to Art. 2441, par. 6 of the Italian Civil Code, regarding the proposal to increase the share capital, 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](http://www.giglio.org) ("*Corporate Governance - Shareholders' Meeting*" section), as well as at the authorised emarket storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders and those with voting rights are entitled to obtain a copy of the aforementioned documentation.

Milan, 30 September 2019

The Chairman of the Board of Directors and CEO

Mr Alessandro Giglio