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Diffusione presunta
Oggetto : CALL OF EXTRAORDINARY
SHAREHOLDERS' MEETING 20.1.2020

Testo del comunicato

Vedi allegato.



GIGLIO GROUP S.P.A.

Registered office – Piazza Diaz 6, Milan, 20123
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

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 the notary office Bonacci – Folladori in 20122 - Milano, via Cesare Battisti 8, on 20 January 2020, at 11.00 AM, in single call, to discuss and resolve upon the following

AGENDA

- Approval of the project of merger by incorporation of Ibox S.r.l. company into Giglio Group S.p.A.. Resolutions pertaining thereto and resulting therefrom.

Information on the share capital

The share capital amounts to € 3,661,337, entirely subscribed and paid, consisting of 18,306,685 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. 9 January 2020). Anyone who becomes a holder of shares after the 9 January 2020, 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. 15 January 2020) 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 29 December 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, at its registered office in Milan, Piazza Diaz 6, 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. 3 January 2020).

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 - Shareholders' Meeting" section). The proxy can be sent to the Company via registered letter to the registered office in Milan, Piazza Diaz 6, 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 10, par. 1-bis of Legislative Decree no. 82/2005, as amended, or with any equivalent document.

Company's Designated Representative

A proxy may be attributed, without any expense for the proxy-giver (with the exception of any delivery costs) together with instructions on voting all or some of the resolutions on the agenda, to Computershare S.p.A., with registered office in Milan, Via Mascheroni 19, 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 - Shareholders' Meeting*" section), or at the registered office of the Company in Milan, Piazza Diaz 6.

The original proxy and voting instructions should be sent to the register office of the delegated representative in Milan, Via Mascheroni 19, by the end of the second market operating day before the date fixed for the Shareholders' Meeting in single call (i.e. by 16 January 2020), 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 five days of the date of the Meeting (i.e. 15 January 2020), 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, 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 current legislation. The documentation shall also be made available on the Company's Website at www.giglio.org ("*Corporate Governance - Shareholders' Meeting*" 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, 19 December 2019

The Chairman of the Board of Directors and CEO
Mr Alessandro Giglio

Fine Comunicato n.20076-82

Numero di Pagine: 6