



SPAFID CONNECT

Informazione Regolamentata n. 1264-6-2020	Data/Ora Ricezione 13 Marzo 2020 08:53:45	MTA
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Societa' : BRUNELLO CUCINELLI

Identificativo : 128729

Informazione
Regolamentata

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Data/Ora Ricezione : 13 Marzo 2020 08:53:45

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Diffusione presunta

Oggetto : Notice of call of the 2020 Shareholders'
Meeting

Testo del comunicato

Vedi allegato.



BRUNELLO CUCINELLI

BRUNELLO CUCINELLI S.P.A.

Registered office: Corciano (PG), Solomeo, Viale Parco dell'Industria 5, Italy

Fully paid-up share capital: €13,600,000

Tax code, VAT number and Perugia Companies Register no. 01886120540

R.E.A. no. 165936

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and exercise their voting rights are called to an ordinary and extraordinary Shareholders' Meeting to be held at the Cucinelli Theatre in Via Giovine Italia 2, Solomeo (PG), Italy, in a single call **at 10.00 a.m. on April 23rd, 2020** and, to discuss and adopt resolutions on the following

Agenda:

Extraordinary part

1. Proposal to amend the following articles of the Company's Bylaws:
 - 1.1 Art. 13 (Composition of the Board of Directors);
 - 1.2 Art. 14 (Appointment of the Board of Directors);
 - 1.3 Art. 21 (Appointment of the Statutory Auditors).

Ordinary part

1. Financial statements for the year ended on December 31st, 2019, the reports of the Directors, of the Board of Statutory Auditors and of the external Auditors; presentation of the consolidated financial statements for the year ended on December 31st, 2019; resolutions pertaining thereto and resulting therefrom.
2. Proposal for the allocation of net income; resolutions pertaining thereto and resulting therefrom.
3. Report on the policy regarding remuneration and fees paid pursuant to article 123-*ter* of Italian Legislative Decree no. 58/1998.
 - 3.1. Resolution pursuant to Article 123-*ter*, paragraph 3-*ter*, of Italian Legislative Decree no. 58/1998 on the first section of the Report;
 - 3.2. Resolution pursuant to Article 123-*ter*, paragraph 6, of Italian Legislative Decree no. 58/1998 on the second section of the Report.
4. Appointment of the Board of Directors pursuant to article 147-*ter* of Italian Legislative Decree no. 58/1998 and to articles 13 et seq. of the Company's Bylaws.
 - 4.1. Determination of the number of members of the Board of Directors.
 - 4.2. Determination of the term of the Board of Directors' office;
 - 4.3. Appointment of the members of the Board of Directors;
 - 4.4. Appointment of the Chairman of the Board of Directors;
 - 4.5. Determination of the remuneration of the members of the Board of Directors.

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5. Appointment of the Board of Statutory Auditors pursuant to article 148 of Italian Legislative Decree no. 58/1998, to articles 144-quinquies et seq. of the CONSOB Regulation (Regolamento Emittenti) and of articles 20 et seq. of the Company's Bylaws.
 - 5.1. Appointment of three Statutory Auditors and two Substitute Auditors;
 - 5.2. Determination of the remuneration of the Statutory Auditors.

Information on the share capital of Brunello Cucinelli S.p.A.

At the time of issuance of this notice, the subscribed and paid-up share capital of Brunello Cucinelli S.p.A. is €13,600,000, consisting of 68,000,000 ordinary shares without nominal value, each of which gives the holder the right to cast one vote at the Company's ordinary and extraordinary Shareholders' Meeting. The Company does not own any treasury shares.

Further information related to COVID-19 (CoronaVirus) health emergency

The terms and conditions of attendance at the Shareholders' Meeting described in this notice of call may be amended or supplemented in relation to COVID-19 (CoronaVirus) health emergency. Any changes and/or additions to the information contained in this notice of call will be made available on the Company's website: <http://investor.brunellocucinelli.com>, under the section "Governance/Shareholders' Meetings/2020/Notifications and forms" and through any other way provided for by the law. In any case, it is recommended that attendance at the Shareholders' Meeting be, to the extent possible, in accordance with the terms and procedures described in the following paragraphs "Representation at the Shareholders' Meeting" and "Exercising voting rights by correspondence".

Attendance at the Shareholders' Meeting

Pursuant to article 10 of the Company's Bylaws and in compliance with the requirements of current legislation, anyone entitled to vote may attend the Shareholders' Meeting. Entitlement to attend the Shareholders' Meeting and to exercise voting rights is confirmed by a statement sent to the Company by the intermediary on behalf of the person with the right to vote on the basis of evidence relating to the end of the accounting day of the seventh trading day (the "Record Date") prior to the date set for the Shareholders' Meeting in a single call (namely April 14th, 2020). Debit and credit entries recorded in the accounts subsequent to the *Record Date* are not taken into account for the purposes of the entitlement to attend the Shareholders' Meeting and exercise a voting rights. The intermediary's statement referred to above must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in a single call (namely April 20th, 2020). Nevertheless the entitlement to attend the Meeting and exercise a vote shall remain valid for notifications received by the Company after the above deadlines, provided that they arrive earlier than the scheduled time of the Meeting.

People entitled to attend are kindly requested to arrive earlier than the scheduled time of the Meeting.

Representation at the Shareholders' Meeting

Anyone entitled to attend the Shareholders' Meeting may be represented by another person by means of a proxy. The proxy form is made available at the Company's registered office in Solomeo and on the Company's website: <http://investor.brunellocucinelli.com>, under the Section "Governance/Shareholders' Meetings/2020/Notifications and forms".

The proxy may be served to the Company by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy, or by certified electronic mail to the following address: brunellocucinelli.spa@legalmail.it.

Should the delegate representative deliver or transmit a copy of the proxy to the Company, the delegate representative shall confirm his/her liability in compliance of the proxy form to the original and the identity of the delegating party. The proxy, containing voting instructions on all or some of the proposals on the agenda, may be granted to Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. for the purpose designated by the Company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/1998. The proxy may be granted without any cost to be borne, other than transmission or delivery expenses.

The proxy shall be given by signing the proxy form available on the Company's website <http://investor.brunellocucinelli.com>, under the Section "Governance/Shareholders' Meetings/2020/Notifications and forms", or at the Company's registered office, whether by handwritten signature or qualified electronic signature or digital signature, according to the laws and regulations in force,

and must be submitted in original by the end of the second trading day prior to the date set for the Shareholders' Meeting (that is by the April 21st, 2020) together with a copy of a valid identity card of the shareholder granting the proxy or, in case the shareholder granting the proxy is a legal entity, of the *pro tempore* legal representative or of any other legally authorized person, together with the appropriate documentation detailing his/her title and powers to Spafid S.p.A. i) for proxies by handwritten signature via delivery or shipment by courier or registered letter with recorded delivery (Foro Buonaparte 10, 20121 Milano) ii) for proxies by qualified electronic signature or digital signature via certified electronic mail to the address assemblee@pec.spafid.it. The proxy and the voting instructions can be revoked within the same time-limit detailed above. The proxy is not valid for proposed resolutions for which no voting instructions have been given.

Exercising voting rights by correspondence

In compliance with article 11.2 of the Company's Bylaws, voting rights may be exercised by correspondence. The ballot papers are made available at the Company's registered office in Solomeo or on the Company's website: <http://investor.brunellocucinelli.com>, under the Section "Governance/Shareholders' Meetings/2020/Notifications and forms".

The vote by correspondence is cast directly by the holder, separately for each of the proposed resolutions. The completed and signed ballot papers must be received in a closed envelope by the Company within the end of the day preceding the Shareholders' Meeting in a single call (namely by April 22nd, 2020) by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy, or by certified electronic mail to the following address: brunellocucinelli.spa@legalmail.it.

Ballot papers arriving after the abovementioned deadline or unsigned will not be taken into account in determining whether the Meeting is duly formed or for voting purposes.

A vote may be revoked by means of a written statement brought to the Company's attention at least the day prior to the Shareholders' Meeting in a single call sent via registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy or by an explicit declaration made by the person concerned in the Meeting.

Additions to the agenda

Pursuant to article 126-*bis* of Italian Legislative Decree no. 58/1998, Shareholders representing, also jointly, at least one fortieth of Company share capital may, within ten days from the publication of this notice of call of the Shareholders' Meeting (namely by March 23rd, 2020), request to integrate the list of items they propose to consider or may submit proposed resolutions on those items that are already on the agenda specifying, in their request, the additional issues that they propose to consider. Requests must be made in writing by registered letter with return receipt to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy or by certified electronic mail to brunellocucinelli.spa@legalmail.it.

The request must be accompanied by the information enabling the identification of the Shareholders making the request and their total shareholding percentage, and a statement issued by the intermediaries pursuant to current legislation attesting the ownership of this holding. The Shareholders requesting additions to the agenda must prepare a report on the items and/or on the resolutions they are proposing to consider. This report must be delivered to the Board of Directors within the deadline provided for the submission of requests for addition of items. In case of additions to the agenda, the updated list of the items to be discussed at the Shareholders' Meeting will be published by the same means of the notice hereby at least fifteen days prior to the date set for the Shareholders' Meeting in a single call (namely April 8th, 2020).

No additions to the agenda are permitted for items upon which the Shareholders' Meeting resolves, pursuant to law, upon proposals of Directors or on the basis of a plan or report the Directors have drawn up.

Right to raise questions

Pursuant to article 127-*ter* of Italian Legislative Decree no. 58/1998 Shareholders are also entitled to raise questions on items on the agenda prior to the Shareholders' Meeting by sending them by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs

Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy or by notification made to the following certified electronic mail address: brunellocucinelli.spa@legalmail.it.

The request must be accompanied by the information enabling the identification of the Shareholders presenting the request and a statement issued by the intermediaries pursuant to current legislation attesting that they are Shareholders.

Replies will be provided to the questions received before the Shareholders' Meeting at the latest during the Meeting itself.

Questions will have to be submitted by April 16th, 2020. Only questions received within such date from shareholders with voting rights as at April 14th, 2020 (the *Record Date*) and which are strictly relevant to the agenda items will be admitted.

Report on the policy regarding remuneration and fees paid

Pursuant to article 123-*ter*, paragraph 3-*ter*, of Italian Legislative Decree no. 58/98, the Shareholders' Meeting is called to resolve on the first section of the Report. Such resolution is binding. The Shareholders' Meeting shall also resolve in favour or against the second section of the Report. This latter resolution is not binding.

Appointment of Board of Directors

As to the renewal of the Board of Directors referred to in item 4 of the agenda, please note that Directors are appointed on the basis of lists of candidates, pursuant to article 14 of the Company's Bylaws.

The lists of candidates may be submitted only by shareholders holding, at the time of submission of the list, even jointly, an interest of at least 1% of the share capital represented by ordinary shares of the Company, as established by CONSOB, pursuant to article 147-*ter*, paragraph 1, of Italian Legislative Decree no. 58/1998.

In the light of art. 144-*undecies*.1 of CONSOB Regulation no. 11971/1999 (Regolamento Emittenti) and, taking into account the proposed amendments to the Company's Bylaws as described in the Directors' explanatory Report released today, lists including a number of candidates lower than 5 (five) will be admitted.

The lists thus formed and signed by filing shareholders must be deposited at the registered office of the Company at least 25 calendar days prior to the date on which the Shareholder's Meeting is convened (i.e., by March 29th, 2020), by means of:

- hand delivery to the registered office of the Company, from Monday to Friday from 8.00 a.m. to 5.30 p.m.;
- by registered mail with recorded delivery to the registered office of the Company;
- through certified electronic mail to the registered office of the Company (brunellocucinelli.spa@legalmail.it).

It remains understood that: (i) each shareholder, (ii) the shareholders belonging to the same group, and (iii) shareholders who are parties to a shareholders' agreement regarding the shares of the Company, may not submit, or vote for, more than one list, even through a third party or a trust company. Furthermore, each candidate may be presented only in one list, otherwise ineligibility will occur. Candidates who do not comply with the maximum number of positions held established by applicable law and regulations cannot be included in the lists.

Each list must contain the minimum number of candidates satisfying the independence requirements as set forth by applicable law and regulations.

Lists must be formed in compliance with the applicable law and regulations on gender balance in force from time to time.

Upon filing, the lists must be accompanied by the following documentation:

- (i) statements by which the individual candidates accept their candidacies;
- (ii) declarations by each candidate certifying, under their own responsibility, that no cause for ineligibility and/or incompatibility exists and that they possess the requisites prescribed by the applicable laws and regulations for the respective positions, also in terms of integrity and, where required, independence;

- (iii) the *curriculum vitae* relating to each candidate, containing their personal and professional profiles, including management and control positions held in other companies and of their potential suitability to be classified as independent directors in accordance with the criteria established by the law or adopted by the Company;
- (iv) the appropriate documentation issued by a legally authorized intermediary, proving ownership of the number of shares required to submit lists as of the date on which the lists are filed.

For further information on the appointment of the members of the Board of Directors please refer to the Company's Bylaws and the Directors' explanatory Report on the items on the agenda, prepared pursuant to article 125-*ter* of Italian Legislative Decree no. 58/98, available to the public on today's date at the Company's registered office and on the Company's website: <http://investor.brunellocucinelli.com/it>, under the section "*Governance/Shareholders' Meetings/2020/Meeting's documents*".

Appointment of the Board of Statutory Auditors

As to the renewal of the control body referred to in item 5 of the agenda, please note that Statutory Auditors (standing and substitute) are appointed on the basis of lists of candidates, pursuant to article 21 of the Company's Bylaws.

The lists may be submitted only by shareholders holding, at the time of submission of the list, even jointly, an interest of at least 1% of the share capital represented by ordinary shares of the Company, as established by CONSOB, pursuant to article 147-*ter*, paragraph 1, of Italian Legislative Decree no. 58/1998.

Each list shall be made of two sections: one for the appointment of standing statutory auditors, the other for the appointment of the substitute statutory auditors. The first candidate of each section must be selected within the Legal Auditors list contained in the relevant Register and must meet the requirements established by the applicable regulations.

The lists, signed by the filing shareholders, must be deposited at the registered office of the Company at least 25 calendar days prior to the date on which the Shareholder's Meeting is convened (i.e., by March 29th, 2020), by means of:

- hand delivery to the registered office of the Company, from Monday to Friday from 8.00 a.m. to 5.30 p.m.;
- by registered mail with recorded delivery to the registered office of the Company;
- through a certified electronic mail to the registered office of the Company (brunellocucinelli.spa@legalmail.it).

It is understood that: (i) each shareholder, (ii) the shareholders belonging to the same group, and (iii) shareholders who are parties to a shareholders' agreement regarding the shares of the Company, may not submit, or vote for, more than one list, even through a third party or a trust company. Furthermore, each candidate may be presented only in one list, otherwise ineligibility will occur. Candidates who do not comply with the maximum number of positions held established by applicable law and regulations cannot be included in the lists.

The list must be formed in compliance with the applicable law and regulations on gender balance in force from time to time.

Upon filing, the lists must be accompanied by the following documentation:

- (i) information on the identity of the shareholders who have submitted the lists, with an indication of the percentage of shares owned and a certification issued by an authorized intermediary attesting the ownership of those shares;
- (ii) statements by which the individual candidates accept their candidacies and declare, under their own responsibility, that no cause of ineligibility and/or incompatibility exists and that they possess the requisites prescribed by the laws and regulations in force for the respective positions;

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- (iii) the *curriculum vitae* relating to each candidate, containing their personal traits and professional qualifications, including management and control positions held in other companies;
- (iv) a statement of the shareholders other than those holding, even jointly, a controlling or a relative majority therein, confirming the absence of any connection with the latter pursuant to article 144-*quinquies* of CONSOB Regulation no. 11971/99 (Regolamento Emittenti) (i.e. in case of presentation of minority lists).

If within the deadline specified above (i.e. by March 29th, 2020) only one list has been filed or only those lists which are filed by Shareholders connected to each other, pursuant to article 144-*sexies*, paragraph 5, of the CONSOB Regulation no. 11971/99 (Regolamento Emittenti), have been submitted, then other lists may be filed until the third day subsequent to said date (i.e. until April 1st, 2020). In such event, the threshold of the share capital set forth for the filing of the lists will be reduced by 50% (and shall, therefore, be equal to 0.5%).

For further information on the appointment of the Board of Auditors please refer to the Company's Bylaws and the Directors' explanatory Report on the items on the agenda, prepared pursuant to article 125-*ter* of Italian Legislative Decree. N. 58/98, which is made available to the public today at the Company's registered office and on the Company's website: <http://investor.brunellocucinelli.com/it>, under the section "*Governance/Shareholders' Meetings/2020/Meeting's documents*".

Documentation

The documentation relating to items on the agenda, including the Directors' explanatory reports and the relevant proposals for resolution, will be available to the public in accordance with the procedures and within the time limits provided by the law at the Company's registered office in Solomeo at Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy, and at the Company's website: <http://investor.brunellocucinelli.com>, under the [section](#) "*Governance/Shareholders' Meetings/2020/Meeting's documents*", as well as on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

In particular, the Annual Financial Report, including the other documents referred to articles 154-*ter* and 123-*bis* of Italian Legislative Decree no. 58/1998, the Non-Financial Consolidated Report provided for by articles 3 and 4 of the Italian Legislative Decree no. 254/2016 and the Report on the policy regarding remuneration and fees paid will be published by April 1st, 2020. Shareholders are entitled to obtain a copy.

The Company's registered office in Solomeo is open to the public for consultation and/or for delivery of copies of the above mentioned documents between 8.00 a.m. to 5.30 p.m. on working days from Monday to Friday. This notice of call is published today on the Company's website: <http://investor.brunellocucinelli.com>, under the section "*Governance/Shareholders' Meetings/2020/Notifications and forms*" on the "eMarket Storage" circuit (www.emarketstorage.com) and, as an abstract, on the newspapers "Il Sole 24 Ore" and "MF-Milano Finanza".

Solomeo, March 13th, 2020

On behalf of the Board of Directors

The Chairman and CEO

(Cav. Lav. Brunello Cucinelli)

Fine Comunicato n.1264-6

Numero di Pagine: 8