



SPAFID CONNECT

Informazione Regolamentata n. 1719-8-2020	Data/Ora Ricezione 23 Marzo 2020 22:53:28	MTA - Star
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Societa' : MASSIMO ZANETTI BEVERAGE GROUP

Identificativo : 129384

Informazione
Regolamentata

Nome utilizzatore : MZBGROUPN01 - Cargnello

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 23 Marzo 2020 22:53:28

Data/Ora Inizio : 23 Marzo 2020 22:53:29

Diffusione presunta

Oggetto : Integration of the Notice of Call of the
Shareholders' Meeting

Testo del comunicato

Vedi allegato.



MASSIMO ZANETTI BEVERAGE GROUP S.p.A.

With registered offices in Viale Gian Giacomo Felissent, 53, 31020 Villorba (Treviso, Italy)

Fully paid up share capital: Euro 34,300,000.00

Treviso Companies Register, Tax and VAT Code 02120510371 – Economic and Administrative Index No. TV-300188.

INTEGRATION OF THE NOTICE OF CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING ON APRIL 22, 2020

Following the entry into force of the Decree Law no. 18 of 17 March 2020 "Measures to reinforce the National Health Service and provide economic support for families, workers and businesses connected to the epidemiological emergency caused by COVID-19" published in the Official Gazette of 17 March 2020, and in particular following the provisions contained in art. 106 of this Decree, the notice of calling of the Ordinary and Extraordinary Shareholders' Meeting on 22nd April 2020 is to be integrated by the following text in order to allow the participation of persons entitled to vote exclusively through the designated representative appointed by the Company.

The notice of calling containing the integrations is the one shown below.

We reserve the right to make further updates as a result of the COVID-19 health emergency.

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The entitled to participate and vote are invited at the Ordinary and Extraordinary Shareholders' Meeting convened on 22nd April 2020 at 11:00, on single call, at the registered offices in Villorba (Treviso), Viale Gian Giacomo Felissent No. 53, to discuss and resolve upon the following

AGENDA

Ordinary Session

1. Separate Financial Statements and Consolidated Financial Statements as of December 31, 2019:
 - 1.1 Approval of the Separate Financial Statements as of December 31, 2019 accompanied by the Board of Directors' Report, the Board of Statutory Auditors' Report, the Independent Auditors' Report and the Certification of the Manager in charge of the preparation of corporate accounting documents. Related resolutions. Presentation of the Consolidated Financial Statements at December 31, 2019 and of the Consolidated Non-Financial Statement drawn up pursuant to Italian Legislative Decree 254/16;
 - 1.2 Resolutions on the allocation of the profit for the year and dividend distribution to the shareholders.
2. Report on remuneration and fees paid pursuant to Art. 123-ter, paragraph 3-bis and 6 of Legislative Decree No. 58 of February 24, 1998:
 - 2.1 Binding resolution on the first section concerning the remuneration policy drawn up pursuant to Art. 123-ter, paragraph 3, of Legislative Decree No. 58 of February 24, 1998;
 - 2.2 Non-binding resolution on the second section concerning the compensations drawn up pursuant to Art. 123-ter, paragraph 4, of Legislative Decree No. 58 of February 24, 1998.
3. Appointment of the Board of Directors:
 - 3.1 Determination of the number of members of the Board of Directors;
 - 3.2 Determination of their term of office;

- 3.3 Appointment of the Directors;
 - 3.4 Appointment of the Chairperson of the Board of Directors;
 - 3.5 Determination of the remuneration of the members of the Board of Directors.
4. Appointment of the Board of Statutory Auditors:
 - 4.1 Appointment of three Standing Auditors and two Alternate Auditors for the financial years 2020-2021-2022;
 - 4.2 Appointment of the Chairperson of the Board of Statutory Auditors;
 - 4.3 Determination of the remuneration of the Standing Auditors.

Extraordinary Session

1. Regulatory compliance update of the Company's Bylaws regarding gender balance and, in particular, amendments of articles 13.9 and 24.5.

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INFORMATION ON THE SHARE CAPITAL ON THE DATE OF THE NOTICE OF CALL

The share capital subscribed and paid in is Euro 34.300.000,00, subdivided into no. 34.300.000 ordinary shares with no nominal value, each of which gives right to no. 1 vote at the Meeting. On the date of this notice of call, the Company does not possess treasury shares.

ENTITLEMENT TO ATTEND

Pursuant to art. 83-*sexies* of Legislative Decree no. 58/1998 and art. 9 of the Company's Bylaws, the legitimate entitlement to attend the Meeting is subject to the Company's receiving the communication, to be requested by each party entitled to attend from their depositary intermediary, issued by an authorized intermediary in accordance with currently applicable legal regulations, certifying ownership of the shares based on the accounting records of the end of the accounting day of the seventh trading day preceding the date for the Shareholders' Meeting on single call (i.e. **April 9, 2020**, so-called record date). Debit and credit entries recorded in the accounts after that date are of no relevance to the eligibility for exercising voting rights at Meetings. Therefore, those who are only holders of shares after said date will not be entitled to attend and vote at the Shareholders' Meeting.

The communication of the intermediary must reach the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting and, therefore, by **April 17, 2020**. However, participation and voting at Meeting will remain legitimate if the communications reach the Company after said term, as long as they are delivered before the Meeting starts.

The right to participate to the Meeting is regulated by law and by the provisions contained in the Company's Bylaws and Meeting Regulation available on the Company's website <https://investors.mzb-group.com/>, in the "Corporate Governance" section.

The Directors and Statutory Auditors as well as other parties entitled pursuant to the law, in compliance with the measures issued by the competent authorities in response to the Covid-19 (CoronaVirus) emergency from time to time in force, will be able to attend the Shareholders' Meeting by audio-conferencing means which also guarantee their identification.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND ASSIGNMENT OF THE PROXY TO THE SHAREHOLDERS' REPRESENTATIVE

As permitted by art. 106 of Decree Law no. 18 of 17 March 2020 “Measures to strengthen the National Health Service and financial support for families, workers and businesses connected to the COVID-19 epidemiological emergency” (“Decreto Cura Italia”), the participation in the Shareholders’ Meeting of those with voting rights is only permitted through the Designated Representative pursuant to art. 135-undecies of Legislative Decree no. 58/98.

The proxy can be granted, at no extra cost for the delegating party, with voting instructions on all or some of the proposals on the agenda, to Società per Amministrazioni Fiduciarie SPAFID S.p.A. as the Representative Designated by the Company pursuant to art. 135-undecies of Legislative Decree 58/1998.

The proxy must contain voting instructions on all or some of the proposals on the agenda and is only effective for the proposals in relation to which voting instructions are given.

The proxy must be conferred by signing the specific proxy form available, with the relative indications for compilation and transmission, on the Company’s website at the address <https://investors.mzb-group.com/>, “Shareholders Information – Shareholders’ Meeting” section.

The proxy with voting instructions must be received, together with the copy of a currently valid ID document – and, if the delegator is a legal entity, a suitable documentation to certify qualification and powers for the issue of the proxy – by the end of the second open market day preceding the date of the Shareholders' Meeting (i.e. by 11:59 pm on 20 April 2020) by courier or registered mail with acknowledgment of receipt to Spafid S.p.A., Foro Buonaparte, 10, 20121 Milano, Rif. “Delega RD – Assemblea ZANETTI 2020”. Without prejudice to the submission of the proxy, together with the voting instructions, in the original, the same may be forwarded also by e-mail at the Company’s certified e-mail assemblee@pec.spafid.it. Sending the proxy to the aforementioned certified e-mail address, with a digital signature in accordance with applicable laws, satisfies the written form requirement.

The proxy and voting instructions can be revoked by the end of the second open market day preceding the date set for the Shareholders' Meeting (i.e., by 11.59 pm on 20 April 2020) in the manner indicated above.

In accordance with the Decreto Cura Italia, the aforementioned Designated Representative may also be granted proxies and/or sub-proxies pursuant to article 135-novies of Legislative Decree no. 58/1998, as an exception to art. 135-undecies, paragraph 4, of Legislative Decree no. 58/1998.

To this end, the appropriate proxy/sub-proxy form available on the Company's website at <https://investors.mzb-group.com/>, “Shareholders Information – Shareholders’ Meeting” section must be used, to be sent by 18:00 p.m. of the day preceding the date of the Shareholders' Meeting - together with a copy of a currently valid ID document of the Delegating Shareholder or, if the Delegating Shareholder is a legal entity, of the pro tempore legal representative or of another subject with suitable powers, together with documentation suitable to certify their qualification and powers - by courier or registered mail with acknowledgment of receipt to Spafid S.p.A., Foro Buonaparte, 10, 20121 Milano, Rif. “Delega RD – Assemblea ZANETTI 2020”. Without prejudice to the submission of the proxy, together with the voting instructions, in the original, the same may be forwarded also by e-mail at the Company’s certified e-mail assemblee@pec.spafid.it. Sending the proxy to the aforementioned certified e-mail address, with a digital signature in accordance with applicable laws, satisfies the written form requirement.

The Company reserves the right to integrate and/or modify the above instructions in consideration of the intervening needs following the current Covid-19 epidemiological emergency situation and its developments that are currently not foreseeable.

Casting of votes by mail or using electronic means is not available.

ADDING ITEMS TO THE AGENDA AND SUBMITTING NEW RESOLUTION PROPOSALS

Pursuant to art. 126-bis of Legislative Decree no. 58/1998, shareholders who, jointly or separately, represent at least one fortieth of the share capital (2,5%) may request, within ten days of publication of this notice of call (i.e. by **March 23, 2020**), to add items to the agenda, specifying the additional items proposed in the request or submit resolution proposals concerning matters already included in the agenda by this notice of call.

Shareholders for whom the Company has received an ad hoc communication by an intermediary authorized by applicable legal regulations are entitled to request that further items be added to the agenda or to present new resolution proposals.

Within the above period of ten days, the proposing shareholders must submit a report stating the reasons for the resolution proposals relating to the new matters they propose for discussion that is the grounds for the further resolution proposals on the items already on the agenda. The relevant report is sent to the Board of Directors within the final term for the presentation of the addition request. Additions to the agenda are not allowed for matters on which the Shareholders' Meeting resolves, by law, upon proposal by the directors or on the basis of a project or report they have prepared, other than those indicated in art. 125-ter, paragraph 1, of the Legislative Decree no. 58/1998.

Any request to have items added to the agenda and further resolution proposals must be submitted in writing, together with the identity documents and certification attesting to ownership of the shareholding and with the documentation references, and transmitted to the Company by registered letter to the Company's registered office, at Viale Gian Giacomo Felissent, 53, 31020 Villorba (TV), to the attention of the Legal and Corporate Affairs Department, or by e-mail to the following certified email address mzbgroup@legalmail.it.

Any additions to the agenda or the presentation of additional resolution proposals will be notified by the Company, through the same method used to publish this notice, at least fifteen days before the date set for the Shareholders' Meeting (i.e. April 7, 2020). At the same time as the publication of the notice to add items to the agenda or the presentation of resolution proposals on items already on the agenda, the Company will provide the public, according to the same forms set forth for the publication of the reports on the items on the agenda pursuant to art. 125-ter, paragraph 1 of Legislative Decree no. 58/1998, with the report prepared by the requesting shareholders, accompanied by any evaluations of the Board of Directors. In any case, each shareholder entitled to vote may present, through the Designated Representative, resolution proposals on the items already on the agenda at the Shareholders' Meeting, on an individual basis.

RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to art. 127-ter of Legislative Decree no. 58/1998, anyone entitled to vote at Shareholders' Meeting, in favor of whom the Company has received an ad hoc communication by an intermediary authorized under applicable legal regulations, may submit questions about items on the agenda before the Shareholders' Meeting is held.

The questions must be transmitted in writing, with the information relating to the identity of the shareholder who presented the questions and with the references of the communication sent by the intermediary to the Company pursuant to the legislation in force, to the Company by sending a registered letter to its registered office, at Viale Gian Giacomo Felissent, 53, 31020 Villorba (TV), to the attention of the Legal and Corporate Affairs Department or by e-mail to the certified e-mail address mzbgroup@legalmail.it. Requests must be received by the Company by **April 15, 2020**.

All questions received before the Meeting will be answered at the latest during the Meeting itself. It should also be noted that any answers provided in paper format to those entitled to vote at the start of the Meeting will be considered as provided during the Meeting.

Please note that, pursuant to art. 127-ter of Legislative Decree no. 58/1998 mentioned earlier on, no reply is due, even during the Meeting, to the questions asked before the Meeting, when the information requested is already available in "question and answer" format in a special section of the Company's website (<https://investors.mzb-group.com/>, in the "Shareholder Information – Shareholders' Meeting" section) or when the answer is published inside the same website. The Company reserves the right to provide a single reply to questions concerning the same issue.

APPOINTMENT OF THE BOARD OF DIRECTORS

The Board of Directors of the Company, pursuant to article 13.1 of the Company's Bylaws, shall be composed of no less than seven and no more than eleven Directors, as determined by the Ordinary General Meeting.

The Directors are appointed from the General Shareholders' Meeting, in respect of time in the current time discipline inherent in the gender balance, on the basis of lists submitted by the Shareholders, where the candidates, by not more than eleven and who meet the requirements of the discipline of law and regulations in force from time to time by law, must be numbered in sequential order.

Pursuant to Article 13.7 of Company's Bylaws and CONSOB Management Decision No. 28 of 30 January 2020, they are entitled to submit lists the Shareholders who, alone or together with other Shareholders, represent at least 2.5% of the share capital of the Company. It's specified that the ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, is determined with regard to the shares registered in favor of the Shareholder on the day in which the lists are filed with the Company.

Each Shareholder may present or contribute to the presentation of only one list and each candidate may only be present on one list, subject otherwise to being ineligible.

Each list must indicate which candidates in possession of the independence requirements envisaged by the laws and regulations in force from time to time. The independent candidates on each list must be listed first in numerical order, or may be listed on an alternate basis (i.e. at numbers 1/3/5, etc. or 2, 4, 6 etc. of the list) together with the non-independent candidates. It's reminded that, pursuant to Article 13.4 of the Company's Bylaws the Board of Directors must include at least 3 directors who possess the independence requirements envisaged by law or the applicable



regulations, including the Code of Self-Regulation issued by the Committee for the Corporate Governance of Listed Companies and endorsed by Borsa Italiana S.p.A., in the version in force from time to time (“**Code of Self-Regulation**”).

Pursuant to article 147-ter, paragraph 1-ter of Legislative Decree no. 58/1998, the less-represented gender must obtain at least two fifths of the directors elected, with rounding, in case of fractional number, to the upper unit.

In accordance with the recommendations of Code of Self-Regulation, the Company’s Board of Director expressed its opinion on the maximum number of offices as Director or Auditor that the members of the Board of Directors of Massimo Zanetti Beverage Group S.p.A. can hold in other companies listed on regulated markets (including foreign markets), in financial, banking and insurance company or large corporations in order to ensure the effective performance of the office of Director of the Company. This guideline is available on the website of the Company <https://investors.mzb-group.com/>, “IR/Corporate Governance – Procedures and Regulations” section. The Board of Directors also expressed its orientation to the Shareholders on the composition of the new Board, which will be made available on the Company's website “Shareholder Information – Shareholders’ Meeting” section.

The Shareholders must file the list of candidates by March 28, 2020, as follows: (i) by hand delivery to the registered office of the Company at Viale Gian Giacomo Felissent No. 53, Villorba (TV), to the attention of Legal and Corporate Affairs Department during office hours; (ii) by certified email to mzbgroup@legalmail.it. On the occasion of the deposit shall be given sufficient information to enable the identification of the person carrying out the transmission of the lists. The certificate attesting to ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, can be provided subsequent to the filing of the list, provided that at least twenty-one days before the date (i.e. by 1st April 2020) by notification issued by an authorized intermediary pursuant to the applicable law.

The lists must be filed accompanied by the documents and information required by the Bylaws and by law. To this end, in particular, it is recalled that, together with the lists, they must be provided: (i) information on the identity of the Shareholders who submit the slate and the total percentage of shares they hold; (ii) declarations by which the individual candidates accept their candidature and certify, under their own responsibility, that no basis for ineligibility and incompatibility exists and the existence of the requirements prescribed by law, be accompanied, for each candidate, by a curriculum vitae regarding the personal and professional characteristics and indicating whether a candidate qualifies as independent.

It’s also reminded those who submit a “minority list” are required to file a declaration indicating the absence of any connection pursuant to Article 144-quinquies, Issuers Regulation Consob (Resolution No. 11971 as subsequently amended) compared to the shareholders who hold, including jointly, a controlling or relative majority.

For more information on the appointment of the Board of Directors, please refer to Article 13 of the Company’s Bylaws and the explanatory report on the agenda items, which will be made available to the public in accordance with the provisions required by law.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors of the Company, pursuant to article 24.1 of the Company’s Bylaws, shall be composed of three standing Auditors and two alternate Auditors.

The Auditors are appointed at the Shareholders’ Meeting, in compliance with the regulations in force from time to time governing gender balance, on the basis of lists presented by the shareholders in compliance with the laws and regulations in force from time to time, on which the candidates, not exceeding the total number to be appointed, must be listed in numerical order.

Pursuant to article 148, paragraph 1-*bis* of Legislative Decree no. 58/1998, the less-represented gender shall obtain at least two fifths of the regular members of the board of auditors; however, under the provisions of Consob Communication no. 1/20 of 30 January 2020, since, pursuant to art. 24.1 of the Bylaws, the Board of Statutory Auditors is expected to be made up of three standing auditors, the rounding down rule to the lower unit applies, instead of excess as currently envisaged by paragraph 3 of art. 144-*undecies*.1 ("Gender balance"), of the Issuers Regulation.

Pursuant to Article 24.6 of the Company's Bylaws and the Management Decision No. 28 of 30 January 2020, the Shareholders are only entitled to present a list if, alone or together with other stockholders, they hold shares representing at least 2.5% of the share capital. It is specified that ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, is determined with regard to the shares registered in favor of the Shareholder on the day in which the lists are filed with the Company.

Each stockholder is entitled to present or contribute to the presentation of only one list and each candidate may only be present on one list, subject otherwise to being ineligible. The Shareholders must file the lists of candidates by March 28, 2020, as follows: (i) by hand delivery to the registered office of the Company at Via Gian Giacomo Felissent No. 53, Villorba (TV), to the attention of the Legal and Corporate Affairs Department during office hours; (ii) by certified email to mzbgroupp@legalmail.it. On the occasion of the deposit shall be given sufficient information to enable the identification of the person carrying out the transmission of the lists. The certificate attesting to ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, can be provided subsequent to the filing of the list, provided that at least twenty-one days before the date (i.e. by 1st April 2020) by notification issued by an authorized intermediary pursuant to the applicable rules.

The lists must be filed accompanied by the documents and information required by the Company's Bylaws and by law. To this end, in particular, it is recalled that, together with the lists, they must be provided: (i) information on the identity of the Shareholders who submit the slate and the total percentage of shares they hold; (ii) declarations by which the individual candidates accept their candidature and certify, under their own responsibility, that no basis for ineligibility and incompatibility of office exists and that all the requirements provided for by the Bylaws and by applicable rules relating to the office of Director of the company are satisfied and the candidates' curriculum vitae including the list of administration and control offices held in other companies; (iii) declaration by shareholders other than those who hold, including jointly, a controlling or majority interest, certifying the absence of relationships pursuant to article 144-quinquies of Consob Resolution no. 11971 of 14th May 1999.

If at the expiry of the aforementioned deadline for the filing of lists (28th March 2020) only one list has been filed or only lists have been filed which are submitted by Shareholders with the relationships or connections within the meaning of article 144-quinquies of the Issuers Regulation, lists may be submitted up until the third day after that date (i.e. until 31st March 2020); in this case, the participation threshold for the submission of lists will be reduced by half, and will thus be 1.25% of the share capital. For more information on the appointment of the Board of Statutory Auditors, please refer to Article 24 of the Company's Bylaws and the explanatory report on the agenda items, which will be made available to the public in accordance with the provisions required by law.

DOCUMENTATION

The documentation related to the Meeting, including the report on the items of the agenda with the full text of the resolution proposals and the Annual Financial Report, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and the Consolidated Non-Financial Statement pursuant to Italian Legislative Decree 254/16, will be



made available to the public in the manner and within the deadlines prescribed by legal regulations and the shareholders and those entitled to vote having the right to obtain a copy.

This documentation will be available at the Company's registered office, at Via Gian Giacomo Felissent No. 53, Villorba (TV), as well as on the Company's website <https://investors.mzb-group.com/>, in "Shareholder Information – Shareholders' Meeting" section, and at the authorized storage mechanism called "eMarket STORAGE", available at www.emarketstorage.com.

Company's Bylaws and Shareholders' Meeting Regulation are available on the Company's website <https://investors.mzb-group.com/>, in "Corporate Governance" section.

Pursuant to Article 125-*bis* of Legislative Decree 58/1998, the excerpt of this notice of calling has been published today on the newspaper "Corriere della Sera".

FURTHER INFORMATION

For the exercise of shareholder rights, due to the Covid-19 emergency, the Company recommends the use of the remote communication forms indicated in this notice.

Finally, the Company reserves the right to integrate and/or modify the content of this notice, should it become necessary consequently to the evolution of the current Covid-19 emergency situation.

Villorba (TV), March 23, 2020

On behalf of the Board of Directors

Massimo Zanetti

Chairman of the Board of Directors

Fine Comunicato n.1719-8

Numero di Pagine: 10