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Oggetto : Giglio Group Call of Shareholders' Meeting

Testo del comunicato

Vedi allegato.



GIGLIO GROUP S.P.A.

Registered office – Piazza Diaz 6, Milan, 20123

Share capital: € 3,661,337.00

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

CALL OF ORDINARY SHAREHOLDERS' MEETING

The shareholders entitled to attend and exercise the voting rights are called to attend the Ordinary Shareholders' Meeting of Giglio Group S.p.A. (the "**Company**"), at the office of Notary Aurelio Bonacci in Milan, via Cesare Battisti, 8, on 23 April 2020, at 15:00, at first call and, if necessary, at second call on 21 May 2020 at 15:00, to discuss and resolve on the following

AGENDA

1. **1.1.** Financial Statement at 31 December 2019, 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. 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.
3. Report on the Remuneration Policy and on the remunerations paid at 31 December 2019. **3.1.** Exam and approval of the first section, pursuant to Art. 123-*ter*, of the Legislative Decree no. 58 of 24 February 1998, as amended and integrated, and of Art. 84-*quater* of the Regulation adopted by Consob with resolution no. 11971 on 14 May 1999, as amended and integrated. **3.2.** Resolutions regarding the second section, pursuant to Art. 123-*ter*, of the Legislative Decree no. 58 of 24 February 1998, as amended and integrated, and of Art. 84-*quater* of the Regulation adopted by Consob with resolution no. 11971 on 14 May 1999, as amended and integrated; resolutions pertaining thereto and resulting therefrom.
4. **4.1** Proposal to reduce the number of members of the Board of Directors from seven to five. **4.2** Recalculation of the overall remuneration paid to the Board of Directors on an annual basis; resolutions pertaining thereto and resulting therefrom.
5. Authorisation to purchase and place own shares, upon withdrawal of the resolution adopted by the Shareholders' Meeting on 30 April 2019, as not used; resolutions pertaining thereto and resulting therefrom.

Information on the share capital

The share capital amounts to Euro 3,661,337.00, 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. 14 April 2020). Anyone who becomes a holder of shares after the 14 April 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. 20 April 2020) or, in any case, before the beginning of the Meetings' works.

Pursuant to Art. 106, par. 2 of the Decree Law no. 18 of 17 March 2020, the participation in the Meeting shall be allowed to the Appointed Representative (as defined below) and to the other entities with a legitimate right to attend, other than the shareholders, through electronic means of communications that will allow for their immediate identification and participation, in a manner that will be disclosed by the Company.

Company's Appointed Representative

Pursuant to Art. 106, par. 4 of the Decree Law no. 18 of 17 March 2020 concerning measures to improve the National Health System and to economically support households, workers and companies related to the epidemiological emergency of COVID-19 (the so-called "Heal Italy" Decree), the participation to the Meeting shall take place exclusively via Computershare S.p.A., as representative appointed by the Company (the "**Appointed Representative**"). For this purpose, the Appointed Representative can be given proxies and sub-proxies pursuant to Art. 135-*novies* of the CFA, by way of derogation from Art. 135-*undecies*, par. 4 of the CFA, since the participation in person or by way of proxy to third parties is not allowed.

All parties with a legitimate right to attend the Meeting who wish to participate in it shall give written proxy, together with voting instructions regarding the items on the agenda, to the Appointed Representative, filling out the relevant proxy application form available on the Company's website at www.giglio.org (in the "Corporate Governance – Shareholders' Meetings" section), or at the registered office of the Company and of Computershare S.p.A. in Milan, Via Lorenzo Mascheroni 19.

The proxy form with the voting instruction shall be sent following the instructions reported on the form itself, as well as on the website of the Company within the second market operating day before the Meeting (i.e. within 21 April 2020), and can be revoked within the same term.

A copy of the proxy may be forwarded in advance to the Appointed Representative within the same time limit, via fax, to +39 02 46776850, or via e-mail to ufficiomilano@pecserviziotitoli.it. Proxy may be granted through a computer-generated document signed in electronic form in accordance with Article 21, paragraph 2 bis of Legislative Decree no. 82 of 7 March 2005.

The proxy, thus granted, shall be effective only for the proposals to which voting instructions have been given.

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 Appointed 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 Appointed Representative (which may be contacted via telephone for clarification at +39 02 46776811), is also available within the above-mentioned proxy form.

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 03 April 2020), 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. 08 April 2020). *With regard to the fact that the participation to the Meeting is allowed exclusively through the Appointed Representative, these proposals shall be published without delay on the website of the Company, in order to put every shareholder with voting rights in the position to express him/herself consciously, also taking into account the new proposals, thus allowing the Appointed Representative to collect voting instructions also on the latter.*

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 market operating days of the date of the Meeting (i.e. 16 April 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, 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 report on the Remuneration Policy and on the remunerations paid, 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 - Shareholders' Meetings*" section)s 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, 24 March 2020

The Chairman of the Board of Directors and CEO

Mr Alessandro Giglio

Fine Comunicato n.20076-10

Numero di Pagine: 6