



# SPAFID CONNECT

Informazione Regolamentata n. 2195-16-2020	Data/Ora Ricezione 27 Marzo 2020 19:53:33	MTA - Star
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Societa' : NEWLAT FOOD S.P.A.  
Identificativo : 129750  
Informazione  
Regolamentata  
Nome utilizzatore : NEWLATN01 - Pisoni  
Tipologia : 3.1; 1.1  
Data/Ora Ricezione : 27 Marzo 2020 19:53:33  
Data/Ora Inizio : 27 Marzo 2020 19:53:34  
Diffusione presunta  
Oggetto : Full notice of call shareholders meeting

*Testo del comunicato*

Vedi allegato.



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**NEWLAT FOOD S.p.A.**

REGISTERED OFFICE IN REGGIO EMILIA – VIA J.F. KENNEDY N. 16

SHARE CAPITAL € 40,780,482.00 FULLY PAID-IN

COMPANIES' REGISTER OF REGGIO EMILIA RE N. 277595 AND TAX CODE 00183410653

COMPANY SUBJECT TO THE MANAGEMENT AND COORDINATION ACTIVITY BY NEWLAT GROUP S.A.

PURSUANT TO ARTICLES 2497 SS. OF THE ITALIAN CIVIL LAW

**FULL NOTICE OF CALL OF THE SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting of Newlat Food S.p.A. is convened at the Newlat Group S.A. headquarters, located in Lugano (Switzerland), Via Bagutti n. 14, on first call for April 29<sup>th</sup>, 2020, at 10.00 am and, if necessary, on second call for May 12<sup>th</sup>, 2020, same place and time, to discuss and resolve on the following

**AGENDA**

1. **Approval of the Financial Statements for the year ended 31 December 2019, together with the Board of Directors Report, the Board of Statutory Auditors Report and the External Auditors Report. Related resolutions. Presentation of the consolidated financial statements for the year ended December 31, 2019.**
2. **Allocation of the annual Net Income. Related resolutions.**
3. **Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter, paragraphs 3-bis and 6 of Legislative Decree February 24, 1998, n. 58:**
  - a. **Binding resolution on the first section on the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree February 24, 1998, n. 58;**
  - b. **Non-binding resolution on the second section on remuneration paid prepared pursuant to art. 123-ter, paragraph 4, of Legislative Decree February 24, 1998, n. 58.**
4. **Authorization for the purchase and disposal of own shares. Related and consequent resolutions.**

\* \* \*

*In order to minimize the risks associated with the ongoing health emergency, the Company has decided to make use of the option established by the Law Decree of 17 March 2020, no. 18, containing "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the COVID-19 epidemiological emergency", to provide that the participation of members in the Meeting takes place **exclusively through the representative designated** pursuant to of article 135-undecies of Legislative Decree n. 58/98, without physical participation by the shareholders.*





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## INFORMATION ON THE SHARE CAPITAL AS OF THE DATE OF NOTICE

The subscribed and paid-up share capital is equal to Euro 40,780,482, divided into no. 40,780,482 ordinary shares without indication of the nominal value, each of which gives the right to no. 1 vote in the Assembly, except for n. 25,730,000 for which NEWLAT GROUP S.A. has obtained the increase in the right to vote pursuant to art. 6, paragraph 9, of the Articles of Association; therefore, the total number of voting rights exercisable at the Shareholders' Meeting is 66,510,482. The Company does not hold treasury shares.

## RIGHT TO ATTEND AND VOTE AT THE MEETING

Pursuant to article 83-sexies of Legislative Decree no. 58/1998 ("TUF") the legitimacy to attend the Shareholders' Meeting - which can happen **exclusively through the Designated Representative** - is subject to the receipt by the Company of the communication, to be requested by each legitimate person from its intermediary, issued by an intermediary authorized pursuant to current legislation, certifying the ownership of the Shares on the basis of the evidence of their accounting records relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting in single call (i.e. **April 20<sup>th</sup>, 2020**, so-called *record date*). The credit and debit registrations made on the accounts after that date are not relevant for the purposes of legitimizing the exercise of the right to vote in the Shareholders' Meeting. Therefore, those who become shareholders only after that date will not be entitled to attend and vote at the Shareholders' Meeting.

The intermediary's communication must be submitted to the Company by the end of the third market day preceding the date set for the Shareholders' Meeting and, therefore, by **April 24<sup>th</sup>, 2020**. However, the legitimacy to attend and vote remains without prejudice if communications are sent to the Company beyond the aforementioned deadline, provided that it is sent before the start of the Meeting.

The Directors, Statutory Auditors, the secretary of the Meeting, the representative of the auditing firm as well as the Designated Representative pursuant to article 135-undecies of the TUF, will be able to attend the Shareholders' Meeting through the use of remote connection systems that allow their identification, in compliance with current and applicable provisions.

## REPRESENTATION AT THE MEETING AND APPOINTMENT OF DELEGATED REPRESENTATIVE

As permitted by art. 106 of Legislative Decree no. 18 of March 17<sup>th</sup>, 2020 "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the epidemiological emergency from COVID-19" ("**Decree**"), the participation in the Meeting of those who have the right to vote will take place exclusively through Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan ("**Spafid**") as the Representative Designated by the Company pursuant to art. 135-undecies of the TUF ("**Designated Representative**").

The proxy can be conferred, without expenses for the delegating party (except for any shipping costs), with voting instructions on all or some of the proposals on the agenda, through the specific form available, with





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the relative indications for the compilation and transmission on the Company's website at [www.newlat.it](http://www.newlat.it) "Corporate Governance Section – Shareholders' Meeting".

The proxy with the voting instructions must be received, in original, together with a copy of a valid identity document of the Delegating Member or, if the Delegating Member is a legal person, the pro tempore legal representative or other person equipped with suitable powers, together with documentation suitable to certify their qualification and powers, to the aforementioned Designated Representative, by the end of the second open market day preceding the date of the Shareholders' Meeting on first and also on second call (i.e. by April 27<sup>th</sup>, 2020 and by May 8<sup>th</sup>, 2020) to the certified mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) indicating in the subject "Proxy of DR for the 2020 Shareholders' Meeting Newlat" or by courier / registered mail (at the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, Ref. "Proxy of DR for the 2020 Shareholders' Meeting Newlat"). Sending the proxy to the aforementioned certified email address, signed with a qualified or digital electronic signature pursuant to current legislation, satisfies the requirement of written form.

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 on first and also second call (i.e. by 27<sup>th</sup> April 2020 and by 8<sup>th</sup> May 2020) through the methods indicated above.

**In accordance with the aforementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxies pursuant to article 135-novies of the TUF, notwithstanding art. 135-undecies, paragraph 4, TUF.**

Those who do not intend to make use of attendance method provided for by art. 135-undecies of the TUF, may alternatively grant the same Designated Representative a delegation or sub-delegation pursuant to art. 135-novies of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the specific proxy / sub-proxy form, available on the Company's website (at [www.newlat.it](http://www.newlat.it) "Corporate Governance - Shareholders' Meeting").

For the assignment and transmission of the proxies/sub-delegations, the procedures indicated in the proxy form must be followed, also electronically. The proxy must be transmitted by 18:00 on the day before the Meeting (and in any case by the start of the Meeting). Within the foregoing term, the proxy and the voting instructions can always be revoked in the aforementioned ways.

For any clarifications regarding the granting of the proxy to the Designated Representative (and in particular regarding the compilation of the proxy form and the voting instructions and their transmission), it is possible to contact Spafid by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone number (+39) 0280687331 (on office days, from 9:00 to 17:00).

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





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## RIGHT TO ADD ITEMS TO THE AGENDA AND TO SUBMIT NEW RESOLUTION PROPOSALS

Pursuant to art. 126-bis of Legislative Decree no. 58/1998, Shareholders who, even jointly, represent at least one fortieth of the share capital can request, within ten days from the publication of this notice of call (i.e. **April 6<sup>th</sup>, 2020**) to add items to the agenda, indicating in the related request, additional proposed items to be discussed or to submit resolution proposals on items already on the agenda.

The shareholders are entitled to integrate items onto the agenda or to submit new resolution proposals in favor of whom the Company has received a specific communication made by an authorized intermediary pursuant to current legislation.

Within the aforementioned ten-day period, the proposing Shareholders must submit a report stating the reasons for the resolutions on the new items they propose to discuss or the motivation relating to the further proposed resolutions presented on items already on the agenda. The integration of the agenda is not allowed for the topics on which the Shareholders' Meeting resolves, according to the law, on the proposal of the Directors or on the basis of a project or report prepared by them, other than those indicated in art. 125-ter, paragraph 1, of the Consolidated Finance Act.

Integration requests and further proposed resolutions must be sent to the Company in writing, accompanied by information relating to the identity of the shareholders who presented it, with an indication of the overall percentage held and the reference of the communication sent by the intermediary to the Company in accordance with current legislation electronically by sending to the following certified email address [newlat@pec.it](mailto:newlat@pec.it).

Any additions to the agenda or the presentation of further resolution proposals will be notified by the Company, with the same methods of publication of this notice, at least fifteen days before the date set for the Shareholders' Meeting (i.e. by April 14<sup>th</sup>, 2020 ). Simultaneously with the publication of the news of the integration of the agenda or the presentation of resolution proposals on the items already on the agenda, the Company will also make available, in the same forms as those envisaged for the publication of the reports on the items on the agenda referred to in article 125-ter, paragraph 1 of Legislative Decree no. 58/1998, the report prepared by the requesting shareholders, accompanied by any assessments by the Board of Directors.

## RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to art. 127-ter of Legislative Decree no. 58/1998, those who have the right to vote at the Shareholders' Meeting, in relation to which the Company has received a specific communication made by an authorized intermediary pursuant to the applicable law, may ask questions on the items on the agenda before the Meeting.

Requests must be sent to the Company in writing, together with information relating to the identity of the shareholders who submitted them and the reference of the communication sent by the intermediary to the Company pursuant to applicable laws, to the certified e-mail address [newlat@pec.it](mailto:newlat@pec.it).





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Requests must be submitted to the Company by **April 22<sup>nd</sup>, 2020**.

Questions received before the Meeting will be answered at the latest during the course of the Meeting.

Pursuant to the aforementioned art. 127-ter of Legislative Decree no. 58/1998, there is no due answer, even at the Shareholders' Meeting, to the questions asked before it, when the information requested is already made available in "questions and answers" format on the Company's website ([www.newlat.it](http://www.newlat.it) "Corporate Governance – Shareholders' Meeting") or when the answer has already been published in the same section. The Company can provide joint answers to questions including the same content.

## DOCUMENTATION

The documentation relating to the Meeting, including the explanatory reports on the items on the agenda with the full text of the proposed resolutions, as well as the annual financial report, the Board of Statutory Auditors' report, the Independent Auditors' report will be made available to the public in the modalities and within the terms of the law, with the right of the Shareholders and those who are entitled to vote to receive a copy.

The documentation will be available at the Company's registered office in Reggio Emilia – Via J.F. Kennedy n. 16, as well as on the Company's website ([www.newlat.it](http://www.newlat.it) "Corporate Governance – Shareholders' Meeting"), and through the "eMarket STORAGE" storage mechanism, available at [www.emarketstorage.com](http://www.emarketstorage.com).

The extract of this notice of meeting will be published, pursuant to art. 125-bis Legislative Decree no. 58/1998, in the newspaper Italia Oggi on March 28<sup>th</sup>, 2020.

## FURTHER INFORMATION

Due to the Covid-19 emergency, the Company recommends the use of the remote communication modalities indicated in this notice for the exercise of Shareholders' rights.

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

Reggio Emilia, March 27<sup>th</sup> 2020

The Chairman of the Board of Directors

(Angelo Mastrolia)



Fine Comunicato n.2195-16

Numero di Pagine: 7