



# SPAFID CONNECT

Informazione Regolamentata n. 0136-11-2020	Data/Ora Ricezione 30 Marzo 2020 18:35:48	MTA - Star
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Societa' : GEFRAN

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Regolamentata

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Tipologia : REGEM

Data/Ora Ricezione : 30 Marzo 2020 18:35:48

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Diffusione presunta

Oggetto : GEFRAN SPA: INTEGRATION OF THE  
NOTICE OF EXTRAORDINARY AND  
ORDINARY SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato.

## GEFRAN S.P.A.

Share capital EUR 14,400,000 fully paid-up  
Registered offices: Via Statale Sebina 74, Provaglio d'Iseo (BS), Italy  
Tax code and Brescia Companies' Register No. 03032420170

### INTEGRATION AND AMENDMENT OF THE NOTICE OF CALL

To integrate and amend the notice of call published on 12 March 2020 to convene the extraordinary and ordinary shareholders' meeting of Gefran S.p.A. to be held at the registered office of GEFRAN S.p.A., in Via Sebina 74, Provaglio d'Iseo (BS), at 17:00 p.m. on 28 April 2020 (first call), and if necessary, at 17:00 p.m. at the same place on 19 May 2020 (second call) (the "Shareholders' Meeting"), following the entry into force of Law Decree no. 18/2020 so called Decreto Cura Italia ("Decree") - which introduced some exceptional provisions related to the COVID-19 emergency applicable to the shareholders' meetings of listed companies – Gefran S.p.A. hereby integrate and amend the said notice of call as follows.

In order to minimize the risks associated with the ongoing health emergency, Gefran S.p.A. has decided to make use of the right - established by the Decree - to provide in the notice of call that the **shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Company-Designated Proxy Holder provided for by article 135-undecies of the Consolidated Finance Act ("TUF"), without physical participation by the shareholders.**

In accordance with art. 127-ter TUF and in order to facilitate the information to the shareholders, **Gefran S.p.A. will publish on its website by April, 26<sup>th</sup> 2020 the answers to the shareholders' questions on the agenda items, upon condition that the questions will be submitted at least seven open market days before the shareholders meeting on first call, therefore within 17 April 2020.**

Below is the text of the notice of call, as integrated and modified, with the integrated and modified parts of the text highlighted.

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The Extraordinary and Ordinary Shareholders' Meeting will be held at the registered office of GEFRAN S.p.A., in Via Sebina 74, Provaglio d'Iseo (BS), at 17:00 p.m. on 28 April 2020 (first call), and if necessary, at 17:00 p.m. at the same place on 19 May 2020 (second call), to discuss and resolve on the following

### AGENDA

#### Extraordinary part

1. **Proposal for the amendment of articles 8 and 14 of the by-laws.**

#### Ordinary part

2. **Annual financial statements for the year ending 31 December 2019.**
  - 2.1 Approval of the annual financial statements for the year ending 31 December 2019; reports of the Board of Directors, Board of Statutory Auditors and External Auditors.
  - 2.2 Approval of the distribution of dividends.

3. **Report on the Remuneration Policy and on the compensation paid. Approval of the first section of the Report, pursuant to paragraph 3 *ter*, Article 123 *ter* of Italian Legislative Decree No. 58/1998.**
4. **Report on the Remuneration Policy and on the compensation paid. Consultation on the second section of the Report, pursuant to paragraph 6, Article 123 *ter* of Italian Legislative Decree No. 58/1998**
5. **Appointment of the Board of Directors.**
  - 5.1 Determination of the number of members of the Board of Directors;
  - 5.2 Determination of the term of the office;
  - 5.3 Appointment of the directors;
  - 5.4 Determination of the annual fee of the members of the Board of Directors.
6. **Appointment of the Honorary Chairman**
7. **Revocation of the previous authorisation to buy and sell own shares and release of new authorisation.**

Pursuant to Article 5 of the Articles of Association, the share capital amounts to EUR 14,400,000.00, divided into 14,400,000 ordinary shares, with a par value of EUR 1.00 each. Each share gives the right to one vote. As of today's date, the company holds 27.220 own shares, in relation to which - pursuant to the law - the voting right is suspended. This number could change as of the date of the shareholders' meeting.

Pursuant to Article 126 *bis* of Italian Legislative Decree No. 58/98, the shareholders who, alone or together with other shareholders, represent at least a fortieth of the share capital with the right to vote, may request, by 23 March 2020, the integration of the business to be dealt with, or present resolution proposals on business already on the agenda. The requests, together with the certification bearing witness to the ownership of the interest, must be presented in writing to the Management Body of the Company - by means of registered letter with advice of receipt, sent to the address Statale Sebina 74, 25050 Provaglio d'Iseo (Bs), Italy, or to the certified e-mail address: [gefran@legalmail.it](mailto:gefran@legalmail.it) - and must be accompanied by a report which shows the reason for the resolution proposals on the new business whose discussion is proposed or the reason relating to the additional resolution proposals presented on business already on the agenda.

The integration is not permitted for matters on which the shareholders' meeting resolves, in accordance with the law, upon the proposal of the Directors or on the basis of a project or a report they have drawn up. The integrations and reports received, together with any comments of the directors, will be published using the same formalities as this notice, at least fifteen days before the date of the meeting.

Legitimation of the participation in the meeting and the exercise of the voting right is attested by a communication to the company, made by the qualified intermediary in compliance with the related accounting records in favour of the party who is due the right to vote, on the basis of the records relating to the deadline of the seventh open market day prior to the date established for the meeting in first calling, coinciding with 17 April 2020.

Those who emerge as holders of the shares after 17 April 2020 will not have the right to take part in and vote in the meeting.

~~Each shareholder who has the right to take part in the meeting may arrange for themselves to be represented, pursuant to and as per the legal formalities, by means of written proxy. The proxy form is available care of the registered offices and on the Company's website ([www.gefran.com](http://www.gefran.com),~~

~~Governance / shareholders' meetings section) and will have to be sent to said Company by means of registered mail with advice of receipt to the address Statale Sebina 74, 25050 Provaglio d'Iseo (Bs), Italy, for the attention of the Legal Department, or it can be notified also on a computerised medium signed in electronic form, sent to the following e-mail address: [gefran@legalmail.it](mailto:gefran@legalmail.it). The possible prior notification of the proxy does not excuse the proxy, at the time of accreditation for access to the meeting's business, from the obligation of certifying the compliance of the served copy with the original and the identity of the delegating party. In accordance with the matters envisaged in the Articles of Association, the designation by the Company of a representative appointed to receive the proxies and the relating voting instructions, as per Article 135 undecies of Italian Legislative Decree No. 58/98, is excluded.~~

Pursuant to the provisions of Decree Law no. 18 dated 17 March 2020 so called 'Cura Italia' ("Decree"), in order to minimize risks associated with the COVID-19 health emergency, Gefran S.p.A. has decided to resort to the option - introduced by Article 106 of the Decree - of arranging that the participation of shareholders at the Shareholders' Meeting takes place exclusively through the Company-Designated Proxy Holder pursuant to Article 135 undecies of Legislative Decree no. 58/98 (TUF - Consolidated Law on Financial Intermediation).

In the light of the above, Gefran S.p.A. appointed Computershare S.p.A. – with legal set in Milan, via Mascheroni n. 19, 20145 – in order to represent the shareholders pursuant to art. 135-undecies of Article 135 undecies of the above mentioned Decree ("Company-Designated Proxy Holder"). The shareholders wishing to intervene in the Shareholders' Meeting necessarily have to grant to the Company-Designated Proxy Holder a proxy – with voting instructions – on all or on some of the proposals on the agenda by using the form, also electronic one, prepared by the Company-Designated Proxy Holder in agreement with Gefran S.p.A., available on the Company web site [www.gefran.com](http://www.gefran.com) (in the section dedicated to the Shareholders' Meeting). In the document named "Information for Shareholders" is reported a link to a procedure for the electronic submission of the proxy.

The proxy to the Company-Designated Proxy Holder together with the voting instructions shall be transmitted in accordance with the instructions mentioned in the form and on the Company web site up until the second open market days before the shareholders' meeting (therefore 24 April 2020 or within 15 May 2020 on second call) and in the same term the proxy can be withdrawn.

The proxy provided under the abovementioned modalities is effective only for proposal in relation to which voting instructions have been given.

Furthermore, to the Company-Designated Proxy Holder may be conferred delegation or sub-delegations pursuant to Article 135-novies of the TUF, also as an exception to the provisions of Article 135-undecies, paragraph 4, of the TUF following the instructions described in the form available on Company web site [www.gefran.com](http://www.gefran.com)

In the light of the Covid-19 emergency, the delegations can be granted within the 27 April 2020, for the shareholders' meeting on first call and within 18 May 2020, in case of second call. With the same modalities and within the same term, the entitled shareholders can withdraw the delegation/sub-delegations and the voting instructions.

The participation of legitimate subjects at the Shareholders' Meeting (the members of the corporate bodies, the appointed Secretary and the Company-Designated Proxy Holder), in consideration of the limitations that may arise for health needs, may also take place by means of telecommunication with the methods communicated to them individually, in compliance with the regulatory provisions applicable for this circumstance.

The Company-Designated Proxy Holder will be available for clarifications or information at the following telephone number + +39 02 4677 6834 or at the following e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it). The shareholders are informed that the Company reserves the right to supplement and/or amend the above mentioned instruction in consideration of the intervening needs following the current epidemiological emergency situation from COVID-19 and its currently unpredictable developments.

Pursuant to Article 127 *ter* of Italian Legislative Decree No. 58/98, those who are due the right to vote have the right to propose questions associated with the agenda, up until **five seven** open market days before the shareholders' meeting, in other words by **17 21** April 2020, ~~sending a registered letter with advice of receipt to the headquarters of the Company, or~~ to the e-mail address [gefran@legalmail.it](mailto:gefran@legalmail.it). For the purpose of exercising this right, the Company will have to receive the specific communication issued by the intermediaries care of which the shares owned by the shareholder are deposited. The Company will answer the questions received by the above deadline, at the latest ~~during the shareholders' meeting within 26<sup>th</sup>~~ **April 2020**.

Steps are taken in accordance with Article 13 of the By-Laws when appointing the Board of Directors. The directors are appointed by the shareholders meeting on the basis of lists presented by the shareholders in which the candidates must be listed by means of consecutive number. Only the shareholders who, alone or together with other shareholders represent at least 2.5% of the share capital, have the right to present lists, as established by Consob Resolution No. 28 dated 30 January 2020. Each shareholder may not submit more than one list, even if through a third party or a trust company. Each candidate may only be present on one list, or shall be deemed ineligible. By and not beyond 3 April 2020, the list of candidates - signed by the shareholder or by the shareholders who present the same and accompanied by the required documentation – shall be deposited, by the shareholders presenting the same, care of the registered offices of the Company contacting the Legal Department, or sent by means of registered letter with advice of receipt to the registered offices of the Company, or by p.e.c. (*posta elettronica certificata*) at the following address: [gefran@legalmail.it](mailto:gefran@legalmail.it). For the purpose of proving the ownership of the number of shares necessary for presentation of the lists, the shareholders shall deposit care of the registered offices, by 7 April 2020, the specific certification proving the ownership of the number of shares represented as of the date of deposit of the list. Without prejudice to the above, the candidates for the office of Board Director must possess the eligibility, professionalism and good standing requisites as per Article 13 of the By-Laws, the law and the applicable provisions.

In accordance with Article 13 of the By-Laws, the Board of Directors is made up of a number of members no less than 7 and no more than 11.

Each list must contain and expressly indicate at least one independent director pursuant to Article 147 *ter* of the Financial Consolidation Act, with a consecutive number no higher than seven. If the list contains more than seven candidates, it must contain, and expressly indicate, two independent directors as per Article 147 *ter* of the Financial Consolidation Act. Each list may also, if necessary, expressly indicate which directors meet the requirements of independence laid down by the codes of conduct drawn up by management companies of organized markets or professional associations.

Furthermore, each list will have to be made up in such a way as to ensure a balance between genders therein, therefore envisaging that the exponents of the gender presented the least represent at least two fifth of the candidates, with rounding up.

The lists will have to contain in attachment: (i) information on the shareholder(s) who presented them, with the overall percentage of shareholding held; (ii) full details of the candidates' personal and professional characteristics; (iii) a declaration by the candidates declaring that they accept their candidacy and meet the legal requirements, as well as the requirements of independence, where they are indicated as independent directors pursuant to Article 147 *ter* or as independent directors under the above-mentioned codes of

conduct; (iv) any other or different statement, information and/or document covered by the law and by the applicable regulatory standards.

Those who present a “minority list” are also the intended audience of the recommendations formulated by Consob by means of Communication No. DEM/9017893 dated 26 February 2009: a declaration by the shareholders other than the majority shareholder will therefore have to be deposited with the lists, stating the absence of relationships with the latter.

The documentation relating to the shareholders’ meeting, including therein the illustrative reports of the Board of Directors and the resolution proposals on the business on the agenda, **have been already, partially, made available to the public** ~~will be made available to the general public by the deadlines and as per the formalities envisaged by current legislation~~, with the faculty of the shareholders, and those due the right to vote, to obtain a copy thereof. This documentation will be available on the authorized storage system [www.emarketstorage.com](http://www.emarketstorage.com) managed by Spafid Connect S.p.A. as well as care of the registered offices of the Company, and on the Company website at the following address [www.gefran.com](http://www.gefran.com), governance / shareholders’ meetings section (<https://www.gefran.com/en/meetings> ).

Notably:

- the illustrative reports of the Board of Directors about the items on the agenda **have been already made available on 12 March 2020** ~~will be available jointly with the present notice~~;
- the documents regarding the items 2, 3 and 4 of the agenda will be available on 30<sup>th</sup> March, 2020;
- the documents regarding the item 5 of the agenda will be available on 7<sup>th</sup> April, 2020

~~The Shareholders are invited to attend the meeting at least one hour before the start of the meeting in order to facilitate the registration procedures.~~

Provaglio d’Iseo, ~~12~~ **25** March 2020

On behalf of the Board of Directors  
The Chairman Maria Chiara Franceschetti

Fine Comunicato n.0136-11

Numero di Pagine: 7