



SPAFID CONNECT

Informazione Regolamentata n. 2195-39-2020	Data/Ora Ricezione 28 Aprile 2020 17:57:28	MTA - Star
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Societa' : NEWLAT FOOD S.P.A.
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Informazione
Regolamentata
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Diffusione presunta
Oggetto : Full notice of call of the extraordinary
hareholders' meeting 25 06 2020

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

**THE PRESENT COMMUNICATION CANCELS AND REPLACES THE PRIOR NOTICE OF
CALL ON MAY 28TH, 2020**

FULL NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

ON JUNE 25TH, 2020

The Extraordinary Shareholders' Meeting of Newlat Food S.p.A. ("Newlat Food" or the "Company") is convened at Notary Andrea De Costa office, located in Milan, Via Agnello n. 18, in single call on June 25th, 2020, at 11.00 am (local time), to discuss and resolve on the following

AGENDA

- 1. Proposal to increase the paid-up share capital, to be carried out on one or more occasions and also in several tranches, in divisible form, with the exclusion of the option rights pursuant to art. 2441, fourth paragraph, first sentence, Italian Civil Code, to be released through the transfer in kind of ordinary shares issued by the Centrale del Latte d'Italia S.p.A.. Amendment of art. 6 of the Articles of Association. 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 art. 106, paragraph 4, of the Law Decree of 17 March 2020, no. 18 ("D.L. Cura Italia"), 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 designated representative** pursuant to of article 135-undecies of Legislative Decree n. 58/98 ("TUF"), without physical participation by the shareholders.*

* * *

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 Meeting, except for n. 24,730,000 shares for which Newlat Group S.A. has obtained increased voting rights pursuant to art. 6, paragraph 9, of the Articles of Association; therefore, the total number of voting rights exercisable at the Shareholders' Meeting is 65,510,482. The Company does not hold treasury shares.





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Since the Company's Articles of Association provide for an increase in the voting right pursuant to art. 127-quinquies of the TUF, the Company will communicate to the public, pursuant to art. 85-bis, paragraph 4-bis, of the Issuers Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as subsequently integrated and modified, the total amount of voting rights by the day following the date indicated in art. 83-sexies, paragraph 2, of the TUF (so-called record date) and, therefore, by **June 17th, 2020**.

For more information on the increase in voting rights, please refer to the website www.newlat.com (section "Corporate Governance - Increased Voting Rights").

RIGHT TO ATTEND AND VOTE AT THE MEETING

Pursuant to article 83-sexies of TUF the legitimacy to attend the Shareholders' Meeting – which can happen **exclusively through the Designated Representative** (as defined below) – and the exercise of the right to vote 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. June 16th 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 June 22nd, 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 and to the other legitimate people pursuant the applicable law 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, without the need for the chairman of the meeting and the notary to be in the same place. The instructions for participation in the Shareholders' Meeting through remote connection systems will be disclosed by the Company to the Directors, Statutory Auditors and to the other legitimate people pursuant the applicable law.

We confirm that there are no voting procedures by correspondence or by electronic means.

REPRESENTATION AT THE MEETING AND APPOINTMENT OF DELEGATED REPRESENTATIVE

As permitted by art. 106, paragraph 4, of D.L. Cura Italia, the participation in the Meeting of those who have the right to vote will take place exclusively through Società per Amministrazioni Fiduciarie Spafid





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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 will 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 the relative indications for the compilation and transmission on the Company's website at 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 (i.e. by **June 23rd 2020**) to the certified mail address 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 (i.e. by **23rd June, 2020**) through the methods indicated above.

The proxy has no effect with regard to proposals for which voting instructions have not been given.

It should be noted that the shares of the Company for which the proxy, even partially, has been conferred, are counted for the purposes of the regular constitution of the Shareholders' Meeting.

In accordance with the art. 106, paragraph 4, of D.L. Cura Italia, 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 "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 or at the following telephone number (+39) 0280687331 (on office days, from 9:00 to 17:00).





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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.

The shareholders' that, at the date of publication of this revocation of the notice of call of extraordinary shareholders' meeting of May 28th, 2020 and of the new notice of call of the extraordinary meeting, had already conferred proxies and/or sub-proxies to the Designated Representative, are invited to confer a new proxy and/or sub-proxy and the relative voting instructions to Spafid with the above indicated procedures and times.

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

Pursuant to art. 126-*bis* of the TUF, 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. by **May 8th 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 TUF.

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.

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 **June 10th 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 the TUF, the report prepared by the requesting shareholders, accompanied by any assessments by the Board of Directors.





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PRESENTATION OF RESOLUTION PROPOSALS BY THOSE WHO HAVE THE VOTING RIGHT (PURSUANT TO ART. 126-BIS, PARAGRAPH 1, THIRD SENTENCE, OF THE TUF)

Because the participation in the Shareholders' Meeting is allowed only through the Designated Representative, for the purposes of this Shareholders' Meeting and for the circumstances and extraordinary measures, those who have the right to vote may individually submit resolution proposals to the Company on the items on the agenda - pursuant to art. 126-bis, paragraph 1, third sentence, of the TUF - with adequate advance and, in any case, within **June 9th 2020**.

The aforementioned proposals, formulated in a clear and complete way, must be submitted in writing, indicating as reference "Resolution proposals pursuant to art. 126-bis, paragraph 1, third sentence, TUF", together with the information that allows the identification of the person who proceeds to present them, as well as the information relating to the ownership of shares (through specific certification of the intermediary) and the related right to vote, and sent to the Company within the aforementioned term (i.e. by June 9th, 2020) by certified e-mail at newlat@pec.it.

The resolution proposals received by the Company will be published on the Company's website www.newlat.it, section "Corporate Governance - Shareholders' Meeting" within **June 10th, 2020**, so that the holders of the right to vote can view the for the purpose of conferring proxies, with relative voting instructions, to the Designated Representative.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, the completeness of the same and their compliance with the applicable legislation, as well as the legitimacy of the proposers.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to art. 127-ter of the TUF, 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.

Requests must be submitted to the Company within seven open market days preceding the date of the Shareholders' Meeting (i.e. by **June 16th 2020**).

Questions received within the deadline indicated above will be answered, after checking their relevance and the legitimacy of the applicant, by publishing the Company's website www.newlat.it, section "Corporate Governance - Shareholders' Meeting" within **June 22nd 2020** as to allow shareholders to know the answers before the expiry of the term to grant or revoke the proxies to the Designated Representative (within the terms and in the manner described above). The Company can provide joint answers to questions with the same content.





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DOCUMENTATION

The documentation relating to the Meeting, including the explanatory report as well as the additional documentation required by applicable legal provisions 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 “Corporate Governance – Shareholders' Meeting”) and on the authorized storage mechanism “eMarket Storage” at the following address www.emarketstorage.com

The extract of this notice of meeting will be published, pursuant to art. 125-bis of the TUF, in the newspaper Italia Oggi on April 29th 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, April 28th 2020

The Chairman of the Board of Directors
(Angelo Mastrolia)



Fine Comunicato n.2195-39

Numero di Pagine: 8