



SPAFID CONNECT

Informazione Regolamentata n. 1264-26-2020	Data/Ora Ricezione 08 Maggio 2020 08:22:38	MTA
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Societa' : BRUNELLO CUCINELLI

Identificativo : 132046

Informazione
Regolamentata

Nome utilizzatore : BRUNECUCIN02 - De Angelis

Tipologia : REGEM

Data/Ora Ricezione : 08 Maggio 2020 08:22:38

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Diffusione presunta

Oggetto : Amendment of Notice of call of the 2020
Shareholders' Meeting

Testo del comunicato

Vedi allegato.



BRUNELLO CUCINELLI

BRUNELLO CUCINELLI S.P.A.

Registered office: Corciano (PG), Solomeo, Viale Parco dell'Industria 5, Italy

Fully paid-up share capital: €13,600,000

Tax code, VAT number and Perugia Companies Register no. 01886120540

R.E.A. no. 165936

INTEGRATION AND AMENDMENT OF THE NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Following the entry into force of Italian Law Decree no. 18 of 17th March 2020, which sets out "*Measures to strengthen the national health care system and provide financial support to households, workers and businesses amid the COVID-19 epidemiological emergency*" (the "**Decree**"), Brunello Cucinelli S.p.A. (the "**Company**") has decided to resort to the option - introduced by article 106 of the Decree - to provide in the notice of call that the shareholders' attendance at the **Ordinary and Extraordinary Shareholders' Meeting**, convened in single call for the **21st May 2020**, at 10 a.m., shall take place **exclusively through the company-designated proxy holder** provided for by article 135-undecies of Italian Legislative Decree no. 58/1998, without physical participation by those entitled to exercise voting rights. Proxies and/or sub-proxies may also be conferred to said company-designated proxy holder pursuant to article 135-*novies* of Italian Legislative Decree no. 58/1998, as an exception to article 135-*undecies*, paragraph 4, of the Italian Legislative Decree no. 58/1998.

Those who have the right to vote in the Shareholders' Meeting shall therefore **necessarily** confer a proxy and voting instructions – free of charge (except for delivery costs) - to Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., the representative designated for this purpose by the Company pursuant to article 135-*undecies* of the Italian Legislative Decree no. 58/1998 (the "**Company-Designated Proxy Holder**"). Proxy and voting instructions shall be conferred to the Company-Designated Proxy Holders by filling in and signing the specific proxy form, available on the Company's website: <http://investor.brunellocucinelli.com>, under the section "*Governance/Shareholders' Meetings/2020/Notifications and forms*".

In light of the foregoing, proxies to the Company-Designated Proxy Holder shall be conferred using the procedure described below, in partial modification of what was provided for in the notice of call of the Shareholders' Meeting, published in full on the Company's website: <http://investor.brunellocucinelli.com>, under the section "*Governance/Shareholders' Meetings/2020/Notifications and forms*" and disseminated by way of the authorised storage mechanism on 10th April 2020, as well as reported, as an excerpt, in the newspapers "Il Sole24Ore" and "MF-Milano Finanza" on the same date.

Instructions to confer proxies and voting instructions to the Company-Designated Proxy Holder

The proxy shall be conferred to the Company-Designated Proxy Holder using the specific form available on the Company's website: <http://investor.brunellocucinelli.com>, under the section "*Governance/Shareholders'*

Meetings/2020/Notifications and forms". The duly filed and signed form shall be submitted by 19th May 2020 to the addresses and using the procedures described below and specified in the form itself.

Proxies to the Company-Designated Proxy Holder must contain voting instructions on all or on some of the proposals on the agenda. Proxies and voting instructions may be revoked within the same time-limit and with the same procedures set forth above. The proxy is not valid for proposed resolutions for which no voting instructions have been given.

No vote by correspondence or by electronic means is permitted.

In particular, it is hereby recalled that the proxy to the Company-Designated Proxy Holder shall be submitted in original together with a copy of a valid identity card of the shareholder granting the proxy or, in case the shareholder granting the proxy is a legal entity, of the pro tempore legal representative or of any other legally authorized person, together with the appropriate documentation detailing his/her title and powers to the Company-Designated Proxy Holder, by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by the 19th May 2020) via certified electronic mail to the address assemblee@pec.spafid.it, subject line: "Proxy-CDPH Brunello Cucinelli 2020 Shareholders' Meeting" and/or by courier/ registered letter with recorded delivery to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milano, re: "Proxy-Brunello Cucinelli 2020 Shareholders' Meeting". Submission of the proxies to the above mentioned certified electronic mail, signed by a qualified electronic signature or by a digital signature in accordance with the applicable law, meets the legal requirement for written communication.

Those who do not intend to make use of attendance method provided for by art. 135-*undecies* of the Italian Legislative Decree no. 58/1998, may alternatively grant the Company-Designated Proxy Holder a proxy or sub-proxy pursuant to art. 135-*novies* of the Italian Legislative Decree no. 58/1998, 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: <http://investor.brunellocucinelli.com>, under the section "*Governance/Shareholders' Meetings/2020/Notifications and forms*". Proxies shall be submitted by 6 p.m. of the day before the Shareholders' Meeting (and, in any case, within the beginning of Shareholders' Meeting). Within the same time-limit set forth above proxies may always be revoked with the same procedures described above.

For any clarifications regarding the granting of the proxy to the Company-Designated Proxy Holder (and, in particular, regarding the filing 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 numbers (+39) 0280687.331 – 0280687.319 (on office days, from 9 a.m. to 5 p.m.).

The persons legitimated to attend at the Shareholders' Meeting (members of the Board of Directors, members of the Board of Statutory Auditors and the Company-Designated Proxy Holder) may attend also by means of telecommunication which guarantee their identification, as provided by art. 106 of the Decree. The instructions for attendance at the Shareholders' Meeting by means of telecommunications will be made available by the Company to those concerned persons.

Members of the Board of Directors, members of the Board of Statutory Auditors and the Company-Designated Proxy Holder as well as other subjects entitled to attend according to the law, other than those entitled to express their vote, shall be entitled to attend the Shareholders' Meeting only by means of electronic participation allowing their identification. Those concerned shall receive by the Company instructions for the use of means of electronic participation in order to attend the Meeting.

Lastly, please note that the date and/or place and/or attendance and/or voting mechanism and/or execution of the Shareholders' Meeting are subject to compliance with prevailing law and/or with the orders issued by the relevant Authorities due to the ongoing epidemiological situation, as well as with health protection principles. Notification of any changes will be promptly given using the same mechanisms provided for publishing the notice and/or in any case through the information channels required under prevailing laws.

This is without prejudice to the other information contained in the Notice of Call published on 10th April 2020, to which reference is made. In particular, it should be noted that the right to attend the Shareholders' Meeting and to exercise voting rights is certified by a communication to the Company, in favour of the person entitled to vote, made by the intermediary on the basis of the evidence relating to the end of the accounting day of the seventh trading day (the so-called "Record Date") prior to the date set for the Shareholders' Meeting on single call (i.e. 12th May 2020).

Solomeo, 8th May 2020

On behalf of the Board of Directors

The Chairman and CEO

(Cav. Lav. Brunello Cucinelli)

Fine Comunicato n.1264-26

Numero di Pagine: 5