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Informazione Regolamentata n. 20076-43-2020	Data/Ora Ricezione 13 Ottobre 2020 19:51:16	MTA
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Societa' : Giglio Group S.p.A.
Identificativo : 138053
Informazione
Regolamentata
Nome utilizzatore : GIGLION04 - Schranz
Tipologia : 3.1
Data/Ora Ricezione : 13 Ottobre 2020 19:51:16
Data/Ora Inizio : 13 Ottobre 2020 19:51:17
Diffusione presunta
Oggetto : Call of Ordinary and Extraordinary
Shareholders' meeting

Testo del comunicato

Vedi allegato.



GIGLIO GROUP S.P.A.

Registered office – Piazza Diaz 6, Milan, 20123

Share capital: € 3,208,050.00

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 AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders with voting rights for the Shareholders' Meeting of Giglio Group S.p.A. (the "**Company**"), are called to the Ordinary and Extraordinary Shareholders' Meeting to be held on 12 November 2020 at 10:30 at the registered office in Milan, Piazza Diaz no. 6, in single call, to discuss and resolve upon the following

AGENDA

ORDINARY MEETING

1. Appointment of two directors pursuant to Art. 2386 of the Italian Civil Code Resolutions pertaining thereto and resulting therefrom.

EXTRAORDINARY MEETING

1. Authorisation for the Board of Directors, until 30 June 2021 to increase the share capital of Giglio Group S.p.A. upon payment, pursuant to Art. 2443 of the Italian Civil Code, in separate issues, excluding option rights, pursuant to Art. 2441, par. 4, second sentence of the Italian Civil Code, within the limits of 20% of the existing share capital –as set forth in Art. 44, par. 3 of the Law Decree 76/2020 later converted into Law 120/2020 – through the issue, also in more tranches, of ordinary shares without nominal value, to be offered in subscription to the individuals identified by the Board of Directors – including qualified industrial and/or financial Italian and international investors, and/or current shareholders and collaborators of the Company – on the condition that the issue price of the new shares corresponds to the market value of those already issued and that this is confirmed by a specific report from a statutory auditor or an auditing company. Resolutions pertaining thereto and resulting therefrom.
2. Authorisation for the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, for a period of five years starting from the date of the meeting's resolution, to increase the share capital upon payment in separate issues, without option rights pursuant to Art. 2441, par. 4, first sentence of the Italian Civil Code, for an amount of € 366,133.70 in principal, to be settled through contributions in kind, with the issue, also in more tranches of a maximum of 1,830,668.50 ordinary shares without any nominal value, with the same

characteristics of the ordinary shares already issued by the issue date, with regular dividend, in accordance with the criteria used to determine the issue price set forth by Art. 2441, par. 6 of the Italian Civil Code. Resolutions pertaining thereto and resulting therefrom.

3. Amendments to Art. 6 of the Company's By-laws in view of the resolutions resulting from items 1 and 2 of the agenda for the Extraordinary Meeting. 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 "CFA") and to the relevant implementation provisions, 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. **03 November 2020**, the so-called "record date"). Anyone who becomes a holder of shares after the 03 November 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. **09 November 2020**) or, in any case, before the beginning of the Meetings' works.

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 23 October 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 certified e-mail 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. Sunday **28 October 2020**).

Vote by Proxy

Shareholders with the right to attend the Meeting can be represented by thirds via written proxy pursuant to current provisions of law, and shall use the proxy form available on the Company's Website at www.giglio.org ("*Corporate Governance*" section). The proxy can be sent to the Company via registered letter to the registered office or via certified e-mail to be sent to the following certified e-mail address: giglio@arubapec.it.

If the delegate delivers or sends to the Company, via certified e-mail to the certified e-mail address giglio@arubapec.it, instead of the original, a copy of the proxy, he/she shall certify under his/her own responsibility, the conformity of the proxy to the original, as well as the identity of the delegating person. Without prejudice to the above, pursuant to current regulations, the delegate shall preserve the original proxy and keep track for one year, starting from the end of the Meetings' works, of any voting instruction received.

Proxy may be granted through a computer-generated document signed in electronic form in accordance with Article 21, par. 2 of Legislative Decree no. 82/2005, as amended, or with any equivalent document.

Company's Appointed Representative

A proxy may be attributed, together with instructions on voting the resolutions on the agenda, to Computershare S.p.A., as the Company's designated representative pursuant to Art. 135-*undecies* of the CFA, by signing the specific proxy form available on the Company's Website at www.giglio.org ("*Corporate Governance*" section), or at the registered office of the Company or of Computershare S.p.A. in Milan, via Lorenzo Mascheroni 19.

The original proxy and voting instructions should be sent to the register office of the delegated representative by the end of the second market operating day before the date fixed for the Shareholders' Meeting in single call (i.e. by 10 November 2020), and can be revoked within the same time limit. For the transmission of the Proxy to Computershare, please refer to the detailed procedures of the Proxy Form.

Only proxies containing voting instructions are valid.

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

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. **05 November 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 certified e-mail 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, 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) as well as at the authorised eMarket storage mechanism at www.emarketstorage.com. All shareholders and individuals with a right to vote shall have the power to obtain a copy of the aforementioned documentation, by requesting it via the certified e-mail address giglio@arubapec.it.

The Shareholders are informed that the Company reserves the right to integrate and/or amend the aforementioned instructions taking into account any current requirements arising from the COVID-19 epidemiological health emergency and its unforeseeable developments. In this event, the Company shall give prompt notice to the public with the same modalities observed for the disclosure of this notice.

Milan, 13 October 2020

The Chairman of the Board of Directors

Mr Alessandro Giglio

(Notice published on **13 October 2020** on the Company's website at www.giglio.org ("*Corporate Governance*" – "*Shareholders' Meeting*" section) and on the authorised eMarket storage mechanism at www.emarketstorage.com, as well as on **14 October 2020** as excerpt on the Italian newspaper "Il Giornale").

Fine Comunicato n.20076-43

Numero di Pagine: 7