



SPAFID
CONNECT

Informazione Regolamentata n. 0554-35-2020	Data/Ora Ricezione 16 Ottobre 2020 10:00:38	MTA - Star
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Societa' : FALCK RENEWABLES
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Informazione
Regolamentata
Nome utilizzatore : FALCKN01 - Nanni
Tipologia : REGEM
Data/Ora Ricezione : 16 Ottobre 2020 10:00:38
Data/Ora Inizio : 16 Ottobre 2020 10:00:39
Diffusione presunta
Oggetto : Notice of the Extraordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato.

PRESS RELEASE**NOTICE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING CONVENED FOR NOVEMBER 17/18, 2020**

Milan, October 16, 2020 - Falck Renewables S.p.A. informs that the extract of the Notice of the Extraordinary Shareholders' Meeting of November 17/18, 2020 has been published today on the daily Italian newspaper "MF/Milano Finanza".

The full text of this notice is available to the public on Falck Renewables' website <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#17-11-2020> and on the authorized storage system "eMarket STORAGE" (available at www.emarketstorage.com).

Falck Renewables S.p.A., listed on the Italian stock exchange in the STAR segment ("FKR.MI") and included in the FTSE Italia Mid Cap Index, develops, designs, builds and manages power production plants from renewable sources, with an installed capacity of 1,133 MW (1,096.3 MW according to the IFRS 11 reclassification) in the United Kingdom, Italy, United States, Spain, France, Norway and Sweden, using wind power, solar power, WtE and biomass technologies. The Group is a global player in the renewable energy technical advisory and asset management services business, through its wholly owned subsidiary Vector Cuatro, providing asset management services to clients accounting for approximately 2,900 MW of installed capacity and with experience in more than 40 countries. Moreover, Falck Renewables provides highly specialized energy management and downstream services to both energy producers and consumers.

Visit www.falckrenewables.com and connect with us on LinkedIn and Twitter (@falckrenewables).

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Via Alberto Falck, 4-16 (ang. viale Italia), 20099 Sesto S. Giovanni (MI) - P +39 02 24331 - W www.falckrenewables.com

Cap. Soc. € 291.413.891,00 int.vers. Direzione e coordinamento da parte di Falck S.p.A.

Sede legale: Corso Venezia, 16, 20121 Milano - Registro Imprese Cod. Fiscale e Partita Iva 03457730962 - REA MI - 1675378

Estratto dell'avviso di Convocazione Assemblea Straordinaria

L'Assemblea di Falck Renewables S.p.A. è convocata, in sede straordinaria, presso la sede legale della Società in Milano, Corso Venezia 16, per il giorno **17 novembre 2020, alle ore 11.00, in prima convocazione** ed eventualmente occorrendo, in seconda convocazione per il giorno 18 novembre 2020, stesso luogo ed ora, per discutere e deliberare sul seguente

Ordine del giorno

1. Autorizzazione alla convertibilità, ai sensi dell'art. 2420-*bis*, comma 1, del Codice Civile, del prestito obbligazionario *equity linked*, deliberato dal Consiglio di Amministrazione in data 15 settembre 2020, riservato a investitori istituzionali e di valore nominale pari a Euro 200.000.000. Conseguente aumento del capitale sociale ai sensi dell'art. 2420-*bis*, comma 2, del Codice Civile, in via scindibile, con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 5, del Codice Civile, a servizio della conversione del suddetto prestito obbligazionario convertibile. Modifica dell'articolo 6 (Capitale sociale) dello statuto sociale. Deliberazioni inerenti e conseguenti.
2. Modifica degli articoli 6 (Capitale sociale), 7 (Aumento di capitale) e 9 (Caratteristiche delle azioni) dello statuto sociale. Deliberazioni inerenti e conseguenti.
3. Modifica degli articoli 13 (Convocazione), 14 (Intervento e rappresentanza in Assemblea) e 16 (Deliberazioni dell'Assemblea) dello statuto sociale. Deliberazioni inerenti e conseguenti.
4. Modifica degli articoli 17 (Composizione e nomina – Comitato Esecutivo – Amministratore Delegato) e 19 (Convocazione e riunioni del Consiglio di Amministrazione) dello statuto sociale. Deliberazioni inerenti e conseguenti.

Al fine di ridurre al minimo i rischi connessi al prorogarsi dell'emergenza sanitaria COVID-19, Falck Renewables ha deciso di avvalersi della facoltà – di cui all'art. 106 del D.L. n. 18/2020 ("Decreto"), come prorogato per effetto del comma 3 dell'art. 1, D.L. 125/2020 – di prevedere che l'intervento dei soci in Assemblea avvenga **esclusivamente tramite il rappresentante designato** ai sensi dell'articolo 135-*undecies* del Decreto Legislativo n. 58 del 24 febbraio 1998 ("TUF"), senza partecipazione fisica da parte dei soci.

La Società ha designato **Spafid S.p.A.** – con sede legale in

Milano – quale rappresentante degli azionisti ai sensi dell'art. 135-*undecies*, TUF ("Rappresentante Designato") a cui dovrà essere conferita delega o anche subdeleghe ai sensi dell'art. 135-*novies*, TUF, in deroga all'art. 135-*undecies*, comma 4, TUF.

Le informazioni sul capitale sociale, sulla reperibilità delle relazioni inerenti agli argomenti all'ordine del giorno e, più in generale, della documentazione relativa all'Assemblea nonché le ulteriori informazioni riguardanti le modalità e i termini:

- per la legittimazione all'intervento e al voto in Assemblea (*record date* 6 novembre 2020);
- per l'intervento e l'esercizio del voto esclusivamente per delega tramite il Rappresentante Designato;
- per l'esercizio del diritto di richiedere l'integrazione dell'ordine del giorno o di presentare ulteriori proposte di delibera sulle materie già all'ordine del giorno (entro il 26 ottobre 2020);
- per l'esercizio del diritto di porre domande prima dell'Assemblea (entro il 6 novembre 2020),

sono riportate nell'avviso di convocazione, il cui testo integrale, unitamente alla documentazione relativa all'Assemblea, sono pubblicati nei termini e secondo le modalità di legge sul sito internet della Società all'indirizzo <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#17-11-2020> nonché presso il meccanismo di stoccaggio autorizzato "eMarket STORAGE" (consultabile all'indirizzo www.emarketstorage.com).

Per l'esercizio dei diritti degli Azionisti, a ragione dell'emergenza del COVID-19, la Società raccomanda l'utilizzo delle forme di comunicazione a distanza indicate nell'avviso di convocazione. Infine, la Società si riserva di integrare e/o modificare il contenuto dell'avviso di convocazione qualora si rendesse necessario conseguentemente all'evolversi dell'attuale situazione emergenziale da COVID-19.

Il presente estratto è pubblicato sul quotidiano "MF/Milano Finanza"

Milano, 16 ottobre 2020

Il Presidente del Consiglio di Amministrazione
Enrico Falck

FALCK RENEWABLES S.P.A.

Sede Legale in Milano, Corso Venezia n. 16 - Capitale Sociale € 291.413.891 interamente versato

Codice fiscale e numero di iscrizione al Registro Imprese di Milano Monza Brianza Lodi: 03457730962

Società soggetta ad attività di direzione e coordinamento ai sensi dell'art. 2497-*bis* del Codice Civile da parte di **FALCK S.p.A.**

Sito internet www.falckrenewables.com

FALCK RENEWABLES S.P.A.

With registered offices in Milano, Corso Venezia 16
Fully paid up share capital: € 291,413,891
Milano Monza Brianza Lodi Companies Register, Tax and VAT Code 03457730962
Company subject to direction and coordination activity
as per art. 2497-bis of the Italian Civil Code,
by FALCK S.p.A.
Website: www.falckrenewables.com

CALL NOTICE

EXTRAORDINARY SHAREHOLDERS' MEETING

The Extraordinary Shareholders' Meeting of Falck Renewables S.p.A. is convened at Company's offices in Milan (Italy), Corso Venezia 16, on **17 November 2020 at 11 a.m.**, on first call and, if necessary, on 18 November 2020, on second call, same time and location, to discuss and resolve upon the following

AGENDA

1. Authorization for the convertibility, pursuant to Article 2420-bis, paragraph 1 of the Italian Civil Code, of the equity-linked bond, approved by the Board of Directors on 15 September 2020, reserved for institutional investors and with a nominal value of Euro 200,000,000. Consequent increase in share capital pursuant to art. 2420-bis, paragraph 2 of the Italian Civil Code, in one or more issues, with exclusion of preemptive rights pursuant to art. 2441, paragraph 5 of the Italian Civil Code, to service the conversion of the aforesaid convertible bond. Amendment of Article 6 of the Bylaws. Related and consequent resolutions.
2. Amendment of Articles 6 (Share capital), 7 (Capital increase) and 9 (Characteristics of the shares) of the Bylaws. Related and consequent resolutions.
3. Amendment of Articles 13 (Convening Shareholders' Meetings), 14 (Attendance and representation at the Shareholders' Meetings) and 16 (Resolutions of the Shareholders' Meeting) of the Bylaws. Related and consequent resolutions.
4. Amendment of Articles 17 (Composition and appointment - Executive Committee – Chief Executive Officer) and 19 (Convening and meetings of the Board of Directors) of the Bylaws. Related and consequent resolutions.

*In order to minimize the risks associated with the ongoing health emergency COVID-19, Falck Renewables has decided to avail itself of the possibility – pursuant to Article 106 of the Italian Decree Law 18/2020 (the "Decree") – as extended by paragraph 3 of Article 1, Decree Law 125/2020 - to provide that shareholders' participation in the Shareholders' Meeting shall be **exclusively through the designated representative** pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 ("Legislative Decree No. 58/98"), without physical participation by shareholders.*

Falck Renewables S.p.A.

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Share Capital and shares with voting rights (art. 125-quarter of Legislative Decree No. 58/98)

To date, the share capital of Falck Renewables S.p.A. (hereinafter the “**Company**”) subscribed and fully paid up, amounts to € 291,413,891.00, and is divided into 291,413,891 shares, with a par value of Euro 1 each. Each share entitles its owner to one vote. At today’s date, the Company owns 2,210,000 shares with suspended voting rights.

Entitlement to participate and vote at the Shareholders’ Meeting

In relation to the intervention and vote from the entitled individuals, we are providing the following information (in compliance with art.125-*bis* of the Legislative Decree 58/98):

- under art. 83-*sexies* of the Legislative Decree 58/98 the entitlement to intervene and exercise voting rights at Shareholders’ Meeting - which may be exercised **exclusively through the Designated Representative** - is evidenced by a notice to be made to the Company by the authorised intermediary, based on the latter’s accounting records at the end of the seventh trading day preceding the scheduled date of the Shareholders’ Meeting on first call, i.e., **November 6, 2020** (*record date*). Any persons that will prove to be shareholders of the Company following such date, shall not be entitled to intervene and vote at the Shareholders’ Meeting. The intermediary’s notice must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders’ Meeting, i.e., no later than the **November 12, 2020**. This is without prejudice to the legitimate attendance and voting, if the notice is received by Company after the specified term of **November 6, 2020**, provided that it is received before the start of works of the meeting on single call;
- no voting procedures by correspondence or electronic message are foreseen.

Participation in the Shareholders’ Meeting and granting of proxy to the Designated representative

Pursuant to article 106, paragraph 4, of the Decree, attendance of the Shareholders' Meeting is only permitted through Spafid S.p.A. – with registered office in Milan– shareholders’ representative designated by the Company, in accordance with Art. 135-*undecies*, of Legislative Decree No. 58/98 (the “**Designated Representative**”) without charge to the proxy grantor (except for any shipping costs).

Shareholders wanting to attend the Shareholders' Meeting must, therefore, confer upon the Designated Representative the delegation - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific delegation form prepared by said Designated Representative in accordance with the Company and available on the Company’s website <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#17-11-2020>.

The proxy with voting instructions must be sent, in original, together with a copy of an identity document of the proxy grantor with current validity or, if the proxy grantor is a legal person, the *pro tempore* legal representative or another person with relevant powers, together with suitable documentation to certify its qualification and powers, to the aforesaid Designated Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting set on first and also on second call (i.e. by 11:59 p.m. on **November 13, 2020** or November 16, 2020 respectively), to the certified e-mail address

assemblee@pec.spafid.it with Ref. "Proxy EGM Falck Renewables S.p.A. 2020" or by courier/received delivery (to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, Ref. " Proxy EGM Falck Renewables S.p.A. 2020").

The sending of the proxy signed with a qualified electronic or digital signature in accordance with current regulations to the above-mentioned certified e-mail address satisfies the requirement of written form.

In accordance with said Decree, the Designated Representative may also be granted proxies and/or sub-delegations pursuant to article 135-*novies* of the Legislative Decree 58/98 as an exception to article 135-*undecies*, paragraph 4 of the Legislative Decree 58/98. For this purpose, the specific proxy/sub-delegation, form available on the website <https://www.falckrenewables.com/etica-governance/assemblee-azionisti#17-11-2020> must be used and sent to Spafid S.p.A., together with an identity document and, in the case of a delegating legal person, a document proving the powers to issue the proxy.

The proxy, thus conferred, shall be valid only for the proposals in relation to which voting instructions were conferred. The proxy and voting instructions can be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting on first and second call (i.e. by 11:59 p.m. on **November 13, 2020** or November 16, 2020 respectively) in the above manner.

In order to grant and send proxies/sub-delegations, also electronically, the procedures indicated in the proxy form must be followed. The proxy must be received by and no later than 6:00 p.m. on the day before the date of the Shareholders' Meeting (and in any case no later than the meeting starts). The proxy pursuant to art. 135-*novies* of the Legislative Decree 58/98 and the related voting instructions can always be revoked before said deadline.

Any information relating to the granting of proxies and further methods of sending and notifying such proxies may be requested to the Designated Representative at the e-mail address confidential@spafid.it or by calling (+39) 0280687331.

The Company reserves the right to supplement and/or amend the above instructions in consideration of the need to monitor the current COVID-19 epidemic emergency and its developments which that cannot currently be forecast.

Participation of members of corporate bodies

The members of the Board of Directors and the Board of Statutory Auditors, the representative of the auditing firm, the Designated Representative and the Notary may also attend the Shareholders' Meeting through the use of remote connection systems that ensure their identification, as provided for in Article 106, paragraph 2 of the Decree.

Right to request integrations and to present new proposals of resolutions (art. 126-bis of Legislative Decree No. 58/98)

In compliance with the law, the Shareholders, who individually or jointly account for at least one fortieth of the share capital (2,5) may request, within ten days of publication of this notice of calling (i.e. within **October 26, 2020**), the integration of the list of items on the Agenda, specifying in the request the additional proposed items, or present proposals of resolutions on items already on the Agenda.

Shareholder for whom the Company has received the notice from an authorised intermediary pursuant to the applicable laws are entitled to request integration of the list of items on the Agenda or present proposals

of resolutions.

The requests, together with the certificate attesting entitlement to participate, must be presented in writing and be submitted to the Company via certified e-mail address FKR.societario@legalmail.it or the e-mail address segreteria.societaria@falckrenewables.com.

By the same deadline and in the same manner as per the request of integration of the Agenda, the Shareholders shall submit a report on the motivations of for the proposals of resolutions on the new items for which they require discussion or for the proposal of resolutions presented on items already on the Agenda.

The notice of possible additional items placed on the Agenda or possible presentation of further proposals of resolutions on items already on the Agenda is given by the Company in the same form prescribed for the publication of this notice of calling, at least fifteen days prior to the scheduled date of the Shareholders' Meeting, on first call.

Contextually with the publication of such integration notice, the report drawn up by the requesting Shareholders, accompanied by possible observations by the Board of Directors, shall be made available to the public by the Company in the same forms.

Please be reminded that the Agenda cannot be integrated with items on which, in accordance with the law, the Shareholders' Meeting resolves on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1, of Legislative Decree No. 58/98.

Right to ask questions on items on the Agenda (art. 127-ter of Legislative Decree No. 58/98)

The shareholders with voting rights and in relation to whom the Company has received a specific notice with relevant communication evidencing the legitimation to exercise the right from an authorised intermediary may ask questions on the items on the agenda even before the Shareholders' Meeting, by means of electronic communication to the certified e-mail FKR.societario@legalmail.it or e-mail segreteria.societaria@falckrenewables.com.

The communication is not necessary, if the specific notice necessary for the intervention in the Shareholders' Meeting is received by the Company from the authorised intermediary itself.

Questions must be presented by **November 6, 2020** (the seventh trading day prior to the Shareholders' Meeting on first call). The Company will answer questions received by that deadline, by the second day prior to the Shareholders' Meeting (i.e. by November 15, 2020), by publishing the answers on the company's website <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#17-11-2020>.

Documentation

In accordance with regulations in force, the documentation relating to the Shareholders' Meeting - *i.e.* the Reports of the Board of Directors on the items on the agenda, prepared in accordance with Article 125-ter of Legislative Decree No. 58/98 and Article 2441, paragraph 6, of the Italian Civil Code, as well as the opinion of the auditing firm on the adequacy of the criterion proposed by the directors for the purposes of determining the issue price of the shares relating to the share capital increase with the exclusion of pre-emption rights, prepared in accordance with Article 158 of Legislative Decree No. 58/98 – shall be made

available to the public on the Company's website at <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#17-11-2020>, as well as on the authorised storage system "eMarket STORAGE" (available at www.emarketstorage.com) by 27 October 2020.

Those eligible to vote have the right to obtain copy of the documentation regarding the Shareholders' Meeting.

Due to the emergency of COVID-19, the Company recommends to use the forms of remote communication indicated in this notice in order to exercise shareholders' rights.

Finally, the Company reserves the right to make any additions and/or amendments to the contents of this notice required by changes to the legislation, regulations and/or guidance issued in connection with the ongoing health emergency COVID-19. Any such changes will be notified by the same means used to publish the present call notice.

The full text of call notice has been published on today's date, on the Company's website and on the authorized storage system "eMarket STORAGE" (available at www.emarketstorage.com), and for extract on the newspaper "MF/Milano Finanza".

Milan, October 16, 2020
The Chairman of the Board of Directors
Enrico Falck

The official text is the Italian version of the document. Any discrepancies or differences arisen in the translation are not binding and have no legal effect. In case of any dispute on the content of the document, the Italian original shall always prevail.

Fine Comunicato n.0554-35

Numero di Pagine: 9