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Data/Ora Ricezione : 05 Marzo 2021 10:08:34  
Data/Ora Inizio : 05 Marzo 2021 10:08:35  
Diffusione presunta  
Oggetto : Notice of call for ordinary Annual General Meeting

*Testo del comunicato*

Vedi allegato.



**IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETÀ DI INVESTIMENTO IMMOBILIARE QUOTATA S.P.A.**

Registered office in Bologna, Via Trattati Comunitari Europei 1957-2007, 13  
 Share capital subscribed and paid-in, € 650,000,000.00  
 Broken down into no. 110,341,903 ordinary shares  
 VAT and Bologna Company Register no: 00397420399  
 Bologna Chamber of Commerce (R.E.A.) no.: 458582  
 Company subject to the control and direction of Coop Alleanza 3.0 Soc. Coop.

**NOTICE OF CALL FOR ORDINARY ANNUAL GENERAL MEETING**

An Ordinary Shareholders' Meeting of Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A. (abbreviated "IGD SIIQ S.p.A.") is convened in Bologna (BO), in Via Trattati Comunitari Europei 1957-2007, no. 13, on 3<sup>rd</sup> floor, on 15 April 2021, at 10:00 a.m., in first call and, if necessary, on 16 April 2021, at the same place and time, in second call, to discuss and resolve on the following

**AGENDA**

1. Separate financial statements at 31.12.2020; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2020; related and consequent resolutions.
2. Allocation of the operating results; related and consequent resolutions.
3. Report on the remuneration policy and compensations paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Legislative Decree 58/98:
  - 3.1 First section: remuneration policy. Binding resolution
  - 3.2 Second section: compensations paid. Non-binding resolution
4. Appointment of the Board of Directors
  - 4.1. Determination of the number of directors;
  - 4.2. Determination of the Board of Directors' term of office;
  - 4.3. Appointment of the Board of Directors;
  - 4.4. Determination of the Board of Directors' remuneration;

5. Appointment of the Board of Statutory Auditors
  - 5.1. Appointment of three standing and three alternate auditors;
  - 5.2. Appointment of the Chairman of the Board of Statutory Auditors;
  - 5.3. Determination of the Board of Statutory Auditors' remuneration.

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#### **COVID-19 EMERGENCY– Participation in the Shareholders' Meeting**

In consideration of the protracted COVID-19 epidemiological emergency and for the pursuit of the maximum protection of the health of Shareholders, corporate officers, employees and consultants, the Company has decided to make use of the option originally provided by art. 106, paragraph 4, of the Law Decree of 17 March 2020, no. 18, as subsequently extended, providing that the participation in the Shareholders' Meeting by the entitled parties **can only take place through the representative appointed by the Company** pursuant to art. 135-*undecies* of Legislative Decree no. 58/98, identified in Computershare S.p.A., with registered office in via Lorenzo Mascheroni no. 19 – 20145 Milan (the "**Appointed Representative**"), as specified below.

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#### **ADDING ITEMS TO THE AGENDA AND PRESENTING NEW RESOLUTIONS ON THE PART OF SHAREHOLDERS REPRESENTING AT LEAST ONE FORTIETH OF THE SHARE CAPITAL**

Pursuant to art. 126-*bis*, par. 1, first period, of Legislative Decree no. 58/98, Shareholders, including jointly, representing at least one fortieth of the share capital with voting rights may, within ten days of the publication of this notice, request that additional items be added to the meeting's agenda, indicating in the request the additional items proposed for discussion, or the proposed resolutions relating to items which are already part of the agenda as per this notice of call.

The requests for additional items and proposed resolutions must be submitted in writing by the Shareholders themselves, along with the certification, issued by the intermediaries that keep the accounting records on which the shares are registered, attesting the ownership of the above mentioned percentage of the share capital, via e-mail to the certified e-mail address [legal\\_igdsliqspa@pec.gruppoigd.it](mailto:legal_igdsliqspa@pec.gruppoigd.it). The Shareholder submitting the request must provide a report about the items proposed for discussion by the above mentioned ten day deadline. Such adding items to the agenda may not include those that by law must be presented in the form of a motion from the directors or discussed on the basis of a directors' plan or report. The

amended agenda for the Shareholders' Meeting or the proposed resolutions relating to items which are already part of the agenda will be published at least fifteen days prior to the date set for the Shareholders' Meeting in accordance with the modalities used to publish this notice of call.

### **PRESENTING INDIVIDUAL NEW RESOLUTIONS**

Since participation in the Shareholders' Meeting is allowed exclusively through the Appointed Representative, for the purpose of this Shareholders' Meeting only, it is envisaged that those with the right to vote may individually submit to the Company proposals for resolutions on the items on the agenda – in accordance with article 126-*bis*, par. 1, third period, of the Legislative Decree 58/98 – by 30 March 2021.

The additional proposed resolution must be submitted in writing, along with the information allowing the identification of the individual submitting them, via e-mail to the certified e-mail address [legal\\_igdsiqspa@pec.gruppoigd.it](mailto:legal_igdsiqspa@pec.gruppoigd.it).

Such resolution proposals will be published by the Company by 2 April 2021 in the section of the website dedicated to this Shareholders' Meeting, so that those entitled to vote can take them into account in order to give their proxies and/or sub-proxies, with relevant voting instructions, to the Appointed Representative Computershare S.p.A. For the purposes of their publication, as well as for the holding of the Shareholders' Meeting, please note that the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable laws and regulations and the entitlement of the proposers.

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### **PROCEDURES THAT SHAREHOLDERS MUST RESPECT IN ORDER TO PARTICIPATE AND EXERCISE VOTING RIGHTS AND TO SUBMIT THE SLATES FOR THE RENEWAL OF THE CORPORATE BODIES**

#### **EXERCISE OF VOTING RIGHTS AND PROXIES**

Pursuant to art. 83-*sexies* of Legislative Decree n. 58/98 and art. 12.2 of the by-laws, the Shareholders' Meeting may be attended by all shareholders for whom the Company has received the certificate issued by an authorized intermediary in accordance with the law on the

basis of its records as of the end of the seventh trading session prior to the meeting in first call, i.e. 6 April 2021 (the record date). Any movements of the shares (disposals or transfers) after this date will not be taken into consideration for the purposes of granting voting rights at the Shareholders' Meeting.

As mentioned above, in consideration of the protracted COVID-19 epidemiological emergency for the pursuit of the maximum protection of the health of Shareholders, corporate officers, employees and consultants, as provided by art. 106, par. 4, of Law Decree of 17 March 2020 no. 18, as subsequently extended, **the entitled parties may participate to the Shareholders' Meeting exclusively by granting a proxy to the Appointed Representative**, as specified below.

The Appointed Representative is available for clarification or information at the following telephone number 02 46776821 or at the email address [operations@computershare.it](mailto:operations@computershare.it).

#### **METHODS TO GRANT THE PROXY/SUB-PROXY TO THE APPOINTED REPRESENTATIVE**

Please note that the following proxy forms may be alternatively submitted in the following cases:

- proxy *sub A*) may be submitted by the Shareholder who intends to grant a proxy directly to the Appointed Representative pursuant to art. 135-*undecies* of Legislative Decree 58/98,
- proxy *sub B*) may be submitted by (i) the Shareholder who intends to directly grant a proxy to the Appointed Representative pursuant to art. 135-*novies* of Legislative Decree 58/98 or (ii) the individual or legal entity specifically delegated by the Shareholder who, in turn, will intervene in the Shareholders' Meeting by granting the sub-proxy to the Appointed Representative.

#### **A) Proxy to the Appointed Representative pursuant to art. 135-*undecies* of Legislative Decree 58/98**

The Company appointed Computershare S.p.A. - with registered office in via Lorenzo Mascheroni no. 19 – 20145 Milan - as Appointed Representative pursuant to art. 135-*undecies* of Legislative Decree no. 58/98, therefore Shareholders who intend to participate to the Shareholders' Meeting may grant the proxy directly to the Appointed Representative, with the relevant voting instructions on all or certain proposals on the items on the agenda, by

submitting the proxy form available on the Company's [www.gruppoigd.it](http://www.gruppoigd.it) website section "Governance – Shareholder's Meeting" (link: <https://www.gruppoigd.it/en/governance/shareholders-meeting> ).

The proxy form, to be notified to the Company via the Appointed Representative together with the voting instructions, along with a valid ID document and, in case, the documentation providing proof of the signatory power, shall be submitted within 13 April 2021, for the first call, and within 14 April 2021, for the second call, using one of the following methods:

- Registered Email Holders (PEC): as an attachment document (PDF format) sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it) in the event that the proxy grantor (as individual or as legal entity) is a Registered Email Holder;
- Digital Signature Holders (FEA): as an attachment document with digital signature sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it) also via ordinary mail in the event that the proxy grantor is a Digital Signature Holder;
- Common Email address Holders: as an attachment document (PDF format) sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it). In this case, the hard copy of the proxy, the voting instruction and the related documentation shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni 19, 20145 Milan, as soon as possible.

The submission of the proxy form with different modalities than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy to the Appointed Representative.

The proxy may be voided within the time period referred to above, i.e. within 13 April 2021, for the first call, and within 14 April 2021, for the second call.

The granted proxy shall be effective only for the proposals in relation to which voting instructions have been given.

**B) Proxy or sub-proxy pursuant to art. 135-*novies* of Legislative Decree 58/98**

As permitted by the above-mentioned art. 106 of Law Decree of 17 March 2020 no. 18, , as subsequently extended, proxies and/or sub-proxies may also be given to said Appointed Representative in accordance with art. 135-*novies* of the Legislative Decree 58/98, as an exception to art. 135-*undecies*, paragraph 4 of the Legislative Decree 58/98, using the form available on the Company's website at [www.gruppoigd.it](http://www.gruppoigd.it) section "Governance – Shareholder's Meeting" (link: <https://www.gruppoigd.it/en/governance/shareholders-meeting> ).

The proxy and/or sub-proxy granted to the Appointed Representative may contain voting

instructions on all or certain proposals on the items on the agenda, it being understood that the Appointed Representative will not cast any vote at the Shareholders' Meeting in relation to those proposals for which no specific voting instructions have been given.

The granted proxy and/or sub-proxy to the Appointed Representative shall be effective only for the proposals in relation to which voting instructions have been given.

The proxy and/or sub-proxy form, to be notified to the Company via the Appointed Representative together with the voting instructions, along with a valid ID document and, in case, the documentation providing proof of the signatory power, shall be submitted within the start of the Shareholders' Meeting, using one of the following methods:

- Registered Email Holders (PEC): as an attachment document (PDF format) sent to operations@pecserviziotitoli.it in the event that the proxy and/or sub-proxy grantor (as individual or as legal entity) is a Registered Email Holder;
- Digital Signature Holders (FEA): as an attachment document with digital signature sent to operations@pecserviziotitoli.it also via ordinary mail in the event that the proxy and/or sub-proxy grantor is a Digital Signature Holder;
- Common Email address Holders: as an attachment document (PDF format) sent to operations@pecserviziotitoli.it. In this case, the hard copy of the proxy, the voting instruction and the related documentation shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni 19, 20145 Milan, as soon as possible.

The submission of the proxy and/or sub-proxy form to the Appointed Representative with different modalities than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy to the Appointed Representative.

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**Intervention of the members of the corporate bodies, the secretary and the Appointed Representative**

The participation in the Shareholders' Meeting of the members of the corporate bodies, of the Secretary in charge and of the Appointed Representative, in compliance with the measures to contain the spread of COVID-19 infection provided for by the applicable legal provisions, may also, or exclusively, by means of video/telecommunication, in the manner individually communicated to them, in accordance with the applicable regulatory provisions for this eventuality.

## THE RIGHT TO ASK QUESTIONS

Pursuant to art. 127-ter of Legislative Decree no. 58/98, those who are entitled to vote, and for whom the Company has received certification from the intermediary authorized in accordance with the applicable regulations, may submit questions relating to the items on the agenda even prior to the Shareholders' Meeting by sending a copy of same via certified e-mail to [legal\\_igdsilqspa@pec.gruppoigd.it](mailto:legal_igdsilqspa@pec.gruppoigd.it). Applicants must provide adequate identification as well as appropriate documentation proving ownership of the exercise of voting rights, issued by the depositary intermediary or, failing that, the references of the communication issued by the intermediary indicating the intermediary itself. The Company must receive the questions within the seventh trading session prior to the meeting in first call, i.e. 6 April 2021. Questions shall be answered at the latest two days before the Shareholders' Meeting, i.e. by 13 April 2021 pursuant to art. 127-ter, par. 1-bis, of Legislative Decree no. 58/98, through publication in the section of the Company's website, in the section reserved to the Shareholders' Meeting at <https://www.gruppoigd.it/en/governance/shareholders-meeting/>.

## APPOINTMENT OF THE BOARD OF DIRECTORS

In accordance with the law, the Board of Directors is appointed on the basis of preference list, in accordance with the procedures outlined in the corporate by-laws (Article 16).

The list of candidates may be presented by individual shareholder or groups of shareholders who together hold voting shares representing at least 4.5% of the share capital, as established by Consob with determination no. 44 of 29 January 2021 relating to the "*Shareholdings needed in order to be entitled to submit lists of candidates for members of administrative and control bodies*".

The lists may be:

- sent through certified registered letter to the Company's registered office;
- or sent to the following certified e-mail address [legal\\_igdsilqspa@pec.gruppoigd.it](mailto:legal_igdsilqspa@pec.gruppoigd.it)

at least 25 days before the day in which the Shareholders' Meeting is to be held in first call; however, considering that such term ends on a non-working day (i.e. 21 March 2021), it shall be considered as postponed to the first working day available following such date, i.e. 22 March 2021. The certification as to the ownership of the requisite number of shares issued by a licensed intermediary must be submitted in accordance with the above procedures by the deadline for the publication of the list (i.e. by 25 March 2021). Ownership of the minimum shareholding required for the submission of lists is determined by taking into account the



shares registered in favour of the shareholder **on the day on which the lists are filed** with the Company.

The lists must be prepared in accordance with the law and the corporate by-laws, as outlined in the Board of Directors' report published today on the Company's website [www.gruppoigd.it](http://www.gruppoigd.it), in the section Governance – Shareholders' Meetings – Annual General Meeting 15 April 2021, as well as on the authorized storage system eMarket STORAGE, [www.emarketstorage.com](http://www.emarketstorage.com) managed by Spafid Connect S.p.A. and with further modalities set by law.

Each list must include at least two clearly indicated candidates who qualify as independent in accordance with the law.

Without prejudice to the above, in order to comply with the laws governing gender equality and Art. 16.3 of the corporate by-laws, the lists which include a number equal to or greater than three candidates must also include candidates of different genders; to this purpose, the number of candidates of the least represented gender included on the list must be equal at least of two fifths of the total number of candidates on the list, rounding up any fractions.

Any list submitted that fails to observe the above conditions will be viewed as not submitted.

No shareholder, parent company, subsidiary, or jointly controlled entity as defined by Art. 93 of Legislative Decree 58/1998, including members of a shareholders' agreement relevant under the terms of Art. 122 of Legislative Decree 58/1998, may submit or cause to be submitted by third parties or fiduciaries more than one list or vote for a list other than the one they submitted or caused to be submitted. Any votes cast in violation of this conditions will not be attributed to any list.

The lists must be submitted with the accessory documentation and information called for in the corporate by-laws and in accordance with the law. More in detail, these include: (i) information relating to the identity of the shareholders submitting the list and the total interest held; (ii) the candidates' irrevocable acceptance of office and statements confirming that, under his/her responsibility, there are no reasons for ineligibility and disqualification and that each candidate meets the requirements for the office in the Board of Directors set by law and the corporate by-laws, as well as (iii) the curriculum vitae of each candidate complete with information about the candidates' personal and professional background. In order to comply with regulations pertaining to the maximum number of positions in corporate bodies that directors may hold, the Board of Directors adopted the regulations referred to as "*Limits on the maximum number of positions that may be held by directors*", made available to the public on the Company's website at: <http://www.gruppoigd.it/Governance/Board-of-Directors>.

For those candidates indicated on the list as meeting the legal qualifications of independent, statements must also be submitted confirming that, under their responsibility, they possess the requirements needed to act as an independent director provided by law. In light of Art. 16, paragraph 1, lett. d) of the Regulation adopted by Consob with Resolution 20249 of 28 December 2017, as amended ("**Market Regulation**"), pertaining to companies subject to the management and coordination of another non-listed company, Shareholders are also requested to indicate which candidates qualify as independent as per the above article and provide statements in which the candidates declare, under their responsibility, that they possess the requisites to serve as an independent director referred to in Art. 16 of the Market Regulation. Shareholders are also invited to read the Guideline on the quantitative and qualitative composition of the Board of Directors considered optimal, adopted by the outgoing Board of Directors after consulting the Nomination and Remuneration Committee, in line with recommendation no. 23 of the Corporate Governance Code. The aforementioned Guideline is available on the Company's website at <https://www.gruppoigd.it/en/governance/shareholders-meeting/>. It is also recommended that those who submit a list containing a number of candidates exceeding half of the members to be elected provide adequate information, in the documentation submitted for the filing of the list, on the compliance of the list with the Guideline expressed by the Board of Directors as well as express an indication of their candidate for the office of Chairman of the Board of Directors, whose appointment is made according to the procedures identified in the Bylaws.

Those who submit a "minority list" are also subject to the Consob recommendations found in Communication n. DEM/9017893 of 26 February 2009 and are, therefore, requested to submit, along with the above mentioned documentation, a statement attesting "*the lack of a relationship, direct or indirect, pursuant to Art. 147-ter, paragraph 3, of TUF and Art. 144-quinquies of Regulations for Issuers, with shareholders holding, including jointly, a controlling interest or significant majority*".

The Company will make available to the public without delay and, at any rate, at least twenty-one days prior to the Shareholders' Meeting called to resolve on the appointment of the Directors, the candidate list, along with all the information referred to above, at its registered office, on its website ([www.gruppoigd.it](http://www.gruppoigd.it), in the section Governance – Shareholders' Meetings – Annual General Meeting 15 April 2021), at Borsa Italiana S.p.A., as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com), managed by Spafid Connect S.p.A., in accordance with the law.

No one can be a candidate on more than one list. Acceptance of candidacy on more than one list is grounds for disqualification.

Becoming and continuing to be a Director is subject to possession of the requisites provided by the law and the corporate by-laws.

The Directors will be appointed as per the procedures described herein. Each shareholder with voting rights may vote for one list only. The votes obtained by each list are divided by one, two, three, four, five—and so forth—according to the number of directors to be elected. These quotients are assigned to the candidates on the list, in the order in which they appear, and are then sorted into a single decreasing ranking.

The candidates obtaining the highest quotients are those elected. In case of a tie for the last directorship to be filled, the winning candidate is the one from the list with the highest number of votes; if the number of votes is equal, the eldest candidate shall prevail.

If just one list is submitted or if no list is submitted, the shareholders will disregard the above procedure and vote according to the majorities established by law. If more than one list is submitted, at least one director must be drawn from a minority list; therefore, if in accordance with the above criteria all of the winning candidates come from a single list, the last candidate in the ranking will be replaced by the candidate from the minority lists who has obtained the highest quotient.

If the law relating to gender equality fails to be complied with as a result of the votes cast, the candidates belonging to the most represented gender with the least amount of votes on the list that receives the most votes will be replaced by the number of candidates of the least represented gender on the same list needed to ensure compliance with the laws governing gender equality without prejudice to the minimum number of independent directors required under the law. In the event that not enough candidates of the least represented gender appear on the list that receives the greatest number of votes, the shareholders will appoint the directors of the least represented gender with the majority of votes required by law.

For more information – with regard, particularly, to the lists, to the mandatory requirements provided by the law and by the by-laws for the appointment of the directors, to the procedure for the appointment of the Board of Directors and the deadlines for publication of the relative documentation – please refer to the by-laws made available at the Company's registered office and on the website [www.gruppoigd.it](http://www.gruppoigd.it) in the section *Governance – Corporate By-Laws* <https://www.gruppoigd.it/en/governance/> and to the Board of Directors' report available on the Company's website [www.gruppoigd.it](http://www.gruppoigd.it) in the section *Governance – Shareholders' Meetings* –

Annual General Meeting 15 April 2021, as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com), managed by Spafid Connect S.p.A.

### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

In accordance with the law, the Board of Statutory Auditors is appointed on the basis of preference lists, in accordance with the procedures outlined in the corporate by-laws (Article 26). The lists of candidates may be presented by individual shareholder or groups of shareholders who together hold voting shares representing at least 4.5% of the share capital, as established by Consob with determination no. 44 of 29 January 2021 relating to the "*Shareholdings needed in order to be entitled to submit lists of candidates for members of administrative and control bodies*".

The lists may be:

- sent through certified registered letter to the Company's registered office;
- or sent to the following certified e-mail address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it)

at least 25 days before the day in which the Shareholders' Meeting is to be held in first call; however, considering that such term ends on a non-working day (i.e. 21 March 2021), it shall be considered as postponed to the first working day available following such date, i.e. 22 March 2021. The certification as to the ownership of the requisite number of shares issued by a licensed intermediary must be submitted in accordance with the above procedures by the deadline for the publication of the list (i.e. by 25 March 2021). Ownership of the minimum shareholding required for the submission of lists is determined by taking into account the shares registered in favour of the shareholder **on the day on which the lists are filed** with the Company.

The lists must be prepared in accordance with the law and the corporate by-laws, as outlined in the Board of Directors' report published on the Company's website [www.gruppoigd.it](http://www.gruppoigd.it), in the section Governance – Shareholders' Meetings – Annual General Meeting 15 April 2021, as well as on the authorized storage system eMarket STORAGE, [www.emarketstorage.com](http://www.emarketstorage.com), managed by Spafid Connect S.p.A.

The lists which, considering both sections, have a number of candidates equal to or greater than three must also include, both in the first two places of the section of the list relating to Standing Auditors, and in the first two places of the section of the list relating to Alternate Auditors, candidates of different gender so as to ensure that the composition of the Board of Statutory Auditors complies with the provisions of current legislation on gender balance.

The candidates for the Board of Statutory Auditors must hold the qualifications required by law. In particular, the candidates must possess the professional qualifications and integrity indicated in Ministerial Decree n. 162 of 30 March 2000, as adopted in Art. 26.9 of the corporate by-laws.

The candidates must also qualify as independent in accordance with the law. Matters relating to ineligibility and limits on the number of positions in administrative and control bodies that members of the Board of Statutory Auditors may hold are subject to current laws and regulations.

Those who submit a "minority list" are requested to submit a statement attesting to "*the lack of a relationship, direct or indirect, pursuant to Art. 147-ter, paragraph 3, of TUF and Art. 144-quinquies of Regulations for Issuers, with shareholders holding, including jointly, a controlling interest or significant majority*".

The lists must be submitted with the accessory documentation and information called for in the corporate by-laws and in accordance with the law. In particular, together with the list, the following documentation shall be submitted: (i) information relating to the identity of the shareholders submitting the list and the total interest held; (ii) extensive information about the candidates' personal and professional background, as well as (iii) the candidates' irrevocable acceptance of office and statements confirming that, under his/her responsibility, each candidate meets the requirements provided by law, and (iv) a declaration made by shareholders other than those holding, including jointly, a controlling interest or significant majority, stating that they are not related parties, direct or indirect, pursuant to Art. 144-quinquies of Consob Resolution n. 11971 of 14 May 1999, of the former (including in light of the Consob recommendations included in Communication DEM/9017893 of 26 February 2009). Shareholders are also invited to take note of the recommendations regarding the independence of the members of the Board of Statutory Auditors contained in the Corporate Governance Code.

Furthermore, taking into account that, in accordance with Art. 2400 of the Italian Civil Code upon nomination and before accepting the assignment, statutory auditors must inform shareholders of positions held in other companies in administrative and control bodies and in light of the limits on the number of appointments that may be held under Art. 148-bis of Legislative Decree 58/98, such information should be found in the *curriculum vitae* for each candidate submitted along with the lists.

In the event that by the deadline for the submission of the lists (22 March 2021) only one list

or only lists from related shareholders, as defined in Art. 144-quinquies of the Issuers Regulations, have been filed with the company, lists will be accepted until the third day following the deadline (i.e. until 25 March 2021). In this instance the minimum share ownership threshold required for the submission of lists for the election of statutory auditors is reduced by half, therefore to 2.25% of the share capital.

The Company will make available to the public without delay and, at any rate, at least twenty-one days prior to the Shareholders' Meeting called to resolve on the appointment of the Board of Statutory Auditors, the candidate lists, along with all the information referred to above, at its registered office, on its website ([www.gruppoigd.it](http://www.gruppoigd.it), in the section Governance – Shareholders' Meetings – Annual General Meeting 15 April 2021), at Borsa Italiana S.p.A., as well as on the authorized storage system eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) managed by Spafid Connect S.p.A., in accordance with the law. From the list obtaining the highest number of votes, two standing auditors and two alternate auditors will be taken in the order in which they appear on the list. The third standing auditor and the third alternate auditor will be drawn from the list with the second highest number of votes, in the order in which they appear. If the composition of the Board of Statutory Auditors fails to comply with the laws relating to gender equality as a result of the votes cast, the candidates belonging to the more represented gender with the least amount of votes on the list that receives the most votes will be replaced by the number of candidates of the least represented gender on the same list needed to ensure compliance with the laws governing gender equality. In the event that not enough candidates of the least represented gender appear on the list that receives the greatest number of votes, the shareholders will appoint the standing and alternate auditors of the least represented gender based on a simple majority. In the event that more than one lists obtains the same number of votes, a new ballot will be held by all the shareholders and the candidates of the list obtaining a simple majority of votes will be elected, in such a way as to ensure compliance with the laws governing gender equality.

If just one list for the appointment of the Board of Statutory Auditors has been submitted, shareholders will cast their votes on that list. If the list obtains the relative majority, the first three candidates appearing on it are elected as standing auditors, while the fourth, fifth and sixth names are appointed as alternates, in such a way as to ensure compliance with the laws governing gender equality.

With regard specifically to the appointment of the Chairman of the Board of Statutory Auditors, please note that, pursuant to Art. 148, paragraph 2-bis, of Legislative Decree n. 58 of 24

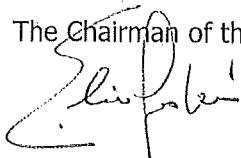
February 1998, the Chairman of the Board of Statutory Auditors is appointed between the candidates of the minority list. Please note that art. 26.4 of the By-Laws provides that the first candidate on the list receiving the second highest number of votes is appointed as Chairman of the Board of Statutory Auditors. If just one list has been submitted, the candidate at the top of the list becomes the chairman of the Board of Statutory Auditors. If no lists are submitted, the Board of Statutory Auditors and its Chairman are elected by shareholders according to the majorities established by law and in such a way as to ensure compliance with the laws governing gender equality.

For more information – with regard, particularly, to the lists, to the mandatory requirements provided by the law and by the by-laws for the appointment of the Company's Statutory Auditors, the ways in which the Board of Statutory Auditors is appointed and to the procedure for the appointment of the Board of Directors and the deadlines for publication of the relative documentation – please refer to the by-laws made available at the Company's registered office and on the website [www.gruppoigd.it](http://www.gruppoigd.it) in the section *Governance – Corporate By-Laws*, to the Board of Directors' report available on the Company's website [www.gruppoigd.it](http://www.gruppoigd.it) in the section *Governance – Shareholders' Meetings – Annual General Meeting 15 April 2021*, as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com), managed by Spafid Connect S.p.A.

## DOCUMENTATION

The documentation related to the Shareholders' Meeting is available to the public on the Company's website [www.gruppoigd.it](http://www.gruppoigd.it), section Governance – Shareholders' Meeting (link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>), as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com) managed by Spafid Connect S.p.A., and in accordance with the further modalities set by law.

The documentation related to the Shareholders' Meeting is also available at the Company's registered office.

On behalf of the Board of Directors  
The Chairman of the Board of Directors  
 Ello Gasperoni

Bologna, 5 March 2021

Fine Comunicato n.0746-8

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