



SPAFID
CONNECT

Informazione Regolamentata n. 0246-9-2021	Data/Ora Ricezione 12 Marzo 2021 13:05:07	MTA - Star
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Societa' : SOGEFI
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Informazione
Regolamentata
Nome utilizzatore : SOGEFINSS01 - MASSIMO SEGRE
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Data/Ora Ricezione : 12 Marzo 2021 13:05:07
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Diffusione presunta
Oggetto : NOTICE OF ANNUAL GENERAL
MEETING APRIL 23, 2021

Testo del comunicato

Vedi allegato.



SOGEFI S.p.A.
Via Ciovassino 1/A - Milan
Fully Paid-in Share Capital Euro 62,461,355.84
Company Register of Milan Monza-Brianza Lodi and Tax Code 00607460201
Company subject to the direction and coordination of CIR S.p.A.

Notice of Annual General Meeting

Shareholders are hereby invited to attend the Ordinary Shareholders Meeting to be held at the registered office of the parent company CIR S.p.A. at Via Ciovassino 1, Milan, on **23 April 2021 at 4 p.m.** in first call and, if a second call should be necessary, on 26 April 2021, at the same place and time, to discuss and resolve upon the following:

Agenda

1. Annual report for the year ended 31 December 2020 and allocation of the result for the year:
 - a. Approval of the Statutory Financial Statements as of December 31 2020;
 - b. Allocation of the result for the year.
2. Appointment of a Director pursuant to art. 2386 of the Italian Civil Code:
 - a. Appointment of a Director;
 - b. Determination of Director's term of office;
 - c. Determination of Director's compensation.
3. Authorisation to purchase treasury shares subject to revocation of the previous and related authorisation to dispose of them.
4. Report on remuneration policy and compensation paid:
 - a. Binding vote on Sec. I;
 - b. Consultative vote on Sec. II.
5. Approval of 2021 Stock Grant Plan.
6. Appointment of the Board of Auditors for the financial periods 2021-2022-2023 and determination of their compensation:
 - a. Appointment of the Statutory Auditors and Alternate Auditors;
 - b. Determination of compensations.

In light of the epidemiological emergency due to COVID-19 and in accordance with the provisions of art. 106 of Law Decree no. 18 of March 17, 2020, converted with amendments into Law no. 27 of April 24, 2020 and as extended by paragraph 6 of art. 3 of Law Decree no. 183 of December 31, 2020, converted with amendments into Law no. 21 of February 26, 2021, containing provisions related to this emergency:

- Shareholders may only take part in the Meeting through their Designated Representative Studio Segre S.r.l., in accordance with the procedures and terms provided for in the remainder of this notice;

- the members of the corporate bodies, the secretary and/or of the notary public and the Designated Representative, as well as any other person authorised to do so by the Chairman of the Board of Directors may only take part in the Meeting by any means of telecommunication which guarantee their identification, in compliance with the containment measures of the COVID-19 epidemic provided for by the applicable provisions of law. This in a

manner to be defined and communicated by the Chairman to each of the aforesaid subjects, in accordance with the rules applicable for such case, without it being necessary for the Chairman, the secretary and the notary public to be in the same place in any case;

- there shall be no voting procedures by correspondence or by electronic means.

Lastly, please note that the date and/or place and/or participation and/or voting procedures and/or conduct of the Meeting indicated in this notice remain subject to the compatibility of the same with the legislation in force and/or with the measures issued from time to time by the competent Authorities due to the epidemiological emergency in progress, as well as to the principles of health protection.

Any changes shall be promptly notified in the same manner as the publication of the notice and/or through the information channels provided for by the legislation in force from time to time.

INFORMATION ON THE SHARE CAPITAL

As of today the share capital subscribed and fully paid amounts to Euro 62,461,355.84 and is represented by no. 120,117,992 ordinary shares of par value Euro 0.52 each all having voting right, except the own shares whose voting right is suspended.

ATTENDANCE TO AND PROXIES FOR THE SHAREHOLDERS MEETING

Entitlement to take part in the Meeting and exercise the vote is attested by a notification made by an authorized intermediary as per the terms of Art. 83-*sexies* of Legislative Decree 58/1998 and subsequent amendments and additions (TUF), in favour of the person entitled to vote on the basis of evidence at the end of the accounting day of 14 April 2021, seventh open-market day preceding the date established for the meeting in first call. Those who are holders only after such date shall not be entitled to take part and vote in the Meeting.

Shareholders with not yet dematerialised shares should entrust them to an authorized intermediary to introduce them into the centralized management dematerialisation system, in accordance to art. 36 of the joint Consob and Banca d'Italia post-trading disposition dated 13 August 2018, and ask the transmission of the above-mentioned notice.

Persons with the right to vote may be represented at the Meeting pursuant to art. 2372 of the Italian Civil Code, and other applicable provisions or regulations. The proxy form at the bottom of the notification issued by the authorised intermediary may be used or alternatively there is a proxy form which is available on the Company's website www.sogefigroup.com (Investor – Shareholders' meeting section). As provided by paragraph 4 of art. 106 of the Italian Decree "Cura Italia", and pursuant to art. 135-*novies* of the TUF, **the proxy must be conferred exclusively to the Designated Representative Studio Segre S.r.l.** electronically by sending it to the certified email address segre@legalmail.it together with the voting instructions and a copy of a valid identity document of the principal or, pursuant to art. 135-*undecies* of the TUF, the proxy may be conferred to the Designated Representative by signing the appropriate form available in the above-mentioned section of the website. The signed form must be delivered to the Designated Representative by certified email to segre@legalmail.it, by the end of the second open-market day preceding the date established for the Meeting also in second call (that is by Wednesday 21 April 2021 for the first call or Thursday 22 April 2021 for the second call). The proxy shall not be effective for

the proposals in relation to which voting instructions have not been granted. The proxy and the voting instructions can be revoked within the terms by which they can be granted.

The notice to the Company sent by the authorized intermediary certifying the right to take part in the Meeting is also required in case of granting of the proxy to the Company's Appointed Representative; consequently, if the aforementioned notice is lacking, the proxy shall be deemed without effect.

RIGHT TO ASK QUESTIONS ON THE ITEMS OF THE AGENDA

Pursuant to art. 127-ter of the TUF, the Shareholders who intend asking questions on the items of the agenda of the Shareholders meeting may send these by registered mail with advice of receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it attaching documentation proving the entitlement to exercise such right. The questions must arrive by the end of the seventh open market day preceding the date established for the meeting in first call, i.e., by 14 April 2021.

The Company shall provide a written answer by 12.00 noon on Wednesday 21 April, 2021 by means of publication on the Company's website in the Investor – Shareholders' meetings section. The questions having the same contents may receive a common answer.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to art. 126-bis of the TUF the Shareholders who represent, also jointly, at least a fortieth of the share capital, may ask, within ten days from the publication of this notice, an addition to the items of the agenda to be dealt with, indicating in the request the further proposed items or may present resolution proposals on the items of the agenda. It should be noted however that the addition of the items to be dealt with is not allowed for the matters on which the Meeting, by law, resolves on a proposal of the Directors or on the basis of a project or a report prepared by them, other than those indicated in art. 125-ter, paragraph 1 of the TUF.

The requests must be sent by registered mail with advice of receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it and must be completed with a report on the items which have been proposed for discussion as well as by the certification(s) issued by an authorised intermediary attesting the person's entitlement to exercise this right. About any addition to the agenda or the presentation of new resolution proposals on the items of the agenda, information will be given in the same way of this notice, at least fifteen days preceding the date established for the meeting on the first call. Within this term the report prepared by proposing shareholders will be made available to the public.

Pursuant to art. 126-bis, paragraph 1, third paragraph, of the TUF, having considered the rules to take part in the Meeting, those entitled to vote may individually submit resolution proposals on the items on the agenda by April 8, 2021. The proposals must be sent by registered mail with advice of receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it and must be completed with a resolution text on the items on the agenda, as well as by the certification(s) issued by an authorized intermediary attesting the person's entitlement to exercise this right. The proposals submitted will be published on the Company's website www.sogefigroup.com (Investor – Shareholders' meetings section) by April 16, 2021 so that those with voting rights may examine them for the purpose of granting proxies or sub-delegations to the

Designated Representative. In case of proposals for resolutions on the items on the agenda that are alternative to those formulated by the Board, the proposal of the administrative body will be put to the vote first (unless it is withdrawn) and only if this proposal is rejected will the Shareholders' proposals be put to the vote. Such proposals, if alternative to each other, will be submitted to the Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to the vote first is rejected, will the next proposal be put to the vote in order of capital represented, and so on.

APPOINTMENT OF A DIRECTOR

With reference to the appointment of a Director whose term of office expires, it should be noted that, pursuant to art. 17 of the Articles of Association, the list voting mechanism will not apply and the Shareholders' Meeting called to integrate the Board of Directors will resolve according to the majorities required by law and by the Articles of Association.

APPOINTMENT OF THE BOARD OF AUDITORS

With regard to item 6 on the Agenda, please note that the term of office of the Board of Auditors expires with the next Meeting; new members must therefore be appointed for the financial years 2021 - 2022 - 2023.

The Board of Auditors is appointed pursuant to art. 148 of the TUF and art. 26 of the Articles of Association, to which reference should be made.

The Statutory Auditors are appointed by the Meeting on the basis of lists presented by the Shareholders in which the candidates must be listed by a progressive number.

Only Shareholders who, alone or together with other Shareholders, represent at least 2.5% (two point five per cent) of the share capital are entitled to submit lists.

The lists, signed by the Shareholder or Shareholders submitting them, including by proxy to one of them, accompanied by the required documentation, must be filed by the submitting Shareholders at the Company's registered office or sent to the certified email address sogefi@legalmail.it by March 29, 2021 and will be made public in accordance with the provisions in force.

The lists must be provided together with:

- the information relating to the identity of the Shareholders who have submitted them, with an indication of the total percentage of shareholding held and one or more certifications, to be filed at the company's registered office at the same time or, in any case, by April 2, 2021 proving the ownership of such shareholding(s) at the date of submission of the lists;
- a declaration by the Shareholders other than those who hold, even jointly, a controlling or a relative majority interest, certifying the absence of connection relations as indicated by the provisions of law and regulations in force;
- a detailed description of the personal and professional characteristics of the candidates, as well as a declaration by the candidates themselves that they meet the requirements laid down by the laws in force and by the Articles of Association and that they accept their candidature, and a list of administrative or management positions they might hold in other companies.

Lists which fail to comply with the above rules shall be considered inadmissible. No Shareholder may present or contribute to the presentation of more than one list, even via an intermediary or trustee. Shareholders subject to the same control

pursuant to art. 93 of the TUF or belonging to the same voting syndicate may present or contribute to the presentation of only one list.

Each Shareholder can vote for just one list.

No one may be a candidate on more than one list, and acceptance of candidature on more than one list constitutes cause for ineligibility.

Anyone not respecting the limits imposed by current laws and regulations on the number of offices held as a member of the company's management and control bodies may not hold office and, if elected, will be disqualified.

Each list consists of two sections: one for candidates for the office of Statutory Auditor and the other for candidates for the office of Alternate Auditor. They contain the names of one or more candidates for the office of Statutory Auditor and Alternate Auditor, marked by a progressive number and not exceeding the number of members of the body to be elected.

Pursuant to art. 144-*sexies* of the Rules for Issuers approved by Consob Regulation no. 11971 and subsequent amendments and additions, if by the deadline for submitting lists only one list has been filed, or only lists submitted by Shareholders who are connected with each other pursuant to applicable provisions, lists may be submitted up to the third day following that date, i.e. by April 1, 2021. In this case, the thresholds for the submission of lists are reduced by half and therefore to 1.25% (one point twenty-five per cent) of the share capital.

If only one list is presented or admitted, all the members of the Board of Auditors are appointed from that list.

Candidates are listed in numerical order. Lists which include a number of candidates generated or higher than three must include in each section candidates belonging to both genders.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

FURTHER INFORMATION

Please note that the information contained in this notice – and, in particular, the date, place and/or time of the meeting, the terms for the exercise of rights by Shareholders, the procedures for participation in the meeting and/or the procedures for holding the meeting – may be subject to change, amendments, updates or clarifications in view of the current emergency situation related to the COVID19 and the consequent measures adopted from time to time by the competent Authorities, as well as in order to allow strict compliance with the fundamental principles of safeguarding the safety and health of the Company's Shareholders, employees, representatives and consultants. Any amendments, updates or clarifications of the information contained in this notice will be made available in a timely manner through the Company's website www.sogefigroup.com (Investor – Shareholders' meeting section) and by other means provided for by law.

DOCUMENTATION

The documentation relating to the agenda, envisaged by applicable regulations, including, inter alia, the integral text of the resolution proposals, is at disposal of the public as per the terms of the law, at the Company registered office, on the authorized storage system eMarket STORAGE (www.emarketstorage.com) as well as on the Company's website www.sogefigroup.com (Investor – Shareholders' meetings section). The Shareholders are entitled to obtain a copy of such documentation.

The financial statements for the year 2020 will be made available to the public in the same way.

The Articles of Association are available on the website www.sogefigroup.com (Investor – Corporate Governance section).

Milan, March 12, 2021

for the Board of Directors
The Chairperson
Monica Mondardini

Fine Comunicato n.0246-9

Numero di Pagine: 8