



**Guala Closures S.p.A.**

*Registered offices: Via Rana 12, Spinetta Marengo, Alessandria, 15122 Share capital subscribed and paid-up Euro 68,906,646.00 Tax Code and Registration in the Register of Companies no.: 10038620968*

**NOTICE OF CALL OF THE SHAREHOLDERS' MEETING**

The Shareholders' Meeting of Guala Closures S.p.A. (the "**Company**") is called on **30 April 2021 at 10:00** by single call, at the company registered office in frazione Spinetta Marengo, Via Rana 10/12 Z.I. D 6, 15122 Alessandria - Italy, to resolve on the following

**AGENDA**

1. Financial statements as at 31 December 2020, Directors' Report on Operations, Report of the Board of Statutory Auditors and Independent Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2020 and of the Non-Financial Statement as at 31 December 2020, prepared pursuant to Legislative Decree no. 254 dated 30 December 2016.
2. Resolutions relating to the allocation of the result for 2020 financial period.
3. Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter, paragraphs 3-bis and 6 of Legislative Decree no. 58 dated 24 February 1998.
  - a. Binding resolution on the first section regarding the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree no. 58 dated 24 February 1998.
  - b. Non-binding resolution on the second section on remuneration paid prepared pursuant to art. 123-ter, paragraph 4, of Legislative Decree no. 58 dated 24 February 1998.
4. Appointment of the Board of Directors related and consequent resolutions.
  - a. Determination of the number of members of the next Board of Directors
  - b. Determination of the term of office of the next Board of Directors
  - c. Appointment of the members of the next Board of Directors
  - d. Determination of the remuneration of the members of the next Board of Directors
5. Appointment of the Board of Statutory Auditors related and consequent resolutions.
  - a. Appointment of three standing auditors and two alternate auditors
  - b. Appointment of the Chairman of the Board of Statutory Auditors
  - c. Determination of the remuneration of the members of the next Board of Statutory Auditors.

\* \* \*

*In order to minimize the risks associated with the ongoing health emergency, the Company has decided to make use of the option established by Law decree no. 18 of 17 March 2020, containing "Measures to strengthen the National Health Service and the financial support for families, workers and businesses related to the epidemiological emergency caused by COVID-19", converted with amendments by Law no. 27 of 24 April 2020, as extended by Law Decree no. 183 dated 31 December 2020, converted through amendments by Law no. 21 of 26 February 2021 (the " **Decree** "), providing that shareholders' attendance in the Shareholders' Meeting should take place **exclusively through the designated representative** in accordance with article 135-undecies of Legislative Decree no. 58 (the " **TUF** "), without physical participation of the shareholders.*

#### **ELIGIBILITY TO ATTEND THE MEETING**

Pursuant to section 83- *sexies* of the TUF and article 10.2 of the Company's Article of Association (the " **Articles** "), the eligibility to attend the Shareholders' Meeting and to exercise voting rights - which may take place only through the Designated Representative - is certified by a notice to the Company, made by the intermediary authorised to record the accounts in accordance with the law, on the basis of the evidences of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting by single call (i.e. **21 April 2021** ). The credit and debit entries made on the accounts after this deadline are not relevant for the purposes of giving title to the exercise of voting rights at the Shareholders' Meeting; therefore, those who will be the owners of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting.

The notice to the above intermediary must be received by the Company by the end of the third open market day preceding the date set for the Shareholders' Meeting (i.e., by **27 April 2021**). Without prejudice to the eligibility to attend and vote should the Company receive the notice after said deadline, provided that it is within the beginning of the Shareholders' Meeting. It should be noted that the notice to the Company is made by the intermediary upon request of the person holding the voting right.



## **PARTICIPATION IN THE SHAREHOLDERS' MEETING AND ASSIGNMENT OF THE PROXY TO THE SHAREHOLDERS' REPRESENTATIVE**

Pursuant to art. 106 of the Decree, the participation in the Shareholders' Meeting of those with voting rights will take place exclusively through Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan (" **Spafid** ") as the Representative Designated by the Company pursuant to art. 135-undecies of the TUF (" **Designated Representative** ").

The proxy can be granted, at no cost to the proxy giver (except for any shipping costs), with voting instructions on all or some of the proposals on the agenda, using the specific form available, with the relevant instructions for filling out and submission, on the Company's website at [www.gualaclosures.com](http://www.gualaclosures.com) in the *Investor Relations - Shareholders' Meeting section*.

The proxy, with voting instructions, must be received by the Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **28 April 2021**), together with a copy of a valid identity document of the proxy giver or, if the delegating party is a legal person, of the current legal representative or of another person with suitable powers, together with documents sufficient to certify their qualifications and powers, using one of the following alternative methods: (i) submission of an electronically reproduced copy (PDF) to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject: "Guala Closures 2021 Meeting Proxy") from your certified e-mail box (or, failing that, from your ordinary e-mail box, in this case the proxy with voting instructions must be signed with a qualified electronic or digital signature); (ii) original transmission, by courier or registered mail with proof of receipt, to Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (subject "Guala Closures 2021 Shareholders' Proxy"), and by anticipating an reproduced electronically copy (PDF) by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) box (subject "Guala Closures 2021 Meeting Proxy").

Within the aforementioned deadline of **28 April 2021**, the proxy and the voting instructions may always be revoked in the manner specified above.

Please note that the shares for which the proxy, even if partial, has been conferred are counted for the purposes of the regular formation of the Shareholders' Meeting.



Pursuant to the aforementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxies pursuant to article 135-novies of the TUF, notwithstanding art. 135-undecies, paragraph 4, TUF.

Those who do not intend to make use of the intervention method provided for by art. 135-undecies of the TUF, may, alternatively, grant to the same Designated Representative a proxy or sub-proxy in accordance with art. 135-Novies of the TUF, which will necessarily contain 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 [www.gualaclosures.com](http://www.gualaclosures.com) in the *Investor Relations* section – *Shareholders' Meeting* section.

For granting and notification of proxies/sub-proxies, also electronically, the same procedures indicated above and reported in the proxy form must be followed. The proxy must be received by 18:00 on the day before the meeting (and in any case by the beginning of the meeting). Within the aforementioned deadline, the proxy and voting instructions may always be revoked in the manner specified above.

For any clarifications relating to the granting of the proxy to the Designated Representative (and in particular regarding the completion of the proxy form and the voting instructions and their submission), please contact Spafid by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone numbers (+39) 0280687.319 - 0280687.335 (on open office days, from 9:00 to 17:00).

The Company reserves the right to supplement and/or modify the above instructions considering the intervening needs due to the current epidemiological emergency situation caused by Covid 19 and its currently unforeseeable developments.

### **INTEGRATION OF THE AGENDA OF THE MEETING AND PRESENTATION OF NEW PROPOSALS OF RESOLUTION**

In compliance with the provisions of section 126- *bis* of the TUF, shareholders who, even jointly, represent at least 2.5% of the share capital may request in writing, within ten days from the publication of this notice of call, the integration of the list of matters to be dealt with, and specify in the request the additional items proposed, or submit proposals for resolutions on the matters already on the agenda (however in this last regard taking into account that the person who has the right to vote can anyway submit individual proposals for resolutions at the Shareholders' Meeting). In accordance with current regulations, in relation to matters on which the Shareholders' Meeting resolves, integration following a proposal by the Board of Directors or on the basis of a project or a



report prepared by it, different from those referred to in the art. 125- *ter* , paragraph 1 of the TUF is not allowed.

Shareholders for which the Company has received a specific communication certifying the right to the request to attend, made by an authorized intermediary, in accordance with current regulations, are entitled to request the integration of the agenda or to submit proposals for resolutions.

The above requests must be sent by registered mail with proof of receipt by 29 March 2021 to the registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122) or by e-mail to the certified e-mail address [irgualaclosures@legalmail.it](mailto:irgualaclosures@legalmail.it), together with a report containing the motivation of the proposed resolutions on the new items shareholders propose for discussion, or the reasons relating to the other proposed resolutions submitted on matters already on the agenda, as well as the certification issued by a qualified intermediary proving the legitimacy exercise of the right to vote.

Any additions to the list of items on the agenda of the Shareholders' Meeting or the submission of further resolution proposals on matters already on the agenda shall be notified by the Company, in the same forms required for publication of this notice of call, at least fifteen days before the date set for the Shareholders' Meeting (i.e., by **15 April 2021** ). At the same time as the publication of the notice of integration of the agenda or the submission of proposed for resolution on the items already on the agenda, such latter proposals, as well as the related report prepared by the presenting shareholders and the report of the shareholders requesting an integration of the agenda, accompanied by any assessments by the Board of Directors, will be made available to the public, with the same procedures as in section 125- *ter* , paragraph 1 of the TUF.

**PRESENTATION OF NEW RESOLUTION PROPOSALS (pursuant to article 126-bis, paragraph 1, second to last sentence of the TUF)**

Due to the fact that participation in the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Representative designated by the Company, for this Shareholders' Meeting, in order to make allow the parties concerned to exercise their right under art. 126-bis, paragraph 1, second to last sentence of the TUF, Shareholders may individually submit resolution proposals on the items on the agenda to the Company by 29 March 2021 so that the Company can proceed with their subsequent publication.

The proposed resolutions must be received in writing, within the aforementioned deadline, with original signature by registered letter with proof of receipt, at the Company's registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122) for the attention of the *Investor Relator* and of



the Legal and Corporate Affairs Office, or to the certified e-mail address [irgualaclosures@legalmail.it](mailto:irgualaclosures@legalmail.it) together with a specific communication certifying the legitimacy to exercise such right, issued by the intermediaries authorized in accordance with the law.

The proposed resolutions received within the terms and in the manner described above will be published on the Company's website by 15 April 2021, so that the holders of the voting rights can view them for the purpose of granting proxies and/or sub-proxies and voting instructions to the Designated Representative. For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

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

The appointment of members of the Board of Directors and of standing and alternate members of the Board of Statutory Auditors is carried out, in compliance with the current regulations in force concerning the balance between genders, on the basis of lists of candidates.

In order to elect the members of both boards, each shareholder, the shareholders belonging to the same corporate group as well as the shareholders adhering to a shareholders' agreement in accordance with Article 122 of the TUF, may not submit or contribute to the submission, even through a third party or trust company, of more than one list nor can they vote different lists; in addition, each candidate may submit only one list, under penalty of ineligibility.

#### **Minimum participation fee required for the submission of the lists of candidates.**

The right to submit a list (both for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors) is held by those members who, having regard to the shares that are registered in their name on the day in which the list is filed with the Company, represent at least 2.5% of the share capital consisting of shares with voting rights in the ordinary meeting (pursuant to Article 11.4 and Article 17.2 of the Articles of Association and Consob Executive Resolution no. 44 of 29 January 2021).

#### **Terms and procedures for filing the lists of candidates.**

The lists of candidates must be filed by the shareholder or shareholders who present them, at least 25 calendar days prior to the date set for the Shareholders' Meeting on first call, i.e., **by 5 April 2021** .



The lists may be filed in one of the following ways:

- (i) by post or by hand delivery to the Company's registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122), to the attention of the *Investor Relator* and the Legal and Corporate Affairs Office, during normal hours of office, or
- (ii) by certified e-mail to the address [irgualaclosures@legalmail.it](mailto:irgualaclosures@legalmail.it).

Legal proof of ownership to the share can also be submitted after the list has been filed, provided that it is done within the deadline set for publication of the lists by the company (9 April 2021), by means of a notice given by an authorized intermediary pursuant to applicable laws.

It should be noted that, with regard to the lists for the appointment of the Board of Statutory Auditors, if - at the expiry of the above deadline for filing of the lists (5 April 2021) - only one list has been filed, or only lists submitted by shareholders who are connected to each other pursuant to art. 144-quinquies of the Issuers' Regulations have been filed, lists may be presented up to the third day following that date (i.e. up to 8 April 2021). In this case, the threshold for the submission of lists will be reduced by half and will therefore be equal to 1.25% of the share capital.

The publication of the lists of candidates for the appointment of directors or statutory auditors, accompanied by the declarations and information required by the Articles of Association and by the current legislation, will be carried out by the Company in compliance with the provisions of art. 144-octies, Issuers' Regulation.

*Lists for the appointment of the Board of Directors.*

Pursuant to art. 11 of the Articles of Association, to which express reference is made for anything not specified below, the Board of Directors of the Company shall be of no less than eight and no more than fifteen members. The Shareholders' Meeting establishes the number of members of the Board of Directors, a number that shall remain in office until resolved otherwise.

All directors must meet the requirements of integrity, professionalism, and independence prescribed by law and other applicable provisions. Furthermore, a number of directors identified according to applicable laws and regulations, also considering the listing segment of the shares, must meet the requirements of independence requested therein, as well as the any additional requirement set out in the Articles of Association.



In order to facilitate the compliance with the provisions on the composition of the Board of Directors required by applicable laws, art. 11.6 of the Articles of Association requires the lists to be made up of a number of candidates not less than 6 and not greater than 15, each one associated with a progressive number. Each list must contain and expressly indicate at least 2 directors who meet the independence requirements provided for by the applicable laws and by the Self-regulatory Code. This reference, starting from the current financial year, is to be understood as the *Corporate Governance Code*.

For sake of clarity and with the spirit of facilitating the presentation of "minority lists", please note that the provisions of the Articles of Association must be interpreted as aimed to admit - and therefore will be admitted - lists composed of a number of candidates of less than 6 – therefore, by way of example only, also lists made up of a single candidate not in possession of the independence requirement – as this complies with the combined provisions of articles 11.3, 11.6 and 11.13 of the Articles of Association, taking into account the provisions of art. 147-ter of Legislative Decree no. 58/1998 (TUF) and the methods for appointing the administrative body set forth by art. 11.9 and following articles of the Articles of Association, according to which from the second list that obtained the highest number of votes and which is not even indirectly linked with the shareholders who submitted, or with those who voted, the Majority List (as defined by the Articles of Association) a director is selected, in the person of the candidate indicated with the first number on the same list. In the event of lists with less than six candidates, the provisions of art. 11.6 of the Articles of Association requiring each list to include and expressly indicate at least 2 directors who meet the requirements of independence provided by the applicable legislation and the Self-regulatory Code, shall not apply.

Considering the provisions under art. 11.6 of the Articles of Association and art. 144-Unidécies.1 of the Issuer Regulations, each list with a number of candidates equal to or higher than three must include a number of candidates of the less represented gender such as to ensure that the composition of the board of directors complies with the legal and regulatory provisions on gender balance (i.e. two fifths of the elected directors).

Each list must include a number of candidates of the less represented gender such as to ensure that the composition of the board of directors complies with the legal and regulatory provisions on gender balance (i.e., two fifths of the elected directors).

Under penalty of inadmissibility, to the list must be attached: (i) the candidates' curriculum vitae; (ii) statements whereby each candidate accepts the candidacy and certifies, under his own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the





existence of the requirements prescribed by laws in force, to take the office of director of the Company including a statement on candidate's independence requirements; (iii) the identity of the shareholders who presented the lists and the overall percentage stake held; (iv) any other or different statement, information and/or document required by applicable laws and regulations.

It is also reminded that those who submit a "minority list" are recipients of the recommendations formulated by Consob with Communication no. DEM/9017893 of 26 February 2009.

In compliance with the recommendations of the *Corporate Governance* Code for listed companies, the Company has expressed its orientation to shareholders on managerial and professional profiles and skills, whose presence on the board is considered appropriate. This guidance is available on the Company's website at [www.gualaclosures.com](http://www.gualaclosures.com) (*Investor Relations* section).

For further information on the appointment of the Board of Directors, please refer to the explanatory report on the related item on the agenda, prepared by the Board of Directors pursuant to art. 125-ter of the TUF and made available to the public within the terms and in the manner required by law.

#### *Lists for the appointment of the Board of Statutory Auditors*

Pursuant to art. 17 of the Articles of Association, to which express reference is made for anything not specified below, the Board of Statutory Auditors shall be made up of three standing members and two alternate members.

The lists must contain the names of one or more candidates for the office of standing auditor and one or more candidates for the office of alternate auditor. The names of the candidates are marked in each section ("statutory auditors" section, "alternate auditors" section) by a progressive number and are in any case no greater than the number of members of the body to be elected. Should the lists contain - considering both sections - a number of candidates equal to or greater than 3 (three), must contain in both sections a number of candidates such as to guarantee that the composition of the board of auditors, standing and alternate members, complies with the provisions of law and regulations in force from time to time, gender balance (male and female).

If more than one list is submitted, the Chairman of the Board of Statutory Auditors will be the first candidate for the office of standing auditor on the most voted minority list, otherwise the Chairman voting will take place.



The following documents must be attached to each list, under penalty of inadmissibility: (i) information relating to the identity of the shareholders who submitted them, with detail of the overall percentage shareholding; (ii) a statement by shareholders other than those who hold, even jointly, a controlling or relative majority shareholding, certifying the absence of relations of connection with the latter in accordance with the regulations in force (Article 144-quinquies of the Regulation issued by Consob with resolution no. 11971/1999, also taking into account the recommendations made by Consob with Notice of 26 February 2 2009, no. DEM / 9017893); (iii) exhaustive information on the personal and professional characteristics of candidates, as well as a candidates' statement certifying the possession of the requisites required by law, and acceptance of the candidacy, accompanied by the list of the administrative and control positions held by them in other companies ; (iv) any other or different statement, information and/or document required by law and applicable regulatory provisions.

It is also reminded that those who submit a "minority list" are recipients of the recommendations formulated by Consob with Communication no. DEM/9017893 of 26 February 2009.

For further information on the appointment of the Board of Statutory Auditors, please refer to the explanatory report on the relevant item on the agenda, prepared by the Board of Directors pursuant to art. 125-ter TUF and made available to the public within the terms and in the manner prescribed by law.

#### **RIGHT OF SHAREHOLDERS TO MAKE QUESTIONS ON THE ITEMS ON THE AGENDA**

In compliance with the provisions of section 127- *ter* of the TUF, those who hold a voting right can ask questions on the items on the agenda before the Shareholders' Meeting. The questions must reach the Company by the seventh trading day prior to the date set for the Shareholders' Meeting, i.e., **by April 21, 2021**.

The questions - accompanied by the relative communication, issued by the authorized intermediary in accordance with current legislation, certifying the lawful right to exercise such right - may be sent by registered letter with proof of receipt to the registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122 ) or by e-mail to the certified e-mail address [irgualaclosures@legalmail.it](mailto:irgualaclosures@legalmail.it). It should be noted that ownership of the right to vote can also be certified after the submission of the questions as long as it is made within the third day following the record date.

Questions received within this deadline, after having verified their relevance with the items on the agenda of the Shareholders' Meeting and the right of the applicant, will be answered by 28 April



2021 at 12 p.m. also by publication in a specific section of the Company's website [www.gualaclosures.com](http://www.gualaclosures.com) in the *Investor Relations - Shareholders' Meeting* section .

An answer to the questions asked before the Shareholders' Meeting shall not be due, when the information requested is already available in "question and answer" format in the section of the above company website or when the answer has been published on the same site. The Company can provide single answers to questions having the same content.

### **DOCUMENTATION**

The additional documentation required by the applicable provisions of law and regulations relating to the Shareholders' Meeting - including the explanatory report on the agenda and the related resolution proposals as well as the Annual Financial Report, the Report of the Board of Statutory Auditors, the Report of Independent Auditors and the Consolidated Non-Financial Statement at 31 December 2020 - will be made available to the public, within the terms established by current regulations, at the registered office. in Via Rana 12, Spinetta Marengo, Alessandria, 15122 , in the *Investor Relations* section of the website [www.gualaclosures.com](http://www.gualaclosures.com) and will be published on the authorized storage mechanism available at [www.emarketstorage.com](http://www.emarketstorage.com) . The shareholders and, if different, the persons entitled to attend the Shareholders' Meeting have the right to obtain a copy.

More specifically, at the same time as the publication of this Notice, the explanatory report of the Board of Directors on points 4 and 5 on the agenda will be made available.

### **INFORMATION ON SHARE CAPITAL**

At the date of this notice of call, the subscribed and paid-up share capital of the Company amounts to 68,906,646 euros and is divided into 67,184,904 shares, of which n. 62,049,966 ordinary shares, 4,322,438 special shares in the "B" category and 812,500 special shares in the "C" category, all with no par value. In accordance with article 5 of the Articles of Association: (i) each ordinary share entitles the holder to one vote at the meetings of the Company; (ii) each special "B" category share entitles the holder to 3 (three) votes pursuant to section 127- *sexies* of the TUF at the shareholders' meetings of the Company and (iii) the special "C" category shares do not have the right to vote at the Company shareholders' meetings. Information on the share capital is available on the Company's website [www.gualaclosures.com](http://www.gualaclosures.com) in the *Investor Relations* section.

**ADDITIONAL INFORMATION**

To exercise the rights of shareholders, due to the Covid 19 emergency, the Company recommends the use of the forms of distance communication indicated in this notice.

Finally, the Company reserves the right to integrate and / or modify the content of this notice should it become necessary as a result of the evolution of the current emergency situation from Covid 19.

\* \* \*

This notice of call is published on the Company's website [www.gualaclosures.com](http://www.gualaclosures.com) in the *Investor Relations* section, on the authorized storage mechanism available at [www.emarketstorage.com](http://www.emarketstorage.com), at Borsa Italiana S.p.A., as well as on "Il Sole 24 Ore" daily newspaper as an excerpt on 19 March 2021.

Spinetta Marengo (AL), 19 March 2021

On behalf of the Board of Directors

The President and CEO

(Ing. Cav. Lav. Marco Giovannini)

