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Societa' : SICIT Group S.p.A.
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Diffusione presunta
Oggetto : Notice to call of the Ordinary Shareholders'
Meeting of Sicit Group S.p.A.

Testo del comunicato

Vedi allegato.



Notice to call of the Ordinary Shareholders' Meeting of Sicit Group S.p.A.

The Shareholders owner of ordinary shares are called to the ordinary Shareholders' meeting of **SICIT Group S.p.A.** ("SICIT" or "Company") that will be held on **April 29, 2021**, at 3.00 p.m., in sole call, in order to discuss and resolve upon the following

AGENDA

1. Financial Statements of SICIT Group as at December 31, 2020:
 - 1.1 approval of the Financial Statements of SICIT Group S.p.A. as at December 31, 2020 and of the relevant, Directors' Report on Operations, along with Internal Statutory Auditors' Report and Externa Auditor's Report. Presentation of the SICIT Group's Consolidated Financial Statements as at December 31, 2020;
 - 1.2 allocation of the result for the year;
 - 1.3 proposal for the distribution of dividends in favour of SICIT Group S.p.A.'s shareholders - Any consequent resolution.
2. Integration of the Board of Internal Auditors:
 - 2.1 appointment of a Statutory member;
 - 2.2 appointment of a substitute member
 - 2.3 Appointment of the Chairman of the Board of Internal Auditors.
3. Report on the Remuneration Policy and Compensation Paid:
 - 3.1 Binding resolution on the first section pursuant to Art. 123-ter, paragraph 3-bis of the TUF ("*Finance Consolidated Law*").
 - 3.2 Non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 6 of the TUF.
4. Proposal to authorise the purchase and sale of own shares, pursuant to articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of Legislative Decree no. 158/1998 and relevant applicable rules, by previously revoking the former authorization resolved by the Ordinary Shareholders' meeting on April 20, 2020, only for the non-fulfilled part. Any consequent resolution.
5. Approval of a shares compensation Plan in favour of all the employees, having as object the gratuitous assignment of SICIT's shares, and of the relevant Disclosure Document pursuant to article 114-bis of TUF and article 84-bis of the Issuers' Regulation ("*Regolamento Emittenti*").

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It is clarified that the date and/or location and/or attendance and/or methods for voting and/or holding the Shareholders' Meeting stated in this notice to call remain subject to compatibility with the regulations in force or the measures issued by competent authorities due to the Covid-19 epidemiological emergency.

Any possible change will be promptly disclosed in the same manner as for the publication of the Notice and/or through the communication channels required by the regulations in force from time to time.

Due to the ongoing health emergency, in compliance with Law Decree no. 18 of March 17, 2020, containing "Measures to enhance the healthcare service and economic support for families, workers and businesses related to the epidemiological emergency from Covid-19", in article 106, as modified by article 3, paragraph 6, of the Law Decree 183/2020, converted with changes by the law dated February 26, 2021 no. 21 (the "**Decree**") - the Company has established that the attendance at the Shareholders' Meeting shall take place exclusively through the designated representative, pursuant to article 135-*undecies* of Legislative Decree no. 58 of February 24, 1998, ("TUF").

The designated representative may also be granted with proxies and/or subproxies pursuant to article 135-*novies* of the TUF, as an exception to article 135-*undecies*, paragraph 4, of TUF. The Directors and the Internal Statutory Auditors, the Designated Representative as well as the others legitimated to do so pursuant to the law, different from those who are entitled to the voting right (who shall grant proxy to the designated representative, as hereinafter clarified), may attend the Shareholders' Meeting through telecommunication means which ensure them to be identified. The instructions to attend the Shareholders' Meeting via telecommunications means shall be disclosed by the Company to the interested parties. It is clarified that the Shareholders' Meeting shall be considered to be held at the offices of Studio Notarile Marchetti in Milano, Via Agnello no. 18.

CORPORATE CAPITAL

As of the date of this notice to call, the corporate capital, subscribed and paid up, is equal to Euro 2,462,729.00, represented by no. 21,045,480 ordinary shares without face value, all with voting right, exception being made for the 304,209 own shares held as of the date of this notice of call for which the voting right is suspended.

The detailed information regarding the amount of the corporate capital of the Company and on its structure are reported on Company's website: (www.sicitgroup.com, Section "Corporate Governance/By-laws and corporate capital").



ENTITLEMENT TO ATTEND THE MEETING

Any ordinary share grants the voting right. Pursuant to articles 12 of the by-laws and 83-*sexies* of TUF, the entitlement to attend the Meeting and to exercise the voting right - that could be exercised exclusively through the Designated Representative - is certified by a communication to the Company, to be required by who is entitled, made by the intermediary, in compliance with its accounting records, on the basis of the evidences related to the end of the accounting day of the seventh trading day prior to the date scheduled for the Shareholders' Meeting in sole call (record date: **April 20, 2021**); credit and debit entries made in the accounts after this deadline will not be considered for purposes of the entitlement to attend and exercise the right to vote at the Meeting.

The communication by the intermediary must reach the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (i.e., by April 26, 2021), without prejudice to the entitlement to attend and vote if the communications are received by the Company after this deadline, provided that they are received by the beginning of the Shareholders' Meeting.

ATTENDANCE TO THE MEETING AND GRANTING OF THE PROXY TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 106 OF THE DECREE

The attendance at the Shareholders' Meeting by whoever is entitled with the voting right is allowed exclusively through Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. - with registered office in Milano - representative of the Shareholders designated by the Company pursuant to article 135-*undecies* of the TUF and pursuant to the Decree (the "**Designated Representative**"). The Shareholders who want to attend the Shareholders' Meeting shall therefore grant to the Designated Representative a proxy - along with the voting instructions - on all or part of the items in the agenda, by using the specific form drafted by the Designated Representative in accordance with the Company, available on Company's website (www.sicitgroup.com, Section "Corporate Governance/Shareholders' Meetings"), without incurring in any expense for the delegating party (exception being made for possible delivery expenses).

The proxy and the voting instruction must reach the Designated Representative along with a copy of a currently valid identity document of the delegated party or, in case of a legal entity, of the *pro tempore* legal representative or of any other person having sufficient powers, along with documents required to prove position and powers with the following alternative modalities: (i) sending of a pdf copy to the certified e.mail address assemblee@pec.spafid.it (subject: Proxy Sicit 2021 Shareholders' Meeting) from its own certified email inbox (or, lacking it, by the normal email inbox, but, in such a case, the proxy and the voting instructions must be signed with qualified or digital electronic signature); (ii) sending of the original by means of courier or registered letter with return receipt, to the address of SPAFID S.p.A., Foro Buonaparte no. 10, 20121 Milano (Rif. "Proxy Sicit 2021 Shareholders' Meeting"),



anticipating the relevant pdf via normal e.mail to the address assembly@spafid.it (subject "Proxy Sicit 2021 Shareholders' Meeting").

The proxy form with the voting instructions shall be sent by the second trading day prior to the date set for the Shareholders' Meeting that is April 27, 2021 and by the same term can be revoked. The so granted proxy will be effective only for the proposals for which voting instructions are given.

It is also clarified that, pursuant to the Decree, the Designated Representative may be granted with proxies or subproxies, pursuant to article 135-*novies* of TUF, as an exception to article 135-*undecies*, paragraph 4, of the TUF, exclusively by means of the form, according to modalities and by the terms mentioned in the form itself, available on Company's internet site www.sicitgroup.com.

For granting and notifying, also by electronic means, proxies/subproxies, the abovementioned modalities, indicated also in the form, shall be applied. The proxy must be delivered by 6.00 p.m. of the day prior to the Shareholders' Meeting (and, in any case, by the beginning of the Shareholders' Meeting) and by the same term the proxy and the voting instructions can be revoked.

Any information regarding the granting of the proxy and the further possibilities for sending and notifying the proxy may be requested to the Designated Representative to the numbers (+39) 0280687319 and (+39) 0280687335 or to the email address confidential@spafid.it.

It is reminded that no procedures for voting through correspondence or electronically are provided.

The Company reserves the right to supplement/modify the abovementioned instructions considering the needs related to the current epidemiologic situation for COVID-19 and of its currently unpredictable developments.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS

Pursuant to Art. 126-bis of the TUF, those shareholders that, also jointly, represent at least one-fortieth of the corporate capital may request, within ten days of the publication of this notice to call, an addition to the list of items to be discussed, by stating, in their request, the additional items proposed by them, or may submit resolution proposals on items that are already on the Agenda.

The additions to the items on the agenda or the requests for resolutions may be requested by those shareholders who have received by the Company a specific communication stating the entitlement to the participation required by an authorized intermediary, pursuant to the



applicable law provisions.

The addition requests must be submitted in writing and must reach the Company by March 29, 2021, by means of registered letter with return receipt, to the registered office, Via del Lavoro 114, 36071 Arzignano (VI) attn. Dott. Giampaolo Simionati, or via certified e-mail to sicigroup@pec.it, or via email to investor.relations@sicigroup.com. They must be accompanied by specific confirmation of share ownership, issued by the intermediaries holding the accounts on which the requesting shareholders' shares are registered. Within the above-mentioned deadline, the proposing parties must deliver a report on the items proposed for discussion or the reasons for the resolution proposals submitted on the items already on the Agenda.

Additions to the items in the agenda or proposals of new resolutions on the existing items in the agenda will be published in the same ways provided for publishing this notice to call, at least fifteen days prior to the date scheduled for the Shareholders' Meeting. At the same time, the report drafted by the requiring Shareholders, along with possible evaluation of the Board of Directors, will be disclosed to the public, in the same modalities provided for publishing the documents related to the Shareholders' Meeting.

Additions will not be permitted if they relate to items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or based on a project or report prepared by them, other than those referred to in article 125-ter, paragraph 1, TUF. The possible updated list of items to be discussed at the Shareholders' Meeting and any additional resolution proposals submitted, together with any comments by the Board of Directors, will be published in the manner stipulated by law.

NEW PROPOSAL OF RESOLUTION (PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE PERIOD, TUF)

Considering that the attendance at the Shareholders' Meeting is exclusively through the Representative designated by the Company for the purpose of this Shareholders' Meeting, in order to allow to the interested parties to exercise the voting right set forth by article 126-bis, paragraph 1, of Legislative Decree no. 58/1998 - even if in way that are compatible with the Covid-19 health emergency and with the essential need that the individual proposals for resolutions can be known to the generality of who is entitled to attend the Shareholders' Meeting and to exercise the voting right timely for granting voting instructions to the Designated Representative - it is provided that the Shareholders may file proposals for resolutions on the items in the agenda by April 13, 2021 so that the Company can then publish such proposals.

The Shareholders who will file proposals shall legitimate their right by sending to the Company a specific documentation released, in accordance with the applicable law provisions, by the intermediary that holds the account where the shares are recorded. The



proposals of resolutions, and the relevant documentation proving the legitimation, must be filed in writing and must reach the Company, by the abovementioned term, by means of registered letter with return receipt, to the registered office, Via del Lavoro 114, 36071 Arzignano (VI) attn. Dott. Giampaolo Simionati, or via certified e-mail to sicigroup@pec.it.

The proposals received by the deadline and by means of the abovementioned modalities will be published on the Company's website by April 14, 2021, in order to allow those entitled to vote to examine them for the purposes to grant proxies and/or subproxies, with the relevant voting instructions, to the Designated Representative. To this end, the Company reserves the right to verify whether the proposal are in line with the items in the agenda and their compliance with the applicable law provisions, as well the legitimacy of who makes the proposal.

INTEGRATION OF THE BOARD OF INTERNAL AUDITORS

Since the attendance to the Shareholders' Meeting is allowed only through the Designated Representative, those entitled to vote who intend to make proposal of resolutions with regard to item no. 2 in the agenda shall file them - by means of certified e.mail at the address sicigroup@pec.i - as soon as possible, in order to allow the take an informed decision considering also these new proposals and in any case by April 13, 2021. These proposals will be immediately published on the Company's website, in order to allow those entitled to vote to make an informed decision, also taking into account these new proposals, and to allow the designated representative to collect voting instructions on them if necessary.

RIGHT TO ASK QUESTIONS ABOUT THE AGENDA ITEMS

Pursuant to Art. 127-ter of the TUF, those entitled to vote may ask questions on the items in the Agenda even before the Shareholders' Meeting, by sending them no later than the end of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e., by April 20, 2021.

The questions may be sent by registered mail to the administrative office of the Company in Via del Lavoro 114 , 36071 Arzignano (VI) attn. Dott. Giampaolo Simionati, or by certified e.mail to sicigroup@pec.it or by e.mail to investor.relations@sicigroup.com.

Any party wishing to exercise this right must provide, in the same manner, information that allows their identification by forwarding a specific communication issued by the intermediaries where the shareholder's shares are deposited.

The questions received by the Company in the abovementioned manner by April 20, 2021 and that will result to be relevant to the items in the Agenda will be replied on the Company's website in the section "Corporate Governance /Shareholders' Meetings" by April 26, 2021.



DOCUMENTATION

The Directors' Reports on the items in the Agenda are published at the same time as this notice to call, while the Disclosure Document pursuant to Art. 84-bis of the Issuers' Regulation (related to item in the Agenda no. 5), the annual financial report with the other documents referred to in article 154-ter of the TUF and the Report on the Remuneration Policy and Compensation Paid will be made available to the public within the deadlines established by applicable laws.

Documentation relating to the Shareholders' Meeting, along with the resolution proposals, will be made available to the public within the deadlines established by law, in the manner set by the regulations in force, with the Shareholders and those that have the right to vote being entitled to obtain a copy of it. This documentation will be available at the headquarters, as well as at the eMarket Storage service at www.emarketstorage.com and on the Company's website (www.sicitgroup.com Section Corporate Governance/Shareholders' Meeting").

This notice to call is published on the mentioned website and in excerpt on the Newspaper "Il Giornale" (on 20 March 2021).

Chiampo (VI), March 19, 2021

On behalf of the Board of Directors
The Chairman Giuseppe Valter Peretti

Fine Comunicato n.20107-47

Numero di Pagine: 9