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Diffusione presunta
Oggetto : Notice of call Ordinary and Extraordinary
Shareholders' Meeting 29 April 2021

Testo del comunicato

Vedi allegato.

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting (the "**Meeting**") of **Equita Group S.p.A.** (the "**Company**") is convened, at the Company's registered office in Milan, Via Filippo Turati no. 9, **in single call**, on **29th April 2021**, at **2:00 p.m.**, to resolve upon the following items of the

Agenda

Ordinary part

1. Financial Statements as of 31st December 2020:
 - 1.1 approval of Financial Statements as of 31st December 2020: related and consequent resolutions. Presentation of the Consolidated Financial Statements as of 31st December 2020.
 - 1.2 Allocation of the fiscal year profit and distribution of dividend: related and consequent resolutions.
2. Report on the remuneration policy and compensation paid:
 - 2.1 First Section - Remuneration and incentive policy applicable to the Equita Group starting from 2021: related and consequent resolutions (binding resolution).
 - 2.2 Second Section – Compensation paid in relation to financial year 2020: related and consequent resolutions (non-binding resolution).
3. Amendments to the incentive plan based on financial instruments 2019-2021 called "*Equita Group Plan based on financial instruments 2019-2021*": related and consequent resolutions.
4. Amendments to the incentive plan based on stock options 2020-2022 called "*Equita Group Plan 2020-2022 for senior management*": related and consequent resolutions.
5. Appointment of a Board Director pursuant to Article 2386, paragraph 1, of the Civil Code and to Article 12.11 of the bylaws: related and consequent resolutions.

Extraordinary part

1. Share capital increase by means of payment pursuant to Article 2441, paragraph 8, of the Civil Code and consequent amendment of the bylaws: related and consequent resolutions.

In order to minimize the risks associated with the current health emergency, the Company has decided to adhere to the provisions – established by the Decree-law No. 18 of 17th March 2020, setting out "Measures to strengthen the National Health Service and economic support for families, workers and companies connected with the epidemiological emergency by COVID-19" ("Decreto Cura Italia") converted with amendments into Law April 24, 2020, no. 27, the application of which was extended, most recently, with Decree-law 31 December 2020, n. 183 ("Decreto Milleproroghe") converted with amendments into Law February 26, 2021, no. 21 – to provide that shareholders' participation in the Meeting shall be exclusively through the designated representative, pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 ("TUF"), without physical participation by shareholders.

Share Capital

The share capital of the Company, subscribed and fully paid-in, is equal to Euro 11,427,910.50, represented by no. 50,224,200 ordinary shares with no expressed par value.

Pursuant to art. 6 of the Articles of Association, each share gives the right to one vote, except as provided under Article 6-*bis* (Increased voting rights) of the above-mentioned Articles of Association, based on which each share gives the right to two (2) votes if the conditions specified in aforesaid Art. 6-*bis* apply. The increased voting rights' rules and the shareholders with a participation greater than 5% of the share capital who have requested the enrolment in the list and obtained increased voting rights are published on the Company website www.equita.eu (Corporate Governance section, Share Capital, Shareholders and Increased Voting Rights area).

As at the date of publication of this notice (the "**Notice**"), no. 27,014,899 ordinary shares obtained increased voting rights and, therefore, voting rights of the Company share capital amount to no. 77,239,099 in total.

It is also highlighted that, as at the date of this Notice, the Company owns no. 4,059,802 treasury shares (whose voting rights are suspended), representing 8.1% of the share capital of the Company.

Entitlement to participate and vote

Pursuant to Article 83-*sexies* of the TUF, the right to attend the Meeting and exercise voting rights – that shall occur through the Designated Representative only – must be attested by a communication made to the Company by the intermediary (such communication to be requested by each person entitled to intervene to the Meeting), in compliance with its own accounting records, in favour of the person having the voting right, on the basis of the accounting records relating to the end of the accounting day of the seventh open trading day prior to the date of the Meeting (record date **20th April 2021**). Those being Company’s shareholders after such date, based on the accounting records, shall not be entitled to attend and vote in the Meeting.

The communication of the intermediary shall be received by the Company by the end of the third open trading day prior to the date of the Meeting (i.e. by **26th April 2021**). Nevertheless, the right to intervene and vote shall not be affected if the communication will be received by the Company after the aforementioned term, as long as such communication is received by the beginning of the Meeting.

The participation of directors, statutory auditors, the representative of the auditing firm, the Designated Representative pursuant to Article 135-*undecies* of TUF, the secretary of the meeting or the Notary – in addition to any other participant that should participate to the Meeting pursuant to law, Company bylaws or shareholders’ meeting rules – shall take place using remote video-calling connection systems that ensure correct identification of participants, participation and votes, in compliance with the containment measures connected to the epidemiological emergency provided for by law. Shareholders instead, as mentioned in previous paragraphs, shall participate through the Designated Representative.

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

Pursuant to Article 106 of the Decree Law no. 18 of 17th March 2020 (“Decreto Cura Italia”), participation to the Shareholders’ Meeting is only permitted through Società per Amministrazioni Fiduciarie Spafid S.p.A. (“**Spafid**”), with registered office in Milan, as the shareholders’ representative designated by the Company, in accordance with Article 135-*undecies* of the TUF (the “**Designated Representative**”).

Shareholders wanting to attend the Shareholders’ Meeting must confer upon the Designated Representative a proxy - which includes voting instructions on all or some of the proposed resolutions on the items on the agenda – by using the specific form available on the Company’s website www.equita.eu (*Corporate Governance* section, *Shareholders’ Meetings* area) and that includes all information about proxy filing and transmission.

The proxy with voting instructions must be sent, together with a copy of an identity document of the proxy grantor with current validity or, if the proxy grantor is a legal person, the *pro tempore* legal representative or another person with relevant powers, together with suitable documentation to certify its qualification and powers, to the aforesaid Designated Representative, by the end of the second trading day prior to the date of the Meeting (ie. By **27th April 2021**), with one of the following modalities:

- (i) transmission in portable document format (PDF) to the certified e-mail address assemblee@pec.spafid.it (and indicating as reference “Proxy AGM Equita Group 2021”) from your certified e-mail address, or, alternatively, transmission in portable document format (PDF) signed with a qualified or digital electronic signature, to the certified e-mail address assemblee@pec.spafid.it (indicating as reference “Proxy AGM Equita Group 2021”) from your e-mail;

or

- (ii) by means of registered letter with advice of delivery or by courier, in original, to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, indicating as reference " Proxy AGM Equita Group 2021".

The proxy, thus conferred, shall be valid only for the proposals in relation to which voting instructions were conferred. It is highlighted that the shares underlying the proxy, even if the latter is only on some of the proposed resolutions on the

items on the agenda, will be computed as capital for the purposes of calculating the amount required for the constitution of the Meeting. In relation to the proposals for which no voting instructions are conferred, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.

The proxy and the voting instructions can be revoked by the end of the second trading day prior to the date of the Shareholders' Meeting (ie. by **27th April 2021**) with the manners above mentioned.

In accordance with said Decree, the Designated Representative may also be granted proxies and/or subdelegations pursuant to Article 135-*novies* of the TUF, as exception to Article 135-*undecies*, paragraph 4, of the TUF.

Those who do not intend to participate in the Meeting in the manner provided for by Art. 135-*undecies* of the TUF, may alternatively participate by granting to the same Designated Representative, a proxy or sub-delegation pursuant to Article 135-*novies* of the TUF, containing voting instructions on all or some of the proposals on the agenda, using the proxy/sub-delegation form available on the Company website www.equita.eu (*Corporate Governance* section, *Shareholders' Meetings* area).

For transmission of proxies/sub-delegations – ex Article 135-*novies* of the TUF –, the procedures described above and also in the proxy form must be followed. The proxy must be received by **6.00 p.m.** on the day before the Meeting (ie. **28th April 2021**), and in any case before the start of the Meeting. Until this deadline, proxies and voting instructions can be revoked.

Any information relating to the granting of proxies to the Designated Representative (including methods of delivery and notification of such proxies) may be requested to Spafid by sending an e-mail to confidential@spafid.it or by calling (+39) 0280687335 e (+39) 0280687319 (during working days, from 9a.m. to 5p.m.).

The Company reserves the right to supplement and/or amend the instructions above mentioned in consideration of possible needs deriving from the current COVID-19 pandemic and developments that cannot be currently forecasted.

There are no procedures for voting by correspondence or by electronic means.

Integration of the Agenda and proposal of new resolutions

Pursuant to art. Pursuant to Article 126-*bis* of TUF, shareholders representing, also together with other shareholders, at least one-fortieth of the share capital may request, within ten (10) days of the publication of this Notice (i.e. by **8th April 2021**), to integrate the Agenda with new items to be discussed, by indicating in the request the additional items proposed by them, or present proposals for new resolutions regarding the items included in the Agenda.

The requests, jointly with the certification attesting the shareholders' ownership – the latter issued by the intermediaries depository of the shares owned by the shareholder – shall be made in writing and submitted to the Company (to the attention of the Board of Directors c/o the Corporate and Legal Affairs Office, Via Filippo Turati no. 9, 20121, Milan) by registered mail with advice of receipt or to the certified e-mail address equitagroupspa@legalmail.it (valid even if received from a non certified e-mail address).

Shareholders asking the integration of the Agenda shall also draft a report outlining the reason for such integration or for the proposals for new resolutions regarding items already included in the Agenda. The report shall be submitted, by the same modalities for the submission of the request for integration, to the Board of Directors of the Company by the term provided for the submission of the above-mentioned request for integration (i.e. **8th April 2021**).

Information regarding the Agenda's integration or the proposals for new resolutions on items already included on the Agenda will be provided to the market by the same modalities required for the publication of this Notice, at least fifteen (15) days prior to the date of the Meeting (i.e. by **14th April 2021**). Said additional proposals of resolution on items already on the Agenda shall be made available to the public at the registered office of the Company in Milan at Via Filippo Turati

no. 9, on the Company website www.equita.eu (*Corporate Governance* section, *Shareholders' Meetings* area) and on the authorised *eMarket Storage* mechanism www.emarketstorage.com, at the same time the news to the market is published. Furthermore, at the same time the news to the market is published, the Board of Directors shall make available to the public at the registered office of the Company in Milan at Via Filippo Turati no. 9, on the Company website www.equita.eu (*Corporate Governance* section, *Shareholders' Meetings* area) and on the authorised *eMarket Storage* mechanism www.emarketstorage.com, the report prepared by the shareholders, accompanied by their assessments, if any.

No integration of the Agenda shall be permitted for items upon which the Meeting resolves, under the laws, upon proposal by the Board of Directors or upon a project or a report made by the Board of Directors other than those referred to under Article 125-ter, paragraph 1 of TUF.

Individual proposals for resolutions

Taking into account that participation in the Meeting can only take place through the Designated Representative, shareholders, pursuant to art. 126-bis of TUF, will be able to individually formulate proposals for resolutions relating to the items on the agenda by **12th April 2021**, sending the proposals, in writing, together with the certification certifying the ownership of the shareholder participation (issued by the intermediaries where they are deposited their shares), within the aforementioned term, to the Company (to the attention of the Board of Directors c/o Corporate and Legal Affairs Office, Via Filippo Turati no. 9, 20121, Milan) by registered mail with advice of receipt or to the certified e-mail address equitagroupspa@legalmail.it (valid even if received from a non-certified e-mail address). The proposed resolutions received within the terms and in the manner described above will be published on the Company's website by **14th April 2021** so that the holders of the right to vote can view them for the purpose of granting the proxies and / or sub-proxies, with relative voting instructions, to the Designated Representative. For the purposes of the foregoing, 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.

Right to raise questions on items of the Agenda

Pursuant to Article 127-ter of TUF, those having voting rights may raise questions on items of the Agenda, before the Meeting. Those wishing to exercise such right shall deliver their questions to the Company – at the latest – by the record date (i.e. **20th April 2021**).

Questions, together with the communication issued by the authorised intermediary in compliance with the applicable law, attesting the entitlement to exercise such right, can be submitted to the Company (Corporate and Legal Affairs Office) to the certified e-mail address equitagroupspa@legalmail.it meeting the deadline specified above (provided that the e-mail may come from a non-certified mail box).

The answer to the questions received within the above-mentioned time limit shall be given by the third day prior to the Shareholders' Meeting date and, therefore, by **26th April 2021** at **12:00** Italian time, through publication on the Company's website.

It is specified that the entitlement to exercise the voting right may also be proved after the questions' submission, provided that no later than the third day after the record date (i.e. by **23rd April 2021**).

Please note that *i*) no answer is due, even during the Meeting, to the questions submitted before the Meeting, if the requested information is already available in a "Q&A" format on the Company's website www.equita.eu (*Corporate Governance* section, *Shareholders' Meetings* area) or when already published on the Company's website, and *ii*) the Company may, in any case, provide single answers to questions having the same content.

Appointment of a Director

With reference to the fifth point on the agenda of the ordinary part, please note that, since it is not a case of full renewal of the Board of Directors, the Shareholders' Meeting will resolve with the majority of law, without applying the list voting procedure. For more information relating to the integration of the Board of Directors, please refer to the explanatory report on the relevant item on the agenda, made available to the public within the terms and in the manner prescribed by current legislation.

Documentation

The documentation of the Meeting that shall be published pursuant to applicable law, including the explanatory reports on items on the agenda, is made available to the public within the terms set forth by law at the registered office of the Company in Milan at Via Filippo Turati no. 9, on the Company website www.equita.eu (Corporate Governance section, Shareholders' Meetings section) and on the authorised eMarket Storage mechanism www.emarketstorage.com.

Further information

Given the emergency related to COVID-19, the Company recommends to shareholders the use of remote connection systems, as indicated in this Notice. The Company shall supplement or amend this Notice in case it may be necessary given the development of the emergency related to COVID-19.

Milan, 29th March 2021

*On behalf of the Board of Directors
The Chairman
(Francesco Perilli)*

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This notice is published on the Company's website www.equita.eu (Corporate Governance section, Shareholders' Meetings area) on 29th March 2021 and, in abstract, on the newspaper "Il Giornale" on 30th March 2021.

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This is a courtesy English translation of the Italian version. In case of any discrepancy between the English translation and the Italian version, the latter shall prevail.

Fine Comunicato n.20115-13

Numero di Pagine: 7