



SPAFID
CONNECT

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Oggetto : Notice of call of Ordinary Shareholders'
Meeting 2021

Testo del comunicato

Vedi allegato.



CAIRO COMMUNICATION

CAIRO COMMUNICATION S.p.A.
Registered Office – Corso Magenta 55, Milan
Share capital Euro 6,989,663.10
Company Register and Tax Code No. 07449170153

Notice of call of Ordinary Shareholders' Meeting

(also published on the website www.cairocommunication.it, "Shareholders' Meeting 2021" section)

Those entitled to attend and exercise their voting right are called to the Ordinary Shareholders' Meeting – which will be deemed to be held in Milan, via Rizzoli 8 – in single call, at **10** a.m. on **30 April 2021**, to discuss and resolve on the following

Agenda

1. Financial statements at 31.12.2020; Director's Report on operations; Independent Auditor's Report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2020:
 - a) Approval of the financial statements. Related and resulting resolutions;
 - b) Allotment of the fiscal year result and partial distribution of reserves. Related and resulting resolutions.
2. Report on the Remuneration Policy and compensation paid under Article 123-ter of Legislative Decree 58/1998:
 - a) Binding resolution on the "First Section" of the Report under Article 123-ter, comma 3-ter, of Legislative Decree 58/1998;
 - b) Non-binding resolution on the "Second Section" of the Report under Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
3. Authorisation to purchase and dispose of own shares under Article 2357 and subsequent of the Italian Civil Code; following revocation of the previous shareholders' resolution. Related and resulting resolutions.

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ATTENDANCE AT THE SHAREHOLDERS' MEETING THROUGH THE APPOINTED REPRESENTATIVE

Under Article 106, paragraph 4, of Law Decree No. 18 of 17 March 2020, containing "*Measures to strengthen the health service and economic aid to households, workers and businesses related to the COVID-19 health emergency*" ("**Covid-19 Law Decree**"), converted with amendments by Law No. 27 of 24 April 2020, the application of which was extended under Article 71 of Law Decree No. 104 of 14 August 2020, Article 1, paragraph 3, of Law Decree No. 125 of 7 October 2020 and, lastly, of Article 3, paragraph 6, of Law Decree No. 183 of 31 December 2020 (so-called "*Milleproroghe*" law decree), converted with amendments by Law No. 21 of 26 February 2021, **attendance at the Shareholders' Meeting of those entitled to vote shall take place exclusively by granting a proxy (or sub-proxy) to the representative appointed by the Company** under Article 135-undecies of Legislative Decree No. 58/1998 ("**TUF**"). For this purpose, the Company has named Spafid S.p.A., with registered office in Milan, as the appointed representative ("**Appointed Representative**"), which shall be granted a proxy in the manner and under the conditions indicated below in the "**APPOINTED REPRESENTATIVE**" Section.

The Appointed Representative may also be granted proxies or sub-proxies under Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the TUF.

ATTENDANCE AT THE SHAREHOLDERS' MEETING OF OTHER ELIGIBLE PARTIES

The Directors, Statutory Auditors, the Appointed Representative, as well as other persons entitled under the law other than those entitled to vote, may attend at the Shareholders' Meeting through telecommunication means that ensure their identification. The instructions to attend at the Shareholders' Meeting through telecommunication means shall be made known by the Company to the Directors and the Statutory Auditors, as well as to the other persons entitled to attend, other than those entitled to vote.

ENTITLEMENT TO ATTEND AT THE SHAREHOLDERS' MEETING

Under the law and the Bylaws, entitlement to attend at the Shareholders' Meeting and to exercise the voting right – which may only be exercised through the Appointed Representative – is certified by a communication sent to the Company by an intermediary that holds the accounts in which the Cairo Communication shares are recorded, according to its accounting records, in favour of the subject entitled to vote based on the records as at the end of the trading day falling on the seventh trading day prior to date set for the Shareholders' Meeting (*i.e.*, **Wednesday 21 April 2021**, the so-called "*record date*"); registrations on accounts carried out after the above date are not relevant for the purposes of entitlement to exercise the voting right at the Shareholders' Meeting. Therefore, those who are confirmed to be holding Company shares only after such date, shall not be entitled to attend at, and to exercise voting rights in, the Shareholders' Meeting. The notice is sent to the Company by the intermediary upon request of the subject entitled to vote.

Notice from the intermediary shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, therefore **by Tuesday 27 April 2021**. However, shareholders are still entitled to participate and vote, within the above time limits and in compliance with the time limits for granting proxies to the Appointed Representative, if notices are received by the Company after the above deadline, provided they are received before the beginning of the Shareholders' Meeting.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW PROPOSED RESOLUTIONS

Under Article 126-*bis* of the TUF, Shareholders who, including jointly, represent at least one fortieth of the share capital may, within ten days after publication of this notice (*i.e.*, **by Thursday 8 April 2021**), request the inclusion of additional items in the agenda of the Shareholders' Meeting, specifying the proposed items in the request, or submit proposed resolutions on the items already included in the agenda of the Shareholders' Meeting, including in their request the further proposed resolutions.

The additions may not concern matters which the Shareholders resolve upon, in accordance with the applicable provisions, at the proposal of the Board of Directors or based on a project or report prepared by the Board of Directors other than those set out in Article 125-*ter*, paragraph 1, of the TUF.

The request, along with the communication (or communications) – issued, under the provisions in force, by the intermediaries that hold the accounts in which the requesting shareholders' shares are recorded – certifying ownership of the above shares (to prove entitlement), shall be sent in writing within the above term, through delivery or registered mail to the Company's registered office (Corso Magenta 55, 20123 Milan) to the attention of the Chairman's Office, or by e-mail or certified e-mail to the address assemblea@cairocommunication.legalmail.it together with information allowing the identification of the submitting Shareholders (for this purpose, it is also recommended providing a telephone number). By the same time limit and using the same procedures, any proposing Shareholders shall send a report containing the reasons for the proposed resolution on the new topics proposed for discussion and to be added to the agenda, or the reason for the additional proposed resolution concerning items already on the agenda.

The Company shall disclose any additions to the agenda of the Shareholders' Meeting or the submission of additional proposed resolutions on topics already on the agenda in the same manner as the publication of this notice of call, at least fifteen days before the date set for the Shareholders' Meeting (*i.e.*, **by Thursday 15 April 2021**).

When the notice regarding additions to the agenda or the submission of proposed resolutions on items already on the agenda is published, such proposals, as well as the relating report prepared by the submitting shareholders and the report of the shareholders requesting additions to the agenda, possibly accompanied by

remarks from the Board of Directors, shall be provided to the public in accordance with the procedures set out under Article 125-ter, paragraph 1, of the TUF.

APPOINTED REPRESENTATIVE

Under Article 106, paragraph 4 of Decree Law No. Covid-19, **attendance at the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Appointed Representative appointed by the Company** under Article 135-undecies of the TUF, which shall be granted a proxy, with no charge incurred by the delegating party (except for any postage costs), with voting instructions, on all or some of the proposals on the Agenda of the Shareholders' Meeting, through the specific form available, together with the instructions for its preparation and notification, on the Company's website www.cairocommunication.it ("Shareholders' Meeting 2021" section).

The proxy, with the voting instructions, has to be received by the end of the second trading day prior to the date set for the Shareholders' Meeting (*i.e.*, **by Wednesday 28 April 2021**) – along with a copy of the delegating person valid identification document or, if the delegating person is a legal entity, that of the *pro-tempore* legal representative or other authorized person, along with adequate documentation certifying their qualification and powers – to the Appointed Representative through the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address assemblee@pec.spafid.it (subject "Proxy for Cairo Communication S.p.A. 2021 Shareholders' Meeting") from the user's certified e-mail address (or, otherwise, from the user's ordinary e-mail address; in this case, the proxy with the voting instructions shall be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, (Ref. "Proxy for Cairo Communication S.p.A. 2021 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address assemblee@pec.spafid.it (subject: "Proxy for Cairo Communication S.p.A. 2021 Shareholders' Meeting").

The proxy and voting instructions may be revoked within the same time limit as above (*i.e.*, **by Wednesday 28 April 2021**).

The proxy shall only be effective for those proposals for which voting instructions have been given.

The shares of the Company for which a full or partial proxy has been granted are counted for the purposes of the quorum required for the Shareholders' Meeting. Regarding proposals for which no voting instructions have been given, the shares are not counted in calculating the majority and the percentage of capital required for the resolutions' approval.

Failing a communication from the authorized intermediary certifying the entitlement to attend the Shareholders' Meeting, the proxy shall be considered ineffective.

The Appointed Representative may also be granted proxies or sub-proxies under Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

Those who do not intend to avail themselves of the provisions of Article 135-undecies, paragraph 4, of the TUF may, alternatively, grant to the Appointed Representative a proxy or a sub-proxy under Article 135-novies of the TUF, which shall necessarily include voting instructions on all or some of the items on the agenda, by using the specific proxy/sub-proxy form available on the Company's website www.cairocommunication.it, ("Shareholders Meeting 2021" section), with no costs for the delegating party (except for postage costs). For the granting of proxies/sub-proxies, the same procedures indicated above and in the proxy form shall apply. The proxy shall be received by 6:00 pm on the day before the Shareholders' Meeting (and, in any case, by the beginning of the meeting). The proxy and voting instructions may always be revoked within the above time limit.

Failing a communication from the authorized intermediary certifying the entitlement to attend the Shareholders' Meeting, the proxy shall be considered ineffective.

For any clarification concerning the granting of the proxy to the Appointed Representative (and, in particular, on the completion of the proxy form and the voting instructions, as well as their notification), please contact Spafid by e-mail at confidential@spafid.com or at the following phone No. +39 0280687.335 – 319 (on business days from 9am to 5pm).

VOTING BY CORRESPONDENCE

No procedures are provided for voting by correspondence or electronic means.

RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

Under Article 127-ter of the TUF, those entitled to vote may also submit questions on the items on the agenda before the Shareholders' Meeting. Questions that are not related to the items on the agenda of the Shareholders' Meeting shall not be taken into account by the Company.

Under Article 127-ter, paragraph 1-bis of the TUF, questions shall be received by the Company, with the modalities below indicated, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.*, by **Wednesday 21 April 2021**).

The questions, together with the certification – issued, under the provisions in force, by the intermediaries that hold the accounts on which the shares of the entitled party are registered – attesting the ownership of the shares, may be sent, together with information allowing identification of the entitled party, by registered mail to the registered office of the Company (Corso Magenta 55, 20123 Milan), or by e-mail or certified e-mail to the address assemblea@cairocommunication.legalmail.it.

Answers to questions received within the above time limit are provided at the latest two days ahead of the Shareholders' Meeting, by publication on the website www.cairocommunication.it (“Shareholders' Meeting 2021” section). The Company may provide one overall answer to questions with the same content.

Ownership of the voting right may be certified also after submission of the applications, provided it is sent no later than the third day after the record date (*i.e.*, by **Saturday 24 April 2021**).

OTHER RIGHTS OF THE SHAREHOLDERS

Since the attendance at the Shareholders' Meeting takes place exclusively through the Appointed Representative, qualified shareholders who intend to submit proposals for resolutions and vote on the items on the agenda shall submit them by **Thursday 15 April 2021** by e-mail or certified e-mail to the address assemblea@cairocommunication.legalmail.it. These proposals shall be promptly published on the website www.cairocommunication.it (“Shareholders' Meeting 2021” section), to allow those entitled to vote to (i) decide in an informed fashion, also taking account of such new proposals, and (ii) the Appointed Representative to collect voting instructions, if necessary, also on such proposals.

The applicant shall provide appropriate documentation proving the entitlement to participate in the Shareholders' Meeting and granting of the proxy to the Appointed Representative to attend at the Shareholders' Meeting.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Cairo Communication is equal to Euro 6,989,663.10, represented by 134,416,598 ordinary shares with no indication of nominal value. Each ordinary share entitles shareholders to a single vote, except as provided by Articles 6 and 13 of the Bylaws for shares with increased voting rights.

In this respect it should be noted that:

- a. at the date of publication of this notice of call, the Company holds No. 779 treasury shares, equal to 0.001% of the share capital. Voting rights for such shares are suspended under applicable law (the number may vary during the period between the publication date of this notice and the date of the Shareholder's Meeting);
- b. the number of voting rights that may be exercised by reason of the accrual of the increased voting right under Article 13.7 of the Bylaws is published on the website www.cairocommunication.it (“Corporate Governance/Increased voting rights” section) and will be updated in accordance with Article 85-bis of CONSOB Regulation No. 11971/1999 (“**Issuer Regulation**”).

DOCUMENTATION AND INFORMATION

The documentation on the items on the agenda, required under the applicable legal and regulatory provisions, is publicly available at the Company's registered office and is published on the Company website www.cairocommunication.it (“Shareholders' Meeting 2021” section), on the storage system “eMarket STORAGE” (www.emarketstorage.com) and, in accordance with the procedures and time limits prescribed by

regulations in force, the shareholders and other persons entitled to attend at the Shareholders' Meeting may obtain a copy of the documents. In particular, the following are available to the public:

- **by Wednesday 31 March**, the Financial Report relating to the fiscal year ended on 31 December 2020, the Non-Financial Statement under Legislative Decree No. 254/2016, the Report on Corporate Governance and Ownership Structure relating to the fiscal year ended on 31 December 2020;
- **by Friday 9 April 2021**, the Report on the remuneration policy and compensation paid prepared in accordance with Article 123-ter of the TUF; the Reports of the Board of Directors prepared under Article 73 of the Issuer Regulation on the matter indicated in item No. 3 of the Agenda; and
- **by Thursday 15 April 2021**, at the Company's registered office, the documentation referred to in Article 77, paragraph 2-bis, of the Issuer Regulation.

Information on the Shareholders' Meeting and the attendance, also under the provisions of Article 125-quater of the TUF, is published, in accordance with the time limits provided for by the law, on the Company's website www.cairocommunication.it ("Shareholders' Meeting 2021" section).

Following the restrictive provisions issued by the authorities due to the Covid-19 health emergency, shareholders are informed that access to the registered office as well as consultation of documents made available therein shall be allowed in accordance with procedures and terms to be agreed upon by contacting the Company at the e-mail address assemblea@cairocommunication.legalmail.it.

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Due to the current Covid-19 epidemic, the Company recommends the shareholders to exercise their rights using the remote communication channels provided herein.

As to the state of emergency declared by the Council of Ministers as a result of the Covid-19 health emergency, as well as the related containment measures, the Company reserves the right to provide subsequent updates on the Shareholders' Meeting that is the subject of this notice, including by supplementing and/or amending the above instructions.

Milan, March 29, 2021

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This notice of call is published on 29 March 2021 on the website www.cairocommunication.it ("Shareholders' Meeting 2021" section), on the storage system "eMarket STORAGE" (www.emarketstorage.com) as well as, an excerpt, on the daily newspaper Corriere della Sera on 30 March 2021.

Cairo Communication S.p.A.

For the Board of Directors
Chairman Urbano R. Cairo

ENGLISH TRANSLATION FOR CONVENIENCE ONLY - ONLY THE ITALIAN VERSION IS AUTHENTIC

Fine Comunicato n.0440-12

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