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Societa' : FALCK RENEWABLES

Identificativo : 144436

Informazione

Regolamentata

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Oggetto : Notice of Shareholders' Meeting

Testo del comunicato

Vedi allegato.

PRESS RELEASE

**NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING OF APRIL 29/30, 2021
AND THE DIRECTORS' EXPLANATORY REPORTS**

Milan, March 30, 2021 - Falck Renewables S.p.A. informs that the extract of the Notice of the Ordinary Shareholders' Meeting of April 29/30, 2021 has been published today on the daily Italian newspaper "MF/Milano Finanza".

The full text of this notice and the Explanatory Reports pursuant to Article 125-*ter* of Legislative Decree no. 58/98 on the items on the agenda with related resolution proposals are available to the public at the Company's head office, on Falck Renewables' website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#29-04-2021> and on the authorized storage system "eMarket STORAGE" (available at www.emarketstorage.com).

Falck Renewables S.p.A., listed on the Italian stock exchange in the STAR segment ("FKR.MI") and included in the FTSE Italia Mid Cap Index, develops, designs, builds and manages power production plants from renewable sources, with an installed capacity of 1,196 MW (1,159 MW according to the IFRS 11 reclassification) in the United Kingdom, Italy, United States, Spain, France, Norway and Sweden, using wind power, solar power, WtE and biomass technologies. The Group is a global player in the renewable energy technical advisory and asset management services business, through its wholly owned subsidiary Vector Cuatro, providing asset management services to clients accounting for approximately 3,000 MW of installed capacity and with experience in more than 40 countries. Moreover, Falck Renewables provides highly specialized energy management and downstream services to both energy producers and consumers.

Visit www.falckrenewables.com and connect with us on LinkedIn and Twitter (@falckrenewables).

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Falck Renewables S.p.A.

Via Alberto Falck, 4-16 (ang. viale Italia), 20099 Sesto S. Giovanni (MI) - P +39 02 24331 - W www.falckrenewables.com

Cap. Soc. € 291.413.891,00 int.vers. Direzione e coordinamento da parte di Falck S.p.A.

Sede legale: Corso Venezia, 16, 20121 Milano - Registro Imprese Cod. Fiscale e Partita Iva 03457730962 - REA MI - 1675378



Estratto avviso di Convocazione Assemblea Ordinaria

Gli aventi diritto al voto sono convocati in Assemblea, in sede ordinaria, presso la sede legale della Società in Milano, Corso Venezia 16, per il giorno **29 aprile 2021**, alle ore **11.00**, in **prima convocazione** ed eventualmente occorrendo, in seconda convocazione per il giorno 30 aprile 2021, stesso luogo e ora, per discutere e deliberare sul seguente

Ordine del giorno

1. Relazione Finanziaria Annuale al 31 dicembre 2020:
 - 1.1 approvazione del Bilancio di esercizio al 31 dicembre 2020 corredato dalle relative relazioni del Consiglio di Amministrazione sulla Gestione, del Collegio Sindacale e della Società di Revisione. Deliberazioni inerenti e conseguenti; Presentazione del Bilancio consolidato al 31 dicembre 2020;
 - 1.2 proposta di destinazione dell'utile di esercizio e distribuzione del dividendo agli Azionisti: deliberazioni inerenti e conseguenti.
 2. Relazione annuale sulla politica in materia di remunerazione e sui compensi corrisposti:
 - 2.1 approvazione della "Politica di Remunerazione per l'esercizio 2021" contenuta nella Sezione I, ai sensi dell'art. 123-ter, comma 3-bis, del D. Lgs. n. 58/98;
 - 2.2 voto consultivo sui "Compensi corrisposti nell'esercizio 2020" indicati nella Sezione II, ai sensi dell'art. 123-ter, comma 6, del D. Lgs. n.58/98.
 3. Proposta di adeguamento dei compensi della società di revisione legale dei conti PricewaterhouseCoopers S.p.A. per gli esercizi 2020-2028; deliberazioni inerenti e conseguenti
- Al sensi dell'art. 106, comma 4 del Decreto-Legge n. 18 del 17 marzo 2020, convertito in legge con modificazioni dalla Legge 24 aprile 2020, n. 27 ("Decreto Cura Italia"), la cui efficacia è stata da ultimo prorogata dal Decreto Legge 31 dicembre 2020, n. 183 convertito in legge con modificazioni dalla Legge 26 febbraio 2021, n. 21, **l'intervento in Assemblea di coloro ai quali spetta il diritto di voto è consentito esclusivamente per il tramite del rappresentante designato** dalla Società ai sensi dell'art. 135-undecies del D.Lgs. n. 58/98 ("TUF"), a cui dovrà essere conferita delega; al predetto rappresentante designato

possono essere conferite anche deleghe o subdeleghe ai sensi dell'articolo 135-novies TUF, in deroga all'art. 135-undecies, comma 4, TUF.

La Società ha designato **Spafid S.p.A.** – con sede legale in Milano – quale rappresentante degli azionisti ai sensi dell'art. 135-undecies, TUF ("**Rappresentante Designato**").

Le informazioni sul capitale sociale, sulla reperibilità delle relazioni inerenti agli argomenti all'ordine del giorno e, più in generale, della documentazione relativa all'Assemblea nonché le ulteriori informazioni riguardanti le modalità e i termini:

- per la legittimazione all'intervento e al voto in Assemblea (*record date* 20 aprile 2021);
- per l'esercizio del voto per delega esclusivamente per il tramite del Rappresentante Designato;
- per l'esercizio del diritto di integrare l'ordine del giorno o di presentare ulteriori proposte di delibera sulle materie già all'ordine del giorno;
- per l'esercizio del diritto di porre domande prima dell'Assemblea (entro il 20 aprile 2021),

sono riportate nell'avviso di convocazione, il cui testo integrale, unitamente alla documentazione relativa all'Assemblea, sono pubblicati nei termini e secondo le modalità di legge sul sito internet della Società all'indirizzo <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#29-04-2021> nonché presso il meccanismo di stoccaggio autorizzato "eMarket STORAGE" (consultabile all'indirizzo www.emarketstorage.com). Per l'esercizio dei diritti degli Azionisti, a ragione dell'emergenza del Covid 19, la Società raccomanda l'utilizzo delle forme di comunicazione a distanza indicate nell'avviso di convocazione. Infine, la Società si riserva di integrare e/o modificare il contenuto dell'avviso di convocazione qualora si rendesse necessario conseguentemente all'evolversi dell'attuale situazione emergenziale da Covid 19.

Il presente estratto è pubblicato sul quotidiano "MF/Milano Finanza"

Milano, 30 marzo 2021

Il Presidente del Consiglio di Amministrazione
Enrico Falck

FALCK RENEWABLES S.P.A.

With registered offices in Milano, Corso Venezia 16
Fully paid up share capital: € 291,413,891
Milano Monza Brianza Lodi Companies Register, Tax and VAT Code 03457730962
Company subject to direction and coordination activity
as per art. 2497-*bis* of the Italian Civil Code,
by FALCK S.p.A.
Website: www.falckrenewables.com

CALL NOTICE

ORDINARY SHAREHOLDERS' MEETING

Shareholders eligible to vote are invited at the Ordinary Shareholders' Meeting convened on **29 April 2021 at 11 a.m.**, on first call, at Company's offices in Milan (Italy), Corso Venezia 16, and, if necessary, on 30 April 2021, on second call, same time and location, to discuss and resolve upon the following

AGENDA

1. Annual financial Report at 31 December 2020:
 - 1.1 approval of the Financial Statements at 31 December 2020, together with the Board of Directors' Report on Operations, the Statutory Auditors' Report and the Legal Auditing Firms' Report: related and consequent resolutions. Presentation of the Consolidated Financial Statements at 31 December 2020;
 - 1.2 proposed allocation of the profit for the year and dividend distribution to Shareholders: related and consequent resolutions.
2. Annual report on the remuneration policy and compensation paid:
 - 2.1 approval of the "2021 Remuneration Policy" contained in Section I, pursuant to Article 123-*ter*, paragraph 3-*bis*, of Legislative Decree no.58/98;
 - 2.2 consultative vote on the "compensation paid in 2020" indicated in Section II, pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree no.58/98.
3. Proposal of adjustment of remuneration of the Legal Auditing Firm PricewaterhouseCoopers S.p.A. for the financial years 2020-2028; related and consequent resolutions

*In order to minimize the risks associated with the current health emergency, the Company has decided to make use of the option established by Decree Law no. 18 of 17 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" converted into law with amendments by no. 27 of 24 April 2020 (the "Decree") – as extended by effect of Decree Law No. 183 of 31 December 2020 converted into law with amendments by Law No. 2 of 26 February 2021 - to provide that shareholders' participation in the Shareholders' Meeting shall be **exclusively through the designated representative** pursuant to Article 135-*

Falck Renewables S.p.A.

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*undecies of Legislative Decree no. 58/98, i.e. through Società per Amministrazioni Fiduciarie Spafid S.p.A, with registered office in Milan, ("**Designated Representative**" or "**Spafid**"), without physical participation by shareholders.*

Share Capital and shares with voting rights (art. 125-quarter of Legislative Decree No. 58/98)

To date, the share capital of Falck Renewables S.p.A. (hereinafter the "**Company**") subscribed and fully paid up, amounts to € 291,413,891.00, and is divided into 291,413,891 shares, with no stated nominal value. Each share entitles its owner to one vote. At today's date, the Company owns 2,210,000 shares with suspended voting rights.

Entitlement to participate and vote at the Shareholders' Meeting

In relation to the intervention and vote from the entitled individuals, we are providing the following information (in compliance with art.125-*bis* of the Legislative Decree 58/98):

- Under art. 83-*sexies* of the Legislative Decree 58/98 the entitlement to intervene and exercise voting rights at Shareholders' Meeting - which may be exercised **exclusively through the Designated Representative** - is evidenced by a notice to be made to the Company by the authorised intermediary, based on the latter's accounting records at the end of the seventh trading day preceding the scheduled date of the Shareholders' Meeting on first call, i.e., **April 20, 2021** (*record date*). Any persons that will prove to be shareholders of the Company following such date, shall not be entitled to intervene and vote at the Shareholders' Meeting. The intermediary's notice must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting, i.e., no later than the **April 26, 2021**. This is without prejudice to the legitimate attendance and voting, if the notice is received by Company after the specified term of **April 20, 2021**, provided that it is received before the start of works of the meeting on single call;
- No voting procedures by correspondence or electronic message are foreseen.

The participation of the directors, statutory auditors, the secretary of the meeting, the representative of the auditing firm and the Designated Representative will take place in compliance with the containment measures provided for by law, including through the use of remote connection systems, in accordance with the provisions in force.

Participation in the Shareholders' Meeting and granting of proxy to the Designated representative

Shareholders wanting to attend the Shareholders' Meeting must, therefore, confer upon the Designated Representative the delegation - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific delegation form prepared by said Designated Representative in

accordance with the Company and available on the Company's website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#29-04-2021>.

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 Shareholders' Meeting set on first and also on second call (i.e. by 11:59 p.m. on **April 27, 2021** or April 28, 2021 respectively), with the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified e-mail address assemblee@pec.spafid.it (ref. "Proxy AGM Falck Renewables 2021") from one's certified e-mail address (or failing that, from one's ordinary e-mail address, in this case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) original transmission, by courier ore registered A/R to Spafid S.p.A., Foro Bonaparte n. 10, 20121 Milan (ref. "Proxy AGM Falck Renewables 2021") by anticipating a copy reproduced electronically (PDF) by ordinary e-mail to assemblee@pec.spafid.it (ref. "Proxy AGM Falck Renewables 2021").

The proxy, thus conferred, shall be valid only for the proposals in relation to which voting instructions were conferred. The proxy and voting instructions can be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting on first and second call (i.e. by 11:59 p.m. on **April 27, 2021** or April 28, 2021 respectively) in the above manner.

In accordance with said Decree, the Designated Representative may also be granted proxies and/or sub-delegations pursuant to article 135-*novies* of the Legislative Decree 58/98 as an exception to article 135-*undecies*, paragraph 4 of the Legislative Decree 58/98. For this purpose, the specific proxy/sub-delegation, form available on the website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#29-04-2021> must be used.

In order to grant and send proxies/sub-delegations, the procedures set out above form must be followed and also reported on the proxy form. The proxy must be received by and no later than 6:00 p.m. on the day before the date of the Shareholders' Meeting (and in any case no later than the meeting starts). The proxy pursuant to art. 135-*novies* of the Legislative Decree 58/98 and the related voting instructions can always be revoked before said deadline.

Any information relating to the granting of proxies and further methods of sending and notifying such proxies may be requested to the Designated Representative at the e-mail address confidential@spafid.it or by calling (+39) 0280687335 or (+39) 0280687319.

The Company reserves the right to supplement and/or amend the above instructions in consideration of the need to monitor the current COVID-19 epidemic emergency and its developments which that cannot currently be forecast.

Right to request integrations and to present new proposals of resolutions (art. 126-*bis*, paragraph 1, first sentence, of Legislative Decree No. 58/98)

In compliance with the law, the Shareholders, who individually or jointly account for at least one fortieth of

the share capital may request, within ten days of publication of this notice of calling (i.e. within **April 9, 2021**), the integration of the list of items on the Agenda, specifying in the request the additional proposed items, or present proposals of resolutions on items already on the Agenda.

Shareholder for whom the Company has received the notice from an authorised intermediary pursuant to the applicable laws are entitled to request integration of the list of items on the Agenda or present proposals of resolutions.

The requests, together with the certificate attesting entitlement to participate, must be presented in writing and be submitted to the Company via certified e-mail address FKR.societario@legalmail.it or the e-mail address segreteria.societaria@falckrenewables.com.

By the same deadline and in the same manner as per the request of integration of the Agenda, the Shareholders shall submit a report on the motivations of for the proposals of resolutions on the new items for which they require discussion or for the proposal of resolutions presented on items already on the Agenda.

The notice of possible additional items placed on the Agenda or possible presentation of further proposals of resolutions on items already on the Agenda is given by the Company in the same form prescribed for the publication of this notice of calling, at least fifteen days prior to the scheduled date of the Shareholders' Meeting, on first call.

Contextually with the publication of such integration notice, the report drawn up by the requesting Shareholders, accompanied by possible observations by the Board of Directors, shall be made available to the public by the Company in the same forms.

Please be reminded that the Agenda cannot be integrated with items on which, in accordance with the law, the Shareholders' Meeting resolves on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1, of Legislative Decree No. 58/98.

Presentation of individual proposals of resolutions (art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98)

Since the participation in the Shareholders' Meeting and the exercise of voting rights shall be exclusively through the Designated Representative, for the purposes of this Shareholders' Meeting, in order to enable those concerned to exercise their right pursuant to Art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98- even if in a way and on terms compatible with the Covid-19 health emergency and the imperative need for individual proposals of resolutions to be known by all those entitled to attend the Shareholders' Meeting and exercise their voting rights in time to provide voting instructions to the Designated Representative - Shareholders may individually submit proposals of resolutions to the Company on the items on the agenda by **13 April 2021** so that the Company may proceed with their subsequent publication. Shareholders submitting proposals shall legitimise their right by transmitting to the Company appropriate documentation issued in accordance with the applicable provisions by the intermediary holding the account in which the ordinary shares are registered. The proposals of resolutions and the aforementioned documentation relating to legitimation must be sent to the following certified e-mail address FKR.societario@legalmail.it or to the e-mail address segreteria.societaria@falckrenewables.com. The

proposals of resolutions received within the terms and according to the above procedures shall be published on the Company's website by **14 April 2021**, so that Shareholders eligible to vote may examine them for the purpose of granting proxies and/or sub-delegations, with the related 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.

Right to ask questions on items on the Agenda (art. 127-ter of Legislative Decree No. 58/98)

The shareholders with voting rights and in relation to whom the Company has received a specific notice with relevant certification evidencing the capacity as shareholder from an authorised intermediary may ask questions on the items on the agenda even before the Shareholders' Meeting, by means of electronic communication to the certified e-mail FKR.societario@legalmail.it or e-mail segreteria.societaria@falckrenewables.com.

The certification is not necessary, if the specific notice necessary for the intervention in the Shareholders' Meeting is received by the Company from the authorised intermediary itself.

Questions must be presented by **April 20, 2021** (the seventh trading day prior to the Shareholders' Meeting on first call). The Company will answer questions received by that deadline, by the second day prior to the Shareholders' Meeting (i.e. by **April 27, 2021**), by publishing the answers on the company's website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#29-04-2021>.

The documents regarding the Shareholders' Meeting, as provided for by applicable laws, shall be made available to the public at the Company's registered office in Corso Venezia 16, Milan, on the Company's website <https://www.falckrenewables.com/en/corporate-governance/shareholders-meetings#29-04-2021>, and on the authorised storage system "eMarket STORAGE" (available at www.emarketstorage.com) as follow:

- by March 31, 2021, the Annual Financial Report and the other documents referred to in Article 154-ter of Legislative Decree no. 58/98 and therefore the draft Financial Statements and the consolidated financial statements at 31 December 2020, the Report on Operations, the Statutory Auditors' Report and the Legal Auditing Firms' Report, the 2020 Corporate Governance and Ownership Structure Report and the Annual Remuneration Report (items 1 and 2 on the agenda);
- today the Explanatory Reports pursuant to Article 125-ter of Legislative Decree no. 58/98 on the items on the agenda with related resolution proposals.

Those eligible to vote have the right to obtain copy of the documentation regarding the Shareholders' Meeting.

Due to the emergency of COVID-19, the Company recommends using the forms of remote communication indicated in this notice in order to exercise shareholders' rights.

Finally, the Company reserves the right to supplement and/or amend the content of this notice should it become necessary as a result of the evolution of the current emergency situation related to COVID-19.

The full text of call notice has been published on today's date, on the Company's website and on the authorized storage system "eMarket STORAGE" (available at www.emarketstorage.com), and for extract on the newspaper "MF/Milano Finanza".

Milan, March 30, 2021
The Chairman of the Board of Directors
Enrico Falck

The official text is the Italian version of the document. Any discrepancies or differences arisen in the translation are not binding and have no legal effect. In case of any dispute on the content of the document, the Italian original shall always prevail.

Fine Comunicato n.0554-9

Numero di Pagine: 10