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Diffusione presunta  
Oggetto : NOTICE OF CALL OF THE ORDINARY  
AND EXTRAORDINARY  
SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato.



## NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting is called in Cremona, via Dell'Innovazione Digitale n. 3, on 22 April 2021 at 10:00 a.m., in a single call, to discuss and resolve upon the following

### AGENDA

#### **Ordinary Session**

1. Approval of the company's individual financial statements and review of the group consolidated financial statements as at 31 December 2020. Related and resulting resolutions;
2. Proposal of authorization to the purchase and disposal of treasury shares, after the revocation of the related shareholders' meeting resolution dated 23 April 2020. Related and resulting resolutions.

#### **Extraordinary Session**

1. Proposal to amend artt. 1 (Legal name), 11 (Transferability and trading of shares), 12 (Withdrawal), 14 (Provisions for tender offers), 15 (Disclosure requirements regarding relevant holdings and identification of shareholders), 18 (Ordinary General Shareholders' Meetings Powers), 20 (General Shareholders' Meetings Quorums), 22 (Teleconference General Shareholders' Meetings), 23 (Chairperson and secretary of the Board of Directors. Registering), 26 (Board of Directors), 29 (Chairing and minutes of the Board of Directors), 30 (Teleconference Board of Directors' Meetings), 31 (Directors replacement), 39 (Board of Statutory Auditors), 40 (Legal audit) and 41 (Financial statements and P&L) of the By-Laws and to introduce new art. 14-bis (Sell-out and squeeze-out) and 14-ter (Revocation of trading). Related and resulting resolutions.



**Please note that the date and/or place and/or participation and/or voting procedures and/or execution of the Shareholders' Meeting as stated in the present Notice are subject to the compliance with the laws and regulations in force, or other provisions issued by the competent Authorities regarding the COVID-19 emergency, as well as to fundamental health protection principles for shareholders, employees, other representatives and consultants of the Company. Any amendment and/or update of the current information will be made available via the Company website ([www.mailupgroup.com](http://www.mailupgroup.com)) and with other law or regulatory formalities where appropriate.**

#### **CORPORATE SHARE CAPITAL AND VOTING RIGHTS**

The corporate share capital is equal to EUR 374,276.15 which consists of no. 14,971,046 ordinary shares without indication of the nominal value; each share grants a voting right in the ordinary and extraordinary shareholders' meetings of the Company.

#### **RIGHT TO ATTEND AND VOTE**

Pursuant to Article 83-sexies of Legislative Decree 24 February 1998 no. 58 ("TUF"), the right to attend the Shareholders' Meeting and exercise the related voting right is to be certified by a notice sent to the Company by the intermediary on behalf of the person who has the right to vote, on the basis of the evidence deriving from its

accounting records related to the end of the 7° (seventh) trading day prior to the date of the call of the Shareholders' Meeting (i.e. on 13 April 2020 – record date). Debit and credit entries made on accounts after the above-mentioned term are not relevant in terms of entitlement to the exercise of voting rights at the Shareholders' Meeting and, therefore, those who shall become owners of the shares only after the above-mentioned term shall not be entitled to attend and to vote in the Shareholders' Meeting. The Company must receive the notice within the end of the 3° (third) trading day before the day of the Shareholders' Meeting (i.e. by 19 April 2020). It is without prejudice the right to attend the Shareholders' Meeting and to exercise the voting right in the event the Company receives the notices after such term, but within the beginning of the discussions in the Shareholders' Meeting.

Please note that the intermediaries need to send the appropriate notice to the Company upon request from the person who has the right to vote. The person entitled to vote shall give appropriate instructions to the intermediary keeping the accounts to send the above-mentioned notice to the Company, under penalty of forfeiture. Any request of advanced notice from the intermediary or fees requests for the intermediary duties are not attributable to the Company.

No vote by correspondence or electronic vote are allowed. The person entitled to vote and/or their delegates shall cast their vote exclusively as follows.

#### **FURTHER PROVISIONS FOR ATTENDING THE SHAREHOLDERS' MEETING**

With respect of the COVID-19 sanitary emergency and provisions of art. 106 of D. Legge 17 March 2020, n.18 (as extended by Law 26 February 2021, n. 21) aiming at minimising travel and gatherings, the Company established that persons entitled to vote may attend the Shareholders' Meeting **exclusively through a Designated Representative**, according to art. 135-undecies of TUF, hence not attending in person. The Designated Representative may bear proxies and sub-proxies according to art. 135-novies of TUF, by way of derogation from art 135-undecies of TUF. The Company governing bodies and the Designated Representative will be allowed to attend the Shareholders' Meeting via audio/video conference.

#### **DESIGNATED REPRESENTATIVE**

For the Shareholders' Meeting hereby, MailUp S.p.A. appointed Mr. Augusto Santoro, fiscal code SNTGST80B28F912S, domiciled in Milano, via Tommaso Grossi n. 2 (c/o Studio Legale Associato in association with Simmons & Simmons LLP) as Designated Representative according to art. 135-undecies of TUF (the "**Designated Representative**"), to whom the persons entitled to vote who wish to attend the Shareholders' Meeting shall grant written proxy at the following terms, with no expenses for the delegator except for mailing expenses, with appropriate voting instructions on all or certain proposals in the agenda, exclusively via the forms, with instructions for filling in and sending, available at the corporate website [www.mailupgroup.com](http://www.mailupgroup.com), *Information for Shareholders* Section.

Delegation of proxy to the Designated Representative must, under penalty of revocation of the right to attend the Shareholders' Meeting, be sent by the end of the 2<sup>nd</sup> (second) trading day before the date of the call of the Shareholders' Meeting (i.e. by 5:30 pm CET on 20 April 2021), exclusively by certified email to "[augusto.santoro@pec.it](mailto:augusto.santoro@pec.it)" and cc'ed in PDF format to the above-mentioned email address (even if the delegator is not using a certified email) and to the regular email "[augusto.santoro@simmons-simmons.com](mailto:augusto.santoro@simmons-simmons.com)". Excluding the case in which the proxy is sent by email with a qualified digital signature officially recognized as equal to written form by law, the original executed copy of the proxy, voting instructions and copy of the related documentation must be mailed at the above-mentioned Designated Representative's domicile address, as soon as containment measures for the sanitary emergency from COVID-19 are removed. The proxy and voting instructions can be revoked by the end of the 2<sup>nd</sup> (second) trading day before the date of the call of the Shareholders' Meeting (i.e. by 5:30 pm CET on 20 April 2021), by notice to the Designated Representative to be sent with the above mentioned same formalities.

The proxy is effective for the sole proposals for which voting instructions are provided and, under penalty of revocation of the right to attend the Shareholders' Meeting, for the shares for which notice has been sent to the Company, from the relevant intermediary, in favor of the person entitled to vote, according to the preceding paragraph "*Right to attend and vote*". Proxies will not be retained valid (for the respective portion) in which voting instructions are not clear and unambiguous, and the Designated Representative will be entitled to not cast a vote for such portion, which will be deemed as non-stated. Please note that the shares for which a proxy is given are accounted for in order to verify the legal convening of the meeting.

Those who do not wish to intervene according to art 135-undecies of TUF, shall, alternatively delegate the Designated Representative proxy or sub-proxy, according to art. 135-novies of TUF, by way of derogation from art. 135-undecies, par. 4 of TUF, which must include voting instructions on all or certain proposals in the agenda, by filling in the forms available at the corporate website [www.mailupgroup.com](http://www.mailupgroup.com), *Information for Shareholders* Section. Formalities to delegate proxy or sub-proxy, also electronically, and notification are as stated above. Proxies must be submitted by 1 p.m. of the day before the date of the call of the Shareholders' Meeting, provided that the Designated Representative may accept proxies and/or sub-proxies and/or voting instructions after the above mentioned deadline, so long as they are submitted before the beginning of the meeting. Within such deadline proxies and voting instructions can be revoked. For what is not explicitly indicated, provisions are applicable as per the preceding paragraphs.

In order to allow the Designated Representative to comply to legal requirements, the shareholders who will delegate the Designated Representative must send him the following documentation: *(i)* photocopy of picture ID; *(ii)* in case of legal representation of companies or other corporate bodies, photocopy of the Corporate Registrar certificate proving powers of attorney/representation in favor of the individual signatory of the proxy on behalf of the company or other corporate body entitled to vote; *(iii)* certification in lieu of an affidavit, not necessarily notarized, on the identity of the proxy signatory and attorney powers if applicable, *(iv)* in case of sub-proxy, photocopy of the proxy by the delegator (on top of applicable documents as per (i).(iii)).

**Mr. Augusto Santoro, in his capacity as Designated Representative, hereby declares he holds no personal interest regarding the proposed resolutions. However, given the business relation between the Company and himself regarding certain legal assistance services for the Shareholders' Meeting, in order to avoid potential claims for alleged conflict of interest according to art. 135-decies, par. 2, lett. f), TUF, he expressly declares that in case unknown circumstances arise or amendments and additions are proposed to the resolutions, he will not cast a different vote than it is stated in the individual instructions from delegators.**

In case the Designated Representative becomes incapable of executing the proxies, he will be allowed to be replaced, in total or partially, by a person of trust, the identity of whom will be promptly notified to the delegator.

#### ORGANISATIONAL ASPECTS

The Shareholders entitled to attend the Shareholders' Meeting are invited to delegate proxy to the Designated Representative in good time and have their intermediaries send notifications regarding their eligibility for the vote in advance with respect to the scheduled time for the meeting so as to facilitate their identification and verification of entitlement. Identification and entitlement verification activities for the meeting via the Designated Representative will start one hour before the scheduled time for the meeting.

#### DOCUMENTATION

Together with the publication of this notice of call, the following documentation is made available to the public at the Company registered office in Milan, Via Pola n. 9, on the Company's website [www.mailupgroup.com](http://www.mailupgroup.com), *Information for Shareholders* Section, and with any further procedures according to the applicable laws and regulations: *(i)* the Company's individual financial statements and the consolidated financial statements as at 31 December 2020, together with the management report as well as the reports of the Statutory Auditors and the Independent Audit Firm, *(ii)* the form to delegate proxy to the Designated Representative, and *(iii)* the Board of Directors' explanatory memorandum on the proposed resolutions on the agenda, as well as other corporate bodies' reports as applicable. The Shareholders have the power to obtain a copy of it.

This notice of call is also published on the Company's website [www.mailupgroup.com](http://www.mailupgroup.com), *Press Releases* Section and on the daily newspaper "Italia Oggi" dated 7 April 2021.

Milan, 7 April 2021

**On behalf of the Board of Directors**

**The Chairman**

(signed by Matteo Monfredini)

Fine Comunicato n.20054-36

Numero di Pagine: 5