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Societa' : Equita Group S.p.A.
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Informazione
Regolamentata
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Data/Ora Ricezione : 29 Aprile 2021 19:12:04
Data/Ora Inizio : 29 Aprile 2021 19:12:06
Diffusione presunta
Oggetto : Ordinary and Extraordinary Shareholders'
Meeting of Equita Group (29 April 2021)

Testo del comunicato

Vedi allegato.

EQUITA SHAREHOLDERS' MEETING APPROVED ALL ITEMS ON THE AGENDA

THE ORDINARY MEETING HAS APPROVED:

- THE DRAFT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 AND THE DISTRIBUTION OF A DIVIDEND OF EURO 0.20 PER SHARE, TO BE PAID IN TWO TRANCHES (MAY 2021 AND NOVEMBER 2021)
- THE FIRST SECTION AND THE SECOND SECTION OF THE REPORT ON REMUNERATION POLICIES AND COMPENSATION PAID IN 2020
- THE AMENDMENTS TO THE INCENTIVE PLANS
- THE APPOINTMENT OF MR. MARZIO PERRELLI AS INDEPENDENT DIRECTOR

THE EXTRAORDINARY MEETING HAS APPROVED:

- THE INCREASE IN SHARE CAPITAL WITHOUT PRE-EMPTIVE RIGHTS, TO SERVE INCENTIVE PLANS, AND CONSEQUENT AMENDMENT OF THE COMPANY BYLAWS

Milan, April 29, 2021

The Ordinary Shareholders' Meeting (the "Meeting") of Equita Group S.p.A. (the "Company" and, together with its subsidiaries, the "Equita Group") met today under the chairmanship of Mr. Francesco Perilli, with a participation of 69.5% of the share capital (79.7% of the total voting rights).

ORDINARY MEETING

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 AND DIVIDEND DISTRIBUTION

The Meeting unanimously approved the draft financial statements of the Company for the year ended 31 December 2020, accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm.

The Meeting also unanimously approved the proposal of the Company's Board of Directors to distribute a dividend of Euro 0.20 per share, gross of taxes¹. The dividend will be paid out in two tranches:

- ≡ First tranche – equal to Euro 0.10 per share (coupon no. 4) – paid on 12 May 2021 (payment date) with coupon tender date on 10 May 2021 (ex-dividend date) and record date on 11 May 2021 (record date);
- ≡ Second tranche – equal to Euro 0.10 per share (coupon no. 5) – paid on 10 November 2021 (payment date) with coupon tender date on 8 November 2021 (ex-dividend date) and record date on 9 November 2021 (record date).

REMUNERATION POLICIES AND REPORT ON REMUNERATION POLICIES AND COMPENSATION PAID IN 2020

The Meeting unanimously approved the first section of the Report on remuneration policies and compensation paid in 2020 (the "Report"), pursuant to Article 123-ter, of the Legislative Decree No 58/98 ("TUF") and Article 84-quarter of the Issuers' Regulation as subsequently amended. By approving the first section of the Report, the Meeting also approved the remuneration and incentive policies of the Group applicable from 2021 onwards. The Meeting also expressed favourable opinion – with 95.0% of the attending votes – on the second section of the Report.

¹ The dividend (Euro 9,232,879.60 in total) will be paid out by distributing part of the annual net profits and other reserves.

AMENDMENTS TO THE INCENTIVE PLANS

The Meeting approved – with 95.0% of the attending votes – to amend the “*Equita Group Plan based on financial instruments 2019-2021*” (previously approved on 30 April 2019) and – with 95.0% of the attending votes – the “*Equita Group Plan 2020-2022 for senior management*” (previously approved on 7 May 2020).

With specific reference to the “*Equita Group Plan based on financial instruments 2019-2021*”, the key amendments to the plan were: i) extension of the plan’s beneficiaries to collaborators of the Equita Group; ii) inclusion of specific gates applicable to the subsidiary Equita Capital SGR only; iii) providing beneficiaries who exercise stock options with newly issued shares deriving from paid share capital increase, together or as alternative to treasury shares; iv) revision and simplification of extraordinary events.

With specific reference to the “*Equita Group Plan 2020-2022 for senior management*”, the key amendments to the plan were: i) inclusion of the Group’s employees and collaborators among the plan’s beneficiaries – identified by the Board of Directors among managers with strategic responsibilities or the more relevant personnel; ii) provision – despite it already being implied in the older version of the plan – that the Board of Directors may transfer, after 2020, to one or more beneficiaries, stock options previously assigned to other beneficiaries that lost rights; iii) provision to assign to beneficiaries that exercise stock options newly issued shares deriving from paid share capital increase, together or as alternative to treasury shares; iv) revision and simplification of extraordinary events.

APPOINTMENT OF A DIRECTOR

The Meeting unanimously appointed Marzio Perrelli as Independent Director of the Company. Mr. Perrelli will remain in charge as Director until the approval of the 2022 financial statements.

EXTRAORDINARY MEETING

INCREASE IN SHARE CAPITAL WITHOUT PRE-EMPTIVE RIGHTS TO SERVE INCENTIVE PLANS AND AMENDMENT OF THE COMPANY BYLAWS

The Meeting, following the resolutions approved by attending shareholders during the ordinary part of the meeting (items 3 and 4 on the agenda), approved – with 95.0% of the attending votes – a share capital increase, ex-article 2441, paragraph 8, of the Italian Civil Code, in favour of the beneficiaries of the Group’s incentive plans and without pre-emptive rights, for a maximum nominal amount of Euro 800,000 and a maximum of 3,500,000 million newly issued shares to be subscribed by 31 May 2028.

This resolution will not imply any additional dilutive effect compared to the maximum dilution expected by incentive plans previously approved (5.66% maximum for the “*Equita Group Plan based on financial instruments 2019-2021*” and 2.53% maximum for the “*Equita Group Plan 2020-2022 for senior management*”).

OTHER INFORMATION

The minutes of the Meeting will be made available to the public, within the terms set forth by applicable law, at the Company’s registered office, on the Company’s website www.equita.eu (Corporate Governance section, Shareholders’ Meetings area) and on the authorized storage mechanism eMarket Storage www.emarketstorage.com. The summary of votes will also be published on the Company’s website www.equita.eu (Corporate Governance section, Shareholders’ Meetings area) within the terms set forth by applicable law, pursuant to Article 125-*quater* of the TUF.

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**Equita Group**

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*Equita, the leading Italian independent investment bank, has been offering its expertise and insight on financial markets to professional investors, corporates and institutions for more than 45 years. The holding Equita Group, **listed on the “STAR” segment of the Italian Stock Exchange**, counts its managers and professionals among shareholders (with approximately 54% of the share capital) and this ensures a strong alignment of interests with investors. With its global markets activities, today Equita is **the leading independent broker in Italy** that offers to its institutional clients brokerage services on equities, fixed income, derivatives and ETFs. Moreover, thanks to the continuous engagement of the **award winning research team** – acknowledged for its top quality research – the trading floor supports investors’ decisions with valuable analyses and investment ideas on Italian and European financial markets. Equita also leverages on a **unique investment banking platform** that combines independent strategic advice with unparalleled access to capital markets. The wide offering proposed includes advisory services in M&A, other extraordinary financial transactions, along with equity and fixed income capital raising solutions. Our aim is to best serve all clients, from large industrial groups to small and medium enterprises, from financial institutions to the public sector. Lastly, **Equita Capital SGR** offers to institutional investors and banking groups its asset management competences and its deep understanding of financial markets, especially in mid and small caps. The **strong focus on alternative assets** like private debt and the **asset management strategies based on distinctive areas of expertise of the Group** make Equita Capital SGR the best partner for both investors looking for interesting returns and banking groups that would like to co-develop new products for their retail networks.*

Fine Comunicato n.20115-19

Numero di Pagine: 5