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Oggetto : GUALA CLOSURES: RESOLUTIONS OF
THE ORDINARY SHAREHOLDERS'
MEETING

Testo del comunicato

Vedi allegato.

PRESS RELEASE**GUALA CLOSURES: RESOLUTIONS OF THE ORDINARY SHAREHOLDERS' MEETING**

- **Approved the financial statements at 31 December 2020;**
 - **Resolved on the allocation of the profit for FY 2020;**
- **Not approved the first and second sections of the report on remuneration;**
 - **Appointed the Board of Directors;**
 - **Appointed the Board of Statutory Auditors.**

Alessandria, 30 April 2021 – The ordinary Shareholders' Meeting of Guala Closures S.p.A. ("**Guala Closures**" or the "**Company**") held today approved the financial statements of Guala Closures at 31 December 2020 (the "**2020 Financial Statements**") and resolved on the other items of the agenda.

Approval of the 2020 Financial Statements

The Shareholders' Meeting approved the 2020 Financial Statements, accompanied by the Directors' report and by the reports of the Board of Statutory Auditors and of the Independent Auditors. During the Meeting, the consolidated financial statements at 31 December 2020 and the Consolidated Non-financial Statement at 31 December 2020, drawn up pursuant to Italian Legislative Decree no. 254 of 30 December 2016, were also submitted.

Allocation of the profit for FY 2020

The Shareholders' Meeting approved the proposal for the allocation of the profit resulting from the separate financial statements at December 31, 2020, amounting to Euro 11,145,520, as follows: (a) Euro 557,276 to the legal reserve, corresponding to 5% of the entire profit for the year in accordance with art. 2430 of the Italian Civil Code; (b) the difference of Euro 10,588,244 to the extraordinary reserve.

Report on remuneration policy and on the remuneration paid

The Shareholders' Meeting resolved to: (i) not approve the first section of the Report on remuneration policy and on the remuneration paid, drawn up pursuant to art. 123-ter, paragraph 3, of Italian Legislative Decree no. 58 of 24 February 1998, (Consolidated Law on Finance ("**TUF**")); and (ii) express a non-binding resolution against the second section of the Report on remuneration policy and on the remuneration paid, drawn up pursuant to art. 123-ter, paragraph 4, of the TUF.

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Determination of the number of members and appointment of the Board of Directors, determination of the term of office and the remuneration of the members of the Board of Directors

The Shareholders' Meeting established the number of members of the Board of Directors as 9 and appointed the Board of Directors, with the list voting system, for a period of 3 financial years, effective from the time of acceptance of the office and expiring at the time of the Shareholders' Meeting called to approve the financial statements for the year that will end on 31 December 2023.

The appointed Directors are:

	NAME AND SURNAME	VOTING LIST
1.	Gabriele Del Torchio	Majority list submitted by the shareholder Special Packaging Solutions Investments S.à r.l., owner of 47.829% of share capital and 42.573% of voting rights, which obtained 59.224% votes in the Shareholders' Meeting (the " Majority List ").
2.	Marina Brogi (*)	Majority List
3.	Dante Razzano	Majority List
4.	Chiara Palmieri (*)	Majority List
5.	Roberto Maestroni	Majority List
6.	Francisco Javier De Juan Uriarte	Majority List
7.	Raffaella Viscardi (*)	Majority List
8.	Chiara Arisi	Majority List
9.	Marco Giovannini	Minority list submitted by the shareholder GCL Holdings S.à r.l., owner of 13.661% of share capital and 23.148% of voting rights, which obtained 29.911% votes in the Shareholders' Meeting (the " Minority List ").

(*) Director who has expressly stated to meet the independence requirements referred to in (i) art. 148, paragraph 3, of the TUF, as referred to by art. 147-ter, paragraph 4, of the TUF; as well as (ii) art. 2 of the Corporate Governance Code for listed companies, which the Company adopts.



The ordinary Shareholders' Meeting also established the overall gross annual remuneration of the members of the Board of Directors as Euro 500,000.00 to be divided between the members in accordance with that established by specific resolution of the same Board of Directors.

The curricula vitae of the new Board Members can be consulted on the Company's website, www.gualaclosures.com, and are attached to the lists submitted by the shareholders.

Based on the information made available to the Company, the Director Marco Giovannini directly holds no. 127,150 ordinary shares and indirectly through GCL Holdings S.à r.l. no. 5,244,208 ordinary shares and no. 4,322,438 B shares with multiple vote.

Appointment of the Board of Statutory Auditors

The Shareholders' Meeting appointed the Board of Statutory Auditors and the Chairman of the Board of Statutory Auditors, for a period of 3 financial years, and specifically until the approval of the financial statements at 31 December 2023.

The appointed Statutory Auditors are:

	NAME AND SURNAME	VOTING LIST
STANDING AUDITORS		
1.	Benedetta Navarra (Chairman of the Board of Statutory Auditors)	Minority list submitted by the shareholder GCL Holdings S.à r.l, owner of 13.661% of share capital and 23.148% of voting rights, which obtained 30.737% votes in the Shareholders' Meeting (the " Minority List ").
2.	Fioranna Vittoria Negri	Majority list submitted by the shareholder Special Packaging Solutions Investments S.à r.l., owner of 47.829% of share capital and 42.573% of voting rights, which obtained 59.224% votes in the Shareholders' Meeting (the " Majority List ").
3.	Massimo Gallina	Majority List
ALTERNATE AUDITORS		
4.	Mariateresa Salerno	Majority List
5.	Ugo Marco Luca Maria Pollice	Minority List

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Sede Legale e stabilimento: Via Rana, 10/12 - Zona Industriale D 6 - 15122 Spinetta Marengo (AL) - Italy - Tel. +39 0131 7531 - Fax +39 0131 753381
 Cap. Soc. Euro 68.906.646,00 - Registro Imprese - Codice Fiscale - Cod. EORI - Partita IVA **IT10038620968**
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The Shareholders' Meeting also determined the remuneration of the Board of Statutory Auditors as Euro 50,000.00 gross per annum for the Chairman and Euro 35,000.00 gross per annum for the other standing auditors.

The summary report of voting and the minutes of the Shareholders' Meeting will be made available to the public within the terms and according to the procedures required by law, at the registered office and on the website of Guala Closures, www.gualaclosures.com, section "Governance – Shareholders' Meeting", as well as on the authorised storage mechanism "eMarket Storage", at www.emarketstorage.com.

Declaration of the Manager in charge of financial reporting pursuant to the provisions of art. 154-bis, paragraph 2, TUF

The Manager in charge of financial reporting for Guala Closures S.p.A., Anibal Diaz Diaz, hereby states pursuant to paragraph 2 of art. 154-bis TUF that the accounting disclosure contained in this press release corresponds to the content of the accounting documents, books and entries.

Guala Closures Group

Guala Closures Group has more than 4,850 employees and operates in 5 continents through 30 production plants and markets its products in over 100 countries. The Group sells over 17.3 billion closures each year with a 2020 turnover of 572 million Euros. Thanks to a policy of continuous business development and technological innovation, the Group is recognized as a global benchmark in the production of alcohol safety closures and is a leading manufacturer of aluminium closures for spirits, wines and beverages.

From August 2018, Guala Closures S.p.A. has been listed on the STAR segment of the Italian Stock Exchange, entering the FTSE Italia Mid Cap index in September 2019.

Find out more on www.gualaclosures.com

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Fine Comunicato n.2043-52

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