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Societa' : GIGLIO GROUP
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Data/Ora Inizio : 30 Luglio 2021 19:45:40
Diffusione presunta
Oggetto : Giglio Group: Call Notice of the ordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

**GIGLIO GROUP S.P.A.**

Registered office in Piazza Diaz 6, Milan, 20123
Share capital of € 4,393,604 (fully paid-up)
Milan, Monza, Brianza and Lodi Companies Registration Office and VAT number 07396371002
Economic & Admin. Register no. 2091150

CALL NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Shareholders with voting rights for the Shareholders' Meeting of Giglio Group S.p.A. (hereinafter also referred to as, "**Giglio**" or the "**Company**") are hereby called to attend the Ordinary Shareholders' Meeting to be held on **21 September 2021** at **15:00** in single call at Piazza Diaz 6 - 20123, Milan (hereinafter also referred to as the "**Meeting**"), to discuss and resolve upon the following

AGENDA

1. Integration of the Board of Statutory Auditors: appointment of a Statutory Auditor and of an Alternate Auditor.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

As of the date of publication of this call, the share capital of Giglio, subscribed and paid-in, amounts to € 4,393,604, divided into 21,968,022 ordinary shares, without nominal value. Each ordinary share has the right to one vote at the Ordinary and Extraordinary Shareholders' Meetings. As of the date of publication of this call, the Company does not hold own treasury shares. Information regarding the composition of the share capital are available on the Company's Website at www.giglio.org ("Investor relations - Shareholders ID" section).

RIGHT TO ATTEND AND VOTE IN THE MEETING

Pursuant to Art. 83-sexies of the Legislative Decree no. 58 of 24 February 1998 ("**CFA**"), the individuals for whom the authorised intermediary (pursuant to the applicable rules) shares with the Company the communication certifying the ownership of said right upon the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting in single call (**10 September 2021** - record date) shall have a right to attend the Meeting. The communication must be received by the Company by the end of the third trading day before the date set for the Shareholders' Meeting in single call (therefore, by **16 September 2021**). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting. Anyone who becomes a shareholder after the record date, will not be able to participate or vote at the Meeting. It is reminded that the communication to the Company shall be carried out by the intermediary upon the request of the individual with the right to attend and vote.

RIGHT TO POSE QUESTIONS BEFORE THE MEETING

Pursuant to Art. 127-ter of the CFA, individuals with voting rights may pose questions on the items of the agenda also before the beginning of the Meeting, by sending them to the Company before the record date (i.e., by 10 September 2021); the Company shall not be held accountable for the requests received after said date. The Company, upon assessing their relevance with the items on the agenda of the Meeting and the right of the individual who poses them, shall provide an answer to these questions at least two days before the Shareholders' Meeting (i.e. by **19 September 2021**), also through a publication on a specific section of the Company's website, for the purpose of allowing individuals with a right to attend and vote to express their opinion knowingly with regard to the items on the agenda.



The submission of the aforementioned questions - together with the notification issued by the authorised intermediary pursuant to the applicable regulation certifying the right to vote of the individual proposing the question -shall take place via certified mail or e-mail at the following addresses: giglio@arubapec.it. It is noticed that the entitlement of the right to vote may be certified also after the submission of the questions, but always before the third day after the record date (i.e. by **13 September 2021**). The Company may provide a single answer to multiple questions with the same content.

INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING AND DRAFT RESOLUTIONS ON ITEMS ON THE AGENDA

In accordance with Article 126-bis of the CFA, Shareholders who represent, also jointly, at least one-fortieth of the share capital (2.5%) may request, within ten days from the publication of the present notice (i.e. by **9 August 2021**), the integration to the item on the Agenda, indicating in the request the further items to be included on the Agenda, or draft resolutions on items already on the Agenda. Said request shall be delivered in writing to the Company within the aforementioned term via certified mail or certified e-mail to the following address: giglio@arubapec.it, together with a report outlining the reasons for the draft resolutions of new items to be added to the Agenda or the reasoning concerning further resolutions to be presented on items already on the Agenda. Within the same aforementioned term, the Company shall receive a notification from the authorised intermediary, pursuant to applicable regulations, certifying the ownership of a share in the capital of the Company as requirement for eligibility to exercise the right to request a supplementation of the agenda and to present new draft resolutions.

Any individual who has the right to vote may individually present draft resolutions to the Meeting.

In relation to supplementation to the Agenda or the presentation of further draft resolutions on existing matters, notice is given in the same manner prescribed for the publication of the call notice, at least 15 days before the Shareholders' Meeting in single call (i.e. by 6 September 2021). At the same time and in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by the requesting shareholders, accompanied by any assessment of the Board of Directors, will be made available to the public. It is reminded that the integration of the Agenda is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on draft resolutions of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-ter paragraph 1 of the CFA. For further information, see the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 21 September 2021" section of the Company's website at www.giglio.org.

EXERCISE OF PROXY VOTING

Pursuant to Art. 135-novies of the CFA and to Art. 12 of the By-laws, individuals with voting rights may be represented by a third party in the Shareholders' Meeting in the manner provided for by the law. The proxy may be communicated to the Company via certified mail or e-mail at the following addresses: giglio@arubapec.it, at least two days before the date set for the Shareholders' Meeting (i.e. by 17 September 2021). Both the proxy and its voting instructions can always be revoked. For the proxy form, see the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 21 September 2021" section of the Company's website at www.giglio.org.

SHAREHOLDERS' APPOINTED REPRESENTATIVE

Pursuant to Art. 135-undecies of the CFA, the Company appointed Computershare S.p.A. ("**Computershare**") as individual to whom shareholders may freely delegate their rights (the "**Appointed Representative**"). Voting instructions on all or some of the draft resolutions related to the items on the agenda must be attached to the proxy. The proxy must be granted via subscription of the specific proxy form made available in the specific section of the Company's website at www.giglio.org, in the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 21 September 2021" section and subsequently sent, as indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting, i.e. by 17 September 2021. Proxies and their voting instructions can be revoked by



the same term as mentioned above. The proxy shall have no effect on the draft resolutions for which the shareholder gave no voting instructions. For further information, see the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 21 September 2021" section of the Company's website at www.giglio.org. The Appointed Representative will be available to all shareholders in order to provide any information and explanation that may be deemed necessary via the following contact: (+39) 02 46776819 or ufficiomi@computershare.it.

APPOINTMENT OF A STATUTORY AND AN ALTERNATE AUDITOR

Pursuant to Art. 29 of the Company's By-laws, the slate vote shall not be applied and the Shareholders' Meeting shall resolve upon the appointment starting from the names of the candidates as presented by the shareholders, in accordance with the applicable laws and regulations in force from time to time with regard to gender equality principles. Shareholders with voting rights who wish to present a candidacy for the appointment of a statutory and/or alternate auditor shall have to submit said candidacy by 10 September 2021 either by depositing them at the Company's headquarters or by sending them to the certified e-mail address giglio@arubapec.it, together with the documents bearing the name of the shareholder/s who present said candidacy and the percentage of shares held, as well as the certification issued by an authorised intermediary certifying the ownership of said shares with regard to the date of presentation of their draft resolution. Together with each candidacy, the following shall be submitted, too: a) curriculum vitae with exhaustive information on the personal and professional characteristics of the candidate; b) declaration with which the candidates: (i) accept the candidacy; (ii) certify, under their own responsibility, that there is no cause of ineligibility or incompatibility and that they possess the requirements set forth by the applicable law for the members of the Board of Statutory Auditors. The candidacies thus presented will be made available to the public up to two trading days after their presentation, through their publication on the Company's website at www.giglio.org, in the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 21 September 2021" section. For more information on how to present a candidacy, see the provisions set forth in Art. 29 of the By-laws, the Company's website and the explanatory report of the Board of Directors on the items on the agenda of the Shareholders' Meeting that will be made available on the same website pursuant to the law.

DOCUMENTS

All documents related to the Shareholders' Meeting, including the explanatory notes of the Board of Directors and the draft resolutions on the items of the agenda, shall be made available to the shareholders and the public, and at the registered office, according to the procedures and time limits laid down by law, and all Shareholders and individuals with voting rights shall have the power to obtain a copy thereof. The Meeting's documents shall be made available at the Company's registered office (Milan, Piazza Diaz 6), with the authorised storage mechanism (www.emarketstorage.com) and on the Company's website (www.giglio.org).

This notice of call shall be published, pursuant to Art. 125-bis of the CFA, Art. 84 of Consob Regulation no. 11971/1999 and Art. 12 of the By-laws, on the Company's website (www.giglio.org - Corporate Governance – Shareholders' Meetings), on the website of the authorised storage mechanism (www.emarketstorage.com), and on the newspaper "La Verità" on 31 July 2021, as an excerpt.

FURTHER INFORMATION

The Company reserves its right to integrate and/or amend the contents of this notice should this become necessary following the evolution of the current public health situation and the possible introduction, upon provisions issued by the competent authorities, of alternative modalities for the performance of the Shareholders' Meetings works.

Milan, 30 July 2021

The Chairman of the Board of Directors
Alessandro Giglio

Giglio Group S.p.A.

VAT Number: 07396371002

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Fine Comunicato n.20076-53

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