



SPAFID
CONNECT

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Data/Ora Ricezione : 19 Settembre 2021 10:08:40
Data/Ora Inizio : 19 Settembre 2021 10:08:42
Diffusione presunta
Oggetto : NOTICE OF CALLING OF THE
ORDINARY SHAREHOLDERS' MEETING,
October 20, 2021

Testo del comunicato

Vedi allegato.

NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

pursuant to Article 9 of the By-laws and Article 125-*bis* of Legislative Decree No. 58 of February 24, 1998

All Shareholders of Aquafil S.p.A. (“**Aquafil**” or the “**Company**”) are called to the Ordinary Shareholders' Meeting to be held in single call on **October 20, 2021 at 15:00**, at Via Metastasio 5, in Milan, at the office of ZNR NOTAI, in order to discuss and resolve upon the following:

AGENDA

1. Authorization for the purchase and disposal of treasury stock pursuant to Articles 2357 *et seq.* of the Italian Civil Code; relevant and ensuing resolutions.

It should be noted that, due to the persistent state of emergency imposed by the declared state of Covid-19 pandemic and taking into account the provisions of Article 106, paragraph 4, of Decree Law No. 18 of March 17, 2020 on “Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from Covid-19”, converted with amendments into Law No. 27 of April 24, 2020 (“Decree-Law Cure Italy”), whose effectiveness was lastly extended by Decree Law No. 105 of July 23, 2021, and therefore in accordance with fundamental principles for safeguarding the health of the Company’s shareholders, employees, representatives, and consultants, the meeting may take place with directors, statutory auditors, the designated representative and audit firm representatives attending the meeting also using telecommunication media, whilst holders of the share capital may attend solely through the designated representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (“TUF”), in the manner indicated herein, and shareholders or delegates other than the aforesaid designated representative shall not be allowed access to the meeting venue.

Information about the share capital

The Company's subscribed and paid-in share capital amounted to €49,722,417.28 and is divided into 51,218,794 shares of which 42,822,774 ordinary shares, 8,316,020 special B shares and 80,000 special C shares, all of which bear no specific face value. Each special B share confers the right to three votes in the Company’s ordinary and extraordinary Shareholders’ Meetings. C Shares bear no voting rights at the Company’s ordinary and extraordinary Shareholders’ Meetings. The Company does not hold any of its shares.

ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING AND VOTING RIGHTS. PROXY VOTE

Pursuant to Article 83-*sexies* of TUF and the related implementing measures, the legitimate attendance and exercise of vote — **solely through the Designated Representative** — is certified by a communication to the Company made, within the legal and regulatory time limits, by the authorized intermediary in accordance with the intermediary’s accounting records, on behalf of the person entitled to vote on the basis of the evidence as at the end of the record date of October 11, 2021, corresponding to the seventh trading day prior to the date set for the General Shareholders’ Meeting. The persons and parties who will become owners of company shares only following such date shall not be entitled to attend or vote at the Shareholders’ Meeting.

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The notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the General Shareholders' Meeting to be held on single call (i.e., not later than October 15, 2021), without prejudice to entitlement to attend the Meeting and/or exercise voting rights in the event the notice from the intermediary reaches the Company after the said deadline but before commencement of the proceedings of the General Shareholders' Meeting.

Those entitled to vote who wish to attend the Meeting and exercise the vote must be represented in the Meeting only by the Designated Representative pursuant to Article 135-*undecies* of TUF.

The Company has appointed Società per Amministrazioni Fiduciarie – Spafid S.p.A., with registered office in Milan, as the designated representative (“**Designated Representative**”) to which written proxies, with voting instructions on all or some of the motions on the Agenda of the General Shareholders' Meeting, may be granted by the shareholders, at no costs except for those of transmission, pursuant to Article 135-*undecies* of TUF.

Proxies shall be granted to the Designated Representative using the specific proxy form available, along with all relevant instructions to fill in the proxy and transmit it, on the Company's website (at www.aquafil.com, under section “*Investor Relations – Shareholders meetings – 2021*”).

Proxies, along with instructions for voting and a copy of a valid identity document identifying the proxy granter or, if the proxy granter is a legal entity, its *pro-tempore* legal representative or other person with appropriate powers, along with documentation appropriate to attesting to their position and powers, must be transmitted to the Designated Representative until no later than the end of the second trading day before the date of the General Shareholders' Meeting (thus until 23:59 on October 18, 2021), through the following procedures: (i) transmission of a digital copy (PDF) to the certified e-mail address assemblee@pec.spafid.it (subject: “Delega Assemblea Aquafil 2021”) from the shareholder's certified electronic mail address (or, in the absence of the latter, from an ordinary electronic mail address; in this case the proxy with voting instructions has to be issued with qualified electronic or digital signature); (ii) transmission of the original document by courier or registered mail to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Italy (Ref. “Delega Assemblea Aquafil 2021”), in addition to also sending a digital copy (PDF) through ordinary electronic mail to assemblee@pec.spafid.it (subject: “Delega Assemblea Aquafil 2021”).

Proxy letters and voting instructions shall remain revocable through to the same deadline. Proxy Forms shall not be valid with respect to motions for which voting instructions have not been provided.

In accordance with the aforesaid Decree-Law “Cure Italy”, proxy forms and/or sub-proxy forms may also be granted to the aforementioned Designated Representative pursuant to Article 135-*novies* of TUF, in departure from Article 135-*undecies*, paragraph 4, thereof, at no costs except for those of transmission.

In particular, those not wishing to make use of the attendance procedure specified in Article 135-*undecies* of TUF may, as an alternative, attend the meeting granting the same Designated Representative a proxy or sub-proxy form pursuant to Article 135-*novies* of TUF containing voting instructions for all or some of the motions on the Agenda. The proxy/sub-proxy form, which will be effective only for those motions for which voting instructions have been given, shall be sent to the Designated Representative along with a copy of a valid identity document identifying the proxy granter or, if the proxy granter is a legal entity, its *pro-tempore* legal representative or other person with appropriate powers, together with valid documentation attesting the appropriate position and powers, through the following procedures: (i) transmission of a digital copy (PDF) to the certified e-

AQUAFIL S.p.A.

Italy – 38062 Arco (TN) – Via Linfano 9 – tel. +39 0464 581 111r.a. – fax +39 0464 532 267

PEC: pec.aquafil@aquafil.legalmail.it

Cap.Soc. Euro 50.676.034,18 di cui sottoscritto e versato Euro 49.722.417,28

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mail address assemblee@pec.spafid.it (subject: “Delega Assemblea Aquafil 2021”) from the shareholder’s certified electronic mail address (or, in the absence of the latter, from an ordinary electronic mail address; in this case the proxy with voting instructions has to be issued with qualified electronic or digital signature); (ii) transmission of the original document by courier or registered mail to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan, Italy (Ref. ““Delega Assemblea Aquafil 2021”), in addition to also sending a digital copy (PDF) through ordinary electronic mail to assemblee@pec.spafid.it (subject: “Delega Assemblea Aquafil 2021”).

The proxy/sub-proxy must arrive no later than 18:00 on the day before the single call (without prejudice to the ability of the Designated Representative to accept the proxies/sub-proxies even after the above-mentioned deadline and before the start of the General Shareholders’ Meeting). The proxy pursuant to Article 135-*novies* of TUF and the relative voting instructions will remain revocable within the above-mentioned deadline.

For any clarification regarding the granting of proxies to the Designated Representative, please contact Spafid by sending an e-mail to confidential@spafid.it or by telephone call at (+39) 0280687.319 or (+39) 0280687.335 (on working days from 9:00 to 17:00).

No provision is made for distance or postal voting procedures.

QUESTIONS ABOUT THE ITEMS ON THE AGENDA

Pursuant to Article 127-*ter* of TUF, shareholders with voting rights are entitled to submit questions regarding the items placed on the Agenda before the General Shareholders’ Meeting and in any event no later than the end of the seventh trading day prior to the General Shareholders’ Meeting by sending them, via registered mail with return receipt, to the Company’s registered office (for the attention of the Chairman of the Board of Directors) or via personal e-mail address to the certified email address pec.aquafil@aquafil.legalmail.it.

Entitlement to exercise the right is certified by sending to the Company the relevant documentation issued by the authorized intermediary in accordance with the intermediary’s accounting records.

Questions regularly submitted by October 11, 2021 shall be answered at the very latest two days before the Shareholders’ Meeting through publication of the answers on the corporate website, it being understood that the Company reserves the right to treat several questions regarding the same subject-matter as a single query.

Please note that no answer will be provided if the requested information is already available in a "question and answer" format in a specific section of the Company's website or if the answer has already been published in the same section.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW MOTIONS

Pursuant to Article 126-*bis* of TUF, Shareholders, who individually or jointly account for at least one fortieth of the share capital, may, within ten days of publication of this notice of calling of the General Shareholders’ Meeting, ask for additions to the Agenda, specifying in the request the additional proposed items, or present new motions to be added to the items already on the Agenda. No additional

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items may be placed on the Agenda in respect of matters regarding which, under law, the Shareholders' Meeting may pass resolutions only at the motion of the Board of Directors or on the basis of a project or report prepared by the Board of Directors and falling outside the scope of Article 125-ter of TUF.

The signed original copy of the above requests — comprehensive of the related information concerning the right to attend the Shareholders' Meeting — must be submitted in written form by registered mail with return receipt to the Company's registered office (for the attention of the Chairman of the Board of Directors) or by certified electronic e-mail to the certified e-mail address pec.aquafil@aquafil.legalmail.it.

Shareholders requesting an addition must provide a report indicating the reason for the motions concerning the new items to be submitted for discussion or the reason for the additional motion presented on items already placed on the Agenda; this report must be sent in the manner indicated above to the Board of Directors by the deadline for presenting a request for an addition.

Notice of any and all additional items placed on the Agenda or presentation of new motions on items already on the Agenda shall be announced, pursuant to the same publication procedures applicable to this notice, at least fifteen days prior to the scheduled date of the General Shareholders' Meeting (i.e., no later than October 5, 2021); at the same time, such motions, along with motions concerning new items to be placed on the Agenda and the reports drafted by the shareholders in question, accompanied by any assessments by the Board of Directors, will be made available to the public at the registered office, on the Company's website www.aquafil.com and via the website of the authorized storage service eMarket STORAGE (www.emarketstorage.com).

Documentation

All documents pertaining to the General Shareholders' Meeting, including the illustrative report on the item on the Agenda and any relevant proposed resolutions, will be made available to the public in accordance with the terms established by law at the Company's registered office in Arco (Trento), via Linfano 9, as well as on the corporate website www.aquafil.com, section "*Investor Relations - Shareholders' meetings - 2021*", and through the authorized storage system eMarket Storage (www.emarketstorage.com). Shareholders are entitled to obtain a copy of the same. The corporate By-laws are available on the website www.aquafil.com, under section "*Corporate Governance*".

* * *

This notice of calling is made available on the corporate website www.aquafil.com in the section "*Investor Relations - Shareholders' meetings - 2021*", and through the authorized storage system of eMarket STORAGE (www.emarketstorage.com), as well as in excerpted form on the daily newspaper "Corriere della Sera".

The Company reserves the right to supplement and/or alter the content of this notice if found to be necessary as the result of a change to the current Covid-19 emergency situation.

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The instructions for attending the General Shareholders' Meeting using telecommunication media will be notified by the Company to the Directors, Statutory Auditors, audit firm representatives and the Designated Representative.

Arco (TN), September 19, 2021

On behalf of the Board of Directors
The Chairman of the Board of Directors
(Giulio Bonazzi)

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