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Oggetto : SHAREHOLDERS' MEETING AND FIRST  
MEETING OF THE BOARD OF  
DIRECTORS

*Testo del comunicato*

Vedi allegato.

**TREVI – FINANZIARIA INDUSTRIALE S.P.A.  
SHAREHOLDERS' MEETING AND FIRST MEETING OF THE BOARD  
OF DIRECTORS**

**APPROVAL OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021 OF TREVI - FINANZIARIA INDUSTRIALE S.P.A.**

**APPROVAL OF THE FIRST SECTION AND VOTE IN FAVOUR OF THE SECOND SECTION OF THE 2022 REPORT ON REMUNERATION AND ON THE REMUNERATIONS PAID IN 2021**

**APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS FOR THE PERIOD 2022-2024**

**APPROVAL OF THE PROXY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, PURSUANT TO ARTICLE 2443 OF THE ITALIAN CIVIL CODE**

**APPROVAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**VERIFICATION OF THE INDEPENDENCE REQUIREMENTS OF THE DIRECTORS, APPOINTMENT OF THE CHAIRMAN, CEO, AND OF THE INTERNAL BOARD COMMITTEES**

**Cesena, 11 August 2022 - Trevi - Finanziaria Industriale S.p.A.** (the "Company") informs that the Ordinary and Extraordinary Shareholders' Meeting of the Company met today under the chairmanship of Luca d'Agnese and passed the following resolutions.

**Ordinary and Extraordinary Shareholders' Meeting**

***Approval of the Separate Financial Statements and examination of the Consolidated Financial Statements at 31 December 2021***

The Shareholders' Meeting approved the Separate Financial Statements at 31 December 2021, which show a net loss of Euro 23,293,569 - accompanied by the Directors' Report including the Consolidated Non-Financial Statement prepared pursuant to the Italian Legislative Decree 254/2016, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors - without making any changes with respect to the draft financial statements approved by the Board of Directors on 29 June 2022.

During the Shareholders' Meeting, the Consolidated Financial Statements at 31 December 2021 were also presented, which closed with a net loss attributable to the Group of Euro 52.9 million.

## ***Report on remuneration***

The Shareholders' Meeting approved the first section of the Report, containing information on the remuneration policy for the members of the Board of Directors, the General Manager, if appointed, the other Executives with Strategic Responsibilities and the members of the Board of Statutory Auditors with reference to the financial year 2022, as well as the procedures used for the adoption and implementation of said policy, and also voted in favour of the second section of the aforementioned Report, presenting the remuneration for the financial year ending 31 December 2021 paid to the persons mentioned above.

## ***Appointment of the Board of Directors***

The Shareholders' Meeting appointed the Board of Directors consisting of 11 members pursuant to the Articles of Association and set the term of office of the new Board for the three-year period 2022-2024 and determined their remuneration.

The following were elected to the Board of Directors:

1. Pierpaolo Di Stefano;
2. Giuseppe Caselli;
3. Bartolomeo Cozzoli;
4. Davide Contini;
5. Davide Manunta;
6. Alessandro Piccioni;
7. Sara Kraus;
8. Elisabetta Oliveri;
9. Manuela Franchi;
10. Anna Zanardi;
11. Cristina De Benetti.

The aforementioned Directors were all drawn from the list of candidates - published on 19 July 2022 – submitted by the shareholders CDPE Investimenti S.p.A. and Polaris Capital Management, LLC, holders, respectively, of No. 38,731,103 ordinary shares of the Company, equal to 25.674% of the relevant share capital, and No. 36,405,561 ordinary shares of the Company, equal to 24.132% of the relevant share capital.

This list was voted by 100% of the share capital represented at the Meeting.

The Directors Bartolomeo Cozzoli, Davide Contini, Alessandro Piccioni, Sara Kraus, Elisabetta Oliveri, Manuela Franchi, Anna Zanardi and Cristina De Benetti declared that they meet the independence requirements established by the laws and regulations in force and by the Corporate Governance Code for listed companies, which the Company complies with. The curricula of the elected Directors are available at [www.trevifin.com](http://www.trevifin.com), under the section “*Governance/Shareholders' Meeting*”.

## ***Appointment of the Board of Statutory Auditors***

The Shareholders' Meeting appointed the Board of Statutory Auditors for the financial years 2022-2024 and determined their remuneration in the persons of:

1. Marco Vicini, as Chairman of the Board of Statutory Auditors;
2. Francesca Parente, as Standing Auditor;
3. Mara Pierini, as Standing Auditor;
4. Barbara Cavalieri, as Alternate Auditor; and
5. Massimo Giondi, as Alternate Auditor.

The aforementioned Statutory Auditors were all drawn from the list of candidates - published on 19 July 2022 – submitted by the shareholders CDPE Investimenti S.p.A. and Polaris Capital Management, LLC, holders, respectively, of No. 38,731,103 ordinary shares of the Company, equal

to 25.674% of the relevant share capital, and No. 36,405,561 ordinary shares of the Company, equal to 24.132% of the relevant share capital.

This list was voted by 100% of the share capital represented at the Meeting.

All elected Statutory Auditors declared themselves to be in possession of the requirements of independence, included those provided for by the Corporate Governance Code for listed companies, which the Company complies with, and of the other requirements established by the laws and regulations in force. The curricula of the elected Statutory Auditors are available on the website [www.trevifin.com](http://www.trevifin.com), under the section “*Governance/Shareholders’ Meeting*”.

***Proxy granted to the Board of Directors to increase the share capital, pursuant to Article 2443 of the Italian Civil Code. Amendment to Article 6 of the Articles of Association on share capital.***

The Shareholders' Meeting of the Company today approved the proxy granted to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to carry out a divisible capital increase against consideration, in one or more instalments, for a maximum period of 24 months from the date of the resolution and for a maximum amount of Euro 100,000,000.00 (one hundred million/00), through the issuance of ordinary shares without nominal value having the same characteristics as the outstanding shares, subject to verification of the existence of and compliance with the conditions provided for by law, entrusting the same Board of Directors with the task of structuring the capital increase, also in different tranches, which can be subscribed against consideration and/or by means of conversion of bank loans and/or to service financial instruments convertible into shares, to be offered with right of first refusal to shareholders and/or to be reserved with the exclusion of right of first refusal to the lending banks, with the Board being entitled to determine the issue price and any share premium, the conversion ratio, the details of the terms for the relevant subscription and the number of new shares to be issued from time to time.

As better specified in the report prepared by the Directors pursuant to Article 125-ter of the Consolidated Law on Finance, the proxy is conferred in connection with the new financial manoeuvre being defined with the Group's main lending banks (see, most recently, the press release dated 29 June 2022, available on the Company's website [www.trevifin.com](http://www.trevifin.com), “*Investor Relations/Press Releases*” section), and to be implemented within the framework of a certified recovery plan pursuant to Article 56 of the Italian Legislative Decree No. 14 of 12 January 2019 (corresponding to the former Article 67, paragraph 3(d), of the Italian Royal Decree No. 267 of 16 March 1942).

The Company's Shareholders' Meeting also approved to amend Article 6 of the Articles of Association accordingly.

***Amendments to the Articles of Association***

Today, the Company's Shareholders' Meeting approved the following amendments to the Articles of Association: (i) replacement of the references to the Corporate Governance Code contained in Articles 25 and 26 with references to the new Corporate Governance Code; (ii) amendment of Article 28 in such a way as to allow the Board of Directors to delegate proxies also to the Chairman of the Board of Directors, in order to allow the Board to articulate the powers in the manner deemed most appropriate in light of the roles and characteristics of all its members and without limitations, as permitted by both the law and the sector regulations and the Corporate Governance Code.

Luca d'Agnesse, on behalf of the outgoing Board of Directors, thanks the Trevisani family for the essential contribution it has made to the birth, growth and development of the Company and the entire Group and for its commitment.

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Please note that the voting summary and the minutes of the meeting will be made available to the public within the terms and in the manner provided for by the relevant regulations.

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## **First Board of Directors**

The newly appointed Board of Directors of Trevi - Finanziaria Industriale S.p.A. (the "**Company**") met today in full session immediately after the Shareholders' Meeting and appointed Pierpaolo Di Stefano as Chairman of the Board of Directors of the Company. The Board of Directors also appointed Giuseppe Caselli as Chief Executive Officer of the Company, with broad management powers.

The Board, having heard the opinion of the Board of Statutory Auditors, confirmed Massimo Sala as the Company's Chief Financial Officer and manager in charge of financial reporting, pursuant to Article 154-*bis* of the Italian Consolidated Law on Finance.

Based on the declarations made by the interested parties and the information available to the Company, the Board of Directors ascertained the existence of the independence requirements established by the laws and regulations in force and by the Corporate Governance Code for listed companies, which the Company complies with, in respect of the directors Bartolomeo Cozzoli, Davide Contini, Alessandro Piccioni, Sara Kraus, Elisabetta Oliveri, Manuele Franchi, Anna Zanardi and Cristina De Benetti. During today's Board meeting, the Board of Statutory Auditors verified the correct application of the assessment criteria and procedures adopted by the Board to evaluate the independence of its members, expressing no remarks in this regard. The Board of Directors acknowledged the assessments made by the Board of Statutory Auditors in relation to the independence of its members, also pursuant to the provisions of the laws and regulations in force.

The Board also appointed the members of the Control, Risk and Sustainability Committee, the Appointments and Remuneration Committee and the Related Party Transactions Committee, which will be composed as follows for the next three years:

### ***Appointments and Remuneration Committee***

Chairperson - Anna Zanardi; Members: Alessandro Piccioni and Bartolomeo Cozzoli.

### ***Control, Risk and Sustainability Committee***

Chairperson - Manuela Franchi; Members: Elisabetta Oliveri and Davide Manunta.

### ***Related Party Transactions Committee***

Chairperson - Cristina De Benetti; Members: Sara Kraus and Davide Contini.

The members of the above-mentioned committees will remain in office until the expiry of their term of office as directors and therefore until the approval of the financial statements at 31 December 2024.

The curricula of the members of the Committees are available on the Company's website [www.trevifin.com](http://www.trevifin.com), under the section "*Governance/Shareholders' Meeting*".

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The manager in charge of financial reporting, Massimo Sala, hereby declares, pursuant to Art. 154-bis, paragraph 2 of the Italian Legislative Decree No. 58 of 1998, that the accounting information contained in this press release corresponds to the documentary results, books and accounting records.

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### About the Trevi Group:

*The Trevi Group is a world leader in all-round underground engineering (special foundations, soil consolidation and reclamation of polluted sites), in the design and marketing of specialised technologies in the sector and in the construction of automated underground multi-storey car parks. Born in Cesena in 1957, the Group has about 65 companies and is present in 90 countries with dealers and distributors. Among the reasons for the success of the Trevi Group are the internationalisation, integration and continuous interchange between its two divisions: Trevi, which carries out special foundation and soil consolidation works for large infrastructure projects (subways, dams, ports and docks, bridges, railway and motorway lines, industrial and civil buildings) and Soilmec, which designs, manufactures and markets machinery, plant and services for the foundation engineering.*

*The Parent Company Trevi -Finanziaria Industriale S.p.A. has been listed on the Milan stock exchange since July 1999. Trevifin is listed on Euronext Milan that supersedes the old term MTA, as a result of the market rebranding activities that followed the acquisition of Borsa Italiana by Euronext N.V.*

### For further information:

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