



**AEFFE S.p.A.**

**Registered Office in San Giovanni in Marignano - RN**

**Via delle Querce 51**

**Share Capital € 26,840,626.00**

**Rimini Companies Register and Tax Code No. 01928480407**

**NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their voting rights are called to an Ordinary Shareholders' Meeting to be held in first and only calling at 9.30 am on 27<sup>th</sup> April 2023 to discuss and resolve on the following

**AGENDA**

1. Approval of the separate financial statements of Aeffe S.p.A. as of 31<sup>st</sup> December 2022; reports of the Board of Directors on operations, the Independent Auditors and the Board of Statutory Auditors. Presentation to the Shareholders' Meeting of the consolidated financial statements as of 31<sup>st</sup> December 2022. Presentation to the Shareholders' Meeting of the consolidated non-financial statement required by Legislative Decree 254 dated 30<sup>th</sup> December 2016.
2. Resolutions regarding the results for the year ended 31<sup>st</sup> December 2022.
3. Report on remuneration policy and compensation paid pursuant to art. 123-*ter* of Legislative Decree 58/98:
  - 3.1 resolutions regarding the first section of the report pursuant to para. 3-*bis* of art. 123-*ter* of Legislative Decree 58/98;
  - 3.2 resolutions regarding the second section of the report pursuant to para. 6 of art. 123-*ter* of Legislative Decree 58/98.
4. Appointment of the Board of Directors for the years 2023-2025, after determining the number of directors. Resolutions regarding the total emoluments of the directors not assigned special duties, pursuant to art. 2389, para. 1, of the Italian Civil Code. In particular:
  - 4.1 determination of the number of members of the Board of Directors;
  - 4.2 appointment of the members of the Board of Directors;
  - 4.3 appointment of the Chairman of the Board of Directors;
  - 4.4 resolutions regarding the total emoluments of the directors not assigned special duties.
5. Appointment of the Board of Statutory Auditors for the years 2023-2025 and resolutions regarding the remuneration of that Board. In particular:
  - 5.1 appointment of the Board of Statutory Auditors;
  - 5.2 resolutions regarding the remuneration of the Board of Statutory Auditors.

6. Proposal to authorize the Board of Directors to purchase and make use of treasury shares; related and consequent resolutions.

Please note that, pursuant to art. 2369, para. 1, of the Italian Civil Code and art. 11.1 of the Articles of Association, no second calling is envisaged for this Ordinary Shareholders' Meeting, which will be held exclusively on a virtual basis.

### **Participation at the Meeting**

Pursuant to art. 83-*sexies* of Legislative Decree 58/98 and article 11 of the Articles of Association, persons may legitimately participate at the Shareholders' Meeting and exercise their right to vote if their legitimate status is confirmed by a communication made to the Company by an authorized intermediary, as defined in the applicable regulations, and released by the latter with reference to the information contained in its own accounting records at the close of business on the seventh trading day prior to the date fixed for the Shareholders' Meeting, i.e. 18<sup>th</sup> April 2023 (the "**record date**").

Pursuant to para. 4 of art. 83-*sexies* of Legislative Decree 58/98, such communications, necessary for legitimate participation at the Shareholders' Meeting, must be received by the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 24<sup>th</sup> April 2023, and in any case prior to the start of the meeting. Those found to have become holders of shares only subsequent to the **record date** (18<sup>th</sup> April 2023) and/or those who have not sent the Company the communication addressed to the Company by an authorized intermediary, as defined in the applicable regulations, will not be entitled to participate in and vote at the meeting.

Pursuant to para. 10-*undecies* of art. 3 of Legislative Decree 198/2022 (the "One-thousand-extensions Decree 2023"), as enacted with amendments by Law 14 dated 24<sup>th</sup> February 2023, those entitled to attend the Shareholders' Meeting may participate **solely via Into S.r.l., the representative designated** by the Company pursuant to art. 135-*undecies* TUF, to which proxies or sub-proxies may also be delegated pursuant to art. 135-*novies* TUF, as an exception to para. 4 of art. 135-*undecies* TUF.

Without cost for the delegating shareholder, the proxy may be granted - with voting instructions for some or all items on the agenda - to Into S.r.l., Viale Giuseppe Mazzini 6, Rome, the representative designated by the Company pursuant to art. 135-*undecies* of Legislative Decree 58/98, on condition that this company receives the original by the end of the second trading day before the date fixed for the Shareholders' Meeting in first and only calling (i.e. by 25<sup>th</sup> April 2023). Without prejudice to the transmission of the original proxy form, the proxy may also be notified in electronic form to the following certified e-mail address: [intosrl@legalmail.it](mailto:intosrl@legalmail.it). All shares for which proxies have been granted, whether in whole or in part, are counted when determining the presence of a quorum at the Shareholders' Meeting. Proxies given on this basis to the designated representative do not apply to proposed resolutions for which voting instructions have not been given. The proxy and the voting instructions may be revoked at any time prior to the deadline indicated above.



Shareholders that do not intend to participate in the manner envisaged in art. 135-*undecies* TUF may, as an alternative, participate by granting the Designated Representative proxies or sub-proxies, pursuant to art. 135-*novies* TUF, that contain voting instructions for all or some of the proposed resolutions on the agenda. Such proxies/sub-proxies must be transmitted in the manner specified on the proxy/sub-proxy form.

Proxies/sub-proxies must be received by no later than 6 p.m. on the day before the Shareholders' Meeting (although the Designated Representative may accept proxies and/or instructions after that deadline, but before the start of the Meeting). The voting instructions given can always be revoked in the same manner prior to the above deadline.

Clarification about the granting of proxies or sub-proxies to the Designated Representative (and, in particular, about completion of the proxy form and the voting instructions, as well as their transmission) can be obtained by sending an e-mail to Into S.r.l. at [issuerservices@intosrl.it](mailto:issuerservices@intosrl.it) or calling +39 06 3218641 (during office hours, from 9 a.m. to 6 p.m.).

Proxy forms and the related instructions for their completion and transmission are available from the registered office and from the Company's website at the address [www.aeffe.com](http://www.aeffe.com).

Pursuant to art. 127-*ter* of the TUF, all those entitled to vote may ask questions about the matters on the agenda, even before the Shareholders' Meeting, by sending a registered letter to the following address: Aeffe S.p.A. - FAO Legal Department - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy, or a certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it). Pursuant to para. 1-*bis* of art. 127-*ter* of Legislative Decree 58/98, questions must be received by the Company at least three days prior to the date of the Shareholders' Meeting, and therefore by end of day on 24<sup>th</sup> April 2023. The written replies made available at the start of the meeting to all those entitled to vote are deemed to be answers provided during the meeting. Interested parties must provide the information needed to identify them.

In order to exercise this right, the Company must receive the communication released by the intermediaries that hold the shares owned by the Shareholder.

For further details about the conduct of the Shareholders' Meeting, those entitled to participate and exercise their right to vote are invited to read the Meeting Regulations available from the Company's website [www.aeffe.com](http://www.aeffe.com) in the section entitled *Governance*.

### **Additions to the Agenda and right to present new proposed resolutions**

Pursuant to art. 126-*bis* TUF, those Shareholders who, together or alone, represent at least one-fortieth of the share capital may, not more than ten days after the publication of this notice and, therefore, by 27<sup>th</sup> March 2023, request additions to the list of matters to be discussed, indicating in the request the additional matters proposed, or present proposed resolutions on matters already on the agenda. The request made in written form must be sent by registered letter to the following address: Aeffe S.p.A. - FAO Legal Department - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy or by certified e-mail to the following certified e-mail



address [aefespa@pec.it](mailto:aefespa@pec.it), on condition that it arrives by the deadline indicated above. By that deadline and in the same manner, the proposing shareholders must also present a report on the matters that they propose for discussion, explaining the reason for the proposed resolutions on the new matters proposed for discussion, or the reason for the further proposed resolutions presented on matters already on the agenda.

In order to exercise this right, the Company must receive the communication released by an intermediary authorized pursuant to current regulations in favor of the shareholders entitled to request the addition.

Information about any additions made to the agenda or about any additional proposed resolutions on items already on the agenda, which the Meeting must address following receipt of the above requests, will be provided in the manner used to publish this notice, at least fifteen days prior to the date fixed for the Meeting. At the time of publishing the notice of additions to the agenda or of additional proposed resolutions, the report prepared by the requesting shareholders will also be made available to the public in the manner envisaged for all other meeting documentation, accompanied by the considerations of the administrative body, if any. In any case, all those entitled to vote can individually present proposed resolutions during the Shareholders' Meeting.

Additions to the agenda are not allowed for matters that, by law, may only be voted on at the meeting following a recommendation from the directors, or based on a project or report prepared by them that is not included in those indicated in para. 1 of art. 125-ter, TUF.

#### **Lists for the appointment of the Board of Directors**

Pursuant to art. 14 of the Articles of Association, the Board of Directors of the Company comprises not less than seven and not more than nine directors, as decided at the Ordinary Shareholders' Meeting.

The Board of Directors of the Company is appointed in the manner envisaged in art. 15 of the Articles of Association, to which express reference is made for all matters not presented below.

Pursuant to art. 15 of the Articles of Association, the members of the Board of Directors are appointed by list voting, in compliance with the regulations currently in force on gender balance (accordingly, in compliance with para. 1-ter of art. 147-ter of Legislative Decree 58/98, the least represented gender must comprise not less than 2/5ths of the elected directors), rounding up to the nearest whole number the number of candidates belonging to the least represented gender, if application of the gender balance criterion does not result in a whole number.

Shareholders have the right to present lists of candidates if, individually or collectively, they represent at least 2.5% (two point five percent) of the shares with voting rights at Ordinary Meetings, or such different percentage of the Company's share capital as is established by current and applicable laws and/or regulations. Each Shareholder (as well as (i) shareholders belonging to the same group, comprising the controlling party, not necessarily a company, as defined in art. 2359 of the Italian Civil Code, and all companies controlled by or under the joint control of that party, or (ii) the members of the same shareholders' syndicate pursuant to art.

122 of Legislative Decree 58 dated 24th February 1998, or (iii) the shareholders who are otherwise joined in relationships deemed relevant under current and applicable laws and/or regulations) may present or contribute together with other shareholders to the presentation, directly or via intermediaries or trust companies, of just one list of candidates; all lists presented by shareholders presenting multiple lists will be void.

The lists of candidates signed by the shareholders presenting them, or by the shareholder appointed to present them, and accompanied by the documentation required by article 15 of the Articles of Association, must be filed at the registered offices of the Company at least twenty-five (25) calendar days prior to the date fixed for the Meeting, i.e. by 2<sup>nd</sup> April 2023, as extended for filing purposes to 3<sup>rd</sup> April 2023. The lists may be filed inter alia by certified e-mail sent to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that the lists are received by the Company by the twenty-five (25) calendar day deadline referred to above. The lists must include candidates from both genders, so that the least represented gender has the portion of candidates envisaged by the legislation in force at the time (rounded up to the nearest whole number in the case of a fraction).

The documentation specified in article 15 of the Articles of Association must also be filed at the registered offices, together with each list, at least twenty-five (25) calendar days prior to the date fixed for the Meeting.

Each candidate can appear on just one list, or will be ineligible for election.

The list must contain a number of candidates no greater than the maximum number of members to be elected. Lists that contain three candidates or more must also include candidates from both genders, so that the least represented gender has the portion of candidates envisaged by the legislation in force at the time (rounded up to the nearest whole number in the case of a fraction).

The profiles of the candidates indicated on the lists must take account of the characteristics, in terms of profession, experience and gender, envisaged by current legislation and in the Corporate Governance Code of issued by Borsa Italiana. In order to demonstrate ownership of the number of shares necessary for the presentation of a list, each nominating shareholder must file a copy of the related communication from the intermediary authorized pursuant to current regulations at the registered offices, together with that list, not more than 21 (twenty-one) calendar days prior to the date fixed for the Meeting. Pursuant to para. 1-*bis* of art. 147-*ter* of Legislative Decree 58/98, ownership of the minimum equity interest is determined by reference to the shares registered in the name of the shareholder on the date on which the lists are filed at the Company.

Lists of candidates that do not comply with the requirements specified in the Articles of Association will be treated as if they had not been presented.

The Company will provide information about the lists presented on the basis envisaged in current regulations.

#### **Lists for the appointment of the Board of Statutory Auditors**

The Board of Statutory Auditors of the Company is appointed in the manner envisaged in art. 22 of the Articles of Association, to which express reference is made for all matters not presented below.



In particular, pursuant to art. 22 of the Articles of Association, the members of the Board of Statutory Auditors are appointed by list voting. The Board of Statutory Auditors comprises 3 serving auditors, of whom at least one must be a member of the least represented gender, while the two alternate auditors must comprise one person from each gender.

Shareholders have the right to present lists if, individually or collectively, they represent at least 2.5% of the shares with voting rights at Ordinary Meetings (in accordance with the instructions contained in Consob Decision 76 dated 30<sup>th</sup> January 2023).

Each shareholder may present or contribute together with other shareholders to the presentation, directly or via intermediaries or trust companies, of just one list of candidates; all lists presented by shareholders presenting multiple lists will be void.

Each list must comprise two sections: one for the appointment of serving auditors and the other for the appointment of alternate auditors. The candidates in each section must be listed in consecutive numerical order. Each candidate can appear on just one list, or will be ineligible for election.

Considering both sections, lists that contain three or more candidates must ensure gender balance, so that the least represented gender has the proportion prescribed by the legislation currently in force.

Each candidate can appear on just one list, or will be ineligible for election.

Shareholders who present a list that aspires to obtain the largest number of votes are responsible for ensuring that such list contains a sufficient number of candidates.

The lists signed by the shareholders presenting them, or by the shareholder appointed to present them, and accompanied by the documentation required by article 22 of the Articles of Association, must be filed at the registered offices of the Company at least twenty-five (25) days prior to the date fixed for the Meeting, i.e. by 2nd April 2023, as extended for filing purposes to 3rd April 2023. The lists may be filed inter alia by certified e-mail sent to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that the lists are received by the Company by the twenty-five (25) calendar day deadline referred to above.

In order to demonstrate ownership of the number of shares necessary for the presentation of a list, each nominating shareholder must file a copy of the related communication from the intermediary authorized pursuant to current regulations at the registered offices, together with that list, not more than 21 (twenty-one) calendar days prior to the date fixed for the Meeting. Pursuant to para. 1-*bis* of art. 147-*ter* of Legislative Decree 58/98, ownership of the minimum equity interest is determined by reference to the shares registered in the name of the shareholder on the date on which the lists are filed at the Company.

Lists not presented in compliance with the requirements of the Articles of Association will be treated as if they had not been presented. Candidates must satisfy the requirements of eligibility, honorability and professionalism established by law, and must not hold a number of appointments as directors or auditors that exceeds the maximum allowed by current laws and regulations.



Shareholders presenting a "minority list" are invited to take account of the recommendations contained in Consob Communication no. DEM/9017893 dated 26<sup>th</sup> February 2009 concerning the "Appointment of members of administrative and control bodies".

The Company will provide information about the lists presented and about any failure to present minority lists on the basis envisaged in current regulations.

If no minority lists are presented for the appointment of the Board of Statutory Auditors by the above deadline of 2<sup>nd</sup> April 2023, as extended for filing purposes to 3<sup>rd</sup> April 2023, the deadline for the presentation of lists for the appointment of members of the Board of Statutory Auditors will be extended by up to three days subsequent to 2<sup>nd</sup> April 2023 (i.e. up to and including 5<sup>th</sup> April 2023). In this case, the minimum equity interest required by article 22.2 of the Articles of Association for the presentation of lists of candidate statutory auditors will be halved (to 1.25%).

### **Documentation**

The documentation relating to the matters on the agenda, the proposed resolutions and the proxy forms with the related instructions will be made available to the public within the timescale and on the basis envisaged by current regulations. Shareholders may examine and obtain copies of the above documentation, which will also be made available, within the timescale envisaged by law, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com).

### **Share capital**

The share capital of the Company amounts to Euro 26,840,626.00 and is represented by 107,362,504 ordinary shares, par value Euro 0.25 each: each ordinary share carries the right to one vote at ordinary and extraordinary meetings of the Company's shareholders. At today's date, the Company holds 8,937,519 treasury shares representing 8.325% of share capital, the voting rights for which are suspended pursuant to para. 2 of art. 2357-ter of the Italian Civil Code; accordingly, 98,424,985 votes are exercisable at the Ordinary Shareholders' Meeting.

Information about share capital is also available from the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), in the "Governance" section.

This notice of meeting is published, pursuant to art. 125-bis TUF and art. 10 of the Articles of Association, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), on the e-marketstorage platform ([www.emarketstorage.it](http://www.emarketstorage.it)) and - in extract form - in a national daily newspaper and on the website of Borsa Italiana ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

The Corporate Affairs Office of Aeffe S.p.A. is available to provide further information by telephone: +39 0541/965207; e-mail: [giulia.degano@aeffe.com](mailto:giulia.degano@aeffe.com), or certified e-mail: [aeffespa@pec.it](mailto:aeffespa@pec.it)

San Giovanni in Marignano, 17<sup>th</sup> March 2023

*The Chairman of the Board of Directors - Massimo Ferretti*