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Societa' : BRUNELLO CUCINELLI
Identificativo : 173620
Informazione
Regolamentata
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Data/Ora Ricezione : 17 Marzo 2023 09:11:56
Data/Ora Inizio : 17 Marzo 2023 09:11:57
Diffusione presunta
Oggetto : Notice of call of the 2023 Shareholders'
Meeting

Testo del comunicato

Vedi allegato.



BRUNELLO CUCINELLI

BRUNELLO CUCINELLI S.P.A.

Registered office in Corciano (PG), Solomeo, Viale
Parco dell'Industria 5, Italy

Fully paid-up share capital: €13,600,000
Tax code, VAT number and Companies' Register of
Umbria no. 01886120540

R.E.A. no. 165936

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to participate and exercise their voting rights are called to attend the ordinary and extraordinary Shareholders' Meeting of Brunello Cucinelli S.p.A. (the "**Company**") at 10.00 a.m. on April 27th, 2023, at the Cucinelli Theatre in Via Giovine Italia 2, Solomeo, Corciano (PG), Italy, in a single call, to discuss and resolve upon the following

Items on the agenda:

Ordinary part

1. Financial statements of the Company as at December 31st, 2022; presentation of the consolidated financial statements of the Brunello Cucinelli Group as at December 31st, 2022; reports of the Directors, of the Board of Statutory Auditors and of the Auditing Firm. Presentation of the consolidated non-financial statement as at December 31st, 2022, pursuant to Legislative Decree 254/2016. Resolutions pertaining thereto and resulting therefrom.
2. Proposal for the allocation of the results of the Fiscal Year. Resolutions pertaining thereto and resulting therefrom.
3. Resolution pursuant to article 123-*ter*, paragraph 6, of Italian Legislative Decree no. 58/1998 on the second section of the Report on the policy regarding remuneration and fees paid pursuant to article 123-*ter* of Italian Legislative Decree no. 58/1998.
4. Authorization to purchase and disposal of treasury shares pursuant to articles 2357 and 2357-*ter* of the Italian Civil Code for the purposes of the "2022-2024 Stock Grant Plan" based on the allocation of Brunello Cucinelli S.p.A. ordinary shares, after revocation, for the portion not implemented, of the resolution on the authorization approved by the ordinary Shareholders' Meeting on April 27th, 2022.
5. Appointment of the Board of Directors pursuant to article 147-*ter* of Italian Legislative Decree no. 58/1998 and articles 13 et seq. of the Company's Bylaws.
 - 5.1. Determination of the number of members of the Board of Directors.
 - 5.2. Determination of the term of the Board of Directors' office;
 - 5.3. Appointment of the members of the Board of Directors;

- 5.4. Appointment of the Chairman of the Board of Directors;
 - 5.5. Determination of the remuneration of the members of the Board of Directors.
6. Appointment of the Board of Statutory Auditors pursuant to article 148 of Italian Legislative Decree no. 58/1998, articles 144-*quinquies* et seq. of the CONSOB Regulation no. 11971/1999 (Issuers' Regulation) and articles 20 et seq. of the Company's Bylaws.
- 6.1. Appointment of three Statutory Auditors and two Alternate Auditors;
 - 6.2. Appointment of the President of the Board of Statutory Auditors;
 - 6.3. Determination of the remuneration of the Statutory Auditors.

Extraordinary part

- Proposal to amend article 6 of the Company's Bylaws concerning the introduction of the attribution of the increased voting rights. Resolutions pertaining thereto and resulting therefrom.

Information on the share capital of Brunello Cucinelli S.p.A.

On the date of publication of this notice of call, the subscribed and paid-up share capital of Brunello Cucinelli S.p.A. is €13,600,000, consisting of no. 68,000,000 ordinary shares without nominal value, each of which gives the holder the right to one vote at the Company's Shareholders' Meeting. As of the date hereof, the Company holds no. 47.250 treasury shares, equal to 0.0695% of the share capital, for which voting rights are suspended in accordance with the law. These treasury shares are counted for the purpose of the regular constitution of the Shareholders' Meeting, but not for the calculation of the majority required for the approval of the resolutions on the agenda.

Attendance at the Shareholders' Meeting

Pursuant to article 10 of the Company's Bylaws and in compliance with the requirements of current legislation, anyone entitled to vote may attend the Shareholders' Meeting.

Entitlement to attend the Shareholders' Meeting and exercise voting rights is attested by a statement sent by the intermediary to the Company, on behalf of the person holding the voting rights, on the basis of the evidence relating to the end of the seventh trading day (the "**Record Date**") prior to the date on which the Shareholders' Meeting is convened in a single call (namely April 18th, 2023). Debit and credit entries recorded in the accounts after to the Record Date are not taken into account for the purposes of the entitlement to attend the Shareholders' Meeting and to exercise voting rights. The intermediary's statement referred to above must be received by the Company by the end of the third trading day prior on which the Shareholders' Meeting is convened in a single call (namely April 24th, 2023).

Nevertheless, the entitlement to attend the Meeting and exercise a vote shall remain valid for notices received by the Company after the above deadlines, provided that they arrive earlier than the scheduled time of the Meeting.

People entitled to attend the Meeting are kindly requested to arrive earlier than the time scheduled for the Meeting.

Entitlement to attend Shareholders' Meetings

Anyone entitled to attend the Shareholders' Meeting may be represented by another person by means of a proxy. The relevant proxy form is made available at the Company's registered office as well as on the Company's website: <http://investor.brunellocucinelli.com>, under the Section "Governance/Shareholders' Meetings/2023/Notifications and forms".

The proxy may be transmitted to the Company by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo, Corciano (PG), Italy, or by certified electronic mail to the following certified email address: brunellocucinelli.spa@legalmail.it. Should the proxy holder deliver or transmit a copy of the proxy to the Company, the proxy holder shall certify, under his/her own responsibility, the conformity of the copy to the original and the identity of the person who has conferred the proxy.

Participation in the Shareholders' Meeting by proxy to the appointed representative

The proxy, containing voting instructions on all or some of the items on the agenda, may be granted, free of charge (except for any shipping costs) for the persons granting the proxy, to Società per Amministrazioni Fiduciarie “SPAFID” S.p.A. (“Spafid” or “Appointed Representative”) having its registered office in Milan.

Proxies to the Appointed Representative shall be granted using the specific form, with the relevant instructions for its filling and transmission, available on the Company's website <http://investor.brunellocucinelli.com>, under the section “Governance/Shareholders' Meetings/2023/Notifications and forms”. Proxies with the voting instructions shall be submitted to Spafid together with a valid identity card of the shareholder granting the proxy or, if the shareholder is a legal entity, of the *pro tempore* legal representative or of any other legally authorized person, with the appropriate documentation detailing his/her title and powers by the end of the second trading day prior to the Shareholders' Meeting (i.e. no later than 23:59 on April 25th, 2023) using one of the following alternative procedures:

- (i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee@pec.spafid.it (RE: “Proxy for Brunello Cucinelli 2023 Shareholders' Meeting”) from one's own certified email box (or, failing that, from one's own ordinary email box; in this case proxies with voting instructions must be signed with a qualified electronic or digital signature);
- (ii) transmission of the original by courier or registered letter with return delivery to the following address: Spafid S.p.A., Foro Buonaparte No. 10, 20121 Milan (RE: “Proxy for Brunello Cucinelli 2023 Shareholders' Meeting”), sending a copy reproduced electronically (PDF) in advance by ordinary electronic mail to assemblee@pec.spafid.it (RE: “Proxy for Brunello Cucinelli 2023 Shareholders' Meeting”).

Proxies and voting instructions may be revoked within the same time frame (i.e. by April 25th, 2023) and in the same manner. The proxy shall have no effect with regard to proposals for which no voting instructions have been given.

For any clarifications concerning the granting of proxy to the Appointed Representative (and, in particular, concerning the filing of the proxy form and the voting instructions and their transmission), please contact Spafid by email at the address confidential@spafid.it or at the following telephone numbers: (+39) 02 80687351- 359 (during office business hours: from 9 a.m. to 1 p.m. and from 2 p.m. to 6 p.m.).

Exercising voting rights by correspondence

In compliance with article 11.2 of the Company's Bylaws, voting rights may be exercised by correspondence. The relevant ballot papers are made available at the Company's registered office as well as on the Company's website: <http://investor.brunellocucinelli.com>, under the section “Governance/Shareholders' Meetings/2023/Notifications and forms”.

The vote by correspondence is exercised directly by the holder and it is expressed separately for each of the proposed resolutions. The completed and signed ballot papers must be received in a closed envelope by the Company within the end of the trading day prior to the Shareholders' Meeting is convened in a single call (namely, by April 26th, 2023) by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo, Corciano (PG), Italy, or by certified electronic mail to the following address: brunellocucinelli.spa@legalmail.it.

The ballot paper shall be sent along with a copy of the certification issued by the authorized intermediary for the participation in the Shareholders' Meeting attesting the participation (please refer to the “Attendance at the Shareholders' Meeting” section above).

Ballot papers received after the aforementioned deadline, or not signed, or not accompanied by a copy of the notice for participation to the Meeting issued by the intermediary, will not be taken into consideration either for the purposes of constituting the meeting and for voting purposes.

The vote may be revoked by means of a written statement brought to the Company's attention at least the day before the Shareholders' Meeting in a single call sent by registered mail with return receipt to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo, Corciano (PG), Italy, or via certified email to the following address

brunellocucinelli.spa@legalmail.it or by an explicit declaration made by the relevant person during the Meeting.

Additions to the agenda and new proposals for resolutions

Pursuant to art. 126-*bis* of the Italian Legislative Decree no. 58/98 (the “**Consolidated Law on Finance**” or “**TUF**”), shareholders representing (also jointly), at least, one fortieth of Company’s share capital may request, within ten days from the publication of this notice (namely by March 27th, 2023), that specific items be added to the agenda, specifying in their request the proposed additional items, or submit draft resolutions on items already on the agenda. Such requests must be made in writing and sent to the Company by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell’Industria n. 5, 06073 Solomeo, Corciano (PG) or by certified email to the following address brunellocucinelli.spa@legalmail.it.

The request shall be accompanied by information enabling the identification of the submitting Shareholders and the total percentage of participation held as well as the certification issued pursuant to the applicable law by the intermediaries attesting to the ownership of that participation.

The requesting Shareholders shall submit to the Company’s Board of Directors a report setting out the reasons for the proposals for resolutions on the new matters that they propose to be discussed or the reason for the additional proposal for resolutions submitted for items already on the agenda.

This report shall be submitted to the Board of Directors by the deadline set forth for the submission of additional requests (i.e. by March 27th, 2023). Any addition to the items on the agenda as well as any presentation of further proposals for resolutions on item already on the agenda will be published in the same manner required for the publication of this notice, at least fifteen days prior to the Shareholders’ Meeting convened in a single call (namely, by April 12th, 2023).

Additions to the agenda are not permitted for items on which the Shareholders’ Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or report prepared by them.

Right to raise questions on the items on the agenda

Pursuant to art. 127-*ter* of the TUF, those entitled to exercise their vote may raise questions on items on the agenda, also before the Shareholders’ Meeting by sending them by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell’Industria 5, 06073 Solomeo, Corciano (PG), Italy or by notification made to the following certified electronic mail address: brunellocucinelli.spa@legalmail.it. The request shall be accompanied by the relevant communication issued by the authorised intermediary pursuant to the applicable law certifying the Shareholder’s entitlement to exercise this right.

Replies will be provided to the questions received before the Shareholders’ Meeting at the latest during the Meeting. Questions will have to be submitted by April 20th, 2023. Only questions received within such date from Shareholders with voting rights as at April 18, 2023 (Record Date) and which are strictly relevant to the items on the agenda will be admitted.

Second section of the Report on the policy regarding remuneration and fees paid

Pursuant to art. 123-*ter*, paragraphs 6, of the TUF, the Shareholders’ Meeting will have to resolve, with a non-binding resolution, in favor or contrary to the Report on the Policy Regarding Remuneration and Fees Paid relating to 2022 fiscal year (the “**Report**”). The first section of the Report, containing the remuneration policy with reference to the financial years 2022, 2023 and 2024 approved, by binding resolution, by the Shareholders’ Meeting held on April 27th, 2022, has not been changed and will continue to be applied during the 2023 financial year.

Therefore, this policy will not be submitted to the binding resolution of the Shareholders’ Meeting convened, in a single call, for April 27th, 2023. The Shareholders’ Meeting convened in a single call for April 27th, 2023, pursuant to art. 123-*ter*, paragraph 6, of the TUF, will resolve upon the second section of the Report concerning the remuneration paid.

Appointment of Board of Directors

As to the renewal of the Board of Directors referred to in item 5 of the agenda, please note that Directors are appointed on the basis of lists of candidates, pursuant to article 14 of the Company's Bylaws.

The lists of candidates may be submitted only by shareholders holding, at the time of submission of the list, even jointly, at least 1% of the share capital represented by ordinary shares of the Company.

In the light of art. 144-*undecies*.1 of CONSOB Regulation no. 11971/1999 (the "Issuers' Regulation") and, in compliance with art. 14.1 of the Company's Bylaws, lists including a number of candidates not higher than 15 (fifteen) will be admitted.

The lists thus formed and signed by filing shareholders must be deposited at the registered office of the Company at least 25 calendar days before the date on which the Shareholder's Meeting is convened in a single call (i.e., by Sunday, April 2nd, 2023), by means of:

- hand delivery to the registered office of the Company, from Monday to Friday from 8.00 a.m. to 5.30 p.m.;
- by registered mail with recorded delivery to the registered office of the Company;
- by certified electronic mail to the address: brunellocucinelli.spa@legalmail.it.

It remains understood that: (i) each shareholder, (ii) the shareholders belonging to the same group, and (iii) shareholders who are parties to a shareholders' agreement regarding the shares of the Company, may not submit, or vote for, more than one list, even though a third party or a trust company. Furthermore, each candidate may be presented only in one list, otherwise ineligibility will occur. Candidates who do not comply with the maximum number of positions held established by applicable law and regulations cannot be included in the lists. Each list must contain the minimum number of candidates satisfying the independence requirements as set forth by applicable law and regulations. Lists must be formed in compliance with the applicable law and regulations on gender balance in force from time to time.

Lists are to be filed along with:

- (i) statements whereby the individual candidates accept their candidacies;
- (ii) statements whereby the individual candidates declare, under their own responsibility, that no cause for ineligibility and/or incompatibility exists and that they possess the requisites prescribed by the applicable laws and regulations for the respective positions, also in terms of integrity and, where required, independence;
- (iii) the *curriculum vitae* relating to each candidate, containing their personal and professional profiles, including management and control positions held in other companies and of their potential suitability to be classified as independent directors in accordance with the criteria established by the law or adopted by the Company;
- (iv) the appropriate certification issued by the authorized intermediary attesting the ownership of the number of shares necessary to submit the lists with reference to the day on which the lists are filed. This certification may also be produced after the filing, provided that it is submitted within the deadline for the publication of the lists by the Company (i.e. April 6th, 2023).

For further information on the appointment of the members of the Board of Directors please refer to the Company's Bylaws and the Directors' explanatory Report on the items on the agenda, drawn up pursuant to article 125-*ter* of the TUF, available to the public at the Company's registered office and on the Company's website: <http://investor.brunellocucinelli.com/it>, under the section "Governance/Shareholders' Meetings/2023/Meeting's documents".

Appointment of the Board of Statutory Auditors

As to the renewal of the Board of the Statutory Auditors referred to in item 6 of the agenda, please note that the Auditors (statutory and alternate auditors) are appointed on the basis of lists of candidates, pursuant to article 21 of the Company's Bylaws.

The lists may be submitted only by shareholders holding, at the time of submission of the list, even jointly, at least 1% of the share capital represented by ordinary shares of the Company.

Each list shall be made of two sections: one for the appointment of Statutory Auditors, the other for the appointment of the Alternate Auditors. The first candidate of each section must be selected amongst certified public auditors registered into the relevant register and must meet the requirements established by the applicable regulations. The lists, signed by the filing shareholders, must be deposited at the registered office

of the Company at least 25 calendar days before the date on which the Shareholder's Meeting is convened in a single call (i.e., by Sunday, April 2nd, 2023), by means of:

- hand delivery to the registered office of the Company, from Monday to Friday from 8.00 a.m. to 5.30 p.m.;
- by registered mail with recorded delivery to the registered office of the Company;
- by certified electronic mail to the address: brunellocucinelli.spa@legalmail.it.

It is understood that: (i) each shareholder, (ii) the shareholders belonging to the same group, and (iii) shareholders who are parties to a shareholders' agreement regarding the shares of the Company, may not submit, or vote for, more than one list, even though a third party or a trust company. Furthermore, each candidate may be presented only in one list, otherwise ineligibility will occur. Candidates who do not comply with the maximum number of positions held established by applicable law and regulations cannot be included in the lists. The list must be formed in compliance with the applicable law and regulations on gender balance in force from time to time.

Lists are to be filed along with:

- (i) the information related to the identity of the Shareholders that submitted the lists, along with the indication of the percentage of the share capital owned as of the date of the deposit with the Company, proven by appropriate certification issued by an intermediary authorized by law. This certification may also be produced after the deposit, provided that it is submitted within the deadline for the publication by the Company of the lists (i.e., April 6th, 2023);
- (ii) statements whereby which the individual candidates accept their candidacies and declare, under their own responsibility, that no cause of ineligibility and/or incompatibility exists and that they possess the requisites prescribed by the laws and regulations in force for the respective positions;
- (iii) the *curriculum vitae* relating to each candidate, containing their personal and professional profiles, including management and control positions held in other companies;
- (iv) a statement of the Shareholders other than those holding, even jointly, a controlling or a relative majority therein, confirming the absence of any connection with the latter pursuant to article 144-*quinquies* of the Issuers' Regulation (i.e. in case of presentation of minority lists).

If within the deadline specified above (i.e. by Sunday, April 2nd, 2023) only one list has been filed or only those lists which are filed by Shareholders connected to each other, pursuant to article 144-*sexies*, paragraph 5, of the Issuers' Regulation, have been submitted, then other lists may be filed until the third day subsequent to that date (i.e. until April 5th, 2023). In such event, the threshold of the share capital set forth for the filing of the lists will be reduced by 50% (and shall, therefore, be equal to 0.5%).

For further information on the appointment of the Board of Auditors please refer to the Company's Bylaws and the Directors' explanatory Report on the items on the agenda, drawn up pursuant to article 125-*ter* of the TUF, available at the Company's registered office and on the Company's website: <http://investor.brunellocucinelli.com/it>, under the section "Governance/Shareholders' Meetings/2023/Meeting's documents".

Documentation

The documentation relating to items on the agenda, including the Directors' explanatory reports and the relevant proposals for resolution, will be available to the public in accordance with the procedures and within the terms provided by the applicable law at the Company's registered office at Viale Parco dell'Industria 5, 06073 Solomeo, Corciano (PG), Italy, and on the Company's website <http://investor.brunellocucinelli.com>, under the section "Governance/Shareholders' Meetings/2023/Meeting's documents" as well as on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

In particular, the annual financial report, including the other documents referred to articles 154-*ter* and 123-*bis* of TUF, the non-financial consolidated report provided for by articles 3 and 4 of the Italian Legislative Decree no. 254/2016 and the Report on the policy regarding remuneration and fees paid will be published by April 5th, 2023. Shareholders are entitled to obtain a copy.

The corporate offices at the Company's registered office are open to the public for consultation and/or the delivery of copies of the relevant documents mentioned above on business days from Monday to Friday from 8 a.m. to 5.30 p.m..

This notice of call is published on the Company's website at <http://investor.brunellocucinelli.com>, under the section "Governance/Shareholders'Meetings/2023/Notifications and forms", on the "eMarket Storage" mechanism (www.emarketstorage.com) and, as an abstract, on the newspapers "Il Sole 24 Ore" and "MF-Milano Finanza".

Solomeo, March 17th, 2023

On behalf of the Board of Directors
The Chairman
(Cav. Lav. Brunello Cucinelli)

Fine Comunicato n.1264-14

Numero di Pagine: 9