

Informazione Regolamentata n. 1938-20-2023	Data/Ora Ricezione 17 Marzo 2023 12:12:49	Euronext Star Milan
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Societa' : AQUAFIL
Identificativo : 173638
Informazione
Regolamentata
Nome utilizzatore : AQUAFILNSS02 - Tonelli
Tipologia : 3.1
Data/Ora Ricezione : 17 Marzo 2023 12:12:49
Data/Ora Inizio : 17 Marzo 2023 12:12:51
Diffusione presunta
Oggetto : Notice of calling of the Ordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

AQUAFIL S.p.A.

GENERAL SHAREHOLDERS' MEETING

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 April 27, 2023 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. Financial Statements for the year ended December 31, 2022; relevant and ensuing resolutions. Presentation of the Consolidated Financial Statements at December 31, 2022;
2. Allocation of results for the year; dividend distribution; relevant and ensuing resolutions;
3. Report on Remuneration Policy and Compensation Paid:
 - a. approval of the remuneration policy pursuant to Article 123-*ter*, paragraphs 3-*bis* and 3-*ter* of Legislative Decree No. 58/1998;
 - b. resolutions on the “second section” of the report, pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree No. 58/1998;
4. Appointment of the Board of Directors:
 - 4.1 definition of the number of Board members;
 - 4.2 definition of the term of office;
 - 4.3 appointment of Board members;
 - 4.4 definition of the related remuneration.

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 42,902,774 ordinary shares and 8,316,020 special B 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. The Company holds 1,278,450 treasury shares, equal to 2.4961% of share capital.

Legitimate attendance of General Shareholders' Meetings and exercise of voting rights

All voteholders shall be entitled to attend the General Shareholders' Meeting.

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of February 24, 1998 (**TUF**) and Article 10 of the By-laws, the legitimate attendance and exercise of vote is granted to all persons whose notice — certifying entitlement to vote based on the accounting records at the end of the seventh trading day preceding the scheduled date of the General Shareholders' Meeting, hence April 18, 2023 (**Record Date**) — was duly served to the Company by an authorized intermediary. The persons and parties, whose ownership of Company's shares is confirmed after the Record Date, shall not be entitled to attend or vote at the General Shareholders' Meeting.

The aforesaid 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 (i.e., no later than April 24, 2023), without prejudice to entitlement to attend and/or exercise voting rights in the event the said notice reaches the Company after the said deadline but before commencement of the proceedings of the General Shareholders' Meeting.

It is not possible to attend the General Shareholders' Meeting using telecommunications systems, nor to cast votes by conventional mail or electronic mail.

AQUAFIL S.p.A.

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PEC: pec.aquafil@aquafil.legalmail.it

Cap.Soc. Euro 50.522.417,28 di cui sottoscritto e versato Euro 49.722.417,28

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Representation at the General Shareholders' Meeting

Intervention and proxy vote

Voteholders may elect to be represented at the General Shareholders' Meeting pursuant to Article 10 of the By-laws and other applicable provisions of laws and regulations, using for such purpose the proxy form available from the Company's website. The proxy form may be served by sending it by registered mail with return receipt to the Company's registered office at Via Linfano 9, Arco (Trento), Italy, or alternatively, via electronic channels, by sending it to the certified e-mail address pec.aquafil@aquafil.legalmail.it.

Should the representative deliver or transmit to the Company a copy of the proxy, also in electronic format, the former is required, under his or her responsibility, to confirm the compliance of the proxy form to the original and the identity of the proxy granter.

Designated Representative

Pursuant to Article 135-*undecies* of TUF, the Company has appointed Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6 ("Monte Titoli" or the "Designated Representative"), as the designated representative to which written proxies, with voting instructions, on all or some of the proposals on the Agenda of the General Shareholders' Meeting may be granted, at no cost to the proxy granter.

Proxies must be granted by signing, by hand or using a qualified electronic or digital signature, in accordance with applicable Italian legislation, the specific form available from the Company's website www.aquafil.com or the Company's registered office and must be delivered, in the original, by the end of the second trading day before the scheduled date of the General Shareholders' Meeting (i.e., by April 25, 2023), along with a copy of a valid identity document identifying the proxy granter or, if the proxy granter is a legal entity, its legal representative *pro tempore* or other person with appropriate powers, along with documentation appropriate to attesting to their position and powers, to Monte Titoli: i) for proxies with hand-written signatures, by delivery or dispatch by courier or registered mail to Monte Titoli S.p.A., – c.a. Ufficio Register & AGM Services, Piazza degli Affari 6, 20123 Milan, and ii) for proxies with qualified electronic signatures or digital signatures, by certified electronic mail to the address RD@pec.euronext.com.

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.

For further details on the granting of proxy to the Designated Representative (and in particular, on completing the proxy form and voting instructions and their transmission), contact Monte Titoli via e-mail at RegisterServices@euronext.com or by calling (+39) 02.33635810 (on working days, from 9:00 to 17:00).

It bears recalling that shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the General Shareholders' Meeting. Proxy Forms shall not be valid with respect to motions for which voting instructions have not been provided.

Notification of the Company by the authorized intermediary certifying entitlement to participate in the General Shareholders' Meeting is necessary even where a proxy is granted to the representative designated by the Company. Accordingly, if no such notification is provided, the proxy shall be considered ineffective.

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 (i.e., by March 27, 2023), 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. Moreover, no additional items may be placed on the Agenda in respect of matters regarding which, under law, the General Shareholders' Meeting may pass resolutions at the motion of the Directors or on the basis of a project or report drawn up by the latter and falling outside the scope of Article 125-*ter*, paragraph 1, of TUF.

The above requests — comprehensive of the data useful to identify the presenting shareholders and the related information concerning the percentage of equity owned, as well as copy of the communication for the exercise of the right, sent to the Company by an authorized intermediary in accordance with the relevant regulation in force — must be submitted by registered mail with return receipt to the Company's registered office or by

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certified electronic mail to the address pec.aquafil@aquafil.legalmail.it, accompanied by a report that sets out the reasons for the new additional items to be discussed at the Shareholders' Meeting, or the reasons for new motions to be added to the items already on the Agenda.

Any and all additional items placed on the Agenda or presentation of new motions on items already on the Agenda shall be notified by the Company, 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 April 12, 2023). When the notice of additions to the Agenda is published, or new motions on items already on the Agenda are submitted, such motions, along with the reports drafted by the shareholders submitting the motions and the report by the shareholders requesting the additions to the Agenda, accompanied by any assessments by the Board of Directors, will be made available to the public, according to the same manners as set out in Article 125-ter, paragraph 1, of TUF.

Right to ask questions about the items on the agenda

Pursuant to Article 127-ter of TUF, shareholders with voting rights, in favor of which a communication sent to the Company by an authorized intermediary in accordance with the regulation in force, are entitled to submit questions regarding the items placed on the Agenda even before the General Shareholders' Meeting.

Questions — comprehensive of the data useful to identify the shareholders presenting them and a copy of the communication for the exercise of the right, sent to the Company by an authorized intermediary in accordance with the relevant regulation in force — may be submitted by registered mail with return receipt to the Company's registered office or by e-mail to the certified e-mail address pec.aquafil@aquafil.legalmail.it. Questions must be submitted by the end of the seventh day before the scheduled date of the General Shareholders' Meeting, i.e., by April 18, 2023.

The Company will provide a response to the questions received at the latest by 12:00 two day before the General Shareholders' Meeting (i.e., April 25, 2023), including by publishing them in a dedicated section of the Company's website.

A single response will be given to questions with the same content.

Remuneration Report

Pursuant to Article 123-ter, paragraph 6, of TUF, the Shareholders' Meeting called to approve the Financial Statements is asked to approve or reject the first section of the Remuneration Report, which presents the Company's policy for the remuneration of its governing bodies and key management personnel, in addition to the procedures whereby this policy is adopted and implemented. It bears recalling that pursuant to Article 123-ter of TUF this resolution is non-binding.

Appointment of the BOARD OF DIRECTORS

With respect to the appointment of the Board of Directors, which shall take place on the basis of lists of candidates, reference is made to the provisions of Article 147-ter of TUF and Article 11 of the By-Laws.

In any event, it should be noted that:

The Company shall be administered by a Board of Directors comprising no less than eight and no more than 15 members. The number of members of the Board of Directors shall be determined by Shareholders' resolution and may be altered by a subsequent Shareholders' resolution. Members of the Board of Directors shall be appointed by Shareholders' resolution, on the basis of lists of candidates submitted by shareholders, in accordance with the procedure entrenched in the following provisions, without prejudice to any and all different or additional procedural or other requirements imposed under imperative statutory or regulatory provisions. All Company directors must meet the requirements of professionalism, eligibility and personal integrity contemplated under law and other applicable regulations.

Standing to submit lists

Lists of candidates for Board of Directors' membership may be submitted by shareholders who, at the time of submission of the list, hold — either on their own or together with other submitting shareholders — a percentage of the Company's share capital at least equal to the percentage established by Consob pursuant to applicable statutory and regulatory provisions. Based on the Consob Managerial Determination No. 76 of January 30, 2023

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for Aquafil the percentage is 2.5%. Satisfaction of the minimum equity ownership requirement for the submission of lists of candidates must be established on the basis of shares registered in favor of the submitting shareholder on the day on which the aforesaid lists are filed with the issuer; the related certificate may be produced even after such filing, but before expiry of the deadline for the publication of the lists in question. No shareholder nor any grouping of shareholders falling under the same corporate group or who are parties to a shareholders' agreement within the meaning of Article 122 of Legislative Decree No. 58/1998, may submit, either alone or together with others, or otherwise through third-party intermediaries or trust companies, more than one list or vote in favor of more than one list, it being further understood that, under penalty of ineligibility, no candidate may appear on more than one list.

Procedures and terms for presenting the lists and appointment of the members of the Board of Directors

Each list must not only bear the names of no more than 15 candidates, numbered and arranged in serial order, but also include and expressly specify the names of at least two candidates for the position of Directors who meet the independence requirements imposed under applicable regulations and the Corporate Governance Code for Listed Company.

No all-male or all-female lists of candidates shall be admissible and each list made up of three or more candidates must include a number of candidates of the gender less represented, such that the final composition (men and women) of the Board of Directors is compliant with the gender balance statutory laws and regulations in force from time to time, it being understood that should the application of gender balance requirements not result in an integer number, the latter must be rounded in compliance with statutory and regulatory provisions in force from time to time. In this regard, it bears recalling that pursuant to Article 147-ter, paragraph 1-ter, of TUF (as most recently updated by Law No. 160 of December 27, 2019) the less represented gender must obtain at least two fifths of the directors elected.

Under penalty of inadmissibility, each list must be accompanied by: (i) a copy of the curriculum vitae of each of the candidates on the list; (ii) statements from each of the said candidates, accepting their candidature and certifying, under their own responsibility, that they do not labor under any of the causes of incompatibility or unfitness for office, and that they meet all the requirements imposed under applicable regulations for serving as a director of the Company, as well as, in the case of candidates seeking appointment as independent directors, that they meet the applicable statutory independence requirements; (iii) an indication of the identity of the shareholder or shareholders submitting the list, together with the percentage of the Company's share capital cumulatively held by the same; (iv) any and all other or additional statements, information and/or documents as may be required under relevant statutory and regulatory provisions in force from time to time.

We invite those wishing to submit the lists for the appointment of the Board of Directors to observe the recommendations drawn up by Consob with Communication No. DEM/9017893 of February 26, 2009 regarding the relationships of affiliation between lists as per Article 147-ter, paragraph 3, of TUF and Article 144-quinquies of the Consob Issuers' Regulation, to which reference is made.

The lists for the appointment of the Board of Directors must be filed with the Company's registered office or, alternatively, sent to the certified e-mail addressed pec.aquafil@aquafil.legalmail.it.

The lists, signed by shareholders with standing, accompanied by the documentation required by the By-laws, must be filed no later than the 25th day prior to the scheduled date of the General Shareholders' Meeting in single call, i.e., by April 2, 2023; however, as April 2, 2023 is a legal holiday, the said term is postpone to Monday, April 3, 2023, in the sole interest of the shareholders submitting the lists. The Company will make the lists public at least twenty-one days prior to the scheduled date of the General Shareholders' Meeting, i.e., by April 6, 2023, in accordance with the procedures imposed under applicable regulations.

For further information regarding the submission, filing, publication and voting of lists, as well as the requirements for the composition of the Board of Directors, refer to Article 11 of the By-laws and the Board of Directors' report on this item on the agenda, available, in accordance with the terms and conditions specified in applicable legislation, from the Company's website www.aquafil.com and through the authorized storage system EMarket Storage (www.emarketstorage.it).

Documentation

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All documents pertaining to the General Shareholders' Meeting, including the illustrative reports on the items on the Agenda and any relevant motions 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' Meeting – 2023*", and through the authorized storage system EMarket Storage (www.emarketstorage.it). 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*".

Further information

Experts, financial analysts, accredited journalists and others who intend to attend the General Shareholders' Meeting must have a specific request delivered to the Company by April 22, 2023:

- by mail, to the address to Aquafil S.p.A.

Via Linfano 9, 38062 - Arco (TN)

FAO: Investor Relations

Re. "Third-party request to attend the AGM"

or

- by e-mail to the address pec.aquafil@aquafil.legalmail.it

Those entitled to participate in the General Shareholders' Meeting are invited to arrive before the scheduled start of the meeting so as to facilitate the registration process, which will begin at 14:30.

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This notice of calling is made available on the corporate website www.aquafil.com, under section "*Investor Relations – Shareholders' meetings – 2023*", and through the authorized storage system EMarket Storage (www.emarketstorage.it), as well as in excerpted form on the daily newspaper *Il Sole 24 Ore*.

Arco (TN), March 17, 2023

On behalf of the Board of Directors

The Chairman of the Board of Directors (Giulio Bonazzi)

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Numero di Pagine: 7