

Informazione Regolamentata n. 0163-6-2023	Data/Ora Ricezione 20 Marzo 2023 09:46:03	Euronext Star Milan
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Societa' : IRCE
Identificativo : 173715
Informazione
Regolamentata
Nome utilizzatore : IRCEN01 - CASADIO ELENA
Tipologia : 1.1
Data/Ora Ricezione : 20 Marzo 2023 09:46:03
Data/Ora Inizio : 20 Marzo 2023 09:50:04
Diffusione presunta
Oggetto : Notice of General Meeting

<i>Testo del comunicato</i>

Vedi allegato.



Registered Office in Imola (BO) – Via Lasie n.12/A
Share Capital € 14,626,560 - VAT n. 00707431201
Tax code and Bologna Business Register Number 820011030384

NOTICE OF GENERAL MEETING

Our shareholders are called to participate to an Ordinary Shareholder's Meeting to be held at the Registered Office on 28th April 2023 at 11,00 am in a first call and on the second call, if necessary, on 5th May 2023 at the same time to discuss and vote the following

AGENDA

1. Financial statements as of 31/12/2022 and relative reports of the Board of Directors and Board of Auditors; related and resulting resolutions;
2. Presentation of the consolidated Group financial statements as of 31/12/2022;
3. Election of the Board of Auditors and its President for the year 2023-2024-2025 and determination of relative annual fee;
4. Proposal of authorization to the purchase and hold of own shares, how to purchase and to sale;
5. Report on remuneration:
 - examination of Section I (i.e. remuneration policy) resolution pursuant to Article 123-ter, paragraph 3 bis, of Legislative Decree 24/02/98 no. 58
 - examination of Section II (i.e. remuneration paid in the year) resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree 24/02/98 no. 58

SHARE CAPITAL AND VOTING RIGHTS – The company's share capital stands at 14,626,560 euros and is divided into 28,128,000 ordinary shares. Each ordinary share represents one vote in the General and Extraordinary Shareholders' Meetings. At today's date the Company holds 1.586.388 of its own shares representing 5,64% of the total share capital, whose voting rights are suspended pursuant to article 2357 ter of the Italian civil code.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND VOTING RIGHTS

Pursuant to article 83-*sexies* of Legislative Decree 58/1998 the right to participate in the Meeting and to exercise voting rights is conditional upon the Company receiving notice of the subject's right to vote by an intermediary. This must be in conformity with the intermediary's accounting records and balances recorded at the end of the seventh trading day prior to the date established for the first call of the Meeting; credit or debit recordings made to the account after the said term do not influence the right to exercise a vote in the Meeting. Those who become shareholders in the Company after this date will not have the right to participate and to vote in the Meeting. The company must receive the above-mentioned notice sent by the intermediary at least two working days prior to the first call of the Meeting. The right to participate and vote stands if notice is received by the Company after the aforesaid term, provided that it arrives by the time the Meeting begins on first call.

Each Shareholder may appoint a representative, according to the applicable laws, by undersigning the proxy form, released on request by those who have the right through enabled intermediaries, or it can be downloaded from the website www.irce.it. The proxy may also be sent to the Registered office by registered letter with return receipt or sent by certified e-mail to the following address: ircspa-pec@legalmail.it. A copy of a currently valid identification card of the shareholder must be attached.

DESIGNATED REPRESENTATIVE AND DELEGATION PROCEDURE

For the Shareholders' Meeting referred to in this notice, the Company has therefore appointed the Lawyer Stefania Salvini as Designated Representative, pursuant to art. 135-undecies of Legislative Decree 58/1998 (TUF).

The proxy can be granted to the lawyer Stefania Salvini by registered mail with return receipt at Via Tinti 16, 40026 Imola (BO), or by certified e-mail message to the address avvstefaniasalvini@ordineavvocatibopec.it.

The Company prepares a specific form which will be made available on the company's website www.irce.it. The proxy to the designated representative must contain voting instructions on all or some of the proposals on the agenda and must reach the aforementioned Representative by the second open market day preceding the date of the Shareholders' Meeting on first call. Within the aforementioned term, the proxy and the voting instructions can always be revoked in the same way as for the assignment. The proxy has effect only for proposals in relation to which voting instructions have been given.

ELECTION OF THE BOARD OF EXTERNAL AUDITORS - The Shareholders, who, even together, represent at least 2.5% of the share capital, are entitled to present lists to elect the External Auditors. The lists must be delivered directly to the Registered office or sent by registered mail with return receipt or by certified e-mail addressed to ircespa-pec@legalmail.it, along with a currently valid identification document of the shareholder delegating the proxy, at least 25 days prior to the date of the first call for the Meeting. The lists must include information on the identity of the Shareholders presenting them, with the indication of the overall percentage of share capital held; a declaration of the shareholders other than those who hold, even jointly, a controlling or relative-majority equity interest, certifying the absence of relations of connection as defined by article 144-quinquies of the Issuer's Regulations with such shareholders; a complete report on the personal and professional characteristics of the candidates; a declaration of such candidates, certifying the possession of the requisites prescribed by the applicable laws; and their acceptance of the nominations.

QUESTIONS ON THE SUBJECTS ON THE AGENDA

Shareholders entitled to attend the Shareholders' Meeting may submit questions on the items on the agenda even before the Shareholders' Meeting sending by the seventh trading day before the Shareholders' Meeting by registered mail with return receipt at the registered office of the Company or sent by certified e-mail to the following address ircespa-pec@legalmail.it. They will be answered at the latest by the third trading day before the date of the Shareholders' Meeting by publication on the www.irce.it website.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Shareholders who, even jointly, represent at least one fortieth of the share capital may request in writing, within 10 days of the publication of this notice and in compliance with the provisions of Article 126-bis of Legislative Decree 58/1998 (TUF), the integration of the agenda's items indicating in the request the additional topics proposed or submitting proposals for resolutions on items already on the agenda. The requests, together with the certification certifying the ownership of the shares are sent by registered mail with return receipt at the registered office of the Company or by certified e-mail message to the address ircespa-pec@legalmail.it. Within this period and in the same way it must be delivered to the Board of Directors of the Company a report that contains the motivation of the resolution proposals on the new matters or the motivation related to the new resolution proposals. Notice of integration to the agenda or presentation of further resolution proposals on items already on the agenda shall be given in the same form as required for the publication of the notice of the general meeting, at least 15 days before the date of shareholders' meeting on first call. Further resolution proposals on items already on the agenda, as well as the aforementioned explanatory reports (accompanied by any assessments by the Board of Directors) will be made available by the Company at the registered office and on the website at the same time as the publication of the presentation notice.

Pursuant to the provisions of Article 126-bis, paragraph 3, of the TUF, the integration of the agenda by the Shareholders is not allowed for the topics on which the Shareholders' Meeting is called to resolve on the proposal of the Directors or on the basis of a project prepared by them.

DOCUMENTATION – Documents relating to the Meeting will be made available at the Registered office, at the Borsa Italiana SpA (Italian Stock Market) and on the website www.irce.it, within the terms set by the applicable laws. The shareholders have the right to obtain a copy of the deposited documentation.

Any changes and / or additions to the information contained in the notice of meeting will be made available via company website www.irce.it and in the other ways provided for by law.

This notice is also published on the company website and in the "Corriere della Sera" newspaper.

Imola, March 15, 2023

IRCE SPA

Fine Comunicato n.0163-6

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