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Informazione
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Diffusione presunta

Oggetto : GVS - Board of Directors convenes
Shareholders' Meeting for Wednesday May
3rd, 2023

Testo del comunicato

Vedi allegato.



PRESS RELEASE

THE BOARD OF DIRECTORS CONVENES THE SHAREHOLDERS' MEETING FOR WEDNESDAY, 3 MAY 2023

Zola Predosa (BO), 21 March 2023 - The Board of Directors of GVS S.p.A., which met today in Zola Predosa (BO), convened the Ordinary and Extraordinary Shareholders' Meeting, in a single call, on Wednesday 3 May 2023 at 12 p.m.

The Ordinary Shareholders' Meeting is convened to resolve upon the following:

- approval of the 2022 annual financial statements;
- allocation of the profit for the year;
- approval of the 2023 Report on remuneration policy and remuneration paid. In particular, the Meeting is called for the following:
 - resolve in a binding manner on the first section of the Report regarding the remuneration policy, pursuant to article 123-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998;
 - resolve in a non-binding manner on the second section of the Report regarding the remuneration paid, pursuant to article 123-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998.
- approval of the 2023-2025 share-based incentive plan;
- authorisation to purchase and dispose of treasury shares, subject to the revocation of the authorisation granted by the Ordinary Meeting of 28 April 2022;
- appointment of the Board of Directors and the Board of Statutory Auditors and the determination of their remuneration.

The Extraordinary Meeting is convened to resolve upon the following:

- proposal to delegate to the Board of Directors, pursuant to article 2443 of the Civil Code, the power to increase the share capital by issuing shares to be assigned to the beneficiaries of the 'GVS 2023-2025 Performance Shares Plan'.
- amendments to the articles of association.

The notice of the meeting will be made available to the public, at the company's registered office, as well as at the authorised storage mechanism "eMarket STORAGE", and will be available on the website www.gvs.com in the time and manner required by the laws in force.

Ordinary Shareholders' Meeting

GVS 2023-2025 Performance Shares Plan

The plan for the free assignment of GVS shares known as the "GVS 2023-2025 Performance Shares Plan" (the "**Plan**"), approved by the Board of Directors, is a management incentive plan, aimed at (i) aligning the interests of its beneficiaries with the ones of the shareholders in the medium-long term, (ii) rewarding the achievement of the targets envisaged in the GVS Group's business plan, and (iii) retaining the figures deemed strategic for the implementation of the Company's and the Group's business development and growth plan. The Plan is reserved to executive directors, key managers



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Cap. Soc. € 1.750.000 int. vers. - C.F. 03636630372 - P. Iva 00644831208

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and other persons to be identified by name by the Board of Directors from among the executive directors and employees of the Company and the Group, after hearing the opinion of the Appointments and Remuneration Committee.

The shares attributable to the beneficiaries under the Plan will revert in whole or in part (i) from the treasury shares held by the Company or possibly purchased by the Company in execution of the authorisations issued by the Shareholders' Meeting or, if necessary, of further authorisations to be issued by the Meeting pursuant to articles 2357 and 2357-ter of the Civil Code; and/or (ii) from any share capital increases, also pursuant to article 2349, paragraph 1, of the Civil Code (as specified below).

The conditions, terms and procedures for the implementation of the Plan are illustrated in the information document, prepared pursuant to article 84-bis of the Issuers' Regulations and in accordance with Schedule no. 7 of Annex 3A to the Issuers' Regulations, which will be made available within the terms and according to the procedures provided for by the applicable laws and regulations.

Appointment of the Board of Directors

The term of office of the Board of Directors currently in office will expire with the approval of the financial statements for the year 2022, and therefore the proposal for the appointment of new Directors, after determining their number and term of office, and of the Chair of the Board of Directors, as well as the proposal for determining the remuneration of the members of the Board of Directors, will be submitted to the Ordinary Shareholders' Meeting.

The new administrative body will be appointed according to the list voting mechanism as per article 17 of the Bylaws and in compliance with applicable laws and regulations. Lists may be submitted by Shareholders who, alone or jointly, represent at least 2.5% of the share capital of GVS. Each shareholder may submit or participate in the submission of only one list and vote for only one list, in accordance with the procedures prescribed by the applicable laws and regulations; the lists must be filed at the company's registered office by 10 April in the manner indicated in the notice of call.

Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors currently in office will expire with the approval of the financial statements for the year 2022, and therefore the proposal to appoint new Statutory Auditors and, among them, the Chair of the Board of Statutory Auditors, as well as the proposal to determine the remuneration of the effective members of the Board of Statutory Auditors, will be submitted to the Ordinary Meeting.

The new control body will be appointed according to the list voting mechanism as per article 24 of the Bylaws and in compliance with applicable laws and regulations. Lists may be submitted by shareholders who, alone or jointly, represent at least 2.5% of the share capital of GVS. Each shareholder may submit or participate in the submission of only one list and vote for only one list, in accordance with the procedures prescribed by the applicable laws and regulations; the lists must be filed at the company's registered office by 10 April.



Extraordinary Shareholders' Meeting

Amendments to the Bylaws

The Board of Directors resolved to submit to the Extraordinary Shareholders' Meeting the approval of the proposal to amend Articles 2, 5, 9, 14, 16, 19, 20 and 21 of the Company's Bylaws.

The proposed amendments to the provisions of the Company's Bylaws are aimed at better clarifying their scope, as well as making them more adherent to the Company's operations, and are intended to simplify, where appropriate, the dynamics of the Company's corporate governance in line with best market practice, with the aim of providing greater flexibility to the administrative body and increasing its efficiency.

Meeting procedure

The Company avails itself of the option provided by article 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the effectiveness of which was lastly extended to the meetings held by 31 July 2023, as per Decree Law 29 December 2022, no. 198 as converted by Law no. 14 of 24 February 2023) concerning "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected with the epidemiological emergency from COVID-19", providing that those entitled to vote may intervene in the Meeting exclusively through the Designated Representative of the Company.

The Board of Directors identified Studio Legale Trevisan & Associati as Designated Representative pursuant to article 135-undecies of the Consolidated Law on Finance (TUF), to which those who have the right to vote at the Meeting shall grant specific proxies and/or sub-proxies, also pursuant to article 135-novies TUF, with voting instructions on all or some of the proposals regarding the items on the agenda.

The following documents will also be made available to the public in accordance with the terms and procedures set out in the applicable law:

- illustrative reports of the Board of Directors on the items on the agenda;
- 2022 Annual Financial Report;
- 2022 Non-Financial Statement;
- 2022 Corporate Governance Report;
- 2023 Remuneration Report; and
- the information document on the GVS 2023-2025 Performance Shares Plan.

Contacts

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