

Informazione Regolamentata n. 2195-24-2023	Data/Ora Ricezione 23 Marzo 2023 17:51:34	Euronext Star Milan
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Societa' : NEWLAT FOOD
Identificativo : 173954
Informazione
Regolamentata
Nome utilizzatore : NEWLATN01 - Pisoni
Tipologia : REGEM
Data/Ora Ricezione : 23 Marzo 2023 17:51:34
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Diffusione presunta
Oggetto : NEWLAT FOOD - Notice of convocation

Testo del comunicato

Vedi allegato.



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NEWLAT FOOD S.p.A.

REGISTERED OFFICE IN REGGIO EMILIA – VIA J. F. KENNEDY, 16

SHARE CAPITAL €43,935,050.00 FULLY SUBSCRIBED AND PAID-IN

REGISTRATION IN THE REGGIO EMILIA COMPANY REGISTER NO. 277595 AND TAX ID AND VAT NUMBER 00183410653

COMPANY SUBJECT TO MANAGEMENT AND COORDINATION BY NEWLAT GROUP S.A.

PURSUANT TO ARTICLES 2497 ET SEQ. OF THE ITALIAN CIVIL CODE

NOTICE OF CONVOCAZIONE OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Newlat Food S.p.A. is convened at the registered office of the Company Newlat Group S.A., located in Paradiso (Switzerland), Via Geretta 8, on 27 April 2023, on first call, at 12:00 noon, and where necessary on second call on 4 May 2023, same place and time, to discuss and resolve on the following.

AGENDA

1. **Approval of the Financial Statements as at 31 December 2022, accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Related resolutions. Presentation of the consolidated financial statements as at 31 December 2022.**
2. **Allocation of the profit for the year. Related resolutions.**
3. **Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (TUF):**
 - 3.1 **Binding vote on Section I.**
 - 3.2 **Advisory vote on Section II.**
4. **Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.**

* * *

The Company has decided to avail itself of the option offered by Article 106 of Italian Law-Decree no. 18/2020, converted by Italian Law no. 27/2020 and subsequent amendments and additions ("Decree"), to establish that Shareholders may only participate in the Shareholders' Meeting through a representative appointed pursuant to Article 135-undecies of Italian Legislative Decree no. 58/98 (Consolidated Law on Finance - TUF), and therefore without participating in person themselves.

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INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF CONVOCAZIONE

The subscribed and paid-in share capital amounted to €43,935,050.00 divided into 43,935,050 ordinary shares without nominal value, all of which have voting rights with the exception of treasury shares whose voting rights are suspended.

Each share is assigned one vote or two votes pursuant to art. 6, paragraph 9 of the By-laws, in the event of a positive assessment of this right by the board of directors.

ELIGIBILITY FOR PARTICIPATION IN THE SHAREHOLDERS' MEETING

Pursuant to article 83-sexies of Italian Legislative Decree no. 58/1998 ("TUF"), eligibility to participate in the Shareholders' Meeting and to exercise the right to vote – which may **only take place through a designated representative** – is attested by a communication made by a qualified intermediary to the person entitled to vote on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. **18 April 2023**, so-called record date). Those who hold shares only after that date will not be entitled to participate and vote at the Shareholders' Meeting.

The communication from the intermediary must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call, and therefore by **24 April 2023**. However, eligibility to participate and vote remains if the notice is received by the Company after the aforementioned deadline but before the start of the Shareholders' Meeting.

The Directors, the Statutory Auditors, the secretary of the meeting and/or the Notary, the representative of the Independent Auditors as well as the representative appointed pursuant to article 135-undecies of the TUF, as well as any other persons authorised by the Chairman of the Board of Directors, may also attend the Shareholders' Meeting, or exclusively through the use of remote connection systems that allow their identification in a manner that the Chairman will define and communicate to each of the aforementioned persons, in compliance with current applicable provisions.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND DELEGATION OF A PROXY TO THE SHAREHOLDERS' REPRESENTATIVE

As permitted by art. 106 of the Decree, the participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Studio Segre S.r.l. as appointed representative of the Company pursuant to art. 135-undecies of the TUF ("**Designated Representative**").

The proxy can be granted at no cost to the delegator along with voting instructions on all or some of the proposals on the agenda using the specific form made available on the Company's website at www.newlat.it, in the *Corporate Governance Section – Shareholders' Meeting* section.

The proxy with voting instructions must be submitted together with a copy of a valid identity document of the Delegating Shareholder or, if the Delegating Shareholder is a legal person, of the legal representative pro



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tempore or of another person with appropriate powers, together with documentation certifying their qualification and powers, to the aforementioned Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting at first and also at second call (i.e. by 25 April 2023 and 2 May 2023, respectively) by sending a registered letter to "Studio Segre S.r.l." in Via Valeggio 41, Turin (Italy), or by sending it electronically to the certified email address segre@legalmail.it (subject "Proxy for 2023 Newlat Shareholders' Meeting") from their certified email address (or, failing that, from their ordinary email address).

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting at first and also at second call (i.e. by 25 April 2023 and 2 May 2023, respectively) in the manner specified above.

Pursuant to the aforementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4 of the TUF.

Those who do not intend to avail themselves of the method of participation envisaged by art. 135-undecies of the TUF may alternatively grant the same Designated Representative proxy or sub-proxy pursuant to art. 135-novies of the TUF, necessarily containing instructions on how to vote on all or some of the items on the agenda by using the proxy/sub-proxy form made available on the Company's website (at www.newlat.it, in the *Corporate Governance – Shareholders' Meeting* section) at no expense to the delegator.

For the submission of such proxies/sub-proxies, the procedures specified above and detailed in the proxy form must be followed. The proxy must be received no later than 6:00 pm on the day before the meeting (and in any case before the beginning of the meeting's proceedings). Within the aforementioned period the proxy and voting instructions may always be revoked in the aforementioned manner.

The Company reserves the right to supplement and/or amend the above instructions in accordance with any subsequent legal and/or regulatory provisions. Any amendments, updates or clarifications will be made available in a timely manner in the same method as the publication of the notice of call and/or in any case through the information channels envisaged by current law.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS.

Pursuant to art. 126-bis of the TUF, within ten days of the publication of this notice of convocation shareholders who even jointly represent at least one-fortieth of the share capital may request the addition of items to the agenda, specifying in the request the additional items proposed. Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on a proposal from the Directors or on the basis of a project or report prepared thereby, other than those indicated in art. 125-ter, paragraph 1, of the TUF.

Requests must be submitted by registered letter with return receipt to the registered office of the Company located in Reggio Emilia (Italy), Via Kennedy 16, or by email to newlat@pec.it and must be accompanied by



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a report on the matters proposed for discussion, as well as by the certification(s) issued by a qualified intermediary proving entitlement to exercise the right.

Any additions to the agenda shall be made known by the Company in the same manner as the publication of this notice at least fifteen days before the meeting on first call. At the same time as the publication of the notice of the additions to the agenda the report prepared by the requesting Shareholders accompanied by any assessments by the Board of Directors shall be made available to the public, always by the Company, in the same manner envisaged for the publication of the reports on the items on the agenda referred to in article 125-ter, paragraph 1 of the TUF.

Due to the fact that the participation in the Shareholders' Meeting and the exercise of the right to vote may only take place through the Designated Representative in order to make it possible for the interested parties to exercise the right referred to in art. 126-bis, paragraph 1, penultimate sentence of the TUF, those entitled to vote may individually submit proposals for resolutions on the items on the agenda to the Company by 8 April 2023 so that the Company can proceed with their subsequent publication.

Proposals for resolutions must be submitted in writing by the aforementioned deadline, with original signature by registered letter with return receipt to the registered office located in Reggio Emilia (RE), Via Kennedy 16, or to the certified email address newlat@pec.it, together with the specific communication certifying the legitimacy to exercise this right issued by the intermediaries authorised in accordance with the law.

Proposals for resolutions received by the deadline and in the manner described above shall be published on the Company's website by 12 April 2023, so that the holders of voting rights can view them for the purpose of granting a proxy and/or sub-proxy with relative voting instructions to the Designated Representative. For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, the completeness thereof and their compliance with the applicable provisions, as well as the legitimacy of those making the proposals.

In the case of proposals for resolutions on the items on the agenda other than those formulated by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn), and only in the event that such proposal is rejected the proposals of the Shareholders will be put to a vote. These proposals, if alternative to each other, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to a vote first is rejected will the next proposal be put to a vote in order of represented capital and so on.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to article 127-ter of the TUF, those entitled to vote may ask questions on the items on the agenda before the Shareholders' Meeting, by sending them to the Company no later than the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. by 18 April 2023), in writing by registered letter with return receipt to the registered office of the Company located in Reggio Emilia (RE), Via Kennedy 16, or by certified email to newlat@pec.it. The legal basis for exercising this right is attested by the



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submission to the Company, at the addresses indicated above, of a specific communication issued by the intermediaries authorised in accordance with the law, certifying ownership of such right. Questions received before the Shareholders' Meeting shall be answered at the latest by 12:00 noon of the second day prior to the date set for the Shareholders' Meeting on first call. The Company may provide a single answer to questions having the same content. Answers will be made available on the Company's website at www.newlat.it, in the “Corporate Governance – Shareholders' Meeting” section.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, such as the explanatory reports on the items on the agenda with the full text of the proposed resolutions, the Annual Financial Report and the other documents referred to in art. 154-ter of the TUF, the Consolidated Non-Financial Statement pursuant to Italian Legislative Decree no. 254 of 30/12/2016 – Sustainability Report, the Report on corporate governance and ownership pursuant to art. 123-bis of the TUF, as well as the Report on remuneration policy and remuneration, drafted pursuant to art. 123-ter of the TUF, shall be made available to the public in the manner and within the terms of the law, with the right of the Shareholders and those entitled to vote to obtain a copy.

The aforesaid documentation will be available at the registered office of the Company in Reggio Emilia (RE), Via Kennedy 16, as well as on the Company's website at www.newlat.it, in the *Corporate Governance – Shareholders' Meeting* section, and via the eMarket Storage mechanism available at www.emarketstorage.com.

Pursuant to art. 125-bis of the TUF and art. 84 of the Issuers' Regulation, this notice of convocation shall be published on 17 March 2023 on the Company's website at www.newlat.it, in the *Corporate Governance – Shareholders' Meeting* section, and shall be made available at the eMarket Storage authorised distribution mechanism available at www.emarketstorage.com. It shall also be published, in extract, in the newspaper *Italia Oggi* on 18 March 2023.

Reggio Emilia, 17 March 2023

For the Board of Directors

The Chairman

(Angelo Mastrolia)



Fine Comunicato n.2195-24

Numero di Pagine: 7