

Informazione Regolamentata n. 0077-7-2023	Data/Ora Ricezione 31 Marzo 2023 09:42:41	Euronext Milan
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Societa' : BUZZI UNICEM
Identificativo : 174464
Informazione
Regolamentata
Nome utilizzatore : BUZZIN01 - Giovanni Buzzi
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Data/Ora Ricezione : 31 Marzo 2023 09:42:41
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Diffusione presunta
Oggetto : Notice of call of the Ordinary and
Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato.

BUZZI UNICEM SpA
Registered Office: Via Luigi Buzzi 6 – Casale Monferrato (AL)
Share capital: Euro 123,636,658.80 fully paid up
Company Register of Alessandria-Asti: 00930290044

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the registered office in Casale Monferrato (Alessandria) – Via Luigi Buzzi no. 6, on 12 May 2023 at 11:30 a.m., in single call, to resolve on the following

AGENDA

Ordinary Session

1. Financial statements as at 31 December 2022; 2022 management report and report of the Board of Statutory Auditors; related resolutions.
2. Allocation of the result for the year; related resolutions.
3. Resolutions on purchase and disposal of treasury shares pursuant to articles 2357 and 2357 ter of the Italian Civil Code.
4. Appointment of the Board of Directors:
 - 4.1 determination of the number of members;
 - 4.2 determination of the term of office;
 - 4.3 determination of the remuneration;
 - 4.4 authorization to directors not to be bound by the prohibition of competition pursuant to art. 2390 of the Italian Civil Code, limited to group companies, companies subject to joint control, associated companies and companies controlled by associated companies;
 - 4.5 appointment of the members.
5. Appointment of the Board of Statutory Auditors:
 - 5.1 appointment of the members;
 - 5.2 determination of the remuneration.
6. Report on remuneration policy and remuneration paid:
 - 6.1 binding resolution on the First Section regarding remuneration policy, pursuant to art. 123 ter, par. 3 bis and 3 ter of the Legislative Decree no. 58/1998;
 - 6.2 non-binding resolution on the Second Section regarding remuneration paid, pursuant to art. 123 ter, par. 6 of the Legislative Decree no. 58/1998.
7. Proposal to adjust the fees for the independent statutory auditor assignment for the years 2023-2031.

Extraordinary Session

- Proposal to amend the Company Name and consequent amendment of art. 1 of the bylaws; pertinent and related resolutions.

Information about the Company's share capital and the shares with voting rights

The company's share capital amounts to Euro 123,636,658.80 subdivided into 192,626,154 ordinary shares with no par value. At the date of the present notice, the number of ordinary shares with voting rights is equal to 185,131,838, net of 7,494,316 ordinary shares held in treasury, whose voting rights are suspended in accordance with the law.

Right of attendance and representation by proxy

The subjects legitimized to participate to the Shareholders' Meeting are those who are entitled to the voting right at the end of the accounting day of 3 May 2023 and for whom the company has received the relevant notice made by the authorized intermediary according to its accounting entries. Therefore, those proved to be holders of the shares only after 3 May 2023 have no legitimacy to attend and vote during the Meeting. Shareholders who own ordinary shares that have not been dematerialized must previously deliver share certificates to an Intermediary, in time to be centralized in a dematerialization system.

As allowed by art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 converted with amendments by the Law no. 27 of 24 April 2020 and whose application was last extended by Decree Law no. 198 of 29 December 2022 converted with amendments by the Law no. 14 of 24 February 2023, the attendance and exercise of voting rights in the Shareholders' Meeting shall take place exclusively through Computershare S.p.A., the Representative appointed by the Company in accordance to art. 135 undecies of the Legislative Decree no. 58/1998 (TUF).

Directors and Statutory Auditors, the Appointed Representative and other persons entitled pursuant to law, other than those who have the right to vote (who must mandatorily grant the proxy to the Appointed Representative), may participate in the Shareholders' Meeting also by means of telecommunication that allow identification, participation and exercise of voting right. The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company to the interested parties.

Those who are entitled to the voting right who wish to attend the Shareholders' Meeting must grant a proxy, at no charge for the delegating party with voting instructions on all or a number of items on the Agenda, by using the proxy form, prepared by the same Appointed Representative in agreement with the Company and following the instructions, both available on the Company's website www.buzziunicem.com.

The proxy may be notified by sending it to the certified e-mail address, buzziunicem@pecserviziotitoli.it provided that the delegating party, even if it is a legal person, uses its own certified e-mail or, failing that, uses its own ordinary e-mail and by any other means that may be indicated in the proxy form.

The proxy must reach Computershare S.p.A., by 10 May 2023. The proxy and voting instructions can be revoked within the above-mentioned deadline.

The proxy granted to the Appointed Representative has not effect for proposals on which voting instructions were not conferred.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been granted, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.

It is further specified that proxies or sub-delegations pursuant to Article 135 novies of the TUF, in derogation of Article 135 undecies, paragraph 4 of the TUF, may be granted to the Appointed Representative, for which it's possible to use the form that will be available on the company's website www.buzziunicem.com. This proxy may be received by 12 noon on 11 May 2023 and can be revoked within the above-mentioned deadline.

The Appointed Representative will be available for clarification or information at the number +390110923200 or at the e-mail address sedeto@computershare.it.

Shareholders are hereby reminded that votes may not be cast by mail or electronically.

Appointment of the Board of Directors

The Board of Directors is appointed, pursuant to article 12 of the by-laws, by using lists presented by the shareholders, in which the candidates, for a number not greater than fifteen, are listed by a progressive number.

Lists may be submitted only by those shareholders who, alone or together with others, hold a number of shares bearing voting rights representing at least 1% of the capital with voting rights in the ordinary general meeting.

In order to prove legal ownership of the number of shares necessary to present lists, the shareholders must deposit at the company's registered office, together with the list, the appropriate documentation reporting the identity of the shareholder or of the shareholders who presented the list and the percentage of shares comprehensively held at the moment of presenting the list.

No single shareholder, nor shareholders belonging to a group, as defined by art. 2359 of the Italian Civil Code or linked by shareholders' agreement whose object are the shares of the company, can present or vote, even through third party intermediaries or through trust companies, more than one list.

Each candidate can be present in one list only, otherwise he will be considered ineligible.

The presented lists, signed by the shareholders that presented them, must be integrated by an exhaustive informative about the personal and professional qualifications of the candidates and must be deposited at the company's registered office in Casale Monferrato (AL), via Luigi Buzzi no.6 not later than 17 April 2023.

The certificate issued by the depository intermediary attesting the ownership of the shares as of the date on which the list was deposited must arrive by 21 April 2023.

The deposit of the lists for the appointment of the Board of Directors and the related documentation may be made by sending them to the certified e-mail address buzzi@pec.buzziunicem.it. In this case, a copy of a valid identity document of the presenters of the lists must be attached.

Shareholders are strongly encouraged to make use of the forms of transmission of the documentation by telematic methods indicated.

Together with each list, declarations should be deposited in which every candidate accepts the candidature and attests, under his own responsibility, that no grounds exist for his ineligibility and incompatibility, that he possess the requirements, if any, requested by the applicable law for the members of the Board of Directors, and in particular the integrity requirements pursuant to Article 147 quinquies of the Legislative Decree No. 58/98, as well as the indication of the possible suitability to qualify himself as independent, in accordance with the codes of conduct provided by Borsa Italiana S.p.A..

Each list consisting of at least three candidates should contain and expressly indicate the candidature of at least two subjects having the features of independence required for the Statutory Auditors.

The lists consisting of at least three candidates must be formed in such a way as to ensure that the gender less represented in the list would reach at least the minimum number provided by the temporary regulations in force, i.e. at least two-fifths of the candidates, with rounding, in the case of a fractional number, to the lower unit if the list consists of three candidates and to the upper unit if the list consists of more than three candidates.

Lists that do not comply with the foregoing provisions shall be deemed as not having ever been submitted.

Appointment of the Board of Statutory Auditors

The Board of Auditors is appointed, pursuant to article 22 of the by-laws, on the basis of lists submitted by shareholders, in which candidates, for a number not greater than the members to elect, are listed by a progressive number.

Each list is made up of two sections: one for candidates proposed as auditors in office and the other for candidates proposed as substitute auditors.

Each list must contain at least one candidate proposed as auditor in office and one proposed as substitute auditor.

Lists may be submitted only by shareholders who, on their own or together with others, hold a global number of shares bearing voting rights, that represent at least 1% of the capital with voting rights in the ordinary general meeting.

Any shareholder or any group of shareholders, as defined by of section 2359 of the Italian Civil Code, or any shareholder who is linked to other shareholders by a shareholders' agreement whose object are the shares of the company, may not present or vote, not even through third party intermediaries or through trust companies, more than one list.

Each candidate can be presented in one list only, otherwise he will be considered ineligible.

No list may include a candidate who fails to meet requirements of professional integrity and competency imposed by applicable regulations. Auditors may be re-appointed.

For the intents and purposes of article 1 (paragraphs 2,3) of Decree of the Italian Justice Ministry, no. 162 of 30 March 2000 the by-laws have identified the following sectors and disciplines:

a) the commercial sectors closely linked to the company's core business include:

- sectors pertaining to the manufacture and marketing of cement, lime, any and all other water-based binders and construction materials in general;
- sectors pertaining to plant and installations for cement works;

b) the disciplines closely linked to the company's core business include:

- construction techniques, applied chemistry, applied mechanics and technical physics;
- commercial law, tax law and labour law, as well as general and corporate economics, accounting and related disciplines, and corporate finance.

The lists submitted must be deposited at the company's registered office in Casale Monferrato (AL), via Luigi Buzzi no.6 no later than 17 April 2023, accompanied by:

a) the information about the identity of the shareholder or of the shareholders that have presented the lists, with the indication of the percentage of shareholding comprehensively held and a certificate stating the

ownership of the shares as of the date on which the lists are available at the company's headquarters. The certificate can be received also afterwards but however not later than 21 April 2023;

- b) a declaration of the shareholders other than those that hold, also jointly, a shareholding of control or of relative majority, attesting the absence of links with the latter ones, pursuant to Article 144-quinquies of the Consob Regulation no. 11971/99;
- c) an exhaustive informative about the personal and professional qualifications of the candidates as well as a declaration of the candidates stating the fulfilment of the requirements imposed by law and the acceptance of their candidature.

The lists consisting of at least three candidates, computing both sections, shall include in each section, if consisting of at least two candidates, candidates belonging to different genders.

Lists that do not comply with the foregoing provisions shall be deemed as not lodged.

Each candidate shall also enclose a list of the offices as director or auditor hold in other companies.

If by 17 April 2023 only one list or only lists made by shareholders linked among themselves, as defined by art. 144-quinquies of Consob Regulation n. 11971/99 have been deposited, then further lists may be deposited by 20 April 2023 no later than 6:00 p.m. and the minimum percentage required for the presentation of lists is reduced to 0.5% of the share capital with voting rights in the ordinary general meeting. The lists for the election of the Board of Statutory Auditors and the related documentation may be deposited by sending them to the certified e-mail address buzzi@pec.buzziunicem.it. In this case a valid copy of an Identity Document of the subjects who submit the lists shall be attached.

Shareholders are strongly encouraged to make use of the forms of transmission of the documentation by telematic methods indicated.

Questions about the items on the Agenda

Those who are entitled to the voting right may submit questions about the items on the Agenda before the Shareholders' Meeting by sending them, by 3 May 2023, by registered letter with return receipt addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 – 15033 Casale Monferrato (AL), to the attention of the Corporate Affairs Department or by sending them to the certified e-mail address buzzi@pec.buzziunicem.it.

Question received before the Shareholders' Meeting will be answered by 10 May 2023, by publication on the company's website www.buzziunicem.com.

Further instructions are available on the company's website www.buzziunicem.com.

Additions to the Meeting's Agenda/presentation of resolutions on items already on the Agenda

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital with voting rights in the Ordinary Meeting may request, within ten days from the publication of this notice, i.e. by 10 April 2023, automatically extended to 11 April 2023, the first subsequent business day, that the Meeting's Agenda be amended to include additional items that they are suggesting or submit additional resolution proposals on items already on the Agenda. No additions are allowed to items on which the Shareholders' Meeting resolves, in compliance with Law provisions, upon proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors other than those referred to in Article 125 ter, 1st paragraph of the TUF.

Requests must be submitted in writing to the Company, by the above mentioned deadline, by registered letter (with return receipt) addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address buzzi@pec.buzziunicem.it together with the indication of the requesting shareholders, the percentage held and the reference to the communication sent by the intermediary to the company for the entitlement to exercise the right and a report stating the reasons for the resolution proposals on the new items that are being submitted for discussion or the reasons for the additional resolution proposals on the items already on the Agenda.

Additions to the Agenda or presentation of additional resolution proposals on items already on the Agenda, if any, shall be disclosed by 27 April 2023 in the same manner used for the publication of the present notice of call. At the same time, the above report or the additional resolution proposals on items already on the Agenda and any comments of the Board of Directors, shall be disclosed in the same manner as provided for the Shareholders' Meeting documents.

Further instructions are available on the company's website www.buzziunicem.com.

Right to submit individual proposals for resolution before the Shareholders' Meeting

In consideration of the fact that attendance at the Meeting may only take place through the Appointed Representative, Shareholders who are entitled to vote, even if they represent less than one-fortieth of the share capital with voting rights in the Ordinary Meeting, may submit individual proposals for resolution on the items on the Agenda. Such proposals shall be submitted by 27 April 2023 in writing, by the above mentioned deadline, by registered letter (with return receipt) addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address buzzi@pec.buzziunicem.it, in compliance with the same procedures indicated for the transmission of proposals for additional items or submission of additional resolutions proposals.

The proposals, after verifying their relevance with respect to the items on the agenda as well as their correctness and completeness with respect to the applicable legislation, will be published by 28 April 2023 on the company's website, in order to enable those entitled to vote to express themselves consciously, also taking into account such new proposals and, therefore, to allow the Appointed Representative to collect any voting instructions also on such proposals.

Further instructions are available on the company's website www.buzziunicem.com

Documents

Documents concerning the items and the motions on the Agenda, shall be made available, according to legal deadlines, at the company's registered office, on the company's website www.buzziunicem.com as well as on the authorized storage system managed by Teleborsa S.r.l., available on www.emarketstorage.com; shareholders may obtain copies of them.

Casale Monferrato, 31 March 2023

On behalf of the Board of Directors
The Chairman
Veronica Buzzi

Fine Comunicato n.0077-7

Numero di Pagine: 7