

<p>Informazione Regolamentata n. 20233-34-2023</p>	<p>Data/Ora Ricezione 13 Aprile 2023 12:15:54</p>	<p>Euronext Growth Milan</p>
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Societa' : RACING FORCE

Identificativo : 175177

Informazione  
Regolamentata

Nome utilizzatore : RACINGFORCENSS01 - FERROGGIARO  
ROBERTO

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Data/Ora Ricezione : 13 Aprile 2023 12:15:54

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Diffusione presunta

Oggetto : Publication of the Notice of Call for the  
Ordinary and Extraordinary Shareholders'  
Meeting

*Testo del comunicato*

Vedi allegato.

**PUBLICATION OF THE NOTICE OF CALL FOR THE  
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Ronco Scrivia (GE, Italy), 13 April 2023 - Racing Force S.p.A., parent company of Racing Force Group, announces that the extract of the notice of call for the Ordinary Shareholders' Meeting was published today in newspaper ItaliaOggi and it is fully available on the Company website.

The Shareholders' Meeting is convened in ordinary and extraordinary session for **28 April 2023**, at 2:30 p.m., in a single call, at the Company's registered office in Ronco Scrivia, Via E. Bazzano 5, 16019, Ronco Scrivia (Genoa), to discuss and resolve upon the following

**AGENDA:**

**Ordinary section:**

1. Examination and approval of the financial statements of Racing Force S.p.A. as of 31 December 2022, including the report of the Board of Directors on management, the report of the Board of Statutory Auditors, and the report of the auditing firm. Allocation of the results for the year ended. Presentation of the consolidated financial statements as of 31 December 2022; related and consequent resolutions;
2. Appointment, upon proposal of the Board of Statutory Auditors, of the audit assignment to the auditing firm for the nine-year period 2023-2031; related and consequent resolutions;
3. Approval of the incentive plan based on the ordinary shares of Racing Force S.p.A. named "Stock Grant Plan 2023-2025" addressed to directors, managers with strategic responsibilities, employees and consultants of Racing Force S.p.A. and of the Group; related and consequent resolutions;

**Extraordinary section:**

1. Proposal to grant the Board of Directors the delegation pursuant to art. 2443 of the Italian Civil Code, for a period of five years from the resolution, to increase the share capital up to an overall maximum amount of 10% of the share capital preexisting on the date of the first exercise of the delegation, in a divisible manner also in more tranches, also with the exclusion of option rights or for free, also pursuant to art. 2441, paragraphs 4,5 and 8 and art. 2349 of the Italian Civil Code, upon revocation of the resolution taken by the extraordinary shareholders' meeting on 15 October 2021 for the portion not executed; consequent amendment of art. 5.1 of the bylaws; related and consequent resolutions.

The shareholders' meeting will be held exclusively by telecommunication means that ensure the identification of the attendees, their participation and the exercise of voting rights.

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#### COMPOSITION OF SHARE CAPITAL

The subscribed and paid-up share capital of Racing Force S.p.A. is EUR 2,569,919.80, represented by 25,699,198 shares, with no indication of the par value. At the date of this notice, the Company does not hold any treasury shares.

#### PARTICIPATION TO THE MEETING

Pursuant to the law and the bylaws, the shareholders for whom the Company has received, by the end of the third trading day preceding the date set for the shareholders' meeting (i.e., April 25<sup>th</sup>, 2023), the appropriate communication issued by the authorized intermediary (the "*Intermediary Communication*") certifying their entitlement on the basis of its accounting records, shall be entitled to attend the meeting. This shall be without prejudice to the entitlement to attend and vote if such Intermediary's Communication is received by the Company after the aforementioned deadline, provided that it is received by the start of the meeting.

The Intermediary's Communication shall be made by the Intermediary on the basis of the evidence relating to the end of the accounting day of the seventh trading day preceding the date set for the shareholders' meeting (i.e., April 19<sup>th</sup>, 2023). Credit or debit entries made to the accounts after this deadline are irrelevant for the purpose of entitlement to exercise voting rights at the shareholders' meeting.

Pursuant to the Bylaws, as well as art. 106 of the Italian Law Decree no. 18/2020 (so called "Decreto Cura Italia") converted with Italian Law no. 27/2020 which application has been extended by Italian Law Decree no. 198/2022 converted with Italian Law no. 14/2023, the Company has decided to avail herself of the option (provided therein) to provide that the shareholders' meeting is held exclusively by means of telecommunications, provided that the collegial method and the principles of good faith and equal treatment of shareholders, as well as the other conditions set forth in the bylaws, are respected.

To this end, the shareholders entitled to attend and vote at the meeting may obtain the link to connect to the meeting via video-audio conference, as permitted by art. 16 of the bylaws, by sending a specific request to [amministrazione@pec.ompracing.it](mailto:amministrazione@pec.ompracing.it) or [ir@racingforce.com](mailto:ir@racingforce.com), attaching the copy of the Intermediary Communication as well as:

(i) in case of a shareholder who is an individual, a copy of his/her identity document (ID card or passport);

(ii) in case of a shareholder who is a legal entity, a copy of the identity document (ID card or passport) of the legal representative or of the person with the relevant powers to attend the shareholders' meeting as well as a copy of the documentation attesting to powers to legally represent or the grant of the aforementioned powers to the attendee.

Notwithstanding the methods of participation exclusively by means of telecommunications, each shareholder who is entitled to attend the shareholders' meeting may be represented, in accordance with law, by written proxy, in compliance with the provisions of art. 2372 of the Italian Civil Code, with the right to sign the proxy form available on the Company's website at the address: [www.racingforce.com](http://www.racingforce.com), under the section "Investor Relations - Shareholders' Meetings." The proxy shall be sent to the Company by registered mail with return receipt to Racing Force S.p.A., Via E. Bazzano No. 5, 16019, Ronco Scrivia (GE), or to the address [amministrazione@pec.ompracing.it](mailto:amministrazione@pec.ompracing.it) or [ir@racingforce.com](mailto:ir@racingforce.com).

## **INTEGRATION OF AGENDA AND RIGHT TO ASK QUESTIONS**

For the exercise of the right to integrate the agenda and the right to ask questions before the shareholders' meeting, provided for in art. 14 of the bylaws, please refer to the text of the bylaws themselves published on the corporate website at [www.racingforce.com](http://www.racingforce.com), under "Corporate Governance - Corporate Documents."

## **DOCUMENTS**

The documents relating to the items on the agenda, as required by law, will be made available to the public within the terms of law, at the Company's registered office and on the Company's website, [www.racingforce.com](http://www.racingforce.com), under the section "Investor Relations - Shareholders' Meetings".

This notice of call is published on the Company's website [www.racingforce.com](http://www.racingforce.com), under the section "Investor Relations - Shareholders' Meetings" and on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), under the section "Shares/Documents."

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# RACING FORCE GROUP

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