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Societa' : COFLE

Identificativo : 175239

Informazione
Regolamentata

Nome utilizzatore : COFLEN02 - BARBIERI

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Oggetto : Cofle - Publication of notices of Call

<p><i>Testo del comunicato</i></p>

Vedi allegato.



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Press Release

PUBLICATION OF NOTICES OF CALL OF THE “COFLE 2021-2023 WARRANT” BEARERS MEETING AND OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS’ MEETING

Trezzo sull’Adda (Milan), 13 April 2023 – Cofle S.p.A. (EGM:CFL) - a leading Company in the design, production and worldwide marketing of control systems and control cables for the off-road vehicle, automotive and automotive after-market sectors - announces the publication today of the notices of call for the Meeting of “Cofle 2021-2023 Warrant” bearers and for the Ordinary and Extraordinary Shareholders’ Meeting on its website www.cofle.com and on the website of Borsa Italiana, as well as in excerpts on the daily newspaper “Italia Oggi”.

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CALL OF WARRANT BEARERS MEETING

Warrant bearers are called to the Meeting to be held on 28 April 2023, at 10:30 a.m., in first call, and, if necessary, on 2 May 2023, at the same time, in second call, to discuss and resolve on the following

Agenda

1. Amendment to the Rules of the “Cofle 2021-2023 Warrants” with reference to the exercise periods, exercise price and expiry date. Related and consequential resolutions

The Meeting shall be held exclusively by telecommunications means that guarantee the identification of participants, their attendance and the exercise of voting rights, as specified below.

MEETING REGULATIONS

The Company has decided to avail itself of the option established by Article 106, paragraphs 4 and 5, of Decree-Law No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020 (the “Decree”) - as extended by effect of Article 3 of Decree-Law No. 228 of 30 December 2021, converted, with amendments, by Law No. 15 of 25 February 2022, and as most recently extended by effect of Article 3, paragraph 10-undecies of Decree-Law No. 198 of 29 December 2022, converted, with amendments, by Law No. 14 of 24 February 2023 - and, therefore, **the Meeting will be held with participation of the share capital exclusively through the designated representative** (“Designated Representative”) pursuant to Article 135-undecies of Legislative Decree 24 February 1998 No. 58 (“TUF [Consolidated Law on Finance]”), in the manner set forth below, with access to the Meeting premises by persons entitled to attend the Meeting or their proxies other than the aforementioned Designated Representative being excluded.

The Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF, in accordance with the procedures specified below.

The Directors, Statutory Auditors, the Designated Representative pursuant to Article 135-undecies of the TUF, as well as other persons entitled pursuant to the law, other than those with voting rights, may participate in the Meeting through the use of remote connection systems that allow for identification, in compliance with the current and applicable provisions.

NUMBER OF WARRANTS AND VOTING RIGHTS

As at the date of publication of this notice of call, there are 376,232 outstanding “Cofle 2021-2023 Warrants”, each of which entitles to one vote.



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RIGHT TO PARTICIPATE AND VOTE

Pursuant to Article 83-sexies of the TUF, entitlement to attend the Meeting and exercise voting rights - which may **only be exercised through the Designated Representative** - is attested by a communication to the Company, made by the intermediary, based on the evidence of its own accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Meeting on first call (i.e. **19 April 2023** - **record date**). Credit and debit entries made to the accounts after this deadline do not count for the purposes of the entitlement to vote at the Meeting. The above-mentioned communication of the intermediary must be received by the Company by the end of the third business day before the date set for the Meeting on first call (i.e., by **25 April 2023**). However, the right to participate and vote shall remain valid if the communication is received by the Company after the aforementioned deadline, provided that it is received prior to the beginning of the Meeting. The communication to the Company is to be made by the intermediary at the request of the party entitled to vote.

REPRESENTATION AT THE MEETING

The proxy with voting instructions shall be conferred, free of charge, by the person entitled to vote, legitimated in accordance with the law, to EURONEXT SECURITIES MILAN, as Designated Representative of the Company pursuant to Article 135-undecies of the TUF ("**Designated Representative**") by using the specific form available, with the instructions for filling it in and forwarding it, on the Company's website at www.cofle.com, section *Corporate Governance-Assemblee degli azionisti* [Corporate Governance-Shareholders Meeting], to be sent by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by **26 April 2023** for the first call and by **27 April 2023** for the second call). The proxy and voting instructions may always be revoked in the same manner as they are conferred, within the aforementioned deadline.

Pursuant to the aforementioned Decree, it is possible, as an alternative, to grant the same Designated Representative with a proxy or sub-proxy pursuant to Article 135-novies TUF, which shall contain voting instructions on all or some of the proposals on the agenda, by using the specific form available on the Company's website at www.cofle.com, section *Corporate Governance-Assemblee degli azionisti* [Corporate Governance-Shareholders Meeting]. The procedures set out in the proxy form must be followed for the conferment and notification of proxies/sub-proxies, including electronically. The proxy must be received by 6 p.m. on the day preceding the Shareholders' Meeting (i.e. by **27 April 2023** for the first call and by **1 May 2023** for the second call). The proxy and voting instructions may always be revoked in the above manners, within the aforementioned deadline.

DOCUMENTATION

The documents relating to the Meeting, including the Board of Directors' Explanatory Report on the items on the agenda of the Meeting, and this call of Meeting are made available to the public at the Company's registered office and on the Company's website www.cofle.com, section *Corporate Governance-Shareholders' Meetings*, - as well as on the website www.borsaitaliana.it, section *Azioni/Documenti* [Shares/Documents], as set out by law.

An extract of this notice of call is also published in today's edition of the daily newspaper "ITALIA OGGI".

The instructions for participating in the Meeting by telecommunications means will be made known by the Company, to the Directors, the Statutory Auditors and the Designated Representative and the other parties entitled to attend, other than those with voting rights.

The Company reserves the right to communicate any changes or additions to the information set out in this notice in line with any new legislative and/or regulatory provisions, or in any case in the interest of the Company and the bearers of the "Cofle 2021-2023 Warrants".

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CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Cofle S.p.A.'s shareholders are called to an ordinary meeting on 28 April 2023 at 11:00 a.m. on first call and, if necessary, on 2 May 2023 at the same time, on second call, to discuss and resolve on the following

Agenda

In ordinary session

1. Financial statements as at 31 December 2022. Related and consequential resolutions:
 - 1.1 approval of the Company's Financial Statements as at 31 December 2022 accompanied by the Management Report; examination of the reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Presentation of the consolidated financial statements as at 31 December 2022
 - 1.2 allocation of the profit for the year

In extraordinary session

2. Amendment to the Rules of the "Cofle 2021-2023 Warrants" with reference to the exercise periods, exercise price and expiry date. Related and consequential resolutions

The Meeting shall be held exclusively by telecommunications means that guarantee the identification of participants, their attendance and the exercise of voting rights, as specified below.

MEETING REGULATIONS

The Company has decided to avail itself of the option established by Article 106, paragraphs 4 and 5, of Decree-Law No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020 (the "**Decree**") - as extended by effect of Article 3 of Decree-Law No. 228 of 30 December 2021, converted, with amendments, by Law No. 15 of 25 February 2022, and as most recently extended by effect of Article 3, paragraph 10-undecies of Decree-Law No. 198 of 29 December 2022, converted, with amendments, by Law No. 14 of 24 February 2023 - and, therefore, **the Meeting will be held with participation of the share capital exclusively through the designated representative** ("Designated Representative") pursuant to Article 135-undecies of Legislative Decree 24 February 1998 No. 58 ("**TUF**"), in the manner set forth below, with access to the Meeting premises by shareholders or their proxies other than the aforementioned Designated Representative being excluded.

The Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF, in accordance with the procedures specified below.

The Directors, the statutory auditors, the meeting secretary and the appointed representative pursuant to Article 135-undecies of the TUF may participate in the Shareholders' Meeting remotely via a system that allows identification, in compliance with current and applicable provisions.

SHARE CAPITAL AND VOTING RIGHTS

The share capital is Euro 615,599.60 divided into 6,155,996 ordinary shares without par value, each of which gives the right to one vote. As at the date of this notice, the Company does not hold any treasury shares.

RIGHT TO PARTICIPATE AND VOTE

Pursuant to Article 83-sexies of the TUF, entitlement to attend the Meeting and exercise voting rights - which may **only be exercised through the Designated Representative** - is attested by a communication to the Company, made by the intermediary, based on the evidence of its own accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Meeting on first call (i.e. **19 April 2023 - record date**). Credit and debit entries made to the accounts after this deadline are not relevant for the purposes of entitlement to vote at the Shareholders' Meeting; therefore, those who hold shares in the



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Company only after this date will not be entitled to attend and vote at the Shareholders' Meeting. The above-mentioned communication of the intermediary must be received by the Company by the end of the third business day before the date set for the Meeting on first call (i.e., by **25 April 2023**). However, the right to participate and vote shall remain valid if the communication is received by the Company after the aforementioned deadline, provided that it is received prior to the beginning of the Meeting. The communication to the Company is to be made by the intermediary at the request of the party entitled to vote.

REPRESENTATION AT THE MEETING

The proxy with voting instructions shall be conferred, free of charge, by the person entitled to vote, legitimated in accordance with the law, to EURONEXT SECURITIES MILAN, as Designated Representative of the Company pursuant to Article 135-undecies of the TUF ("**Designated Representative**") by using the specific form available, with the instructions for filling it in and forwarding it, on the Company's *website* at *www.cofle.com*, section *Corporate Governance-Assemblee degli azionisti* [Corporate Governance-Shareholders Meeting], to be sent by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by **26 April 2023** for the first call and by **27 April 2023** for the second call). The proxy and voting instructions may always be revoked in the same manner as they are conferred, within the aforementioned deadline. It should be noted that the shares for which proxies have been conferred, even partially, are counted for the purpose of the quorum for duly constituting the Shareholders' Meeting.

Pursuant to the aforementioned Decree, it is possible, as an alternative, to grant the same Designated Representative with a proxy or sub-proxy pursuant to Article 135-novies TUF, which shall contain voting instructions on all or some of the proposals on the agenda, by using the specific form available on the Company's website at *www.cofle.com*, section *Corporate Governance-Assemblee degli azionisti* [Corporate Governance-Shareholders Meeting]. The procedures set out in the proxy form must be followed for the conferment and notification of proxies/sub-proxies, including electronically. The proxy must be received by 6 p.m. on the day preceding the Shareholders' Meeting (i.e. by **27 April 2023** for the first call and by **1 May 2023** for the second call). The proxy and voting instructions may always be revoked in the above manners, within the aforementioned deadline.

DOCUMENTATION

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An extract of this notice of call is also published in today's edition of the daily newspaper "ITALIA OGGI".

The instructions for participating in the Meeting by telecommunications means will be made known by the Company, to the Directors, the Statutory Auditors and the Designated Representative and the other parties entitled to attend, other than those with voting rights.

The Company reserves the right to communicate any changes or additions to the information set out in this notice in line with any new legislative and/or regulatory provisions, or in any case in the interest of the Company and the Shareholders.



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About Cofle

The Cofle Group, founded in 1964, is a multinational Company specialising in the design, production and worldwide marketing of cables and remote control systems for the *off-road vehicle*, *automotive* and *after-market automotive* sector. It ended 2022 with a Production Value of 58.0 million. For the manufacturing of its products, the Company makes use of 6 factories located in Italy (1), Turkey (3), India (1) and Brazil (1). Cofle sells its products in 38 countries to some 294 customers. As of 11 November 2021, Cofle is listed on the Euronext Growth Milan market organised and managed by Borsa Italiana S.p.A.

Contacts:

Cofle S.p.A.

Alessandra Barbieri

Head of Group Communications and IR Manager

investor@cofle.it

CDR Communication - Corporate Press Office

Angelo Brunello angelo.brunello@cdr-communication.it

Martina Zuccherini martina.zuccherini@cdr-communication.it

Euronext Growth Advisor

Banca Profilo S.p.A. cofle@bancaprofilo.it

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