

Informazione Regolamentata n. 20076-14-2023	Data/Ora Ricezione 21 Aprile 2023 16:13:45	Euronext Milan
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Societa' : GIGLIO GROUP

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Informazione
Regolamentata

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Diffusione presunta

Oggetto : GIGLIO GROUP SPA: CALL NOTICE OF
THE ORDINARY SHAREHOLDERS'
MEETING ON 24 MAY 2023

Testo del comunicato

Vedi allegato.

GIGLIO GROUP S.P.A.

Registered office in Piazza Diaz 6, Milan, 20123

Share capital of € 4,393,604.40 (fully paid-up)

Milan, Monza, Brianza and Lodi Companies Registration Office and VAT number 07396371002

Economic & Admin. Register no. 2091150

CALL NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Shareholders with voting rights for the Shareholders' Meeting of Giglio Group S.p.A. (hereinafter also referred to as, "**Giglio**" or the "**Company**") are hereby called to attend the Ordinary Shareholders' Meeting to be held on **24 May 2023** at **14:30** in single call at Piazza della Meridiana 1 - 16124, Genoa (GE)(hereinafter also referred to as the "**Meeting**"), to discuss and resolve upon the following

AGENDA

1. Financial Statements as of 31 December 2022; presentation of Consolidated Financial Statements as of 31 December 2022; Directors' Report on Operations, Board of Statutory Auditors' Report and Auditing Company's Report.
 - 1.1 Approval of Financial Statements. Resolutions pertaining thereto and resulting therefrom.
 - 1.2 Proposal regarding the allocation of the result for the year. Resolutions pertaining thereto and resulting therefrom.
2. Report on the Remuneration Policy and on the remunerations paid, pursuant to Art. 123-ter of the Legislative Decree no. 58/1998 and to Art. 84-quater of the Regulation adopted with Consob resolution no. 11971 on 14 May 1999.
 - 2.1. Binding resolution on the first section of the Report on the Remuneration Policy, drafted pursuant to Art. 123-ter, par. 3 of the Legislative Decree no. 58/1998.
 - 2.2. Non-binding resolution on the second section of the Report on remunerations paid, drafted pursuant to Art. 123-ter, par. 4 of the Legislative Decree no. 58/1998.
3. Authorisation to purchase and place own shares. Resolutions pertaining thereto and resulting therefrom.

SHARE CAPITAL AND SHARES WITH INCREASED VOTING RIGHTS

As of the date of publication of this call, the share capital of Giglio, subscribed and paid-in, amounts to € 4,393,604.40, divided into 21,968,022 ordinary shares, without nominal value. Each ordinary share gives the right to one vote in the ordinary and extraordinary shareholders' meetings of the Company, except for the shares with reference to which the increased voting right has been achieved (in the ratio of two voting rights for each share). As of the date of publication of this call, the Company does not hold own treasury shares. Information regarding the composition of the share capital are available on the Company's Website at www.giglio.org ("Investor relations - Shareholders ID" section).

Article 6 of Giglio's By-laws governs the increased vote, with the consequence that, in compliance with the provisions of art. 120, paragraph 1, of the CFA, the total number of voting rights must be understood by share capital. Following the increases in voting rights achieved on the date of publication of this notice, the total number of voting rights is equal to no. 33,708,934. For further information, also with reference to the special list pursuant to art. 6.2.1 of the By-laws ("**Special List**"), please refer to the website www.giglio.org (section "Governance" - "Shares With Increased Voting Rights").

RIGHT TO ATTEND AND VOTE IN THE MEETING

Pursuant to Art. 83-sexies of the Legislative Decree no. 58 of 24 February 1998 ("CFA") and to Art. 12 of the By-laws, the individuals for whom the authorised intermediary (pursuant to the applicable rules) shares with the Company, upon the request of the individual with right to vote, the communication certifying the ownership of said right upon the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting in single call (15 May 2023 - record date) shall have a right to attend the Meeting and vote.

Debit and credit entries made on the accounts after the record date shall not be taken into account for the purpose of entitlement to vote in the Shareholders' Meeting. Therefore, those individuals who shall hold shares of the Company after said record date shall not be entitled to participate nor vote in the Meeting.

The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the Shareholders' Meeting (therefore, by 19 May 2023). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting.

RIGHT TO POSE QUESTIONS BEFORE THE MEETING

Pursuant to Art. 127-ter of the CFA, individuals with voting rights may pose questions on the items of the agenda also before the beginning of the Meeting, by sending them to the Company before the record date (i.e., by **15 May 2023**); the Company shall not be held accountable for the requests received after said date. The Company, upon assessing their relevance with the items on the agenda of the Meeting and the right of the individual who poses them, shall provide an answer to these questions at least two days before the Shareholders' Meeting (i.e. by **22 May 2023**), also through a publication on a specific section of the Company's website, for the purpose of allowing individuals with a right to attend and vote to express their opinion knowingly with regard to the items on the agenda.

It is noticed that the entitlement of the right to vote may be certified also after the submission of the questions, but always before the third day after the record date (i.e. by 18 May 2023). The Company may provide a single answer to multiple questions with the same content.

The submission of the aforementioned questions - together with the identification data of the individuals submitting them, as well as with the notification issued by the authorised intermediary pursuant to the applicable regulation certifying the right to vote of the individual proposing the question - shall take place via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: giglio@arubapec.it.

INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING AND DRAFT RESOLUTIONS ON ITEMS ON THE AGENDA

In accordance with Article 126-bis of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the present notice (i.e. by **1 May 2023**), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Said request shall be delivered in writing to the Company within the aforementioned term via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: giglio@arubapec.it, to the attention of the Legal and Corporate Affairs Office. Each request shall be submitted together with a report outlining the reasons for the draft resolutions of new items to be added to the Agenda or the reasoning concerning further resolutions to be presented on items already on the Agenda.



Within the same aforementioned term, the Company shall receive a notification from the authorised intermediary, pursuant to applicable regulations, certifying the ownership of a share in the capital of the Company as requirement for eligibility to exercise the right to request a supplementation of the agenda and to present new draft resolutions.

In any event, each individual with voting rights shall be able to submit draft resolutions independently during the Meeting, on the items of its Agenda.

Any request of supplementation of the agenda or new resolution proposals on items already on the agenda shall be disclosed at least fifteen days before the date of the Meeting (i.e. **09 May 2023**) with the same procedures set forth for the disclosure of this notice. At the same time, the reports submitted by those individuals who requested a supplementation and/or proposed new resolutions shall be disclosed with the same procedure set forth for the Meeting's documents, along with any assessment of the Board of Directors.

It is noted that the supplementation of the Agenda is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-ter, par.1 of the CFA.

EXERCISE OF PROXY VOTING

Pursuant to article 135-novies of the CFA and article 12 of the By-laws, those who have the right to vote may be represented at the Shareholders' Meeting by means of a proxy available at the registered office and in the appropriate section of the Company's website www.giglio.org, in the section Corporate Governance/Shareholders' Meetings/Meeting May 24, 2023. Said request shall be delivered in writing to the Company within the aforementioned term via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: giglio@arubapec.it, to the attention of the Legal and Corporate Affairs Office.

It is noted that, pursuant to Art. 135-novies of the CFA, the representative may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original version and the identity of the delegating person. The representative shall preserve the original proxy and keep track for one year, starting from the end of the Meetings' works, of any voting instruction received".

Proxy may be granted through a computer-generated document signed in electronic form in accordance with Legislative Decree no. 82 of 7 March 2005.

SHAREHOLDERS' APPOINTED REPRESENTATIVE

Pursuant to article 135-undecies of the TUF, the Company has designated Monte Titoli S.p.A. ("Monte Titoli"), with registered office in Milan, Piazza degli Affari 6, as the subject ("Designated Representative") to whom the shareholders can grant a proxy free of charge (with the exception of any shipping costs). The voting instructions on all or some of the proposals on the items on the agenda are attached to the proxy.

The proxy must be conferred by signing the specific proxy form made available in the specific section of the Company's website www.giglio.org, in the Corporate Governance/Shareholders' Meetings/Meeting 24 May 2023 section. The proxy must be sent to the aforementioned Appointed Representative, together with a copy of an identity document of the delegating party with current validity or, if the delegating party is a legal person, of the pro tempore legal representative or of another person with suitable powers, together with suitable documentation to certify their qualification and powers, by the end of the second open market day prior to the date set for the Shareholders' Meeting (i.e. by 22 May 2023), with the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified email address RD@pec.euronext.com (subject "Giglio Group 2023 Shareholders' Meeting Proxy") from your certified e-mail box (or, failing



that, from your ordinary e-mail box, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission in the original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A., – c.a. Register & AGM Services Office, Piazza degli Affari n. 6, 20123 Milan, anticipating a copy reproduced electronically (PDF) by ordinary e-mail to the mailbox RD@pec.euronext.com (subject "Proxy for the Giglio Group 2023 Assembly").

The proxy and related voting instructions can be revoked within the same term. The proxy has no effect with regard to the proposals in relation to which no voting instructions have been given. For further information, it is possible to consult the appropriate section of the Company's website www.giglio.org, in the Corporate Governance/Shareholders' Meetings/Meeting May 24, 2023 section.

For any clarifications regarding the granting of the proxy to the Designated Representative (and in particular regarding the compilation of the proxy form and the Voting instructions and their transmission), you can contact Monte Titoli via e-mail RegisterServices@euronext.com or at the following telephone number (+39) 02.33635810 (on open office days, from 9:00 to 17:00).

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

DOCUMENTS

All documents related to the Shareholders' Meeting, including the explanatory notes of the Board of Directors and the resolution proposals on the items of the agenda, shall be made available to the shareholders and the public, and at the registered office, according to the procedures and time limits laid down by law, and all Shareholders and individuals with voting rights shall have the power to obtain a copy thereof. The Meeting's documents shall be made available at the Company's registered office (Milan, Piazza Diaz 6), with the authorised storage mechanism (www.emarketstorage.com) and on the Company's website (www.giglio.org).

This notice of call shall be published, pursuant to Art. 125-bis of the CFA, Art. 84 of Consob Regulation no. 11971/1999 and Art. 12 of the By-laws, on the Company's website (www.giglio.org – *Corporate Governance – Shareholders' Meetings*), on the website of the authorised storage mechanism (www.emarketstorage.com), and on "Il Giornale" on 21 April 2023 as an excerpt.

The Company reserves its right to integrate and/or amend the contents of this notice should this become necessary following the evolution of the current public health situation and the possible introduction, upon provisions issued by the competent authorities, of alternative modalities for the performance of the Shareholders' Meetings works.

Milano, 21 April 2023

The Chairman of the Board of Directors

Alessandro Giglio

Fine Comunicato n.20076-14

Numero di Pagine: 6