

<p>Informazione Regolamentata n. 0923-27-2023</p>	<p>Data/Ora Ricezione 27 Aprile 2023 11:25:14</p>	<p>Euronext Star Milan</p>
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Informazione
Regolamentata

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Oggetto : Shareholders Meeting Approves 2022
Balance

Testo del comunicato

Vedi allegato.

PRESS RELEASE

AIEFFE S.P.A.: ORDINARY SHAREHOLDERS' MEETING

- **APPROVED THE SEPARATE FINANCIAL STATEMENTS OF AIEFFE S.P.A. FOR 2022**
- **APPOINTED THE BOARD OF DIRECTORS FOR THE THREE-YEAR PERIOD 2023-2025**
- **APPOINTED THE BOARD OF STATUTORY AUDITORS FOR THE THREE-YEAR PERIOD 2023-2025**

THE BOARD OF DIRECTORS MET IMMEDIATELY AFTER THE SHAREHOLDERS' MEETING

- **ESTABLISHMENT OF BOARD COMMITTEES**
- **CONVOCAZIONE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

San Giovanni in Marignano, 27th April 2023 - Held today, the Shareholders' Meeting of Aieffe S.p.A. - a luxury products company listed in the Euronext STAR Milan segment of the Euronext Milan market of Borsa Italiana, operating both in the *prêt-à-porter* sector and in the footwear and leather goods sector with extremely well-known brands, including Alberta Ferretti, Philosophy di Lorenzo Serafini, Moschino, Pollini - approved in ordinary session the separate financial statements for the year ended 31st December 2022, as previously presented by the Board of Directors on 15th March 2023, the details of which were made known to the market on that date in a specific communication.

No dividend was declared.

The Consolidated Financial Statements at 31st December 2022 were also presented at the Shareholders' Meeting. They report SALES REVENUES of 352 million euro (+8.4% compared with 2021), EBITDA of 36 million euro (+0.6% compared with 2021), EBIT of 1 million euro (9 million euro in 2021) and a Net loss for the year of 9 million euro (net profit of 12 million euro in 2021).

Resolutions regarding the Results of AIEFFE S.p.A. for the year ended 31st December 2022

The Shareholders' Meeting of Aieffe S.p.A. resolved to cover the entire Loss for the year ended 31st December 2022, Euro 5,334,728, by use of the share premium reserve.

Appointment of the Board of Directors and the Board of Statutory Auditors of Aieffe S.p.A.

The Shareholders' Meeting also appointed the Board of Directors and the Board of Statutory Auditors, which will remain in office until the date of the Shareholders' Meeting called to resolve on approval of the separate financial statements for the year ended 31st December 2025.

The members of the Board of Directors were appointed from two different lists:

- the majority list presented by Fratelli Ferretti Holding S.r.l. (the "Majority List");
- the minority list presented jointly by Anima Sgr S.P.A. manager of the following funds: Anima Crescita Italia, Anima Iniziativa Italia; Arca Fondi Sgr S.P.A., manager of the Arca Economia Reale Equity Italia fund; BancoPosta Fondi S.p.A. SGR, manager of the Bancoposta Rinascimento fund; Fideuram Asset Management Ireland, manager of the Fonditalia Equity Italy fund; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A., manager of the following funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Interfund Sicav - Interfund Equity Italy;

Mediolanum Gestione Fondi Sgr S.P.A., manager of the following funds: Mediolanum Flessibile Futuro Italia, Mediolanum Flessibile Sviluppo Italia, (the "Minority List").

Accordingly, the Board of Directors of Aeffe S.p.A. appointed today comprises:

1. Massimo Ferretti – Chairman of the Board of Directors – drawn from the Majority List
2. Alberta Ferretti – Director drawn from the Majority List
3. Simone Badioli – Director drawn from the Majority List
4. Giancarlo Galeone – Director drawn from the Majority List
5. Roberto Lugano – Director satisfying the independence requirements established in art. 148.3 TUF, drawn from the Majority List
6. Daniela Saitta – Director satisfying the independence requirements established in art. 148.3 TUF, drawn from the Majority List
7. Bettina Campedelli – Director satisfying the independence requirements established in art. 148.3 TUF, drawn from the Majority List
8. Francesca Pace – Director satisfying the independence requirements established in art. 148.3 TUF, drawn from the Majority List
9. Marco Francesco Mazzù – Director satisfying the independence requirements established in art. 148.3 TUF, drawn from the Minority List.

The curriculum vitae of each director, attached to the presentation of the list concerned, is available on the website of Aeffe S.p.A. at the address <https://aeffe.com/documenti-relativi-alle-assemblee-degli-azionisti/>, at the registered office and on the authorized storage platform www.emarketstorage.com.

Today, Massimo Ferretti holds 60,000 shares in Aeffe S.p.A., Alberta Ferretti 40,000 shares and Simone Badioli 282,942 shares.

The members of the Board of Statutory Auditors were appointed from two different lists:

- the majority list presented by Fratelli Ferretti Holding S.r.l. (the "Majority List");
- the minority list presented jointly by Anima Sgr S.P.A. manager of the following funds: Anima Crescita Italia, Anima Iniziativa Italia; Arca Fondi Sgr S.P.A., manager of the Arca Economia Reale Equity Italia fund; BancoPosta Fondi S.p.A. SGR, manager of the Bancoposta Rinascimento fund; Fideuram Asset Management Ireland, manager of the Fonditalia Equity Italy fund; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A., manager of the following funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Interfund Sicav - Interfund Equity Italy; Mediolanum Gestione Fondi Sgr S.P.A., manager of the following funds: Mediolanum Flessibile Futuro Italia, Mediolanum Flessibile Sviluppo Italia, (the "Minority List").

Accordingly, the Board of Statutory Auditors of Aeffe S.p.A. appointed today comprises:

Serving Auditors:

1. Stefano Morri – Chairman of the Board of Statutory Auditors, drawn from the Minority List
2. Fernando Ciotti, drawn from the Majority List
3. Carla Trotti, drawn from the Majority List

Alternate Auditors:

1. Nevio Dalla Valle, drawn from the Majority List
2. Daniela Elvira Bruno, drawn from the Minority List.

The curriculum vitae of each statutory auditor, attached to the presentation of the list concerned, is available on the website of Aeffe S.p.A. at the address <https://aeffe.com/documenti-relativi-alle-assemblee-degli-azionisti/>, at the registered office and on the authorized storage platform www.emarketstorage.com.

Other resolutions

The Shareholders' Meeting voted in favor of the first and second sections of the Remuneration Report and the consolidated Non-Financial Statement for 2022, required by Decree 254 dated 30th December 2016.

Plan for the purchase and use of treasury shares

The Shareholders' Meeting of Aeffe S.p.A. also approved today a plan for the purchase and use of treasury shares.

This plan authorizes the Board of Directors to purchase up to 10% of the Company's share capital, on one or more occasions on a revolving basis, over a maximum period of 18 months, and to use such shares without time limit.

The mandate envisages that the unit price paid for the shares may not be more than 10% higher or lower than the reference price established for them in the trading session immediately prior to each transaction.

This operation is explained by the need to give the Board of Directors appropriate and necessary flexibility in order to: (i) use the treasury shares purchased as possible consideration for the acquisition of equity investments, in the context of the investment policy adopted by the Company; (ii) carry out investment transactions in compliance with current regulations, either directly or via authorized intermediaries, for example in order to contain anomalous market price fluctuations, stabilize trading and price trends and support the liquidity of the security in the marketplace, thereby facilitating the proper conduct of trading without prejudice to the normal fluctuations attributable to market conditions; (iii) use the treasury shares in the context of stock incentive plans (stock options), or as consideration for the services and/or advice of key persons of particular value to the Company, with the exclusion from such plans of the majority shareholders and those strategic executives who are also executive directors and first-degree relatives of said shareholders; (iv) benefit, if deemed strategic by the Board of Directors, from any investment or divestment opportunities that may arise, having regard for the liquidity available.

Without prejudice to the requirements of mandatory legislation, the Board of Directors will in all cases be entitled not to proceed, in whole or in part, with the purchase and/or use treasury shares, should it believe at any time that the reasons for which this would be appropriate pursuant to the shareholders' authorization do not apply.

Other Information

The Company will post a report summarizing the results of voting on the corporate website, www.aeffe.com, within 5 days of the Shareholders' Meeting.

Lastly, the Company will make the minutes of the Shareholders' Meeting required by art. 2375 of the Italian Civil Code available at the registered office and on the corporate website, www.aeffe.com, within 30 days of the Shareholders' Meeting.

The Separate financial statements at 31st December 2022 approved at the Shareholders' Meeting and the Consolidated financial statements of the Aeffe Group at 31st December 2022 are available to the public at the registered office of the Company, at Borsa Italiana and in the Investor Relations section of the corporate website, www.aeffe.com.

Board of Directors' Meeting

Corporate Governance: Establishment of Board Committees

The Board of Directors appointed at the Shareholders' Meeting met immediately afterwards, with all directors present, to grant powers to the executive directors and appoint the members of the Executive Committee, the Control, Risks and Sustainability Committee and the Compensation Committee.

Executive Committee:

Massimo Ferretti – Executive Chairman of the Company

Simone Badioli – CEO of the Company

Giancarlo Galeone – Non-independent Director

Control, Risks and Sustainability Committee:

Daniela Saitta – Independent Director with expertise in accounting and financial matters

Bettina Campedelli – Independent Director with expertise in accounting and governance matters

Francesco Pace – Independent Director with expertise in legal and governance matters

Compensation Committee:

Daniela Saitta – Independent Director

Roberto Lugano – Non-executive Director

Marco Francesco Mazzù – Independent Director.

Convocation of Ordinary and Extraordinary Shareholders' Meeting

The Board of Directors of Aeffe S.p.A. also resolved to call a virtual Shareholders' Meeting, to be held in first and only calling at 9.30 am on 8th June 2023, with participation by those entitled solely via the representative designated by the Company, to discuss and resolve:

- in extraordinary session: (i) on the amendment of certain Articles of Association, (ii) on the proposed absorptions of Moschino S.p.A. and Aeffe Retail S.p.A., both wholly-owned subsidiaries;
- in ordinary session: (iii) on the increase in the number of members of the Board of Directors; (iv) on the appointment of a new director for the three-year period 2023-2025; (v) on the remuneration of the new director.

The documentation relating to the items on the agenda will be made available to the public on the basis and with the timing envisaged in current regulations.

AEFFE

ALBERTA FERRETTI

MOSCHINO

PHILOSOPHY
DI
LORENZO SERAFINI

POLLINI



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