

Informazione Regolamentata n. 0923-29-2023	Data/Ora Ricezione 28 Aprile 2023 08:53:29	Euronext Star Milan
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Data/Ora Inizio : 28 Aprile 2023 08:53:31  
Diffusione presunta  
Oggetto : Notice of Shareholders' Meeting

<i>Testo del comunicato</i>
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Vedi allegato.



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**AEFFE S.p.A.**

**Registered Office in San Giovanni in Marignano - RN**

**Via delle Querce 51**

**Share Capital € 26,840,626.00**

**Rimini Companies Register and Tax Code No. 01928480407**

**NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their voting rights are called to an Ordinary and Extraordinary Shareholders' Meeting to be held in first and only calling at 9.30 am on 8th June 2023 to discuss and resolve on the following

**AGENDA**

**EXTRAORDINARY SESSION**

1. Amendment of the Articles of Association. In particular:
  - 1.1 amendment of article 2.2 of the Articles of Association
  - 1.2 amendment of article 6 of the Articles of Association
  - 1.3 amendment of article 10.2 of the Articles of Association
  - 1.4 amendment of article 11 of the Articles of Association
  - 1.5 amendment of article 12 of the Articles of Association
  - 1.6 amendment of article 14 of the Articles of Association
  - 1.7 amendment of article 15 of the Articles of Association
  - 1.8 amendment of article 17 of the Articles of Association
  - 1.9 amendment of article 18 of the Articles of Association
  - 1.10 amendment of article 19.3 of the Articles of Association
  - 1.11 amendment of article 22 of the Articles of Association
  - 1.12 amendment of article 23.5 of the Articles of Association
  - 1.13 amendment of article 25 of the Articles of Association.
2. Proposed absorption of "Moschino S.p.A." by "Aeffe S.p.A."; related and consequent resolutions and mandates.
3. Proposed absorption of "Aeffe Retail S.p.A." by "Aeffe S.p.A."; related and consequent resolutions and mandates.

**ORDINARY SESSION**

1. Increase in the number of members of the Board of Directors from nine to ten.



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2. Appointment of a new director for the years 2023-2025 and determination of the related remuneration.  
In particular:
  - 2.1 appointment of a new director to the Board of Directors;
  - 2.2 resolutions regarding the remuneration of the new director.

Please note that, pursuant to art. 2369, para. 1, of the Italian Civil Code, art. 11.1 of the Articles of Association and art. 106, para. 2 of Legislative decree 17<sup>th</sup> March no. 18, bearing "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the epidemiological emergency from COVID-19", converted with amendments by Law 24 April 2020, n. 27, as subsequently extended pursuant to para. 10-*undecies* of art. 3 of Legislative decree 198/2022 (the "2023 Blanket Extensions Decree"), as enacted with amendments by Law 14 dated 24<sup>th</sup> February 2023, no second calling is envisaged for this Ordinary and Extraordinary Shareholders' Meeting, which will be held exclusively on a virtual basis.

#### **Right of Withdrawal by Shareholders**

Consistent with article 9 of the Articles of Association, the proposed amendments to them do not grant any right of withdrawal to shareholders not contributing to their approval, since none of the requirements for withdrawal specified in the related mandatory legislation are satisfied.

#### **Participation at the Meeting**

Pursuant to art. 83-*sexies* of Legislative decree 58/98 and article 11 of the Articles of Association, persons may legitimately participate at the Shareholders' Meeting and exercise their right to vote if their legitimate status is confirmed by a communication made to the Company by an authorized intermediary, as defined in the applicable regulations, and released by the latter with reference to the information contained in its own accounting records at the close of business on the seventh trading day prior to the date fixed for the Shareholders' Meeting, i.e. 30<sup>th</sup> May 2023 (the "**record date**").

Pursuant to para. 4 of art. 83-*sexies* of Legislative decree 58/98, such communications, necessary for legitimate participation at the Shareholders' Meeting, must be received by the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 5<sup>th</sup> June 2023, and in any case prior to the start of the meeting. Those found to have become holders of shares only subsequent to the **record date** (30<sup>th</sup> May 2023) and/or those who have not sent the Company the communication addressed to the Company by an authorized intermediary, as defined in the applicable regulations, will not be entitled to participate in and vote at the meeting.

Pursuant to art. 106, para. 2 of Legislative decree 17<sup>th</sup> March no. 18, bearing "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the epidemiological emergency from COVID-19", converted with amendments by Law 24 April 2020, n. 27, as

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subsequently extended pursuant to para. 10-*undecies* of art. 3 of Legislative decree 198/2022 (the "2023 Blanket Extensions Decree"), as enacted with amendments by Law 14 dated 24th February 2023, those entitled to attend the Shareholders' Meeting may participate **solely via Into S.r.l., the representative designated** by the Company (the "**Representative Designated**") pursuant to art. 135-*undecies* TUF, to which proxies or sub-proxies may also be delegated pursuant to art. 135-*novies* TUF, as an exception to para. 4 of art. 135-*undecies* TUF.

Without cost for the delegating shareholder, the proxy may be granted - with voting instructions for some or all items on the agenda - to Into S.r.l., Viale Giuseppe Mazzini 6, Rome, the representative designated by the Company pursuant to art. 135-*undecies* of Legislative decree 58/98, on condition that this company receives the original by the end of the second trading day before the date fixed for the Shareholders' Meeting in first and only calling (i.e. by 6<sup>th</sup> June 2023), 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 legal representative pro tempore or of another person with suitable powers, together with suitable documentation attesting the qualification and powers of the Appointed Representative, using one of the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified e-mail address: [intosrl@legalmail.it](mailto:intosrl@legalmail.it) (subject "Proxy for Aeffe Shareholders' Meeting on 06/2023") from your certified e-mail box (or failing that, from their 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: Into S.r.l., Viale Giuseppe Mazzini 6 – 00195 Rome (Ref. " Proxy for Aeffe Shareholders' Meeting on 06/2023") anticipating a copy reproduced electronically (PDF) by means of ordinary e-mail to: [issuerservices@intosrl.it](mailto:issuerservices@intosrl.it) (subject " Proxy for Aeffe Shareholders' Meeting on 06/2023).

All shares for which proxies have been granted, whether in whole or in part, are counted when determining the presence of a quorum at the Shareholders' Meeting. Proxies given on this basis to the Designated Representative do not apply to proposed resolutions for which voting instructions have not been given. The proxy and the voting instructions may be revoked at any time prior to the deadline indicated above.

Shareholders that do not intend to participate in the manner envisaged in art. 135-*undecies* TUF may, as an alternative, participate by granting the Designated Representative proxies or sub-proxies, pursuant to art. 135-*novies* TUF, that contain voting instructions for all or some of the proposed resolutions on the agenda. Such proxies/sub-proxies must be transmitted in the manner specified on the proxy/sub-proxy form.

Proxies/sub-proxies must be received by no later than 6 p.m. on the day before the Shareholders' Meeting (although the Designated Representative may accept proxies and/or instructions after that deadline, but before the start of the Meeting). The voting instructions given can always be revoked in the same manner prior to the above deadline.



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Clarification about the granting of proxies or sub-proxies to the Designated Representative (and, in particular, about completion of the proxy form and the voting instructions, as well as their transmission) can be obtained by sending an e-mail to Into S.r.l. at [issuerservices@intosrl.it](mailto:issuerservices@intosrl.it) or calling +39 06 – 3218641 (during office hours, from 9 a.m. to 6 p.m.).

Proxy forms and the related instructions for their completion and transmission are available from the registered office and from the Company's website at the address [www.aeffe.com](http://www.aeffe.com).

In absence of communication from the authorized intermediary certifying the legitimacy to participate to Shareholders' Meeting, the proxy will be considered null and void.

Please note that there are no postal or electronic voting procedures.

#### **Right to ask questions about the matters on the agenda**

Pursuant to art. 127-ter TUF, all those entitled to vote may ask questions about the matters on the agenda, even before the Shareholders' Meeting, by sending a registered letter to the following address: Aeffe S.p.A. - Attention Legal Department - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy, or a certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it). Pursuant to para. 1-bis of art. 127-ter of Legislative decree 58/98, questions must be received by the Company at least three days prior to the date of the Shareholders' Meeting, and therefore by end of day on 5th June 2023. The written replies made available at the start of the meeting to all those entitled to vote are deemed to be answers provided during the meeting. Interested parties must provide the information needed to identify them.

In order to exercise this right, the Company must receive the communication released by the intermediaries that hold the shares owned by the Shareholder.

For further details about the conduct of the Shareholders' Meeting, those entitled to participate and exercise their right to vote are invited to read the Meeting Regulations available from the Company's website [www.aeffe.com](http://www.aeffe.com) in the section entitled *Governance*.

#### **Additions to the Agenda and right to present new proposed resolutions.**

Pursuant to art. 126-bis of the TUF, those Shareholders who, together or alone, represent at least one-fortieth of the share capital may, not more than ten days after the publication of this notice and, therefore, by 8th May 2023, request additions to the list of matters to be discussed, indicating in the request the additional matters proposed, or present proposed resolutions on matters already on the agenda. The request made in written form must be sent by registered letter to the following address: Aeffe S.p.A. - Attention Legal Department - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy or by certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that it arrives by the deadline indicated above. By that deadline and in the same manner, the proposing shareholders must also present a report on the matters that

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they propose for discussion, explaining the reason for the proposed resolutions on the new matters proposed for discussion, or the reason for the further proposed resolutions presented on matters already on the agenda. In order to exercise this right, the Company must receive the communication released by an intermediary authorized pursuant to current regulations in favor of the shareholders entitled to request the addition.

Information about any additions made to the agenda or about any additional proposed resolutions on items already on the agenda, which the Meeting must address following receipt of the above requests, will be provided in the manner used to publish this notice, at least fifteen days prior to the date fixed for the Meeting, i.e. within the 24<sup>th</sup> May 2023.

At the time of publishing the notice of additions to the agenda or of additional proposed resolutions, the report prepared by the requesting shareholders will also be made available to the public in the manner envisaged for all other meeting documentation, accompanied by the considerations of the administrative body, if any.

Additions to the agenda are not allowed for matters that, by law, may only be voted on at the meeting following a recommendation from the directors, or based on a project or report prepared by them that is not included in those indicated in para. 1 of art. 125-ter, TUF.

In any case, all those entitled to vote can individually present proposed resolutions during the Shareholders' Meeting.

As envisaged in Consob Communication 3/2020 dated 10th April 2020 and the related FAQs, given the procedures for participating at the Shareholders' Meeting and pursuant to para. 1 of art. 126-bis TUF, each shareholder entitled to participate and vote (pursuant to para. 1, third sentence, of art. 126-bis TUF) may propose individual resolutions on Agenda items to the Shareholders' Meeting, in the following manner:

- the proposed resolutions must be sent to the Company in a certified e-mail addressed to [aeffespa@pec.it](mailto:aeffespa@pec.it) no fewer than 15 days prior to the date fixed for the Shareholders' Meeting and, therefore, by 24th May 2023. The above written proposals must be set down in a clear and complete manner, together with information identifying their presenter that includes, where possible, a telephone number;
- the right to make such proposals must be confirmed in the communication issued pursuant to art. 83-sexies TUF by an intermediary authorized in accordance with current regulations, following the procedures specified in the section of the notice of meeting entitled "Participation at the Meeting".

The proposed resolutions received will be published on the corporate website, at the address <https://aeffe.com/it/documenti-relativi-alle-assemblee-degli-azionisti/>, without delay and in any case by 25<sup>th</sup> May 2023, so that those entitled to vote can express themselves in an informed manner, including with

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reference to such new proposals, and the Designated Representative can collect any voting instructions in their regard.

For the above purposes, the Company reserves the right to check the relevance of the proposals to the matters on the agenda, their completeness and their compliance with the applicable regulations, as well as the right of their proposers to make them.

Should proposed resolutions be presented, the proxy forms will be updated promptly so that the Designated Representative can collect any voting instructions in their regard.

### **Appointment of a new director**

The Meeting will appoint a new member of the Board of Directors on the basis and with the ordinary majorities envisaged by law, without recourse to list voting.

The Board of Directors has proposed the appointment of Francesco Ferretti as a member of the Board. The documentation regarding Francesco Ferretti is available on the corporate website at the address <https://aeffe.com/it/documenti-relativi-alle-assemblee-degli-azionisti/>.

In order to allow those entitled to exercise their voting rights to express themselves consciously, also taking into account these new proposals, and the Designated Representative to collect any voting instructions also on the same, Shareholders that intend to make nominations are invited to send the names to the Company by certified e-mail to the address [aeffespa@pec.it](mailto:aeffespa@pec.it) by 15<sup>th</sup> May 2023, together with a specific communication issued by the authorized intermediary confirming the share ownership of those making nominations, duly signed declarations confirming satisfaction of the honorability, professionalism and, if applicable, independence requirements, and the curriculum vitae of the candidates. The nominations must take account of the professional and gender characteristics envisaged in current legislation, the Articles of Association and the Corporate Governance Code.

### **Documentation**

The documentation relating to the matters on the agenda, the proposed resolutions and the proxy forms with the related instructions will be made available to the public within the timescale and on the basis envisaged by current regulations. Shareholders may examine and obtain copies of the above documentation, which will also be made available, within the timescale envisaged by law, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com).

### **Share capital**

The share capital of the Company amounts to Euro 26,840,626.00 and is represented by 107,362,504 ordinary shares, par value Euro 0.25 each: each ordinary share carries the right to one vote at ordinary and extraordinary meetings of the Company's shareholders. At today's date, the Company holds 8,937,519 treasury shares representing 8.325% of share capital, the voting rights for which are suspended pursuant to para. 2 of art.

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2357-ter of the Italian Civil Code; accordingly, 98,424,985 votes are exercisable at the Ordinary Shareholders' Meeting.

Information about share capital is also available from the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), in the section entitled *Governance*.

This notice of meeting is published, pursuant to art. 125-bis TUF and art. 10 of the Articles of Association, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), on the e-marketstorage platform ([www.emarketstorage.it](http://www.emarketstorage.it)) and - in extract form - in a national daily newspaper and on the website of Borsa Italiana ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

The Corporate Affairs Office of Aeffe S.p.A. is available to provide further information by telephone: +39 0541/965207; e-mail: [giulia.degano@aeffe.com](mailto:giulia.degano@aeffe.com), or certified e-mail: [aeffespa@pec.it](mailto:aeffespa@pec.it)

San Giovanni in Marignano, 28th April 2023.

The Chairman of the Board of Directors

*Massimo Ferretti*



Fine Comunicato n.0923-29

Numero di Pagine: 9