

<p>Informazione Regolamentata n. 0923-41-2023</p>	<p>Data/Ora Ricezione 08 Giugno 2023 11:38:28</p>	<p>Euronext Star Milan</p>
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Societa' : AEF FE

Identificativo : 178012

Informazione
Regolamentata

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Data/Ora Ricezione : 08 Giugno 2023 11:38:28

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Diffusione presunta

Oggetto : AEF FE : Shareholders Meeting approves
the merger with Moschino and Aeffe Retail

Testo del comunicato

Vedi allegato.

PRESS RELEASE

AIEFFE:

- **Extraordinary Meeting approves amendments to the Articles of Association and resolves to absorb Moschino S.p.A. and Aeffe Retail S.p.A., both wholly-owned subsidiaries**
- **Ordinary Meeting increases the number of members of the Board of Directors from 9 to 10 and appoints Francesco Ferretti as a Director**

San Giovanni in Marignano, 8th June 2023 – The Shareholders' Meeting of Aeffe S.p.A. ("**Aeffe**" or the "**Company**"), 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 leatherwear sector with extremely well-known brands, such as Alberta Ferretti, Philosophy di Lorenzo Serafini, Moschino and Pollini, held today in extraordinary and ordinary session, resolved by public deed pursuant to the law and the Articles of Association, to amend the Articles of Association, to absorb Moschino S.p.A. and Aeffe Retail S.p.A., both wholly-owned subsidiaries, to increase the number of members of the Board of Directors, and to appoint a new director.

Amendments to the Articles of Association

The Extraordinary Meeting approved the amendments proposed by the Board of Directors to articles 2.2, 6, 10.2, 11, 12, 14, 15, 17, 18, 19.3, 22, 23.5 and 25 of the Articles of Association, adopting the wording contained in the right-hand column of the table containing comparative texts presented in the Explanatory Report prepared by the Board of Directors, already made available to the public at the registered office, on the website www.aeffe.com and on the authorized storage platform www.emarketstorage.com.

The new text of the Articles of Association will be made available by the legal deadline on the website www.aeffe.com and on the authorized storage platform www.emarketstorage.com.

Absorption of Moschino S.p.A. and Aeffe Retail S.p.A., both wholly-owned subsidiaries

The Extraordinary Meeting also resolved to absorb Moschino S.p.A. ("**Moschino**") and Aeffe Retail S.p.A. ("**Aeffe Retail**"), both wholly-owned subsidiaries (each, the "**Merger**").

The reasons, terms and conditions for completion of the Merger are indicated in the merger proposal approved at the meeting of the Board of Directors held on 29th March 2023 and filed on that date with the Companies Register.

The simplifications envisaged in art. 2505 of the Italian Civil Code are applicable to the Merger. In addition, since the Merger involves the absorption of wholly-owned subsidiaries, the share capital of the Company will not be increased and the ownership structure of Aeffe will be unaffected.

The effect of the Merger operations will be, respectively: (i) to cancel the investment held by Aeffe in Moschino, amounting to its entire share capital, on absorption by the Company of the net assets of Moschino; (ii) to cancel the investment held by Aeffe in Aeffe Retail, amounting to its entire share capital, on absorption by the Company of the net assets of Aeffe Retail.

The Merger operations were also approved today at the shareholder's meetings of both Moschino and Aeffe Retail.

Each merger deed will be signed after the time interval specified in art. 2503 of the Italian Civil Code, and published on the basis and with the timing established by law. The practical effects of the Merger operations will commence, by law, when the final registration of the relevant merger deed with the Rimini Companies Register has been completed, or on such later date as may be specified in the merger deed, the signature of which can reasonably be expected to take place this year, with the clarification that the first absorption will relate to Moschino, while the absorption of Aeffe Retail will be completed later, but still in the current year.

The minutes of the Merger resolution will be filed for registration with the competent Companies Register and made available to the public in the manner established by current laws and regulations, information about which will be communicated later.

Further information is provided in the press release dated 29th March 2023 and in the Explanatory Report, prepared pursuant to para. 1 of art. 125-*ter* of Decree 58 dated 24th February 1998 and subsequent amendments ("TUF") and art. 84-*ter* of the regulations adopted by Consob Resolution No. 11971 dated 14th May 1999 and subsequent amendments (the "Issuers' Regulation"), published on 5th May 2023, as well as in the *Governance/Merger Documents* and *Governance/Documents relating to shareholders meetings* sections of the website www.aeffe.com.

Increase in the number of members of the Board of Directors and appointment of a new director

Given absorption of the above two subsidiaries and the planned absorption of the remaining Italian companies in the Group, the Board of Directors has recommended the appointment of at least one additional director with experience of production and the industrial activities of the Group.

The Ordinary Meeting resolved to increase the number of members of the Board of Directors from nine to ten.

Applying the normal procedures and majorities as an exception to the list voting system, the Ordinary Meeting also appointed Francesco Ferretti (non-independent director) as a member of the Board of Directors of the Company until expiry of the mandate of the current Board and, specifically, until the date of the Shareholders' Meeting called to approve the 2025 financial statements; the Meeting also resolved to fix the gross annual emoluments of Director Francesco Ferretti at Euro 30,000, plus reimbursement of the role-related expenses incurred. At this time, the Board of Directors has not assigned any executive powers to Director Francesco Ferretti, or appointed him to any Board Committees. Francesco Ferretti is currently director in the wholly owned companies Moschino S.p.A. and Pollini S.p.A.

The *curriculum vitae* of Francesco Ferretti is available on the website www.aeffe.com, in the *Governance/Documents relating to shareholders meetings* section.

At the time of appointment, Francesco Ferretti does not own any shares in Aeffe.

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 website www.aeffe.com within 30 days of the Shareholders' Meeting.

Contacts:**Investor Relations**

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