

<b>Informazione Regolamentata n. 20076-98-2023</b>	<b>Data/Ora Inizio Diffusione 17 Novembre 2023 18:04:34</b>	<b>Euronext Milan</b>
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Societa' : GIGLIO GROUP

Identificativo : 183526

Informazione  
Regolamentata

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Oggetto : GIGLIO GROUP SPA: ORDINARY AND  
EXTRAORDINARY SHAREHOLDERS'  
MEETING OF 17 NOVEMBER 23

*Testo del comunicato*

Vedi allegato.



PRESS RELEASE

**GIGLIO GROUP SPA: ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
OF 17 NOVEMBER 2023**

- Appointment of a board member following resignation and subsequent co-optation.
- Paid increase in share capital, in tranches, with exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, by the final deadline of 31 December 2023 for an amount up to a total of € 5,000,000.00, including any share premium, through the issue of ordinary shares having the same characteristics as the ordinary outstanding Giglio shares and regular dividend rights, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors.
- Granting of an authorisation to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code to increase the share capital as above, to be subscribed by 31 December 2023 and to be carried out in one or more tranches within five years from the date of the resolution, through the issue of ordinary shares having the same characteristics as the outstanding ones and regular dividend rights, with the exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors.
  - Amendment of Art. 3 and 6 of the Company's By-laws.

**Genoa, 17 November 2023** Notice is given that Giglio Group S.p.A. Shareholders' Meeting ("Giglio Group" or the "Company", Ticker GG) met today in ordinary and extraordinary sessions, in single call, in the Genoa headquarters, in Piazza della Meridiana, 1, under the chairmanship of Alessandro Giglio and with Secretary Andrea Fusaro.

Two shareholders were present, representing 12.232.895 of the shares, corresponding to 55,685 % of the share capital and to 71,53 % of the total number of voting rights (taking into account also the shares with increased voting rights) of Meridiana Holding SpA, the Meeting expressed its opinion on all the items on the agenda according to the foreseen Agenda.

In particular,

**FOR THE ORDINARY PART**

The Meeting resolved:

- To appoint and confirm Maria Cristina Grillo as non-executive and independent director of Giglio Group, who will remain in office until the expiry of the entire Board of Directors (i.e. until the date of approval of the Financial Statements as of 31 December 2023);
- To refer the matter of the determination of the remuneration of the director - within the context of the annual overall remuneration of the Board of Directors as established by the Shareholders' Meeting - to the Board of Directors, upon favourable opinion of the Appointments and Remuneration Committee and of the Board of Statutory Auditors, each within the limits of its jurisdiction.

**FOR THE EXTRAORDINARY PART**

The Meeting resolved:

**As far the first item on the agenda is concerned:**



- To increase the share capital upon payment, in tranches, with exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, by the final deadline of 31 December 2023 for an amount up to a total of € 5,000,000.00, including any share premium, through the issue of ordinary shares having the same characteristics as the ordinary outstanding Giglio shares and regular dividend rights, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors; consequent modification of Art. 6 of the Company's By-laws;
- To set the price of said Share Capital Increase in accordance with the following formula: *"Weighted average of the official price of Giglio Group's shares recorded on the last three market months before the day of issue times the daily volumes exchanged in the same period, to which a corrective discount between 5% and 20% must be deducted"*;
- To reserve the Share Capital Increase to institutional and qualified investors, including all parties who, as of the date of the Interim Condensed Consolidated Financial Statements as of 30 June 2023, have made binding or non-binding expressions of interest, as well as to the controlling shareholder, taking into account the commitments undertaken by the same;
- To carry out the capital increase through a private placement procedure compliant with market practice, including, possibly, accelerated bookbuilding, entrusted to an authorized intermediary, who will proceed with the identification of the non-related party investors and the price within the discount range defined above, without the participating related parties being able to influence the setting of the price.

**As far the second item on the agenda is concerned:**

- To grant a proxy to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code to increase the share capital via a paid increase in tranches without option rights for an amount of € 5,000,000.00 including any share premium, to be subscribed by 31 December 2023 and to be carried out in one or more tranches within five years from the date of the resolution, through the issue of ordinary shares having the same characteristics as the outstanding ones and regular dividend rights, with the exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors;
- To entrust, with reference to this Share Capital Increase, the determination of the price to the assessment that the Board of Directors will have to carry out at the time of exercising the proxy pursuant to Art. 2443 of the Italian Civil Code, according to a criterion consistent with that of the weighted average of the share market performance, with a maximum discount, adopted for the Share Capital Increase referred to in item no. 1 of the agenda, to be adopted with the assistance of a qualified advisor, in light of the market conditions existing at the time of the decision.

**As far the first and second items on the agenda are concerned:**

- To amend Art. 6 of the Company's By-laws, introducing par. 6.11, that shall read as follows: *"On 17 November 2023, the Extraordinary Shareholders Meeting of Giglio resolved to (i) increase the share capital of the Company upon payment, in tranches and with the exclusion of the right of option, pursuant to the par. 5 and 6 of Art. 2441 of the Italian Civil Code, by the final deadline of 31 December 2023 for an amount up to a total of € 5,000,000.00, including any share premium, through the issue of ordinary shares having the same characteristics as the ordinary outstanding Giglio shares and regular dividend, to be released in cash, reserved for the controlling shareholder and other qualified or institutional investors, as well as (ii) to grant a proxy to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code to increase the share capital for a fee and in tranches with the exclusion of the right of option, pursuant to par. 5 and 6 of the art. 2441 of the Italian Civil Code, for the part of the Share Capital Increase not subscribed by the deadline of 31 December 2023, to be carried out in one or more tranches, within five years from the date of the resolution, through the issue of ordinary shares having the same characteristics as the outstanding ones and regular dividend, to be released in cash, reserved for the controlling shareholder and other qualified or institutional investors."*



**As far the third item on the agenda is concerned:**

- To amend Art. 3 of the Company's By-laws ("Company Object") following the merger by incorporation of E-COMMERCE OUTSOURCING S.r.l. in Giglio and to Art. 11 ("Disclosure Obligations") and 15.4 following the Company's transfer from the STAR segment to Euronext Milan.

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**Documentation**

The summary statement of the vote and the Minutes of the Shareholders' Meeting shall be made available within the limits and the terms foreseen by the applicable laws and regulations.

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](http://www.emarketstorage.com)) and on the Company's website ([www.giglio.org](http://www.giglio.org)).

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**Information on Giglio Group:**

*Founded by Alessandro Giglio in 2003 and listed on the Borsa Italiana stock-exchange market ever since 2018 (currently on the EURONEXT MILAN segment), Giglio Group is the leading company for the design, creation and management of high value-added e-commerce platforms in Italy for Fashion, Design, Lifestyle, Food, Healthcare and Merchandising sectors. The Company is based in Milan, but it is also present with offices in New York, Rome, Lugano and Genoa. Thanks to its remarkable expertise, Giglio Group accompanies its customers in the online distribution of their products through a unique platform, starting from the implementation of fully tailor-made and managed monobrand e-store. Moreover, the Company integrates its business with the dedicated placement on main marketplaces worldwide, ensuring the online management of both new collections and inventories stock.. The uniqueness of a "complete-supply-chain" online service thus ensures a 100% sell-through rate.*

**For further information:**

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