

Informazione Regolamentata n. 1693-10-2024	Data/Ora Inizio Diffusione 6 Marzo 2024 03:04:12	Euronext Star Milan
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Societa' : GENERALFINANCE S.p.A.

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Oggetto : Notice of Call of the Ordinary Shareholders'
Meeting and of availability of the shareholders'
meeting documentation

Testo del comunicato

Vedi allegato



PRESS RELEASE

PUBLICATION OF THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING AND OF THE ILLUSTRATIVE REPORTS ON THE ITEMS ON THE AGENDA

Milan, March 6, 2024. It is hereby announced that, today, the following documents have been made available to the public on the website www.generalfinance.it, in the section "Governance/Shareholders' Meeting/Meeting 2024":

- the notice of call of the Ordinary Shareholders' Meeting of Generalfinance S.p.A. for 5 April 2024, at 12.00 pm in single call, at the registered office in Milan (MI), via Giorgio Stephenson 43A;
- an extract of the aforementioned notice of call, published today, pursuant to the applicable legislation, in the newspaper "Milano Finanza";
- the explanatory reports on the topics on the agenda of the Shareholders' Meeting.

The above documentation is also available at the registered office of the Company and at the authorized storage mechanism eMarket Storage, available at www.emarketstorage.com.

The additional documentation on the items on the agenda, required by the applicable legal and regulatory provisions, will be made available to the public within the terms of the law and regulations by filing them at the registered office, on the corporate website, as well as at the storage eMarket Storage.

GENERALFINANCE

Founded in 1982 and operating for over 30 years, Generalfinance is a supervised financial intermediary specialised in financing the working capital of businesses, able to guarantee rapid and customised interventions according to the different needs of its customers. Operating from its two offices in Milan and Biella with a team of roughly 70 professionals, Generalfinance is a leader in the segment of factoring for distressed companies.

GENERALFINANCE S.P.A.

Chief Financial Officer - Investor Relations

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Generalfinance S.p.A.
Registered Office in Milan, via Giorgio Stephenson no. 43A
Paid Share capital Euro 4,202,329.36 fully paid-in
Register of Companies of Milan Monza Brianza Lodi no. 01363520022

CALL NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Those legitimately entitled to attend and exercise the voting right are called to the Ordinary Shareholders' Meeting on 5 April 2024 at 12:00 pm, on single call, at the registered office, in Milan, via Giorgio Stephenson no. 43A, to discuss and resolve on the following

AGENDA

- 1. Financial statements as at 31 December 2023.**
 - 1.1. Approval of the financial statements as at 31 December 2023. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.**
 - 1.2. Allocation of profit for the year. Inherent and consequent resolutions.**
- 2. Report on the remuneration policy and on the remuneration paid pursuant to Article 123-ter, paragraphs 3-bis and 6 of Legislative Decree no. 58/98:**
 - 2.1. First Section: report on the remuneration policy. Binding resolution;**
 - 2.2. Second Section: report on remuneration paid. Non-binding resolution.**
- 3. Appointment of two directors co-opted pursuant to Article 2386 of the Italian Civil Code.**
- 4. Appointment of the Independent Auditors for the financial years 2026-2034. Inherent and consequent resolutions.**

INFORMATION RELATING TO SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The subscribed and paid-up share capital of Generalfinance S.p.A. (the "**Company**") amounts to Euro 4,202,329.36 and is divided into 12,635,066 ordinary shares, all without nominal value. Each ordinary share gives the right to one vote, except for shares with reference to which an increased voting right has been obtained (based on a ratio of two voting rights for each share), as set forth in Article 6 of the Articles of Association in relation to the "increased vote", where it is ascertained that the entitled party meets all the legal requirements and pursuant to said Article 6.

At the date of publication of this call notice, a total of 17,862,339 voting rights can be exercised.

AUTHORISATION TO PARTICIPATE AND TO VOTE

The entitlement to participate in the Shareholders' Meeting and to exercise voting rights is certified by a communication sent to the Company—to be requested by each entitled person from his/her depository intermediary—by the intermediary authorised to keep the accounts, in accordance with the law, based on the accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e., **25 March 2024** (record date). Those who become holders of Company shares after this date, based on shareholding records, will not be entitled to participate and vote in the Shareholders' Meeting. The intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting and, therefore, by **2 April 2024**. However, this is without prejudice to the legitimate entitlement to participate and vote in the manner described below if the communications are received by the Company after the aforementioned deadline, provided that it is before the start of the Shareholders' Meeting proceedings.

VOTING BY PROXY

Generalfinance S.p.A.



The holder of the voting right may be represented at the Shareholders' Meeting by means of a written proxy, or by means of an electronic document signed electronically pursuant to the current legal provisions, with the right to sign the proxy form available in a printable version on the Company's website (<http://www.generalfinance.it>, Section "Governance / Shareholders' Meeting / Shareholders' Meeting 2024"). If the forms cannot be made available electronically for technical reasons, they will be sent on simple request by calling +39 015 8484301 (Legal and Corporate Affairs Secretariat). Voting proxies may be notified to the Company, accompanied by a copy of the identity document of the delegating party, by registered letter sent to Generalfinance S.p.A., via Giorgio Stephenson no. 43A, 20157 Milan (Legal and Corporate Affairs Secretariat) or by e-mail sent to generalfinance@pec.it.

Any prior notification does not exempt the delegating party, at the time of accreditation for access to the Shareholder's Meeting proceedings, from the obligation to certify, under his/her own responsibility, compliance of the proxy of which notice was given with the original and the identity of the delegating party. The representative must keep the original of the proxy and keep track of any voting instructions received for one year, starting from the conclusion of the Shareholders' Meeting.

There are no procedures for voting by post or electronically.

There is no possibility of participating in the shareholders' meeting through voting by proxy by the designated representative.

RIGHT TO REQUEST AN ADDITION TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND TO SUBMIT NEW PROPOSED RESOLUTIONS

Shareholders who, also jointly, pursuant to Art. 126-*bis* of the Consolidated Law on Finance, represent at least one fortieth of the share capital may request, within ten days from publication of this notice and, therefore, by **16 March 2024**, additions to the list of items to discuss, indicating in the application the additional items proposed, or submit resolution proposals on items already on the agenda.

Requests must be sent to the Company by e-mail to generalfinance@pec.it together with a report stating the reasons for the resolution proposals on the new matters proposed for discussion or the reasons for the additional resolution proposals submitted on items already on the agenda.

Certifications proving ownership of the equity investments must be provided with the questions, pursuant to Article 126-bis of the TUF.

Any additions to the agenda or the submission of further resolution proposals on the items already on the agenda shall be notified, in the same forms established for the publication of this call notice, at least fifteen days before the date set for the Shareholders' Meeting. At the same time as the publication of the notice of additions to the agenda or the submission of resolution proposals, the report prepared by the requesting Shareholders, accompanied by any assessments by the Board of Directors, will be made available to the public in the same forms provided for the documentation relating to the Shareholders' Meeting.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, by law, on proposals put forward by the Directors or on the basis of a project or a report prepared by them, other than those referred to in Article 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Those who have the right to vote and from whom the Company has received a specific communication by an intermediary, authorised in accordance with current legislation, may ask questions on the items on the agenda even before the Shareholders' Meeting, by the seventh open trading day prior to the date set for the Shareholders' Meeting, i.e., **25 March 2024**, by sending the questions by registered post to Generalfinance S.p.A., via Giorgio Stephenson no. 43A, 20157 Milan, or by sending an e-mail to generalfinance@pec.it.

The right to vote may also be certified after the submission of questions, provided they are submitted by the third day following the record date (i.e., by **28 March 2024**).

Questions received by this deadline will be answered at least by 12:00 p.m. two days before the Shareholders' Meeting, also by means of publication in a specific section of the Company's website



(<http://www.generalfinance.it>, Section "Governance / Shareholders' Meeting / Shareholders' Meeting 2024"). The Company may provide combined answers to questions with the same content.

APPOINTMENT OF DIRECTORS

The appointment of two Directors to complete the Board of Directors will take place pursuant to Article 2386 of the Italian Civil Code and Article 17 of the Articles of Association without recourse to list voting. For further information on the completion of the Board of Directors, please refer to the Directors' Explanatory Report on the relative item on the agenda.

The Board of Directors, subject to the approval of the Appointment and Remuneration Committee, resolved to propose to the Shareholders' Meeting the confirmation of the appointment as Director of Ms. Federica Casalvolone and Mr. Gabriele Albertini, who had been previously co-opted.

DOCUMENTATION

The Directors' Explanatory Reports, with the full text of the resolution proposals and the additional documentation relating to the Agenda of the Shareholders' Meeting, as required by current legislation, are available to the public, within the terms of the law, at the registered office of Generalfinance S.p.A. in Milan, Via Giorgio Stephenson no. 43A, and on the Company's website (www.generalfinance.it, Section "Governance / Shareholders' Meeting / Shareholders' Meeting 2024"), as well as on the authorised storage mechanism "eMarket Storage".

In particular, the following will be made available to the public:

- by the date of publication of this notice, the Explanatory Reports drafted in accordance with Article 125-ter of Legislative Decree no. 58/98, on items on the agenda; and
- by 14 March 2024:
 - the draft Financial Statements as at 31 December 2023 of Generalfinance S.p.A., together with the report on operations, the report of the Independent Auditors and the report of the Board of Statutory Auditors;
 - the Report on corporate governance and ownership structure;
 - the Report on remuneration;

The Articles of Association are available on the Company's website (www.generalfinance.it, Section "Governance / Articles of Association").

This notice shall be published in full on the Company's website (www.generalfinance.it, Section "Governance / Shareholders' Meeting / Shareholders' Meeting 2024"), on the authorised storage mechanism "eMarket Storage" and as an excerpt in the daily newspaper Milano Finanza, on **6 March 2024**.

Milan, March 6, 2024.

On behalf of the Board of Directors
The Chairman
Maurizio Dallochio

Fine Comunicato n.1693-10-2024

Numero di Pagine: 6