

Informazione Regolamentata n. 1264-8-2024	Data/Ora Inizio Diffusione 22 Marzo 2024 09:30:54	Euronext Milan
---	--	----------------

Societa' : BRUNELLO CUCINELLI

Identificativo Informazione
Regolamentata : 187810

Utenza - Referente : BRUNECUCIN04 - Leonardi

Tipologia : REGEM

Data/Ora Ricezione : 22 Marzo 2024 09:30:54

Data/Ora Inizio Diffusione : 22 Marzo 2024 09:30:54

Oggetto : Notice of call of the 2024 Shareholders' Meeting

Testo del comunicato

See attachment



BRUNELLO CUCINELLI

BRUNELLO CUCINELLI S.P.A.

Registered office in Corciano (PG), Solomeo, Viale
Parco dell'Industria 5, Italy

Fully paid-up share capital: €13,600,000
Tax code, VAT number and Companies' Register of
Umbria no. 01886120540

R.E.A. no. 165936

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to participate and exercise their voting rights are called to attend the ordinary and extraordinary Shareholders' Meeting of Brunello Cucinelli S.p.A. (the "**Company**") at 10.00 a.m. on April 23rd, 2024, at the Cucinelli Theatre in Via Giovine Italia 2, Solomeo, Corciano (PG), Italy, in a single call, to discuss and resolve upon the following

Items on the agenda:

Ordinary part

1. Financial statements of the Company as at December 31st, 2023; presentation of the consolidated financial statements of the Brunello Cucinelli Group as at December 31st, 2023; reports of the Directors, of the Board of Statutory Auditors and of the Auditing Firm. Presentation of the consolidated non-financial statement as at December 31st, 2023, pursuant to Legislative Decree No. 254/2016. Resolutions pertaining thereto and resulting therefrom.
2. Proposal for the allocation of the results of the Fiscal Year. Resolutions pertaining thereto and resulting therefrom.
3. Report on the policy regarding the remuneration and fees paid pursuant to Article 123-ter of Legislative Decree No. 58/1998.
 - 3.1 Resolution pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998 on the first section of Report on the policy regarding the remuneration and fees paid;
 - 3.2 Resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998 on the second section of the Report on the policy regarding the remuneration and fees paid.
4. Approval of an incentive plan based on financial instruments pursuant to art. 114-bis of Legislative Decree No. 58/1998, named "2024-2026 Stock Grant Plan". Resolutions pertaining thereto and resulting therefrom.
5. Proposal for the modification of the remuneration to be awarded to the members of the Board of Directors. Resolutions pertaining thereto and resulting therefrom.

6. Authorisation to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, article 132 of Legislative Decree No. 58/1998, and article 144-bis of the Consob regulation adopted by resolution No. 11971 of May 14, 1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the Shareholders' Meeting on April 27th, 2023. Resolutions pertaining thereto and resulting therefrom.

Extraordinary part

- Proposed amendments to the Company's Bylaws, specifically Articles 12 (Chairmanship of the General Meeting and Minutes), 16 (Call and Meetings of the Board of Directors), 17 (Chairman, Deputy Chairman and Delegation of Powers) and 18 (Representation of the Company). Resolutions pertaining thereto and resulting therefrom.

Information on the share capital of Brunello Cucinelli S.p.A.

On the date of publication of this notice of call, the subscribed and paid-up share capital of Brunello Cucinelli S.p.A. is €13,600,000, consisting of no. 68,000,000 ordinary shares without nominal value, each of which gives the holder the right to one vote at the Company's Shareholders' Meeting. As of the date hereof, the Company holds no. 47.250 treasury shares, equal to 0.0695% of the share capital, for which voting rights are suspended in accordance with the law. These treasury shares are counted for the purpose of the regular constitution of the Shareholders' Meeting, but not for the calculation of the majority required for the approval of the resolutions on the agenda.

Attendance at the Shareholders' Meeting

Pursuant to article 10 of the Company's Bylaws and in compliance with the requirements of current legislation, anyone entitled to vote may attend the Shareholders' Meeting.

Entitlement to attend the Shareholders' Meeting and exercise voting rights is attested by a statement sent by the intermediary to the Company, on behalf of the person holding the voting rights, on the basis of the evidence relating to the end of the seventh trading day (the "**Record Date**") prior to the date on which the Shareholders' Meeting is convened in a single call (namely, April 12th, 2024). Debit and credit entries recorded in the accounts after to the Record Date are not taken into account for the purposes of the entitlement to attend the Shareholders' Meeting and to exercise voting rights. The intermediary's statement referred to above must be received by the Company by the end of the third trading day prior on which the Shareholders' Meeting is convened in a single call (namely, April 18th, 2024).

Nevertheless, the entitlement to attend the Meeting and exercise a vote shall remain valid for notices received by the Company after the above deadlines, provided that they arrive earlier than the scheduled time of the Meeting.

People entitled to attend the Meeting are kindly requested to arrive earlier than the time scheduled for the Meeting.

Entitlement to attend Shareholders' Meetings

Anyone entitled to attend the Shareholders' Meeting may be represented by another person by means of a proxy. The relevant proxy form is made available at the Company's registered office as well as on the Company's website: <http://investor.brunellocucinelli.com>, under the Section "Governance/Shareholders' Meetings/2024/Notifications and forms".

The proxy may be transmitted to the Company by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo, Corciano (PG), Italy, or by certified electronic mail to the following certified email address: brunellocucinelli.spa@legalmail.it. Should the proxy holder deliver or transmit a copy of the proxy to the Company, the proxy holder shall certify, under his/her own responsibility, the conformity of the copy to the original and the identity of the person who has conferred the proxy.

Participation in the Shareholders' Meeting by proxy to the appointed representative

The proxy, containing voting instructions on all or some of the items on the agenda, may be granted, free of charge (except for any shipping costs) for the persons granting the proxy, to Società per Amministrazioni

Fiduciarie “SPAFID” S.p.A. (“**Spafid**” or “**Appointed Representative**”) having its registered office in Milan. Proxies to the Appointed Representative shall be granted using the specific form, with the relevant instructions for its filling and transmission, available on the Company's website <http://investor.brunellocucinelli.com>, under the section “Governance/Shareholders' Meetings/2024/Notifications and forms”. Proxies with the voting instructions shall be submitted to Spafid together with a valid identity card of the shareholder granting the proxy or, if the shareholder is a legal entity, of the *pro tempore* legal representative or of any other legally authorized person, with the appropriate documentation detailing his/her title and powers by the end of the second trading day prior to the Shareholders' Meeting (i.e. no later than 23:59 on April 19th, 2024) using one of the following alternative procedures:

- (i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee@pec.spafid.it (RE: “Proxy for Brunello Cucinelli 2024 Shareholders' Meeting”) from one's own certified email box (or, failing that, from one's own ordinary email box, in this case proxies with voting instructions must be signed with a qualified electronic or digital signature);
- (ii) transmission of the original by courier or registered letter with recorded delivery to the following address: Spafid S.p.A., Foro Buonaparte No. 10, 20121 Milan (RE: “Proxy for Brunello Cucinelli 2024 Shareholders' Meeting”) sending a copy reproduced electronically (PDF) in advance by ordinary electronic mail to assemblee@pec.spafid.it (RE: “Proxy for Brunello Cucinelli 2024 Shareholders' Meeting”).

Proxies and voting instructions may be revoked within the same time frame (i.e. by April 19th, 2024) and in the same manner. The proxy shall have no effect with regard to proposals for which no voting instructions have been given.

For any clarifications concerning the granting of proxy to the Appointed Representative (and, in particular, concerning the filing of the proxy form and the voting instructions and their transmission), please contact Spafid by email at the address confidential@spafid.it or at the following telephone number: (+39) 0280687430 (during office business hours: from 9 a.m. to 1 p.m. and from 2 p.m. to 6 p.m.).

Exercising voting rights by correspondence

In compliance with article 11.2 of the Company's Bylaws, voting rights may be exercised by correspondence. The relevant ballot papers are made available at the Company's registered office as well as on the Company's website: <http://investor.brunellocucinelli.com>, under the section “Governance/Shareholders' Meetings/2024/Notifications and forms”.

The vote by correspondence is exercised directly by the holder and it is expressed separately for each of the proposed resolutions. The completed and signed ballot papers must be received in a closed envelope by the Company within the end of the trading day prior to the Shareholders' Meeting is convened in a single call (namely, by April 22nd, 2024) by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo, Corciano (PG), Italy, or by certified electronic mail to the following address: brunellocucinelli.spa@legalmail.it.

The ballot paper shall be sent along with a copy of the certification issued by the authorized intermediary for the participation in the Shareholders' Meeting attesting the participation (please refer to the “Attendance at the Shareholders' Meeting” section above).

Ballot papers received after the aforementioned deadline, or not signed, or not accompanied by a copy of the notice for participation to the Meeting issued by the intermediary, will not be taken into consideration either for the purposes of constituting the meeting and for voting purposes.

The vote may be revoked by means of a written statement brought to the Company's attention at least the day before the Shareholders' Meeting in a single call sent by registered mail with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo, Corciano (PG), Italy, or via certified email to the following address brunellocucinelli.spa@legalmail.it or by an explicit declaration made by the relevant person during the Meeting.

Additions to the agenda and new proposals for resolutions

Pursuant to art. 126-*bis* of the Italian Legislative Decree no. 58/98 (the “**Consolidated Law on Finance**” or “**TUF**”), shareholders representing (also jointly), at least, one fortieth of Company’s share capital may request, within ten days from the publication of this notice (namely, by April 1st, 2024), that specific items be added to the agenda, specifying in their request the proposed additional items, or submit draft resolutions on items already on the agenda. Such requests must be made in writing and sent to the Company by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell’Industria n. 5, 06073 Solomeo, Corciano (PG) or by certified email to the following address brunellocucinelli.spa@legalmail.it.

The request shall be accompanied by information enabling the identification of the submitting Shareholders and the total percentage of participation held as well as the certification issued pursuant to the applicable law by the intermediaries attesting to the ownership of that participation.

The requesting Shareholders shall submit to the Company’s Board of Directors a report setting out the reasons for the proposals for resolutions on the new matters that they propose to be discussed or the reason for the additional proposal for resolutions submitted for items already on the agenda.

This report shall be submitted to the Board of Directors by the deadline set forth for the submission of additional requests (i.e. by April 1st, 2024). Any addition to the items on the agenda as well as any presentation of further proposals for resolutions on item already on the agenda will be published in the same manner required for the publication of this notice, at least fifteen days prior to the Shareholders’ Meeting convened in a single call (namely, by April 8th, 2024).

Additions to the agenda are not permitted for items on which the Shareholders’ Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or report prepared by them.

Right to raise questions on the items on the agenda

Pursuant to art. 127-*ter* of the TUF, those entitled to exercise their vote may raise questions on items on the agenda, also before the Shareholders’ Meeting by sending them by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell’Industria 5, 06073 Solomeo, Corciano (PG), Italy or by notification made to the following certified electronic mail address: brunellocucinelli.spa@legalmail.it. The request shall be accompanied by the relevant communication issued by the authorised intermediary pursuant to the applicable law certifying the Shareholder’s status.

Replies will be provided to the questions received before the Shareholders’ Meeting at the latest during the Meeting. Questions will have to be submitted by April 16th, 2024. Only questions received within such date from Shareholders with voting rights as at April 12, 2024 (Record Date) and which are strictly relevant to the items on the agenda will be admitted.

Report on the policy regarding remuneration and fees paid

Pursuant to article 123-*ter*, paragraph 3-*ter*, of the TUF, the Shareholders’ Meeting is called to resolve on the first section of the 2023 Report. Such resolution is binding. The Shareholders’ Meeting shall also resolve in favour or against the second section of the Report. This latter resolution is not binding.

Documentation

The documentation relating to items on the agenda, including the Board of Directors’ explanatory reports and the relevant proposals for resolution, as well as the information document drawn up in accordance with art. 84-*bis* of the CONSOB Regulation n. 11971/1999, will be available to the public in accordance with the procedures and within the terms provided by the applicable law at the Company’s registered office at Viale Parco dell’Industria 5, 06073 Solomeo, Corciano (PG), Italy, and on the Company’s website <http://investor.brunellocucinelli.com>, under the section “*Governance/Shareholders’ Meetings/2024/Meeting’s documents*” as well as on the authorized storage mechanism “eMarket Storage” (www.emarketstorage.com). In particular, the annual financial report, including the other documents referred to articles 154-*ter* and 123-*bis* of TUF, the non-financial consolidated report provided for by articles 3 and 4 of the Italian Legislative Decree no. 254/2016 and the Report on the policy regarding remuneration and fees paid will be published by April 2nd, 2024. Shareholders are entitled to obtain a copy.

The corporate offices at the Company's registered office are open to the public for consultation and/or the delivery of copies of the relevant documents mentioned above on business days from Monday to Friday from 8 a.m. to 5.30 p.m..

This notice of call is published on the Company's website at <http://investor.brunellocucinelli.com>, under the section "*Governance/Shareholders'Meetings/2024/Notifications and forms*", on the "eMarket Storage" mechanism (www.emarketstorage.com) and, as an abstract, on the newspapers "Il Sole 24 Ore" and "MF-Milano Finanza".

Solomeo, March 22nd, 2024

On behalf of the Board of Directors
The Chairman
(Cav. Lav. Brunello Cucinelli)

Fine Comunicato n.1264-8-2024

Numero di Pagine: 7