

Informazione Regolamentata n. 20073-8-2024	Data/Ora Inizio Diffusione 25 Marzo 2024 11:21:14	Euronext Star Milan
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Societa' : LU-VE

Identificativo Informazione  
Regolamentata : 187927

Utenza - Referente : LUVEN04 - Silva

Tipologia : 3.1

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Oggetto : notice of call of te Shareholders Meeting

*Testo del comunicato*

Vedi allegato

**LU-VE S.p.A.**

Registered office – via Vittorio Veneto 11, Varese  
Share capital Euro 62,704,488.80, fully paid in  
Tax code and Varese Register of Companies no. 01570130128  
Varese Economic and Administrative Repertory no. 191975

**NOTICE OF CALL TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Persons entitled to vote at the Shareholders' Meeting of LU-VE S.p.A. are hereby called to the Ordinary and Extraordinary Shareholders' Meeting to be held in a single call **at 12:00 on 29 April 2024** at the Studio Notarile Marchetti in Milan, via Agnello no. 18, to resolve upon the following

**AGENDA****Ordinary session**

1. Approval of the Financial Statements as at 31 December 2023 accompanied by the Directors' Report on Operations, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2023. Presentation of the LU-VE Group's Sustainability Report 2023 containing the consolidated non-financial statement pursuant to Legislative Decree 254/2016. Related and consequent resolutions.
2. Proposal for allocation of the net profit of the year and distribution of the dividend. Related and subsequent resolutions.
3. Annual Report on remuneration policy and on remuneration paid:
  - 3.1 approval of the *"2024 Remuneration Policy"* in Section I, pursuant to Article 123-ter, paragraph 3-bis of Italian Legislative Decree 58/98;
  - 3.2 advisory vote on *"Remuneration paid in the 2023 financial year"* reported in Section II, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree 58/98.
4. Proposed authorisation to purchase and dispose of treasury shares, subject to cancellation of the resolution adopted by the Shareholders' Meeting of 28 April 2023. Related and subsequent resolutions.

**Extraordinary session**

1. Proposal to amend Articles 12 of the By-Laws. Related and subsequent resolutions.

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**▪ RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING**

Pursuant to Article 83-sexies of Italian Legislative Decree no. 58 of 24 February 1998, as amended and supplemented ("**Legislative Decree 58/98**") and related implementing provisions, those entitled to attend the Shareholders' Meeting and cast their voting rights are the persons for whom the authorised intermediaries – pursuant to the provisions of the legislation and regulations – have issued appropriate communication to the Company in accordance with their accounting records, based on the evidence at the close on the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e., **18 April 2024**, the so-called **record date**). In accordance with current regulation, those registered as shareholders only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The communication from the aforementioned intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e., no later than **24 April 2024**). However, the shareholders will be entitled

to attend and vote if the communication is received by the Company after the above deadline, provided that it is before the start of Shareholders' Meeting.

The communication to the Company is carried out by the intermediary upon request by the persons entitled to vote. Those entitled to vote are required to give instructions to the intermediary holding the relative accounts to make the above-mentioned communication to the Company.

#### **ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING**

Pursuant to Article 106, paragraph 4 of Italian Legislative Decree no. 18 of 17 March 2020 (so-called "Cura Italia" Decree), converted with amendments by Law no. 27 of 24 April 2020, as subsequently amended and modified, **attendance to the Shareholders' Meeting of those with the voting rights is allowed exclusively through the representative designated** by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58/98, who will be granted a proxy, with the manners and at the conditions indicated below; the aforementioned representative may also be granted proxies or sub proxies pursuant to Article 135-*novies* of Legislative Decree no. 58/98, in derogation of Article 135-*undecies*, paragraph 4, of the same decree.

The Company has designated **Computershare S.p.A.** – with registered office in Milan, via Mascheroni no. 19, 20145 – as designated shareholders' representative pursuant to Article 135-*undecies*, of Legislative Decree no. 58/98 ("**Designated Representative**").

The Directors and Standing Auditors, as well as other persons entitled according to the law, other than those with the right to vote (who must confer proxy to the Designated Representative as per above), may attend the Shareholders' Meeting via telecommunication means which also guarantee their identification. The instructions for participation to the Shareholders' Meeting via telecommunication means will be made available by the Company to the interested parties.

#### **PARTICIPATION TO THE SHAREHOLDERS' MEETING AND GRANTING OF THE PROXY TO THE DESIGNATED REPRESENTATIVE**

Pursuant to the "Cura Italia" Decree, **attendance to the Shareholders' Meeting by those with a right to vote is allowed exclusively through the Designated Representative, without physically presence of the shareholders.**

Person having voting rights, wishing to attend the Shareholders' Meeting must therefore grant proxy to the Designated Representative - with their voting instructions, on all or some of the proposals for deliberation on the items of the agenda – together with an identification document – and in the case of a delegating juridical person, a document confirming the authority to grant the proxy, using the specific proxy form prepared by the same Delegated Representative in agreement with the Company, available on the Company's website at the address [www.luvegroup.com](http://www.luvegroup.com) ("*Investor*" section – "*Corporate governance & shareholders*" – "*For the shareholders*" – "*Shareholders' meeting*" – "*Shareholders' meeting 29 April 2024*").

The proxy shall be granted by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by close of trading on **25 April 2024**) in the manner indicated in the form and shall be effective only for the proposals in connection to which the voting instructions have been given. The proxy and the voting instructions can be revoked by the same deadline.

It should be noted that the shares for which the proxy has been granted, even if partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been granted, shares are not counted for the purposes of calculating the majority and of the capital share required for the approval of the resolutions.

It should be noted that the Designated Representative must also be granted proxies and/or sub proxies pursuant to Article 135-*novies* of D. Lgs. 58/98, in derogation of Article 135-*undecies*, paragraph 4, of Legislative Decree no. 58/98, by means of the specific module available on the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) ("*Investor*" - section – "*Corporate governance & shareholders*" – "*For the shareholders*" – "*Shareholders' meeting*" – "*Shareholders' meeting 29 April 2024*"), with the manner and by the terms indicated on the same form.

The Designated Representative will be available for clarifications or information at the telephone number 02-46776814 and 02-46776815 or at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Shareholders are notified that the Company reserves the right to supplement to and/or amend the above instructions. In this case the Company will promptly advise the public following the same manner used for the publication of this notice.

#### **▪ VOTING BY CORRESPONDENCE**

It should be noted that there is no vote by correspondence or by electronic means procedures.

#### **▪ SUPPLEMENTING OF THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS**

It should be noted that, pursuant to Article 126-*bis* of Legislative Decree 58/98, no later than ten days of publication of the notice of call to the Shareholders' Meeting (i.e., no later than **4 April 2024**), Shareholders who individually or jointly represent at least one fortieth of the share capital can request additions to the list of matters to be discussed, indicating in the application the additional topics proposed, or submit resolution proposals on matters already on the agenda.

The questions, together with certification confirming eligibility to attend, must be submitted in writing by email to the Company's certified email address: [luve@legalmail.it](mailto:luve@legalmail.it) (for the attention of the General Counsel); questions shall be accompanied by the names of the requesting shareholders, the indication of the percentage held and the reference to the notice sent by the intermediary to the Company for entitlement to exercise the right, as well as by a report indicating the reasons for the resolution proposals on new matters for discussion or the reasons for additional resolution proposals submitted on items already on the agenda. Shareholders are also reminded that additions to the agenda are not permitted for topics on which, by law, the Shareholders' Meeting resolves upon a proposal of the Directors or on the basis of a project or report other than those referred to in Article 125-*ter*, paragraph 1, Italian Legislative Decree 58/98 prepared by them. Any additions to the agenda and/or additional resolution proposals submitted on items already on the agenda, together with the report prepared by the Shareholders and any assessments made by the Board of Directors, will be made available to the public by the same publication manner of this notice, at least fifteen days before the date scheduled for the Shareholders' Meeting (i.e., no later than **14 April 2024**).

#### **▪ POWER TO SUBMIT INDIVIDUAL RESOLUTION PROPOSALS BEFORE THE SHAREHOLDERS' MEETING**

Considering that attendance at the Shareholders' Meeting is allowed exclusively through the Designated Representative and that therefore no proposal may be submitted during the meeting, Shareholders and other persons with voting rights, may individually submit proposals for resolutions on the items on the agenda, even if they represent less than one fortieth of the share capital with voting rights at the ordinary shareholders' meeting. Such proposals shall be submitted no later than **14 April 2024** to the following certified email address: [luve@legalmail.it](mailto:luve@legalmail.it).

The proposals, after verifying their relevance to the items on the agenda as well as their correctness and completeness with respect to the applicable regulations, will be published by **16 April 2024** on the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) ("*Investor*" section – "*Corporate*

*governance & shareholders” – “For the shareholders” – Shareholders’ meeting” – “Shareholders’ meeting 29 April 2024”).*

#### **▪ RIGHT TO SUBMIT QUESTIONS BEFORE THE SHAREHOLDERS’ MEETING ON THE ITEMS ON THE AGENDA**

Persons eligible to vote can submit questions on items on the agenda before the Shareholders’ Meeting, sending them to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it), accompanied by suitable documentation to prove the right to exercise votes as issued by the authorised intermediaries in compliance with their own accounting records.

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, the questions shall be received no later than the “record date” (i.e., no later than **18 April 2024**). Answer to questions received by the Company within this deadline and in the manner indicated above, after verifying their relevance to the item on the agenda and the legitimacy of the applicant, shall be provided by the Company, in derogation of minimum term as per Article 127-*ter*, paragraph 1-*bis*, of Legislative Decree no. 58/98, no later than **24 April 2024** by means of publication on the Company’s webpage at the address [www.luvegroup.com](http://www.luvegroup.com) (“Investor” section – “Corporate governance & shareholders” – “For the shareholders” – Shareholders’ meeting” – “Shareholders’ meeting 29 April 2024”), in order to enable those entitled to vote to express themselves in an informed manner on the items on the agenda. The Company may provide a single response to questions with the same content.

#### **▪ SHARE CAPITAL AND VOTING RIGHTS**

Pursuant to Article 125-*quater*, paragraph 1, letter c), of Legislative Decree 58/98, we inform that, as of today, the share capital (fully subscribed and paid in) of LU-VE S.p.A. amounts to Euro 62,704,488.80, divided into 22,234,368 ordinary shares all without a nominal value (it should be noted there are no categories of shares other than ordinary shares).

Each share is entitled to one vote in Shareholders’ Meeting. Pursuant to Article 127-*quinquies* of Legislative Decree 58/98 and Article 6-*bis* of the By-Laws, two votes are, however, granted for each share held by the same shareholder for a continuous period of not less than twenty-four months from the date of registration in the list (“List”) established for that purpose, kept and updated by the Company, as provided for by the By-Laws (so-called “increased voting right”).

The list of significant shareholders who have obtained the increased voting rights is available on the Company’s webpage at the address [www.luvegroup.com](http://www.luvegroup.com) (“Investor” section – “Corporate Governance and Shareholders” – “The group” – Share Capital” – “Increased voting right”).

As of today, the LU-VE shares that have accrued the increased voting right pursuant to art 127-*quinquies* of Legislative Decree 58/98 and Article 6-*bis* of the By-Laws are no. **3,282,271**; therefore, the total number of voting rights exercisable in the Shareholders’ Meeting on such date is no. **25,516,639**.

It should be noted that as of today the Company holds 28,027 treasury shares representing 0.1261% of the ordinary share capital and 0.1098% of the share capital with voting rights, whose voting rights are suspended pursuant to Article 2357-*ter*, paragraph 2, of the Italian Civil Code.

#### **▪ INFORMATIVE DOCUMENTATION**

All documentation related to the items on the agenda of the Shareholders’ Meeting provided for by all current legislation and regulation shall be made available to the public, according to terms indicated in applicable legislation and regulations, at the Company’s administrative office in Uboldo (VA), via Caduti della Liberazione no. 53 and non the web site [www.luvegroup.com](http://www.luvegroup.com) (“Investor” section – “Corporate Governance and Shareholders” – “For the shareholders” – Shareholders’ Meeting” –

“Shareholders’ Meeting 29 April 2024”) as well as on the authorized storage device *eMarket Storage* available at the web site [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders and other parties entitled to attend the Shareholders’ Meeting have the right to receive a copy, submitting a request to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it).

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

- **today:** (i) the Explanatory Report of the Board of Directors on the items on the agenda of the ordinary session of the Shareholders’ Meeting pursuant to Article 125-*ter* of Legislative Decree 58/98, also drawn up in compliance with Articles 73 and Article 84-*ter* of Issuers’ Regulations, including proposals of resolutions on items on agenda of the Shareholders’ Meeting, including the resolution proposals relating to items 1, 2, 3.1, 3.2 and 4 on the agenda, as well as (ii) the Explanatory Report of the Board of Directors on the items on the agenda of the ordinary session of the Shareholders’ Meeting pursuant to Article 125-*ter* of Legislative Decree No. 58/98, also drawn up in compliance with Articles 72 and 84-*ter* of the Issuers’ Regulations including the resolution proposal;
- on **28 March 2024:** (i) the 2023 Annual Financial Report (including, *inter alia*, the Financial Statements and the consolidated Financial Statements as at 31 December 2023, the Director’s Report, the Board of Statutory Auditors’ Report and the Independent Auditors’ Report and the Statement of the Chief Executive Officer and Financial Reporting Officer as per Article 154-bis, paragraph 5 of Legislative Decree 58/98, (ii) the LU-VE Group Sustainability Report 2023 containing the consolidated non-financial statement pursuant to Legislative Decree no. 254/2016 (including the statement required by Article 3, paragraph 10 of Legislative Decree no. 254/2016, as well as by Article 5 of the Consob Regulations adopted by resolution no. 20267 of January 2018) and (iii) the Report on Corporate Governance and Ownership Structures related to the year 2023;
- on **5 April 2024**, the Annual Report on 2024 remuneration policy and remuneration paid in the 2023 financial year as per Article 123-*ter* of Legislative Decree 58/98;
- on **14 April 2024**, the document referred to in Article 77, paragraph 2-bis of the Issuers’ Regulation and Article 15, paragraph 1.a) of the Markets Regulation adopted by Consob Resolution no. 20249 of 28 December 2017, warning that this documentation will only be made available at the administrative offices of the Company. Shareholders and other parties entitled to attend the Shareholders’ Meeting have the right to submit a request a copy to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it).

The By-Laws and the Shareholders’ Meeting Regulations are available on the web site of the Company’s at the address [www.luvegroup.com](http://www.luvegroup.com) (“Investor” section – “Codes & company documents” – “Company documents”).

The additional documentation required by current legislation and regulatory provisions, including the minutes of the Shareholders’ Meeting, shall be published in compliance with the terms and conditions of the legislation and regulations.

It should be noted that information regarding the Shareholders’ Meeting and attendance to the same, also with reference to the provisions of Article 125-*quater* of Legislative Decree 58/98, is in any event published on the Company’s web site at [www.luvegroup.com](http://www.luvegroup.com) (“Investor” section – “Corporate governance & shareholders” – “For the shareholders” – Shareholders’ meeting” – “Shareholders’ meeting 29 April 2024”).

\* \* \*

Uboldo, 25 March 2024

On behalf of the Board of Directors  
The Chairman and Chief Executive Officer

Mr. Matteo Liberali

(Notice published on **25 March 2024** on the website of the Company at [www.luvegroup.com](http://www.luvegroup.com), "Investor" section – "Corporate governance & shareholders" – "For the shareholders" – Shareholders' meeting" – "Shareholders' meeting 29 April 2024", on the authorized storage device eMarket Storage [www.emarketstorage.com](http://www.emarketstorage.com), as well as in abstract form on **26 March 2024** in the daily newspaper "Il Sole 24 ORE").

Fine Comunicato n.20073-8-2024

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