

Informazione Regolamentata n. 2211-52-2024	Data/Ora Inizio Diffusione 27 Marzo 2024 01:31:04	Euronext Star Milan
--	--	---------------------

Societa' : SANLORENZO

Identificativo Informazione
Regolamentata : 188040

Utenza - Referente : SANLORENTON03 - -

Tipologia : 3.1

Data/Ora Ricezione : 27 Marzo 2024 01:31:04

Data/Ora Inizio Diffusione : 27 Marzo 2024 01:31:04

Oggetto : Notice of call of the Ordinary and Extraordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato

SANLORENZO

Sanlorenzo S.p.A.

Registered office in via Armezzone 3, Ameglia (SP) – Share capital €35,019,221 fully paid-in
Company Register Riviere di Liguria – Imperia La Spezia Savona and tax code: 00142240464
www.sanlorenzoyacht.com

NOTICE OF CALL FOR ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of Sanlorenzo S.p.A. (the “**Company**”) is convened on 26 April 2024, at 10:00 a.m. at the Company's offices in La Spezia, Viale San Bartolomeo 362, in first call, and if necessary, on 27 April 2024, in second call, at the same time and place, to discuss and resolve on the following

Agenda

ORDINARY PART

1. Financial statements for the year ended 31 December 2023. Related and consequent resolutions:
 - 1.1 approval of the financial statements and the report on operations for the year ended 31 December 2023. Presentation of the consolidated financial statements of the Sanlorenzo Group as at 31 December 2023. Presentation of the consolidated non-financial statement for financial year 2023;
 - 1.2 proposal for allocation of profit;
 - 1.3 reduction of restriction on the extraordinary reserve up to a maximum amount of €6,850,000 pursuant to Article 110, paragraph 8, of Italian Decree-Law no. 104 of 14 August 2020, converted into law with amendments by Italian Law no. 126 of 13 October 2020.
2. Report on the policy regarding remuneration and fees paid:
 - 2.1 approval of the Remuneration Policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments;
 - 2.2 resolution on the “Second section” of the Report on the policy regarding remuneration and fees paid, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments.
3. Increase in the number of members of the Board of Directors:
 - 3.1 determination of the number of new members of the Board of Directors;
 - 3.2 appointment of new directors;
 - 3.3 determination of the related term of office;

SANLORENZO

- 3.4 determination of the related remuneration.
4. Resolutions pursuant to Article 114-*bis* of Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments, regarding the establishment of a compensation plan based on financial instruments called “2024 Performance Shares Plan”. Related and consequent resolutions.
 5. Resolutions pursuant to Article 114-*bis* of Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments, regarding the establishment of a compensation plan based on financial instruments called “2024-2028 LTI Plan”. Related and consequent resolutions.
 6. Resolutions pursuant to Article 114-*bis* of Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments, regarding the establishment of a compensation plan based on financial instruments called “Simpson Marine Plan”. Related and consequent resolutions.

EXTRAORDINARY PART

1. Proposal to amend Articles 9, 11, 12, 14, 17 and 18 of the By-laws. Related and consequent resolutions.

Methods of conducting the Shareholders’ Meeting

Pursuant to Article 106, paragraph 4, of Italian Decree-Law no. 18 of 17 March 2020, converted with amendments by Italian Law no. 27 of 24 April 2020 (the “**Cura Italia Decree**”) and as last amended and extended by Article 11, paragraph 2 of Italian Law no. 21 of 5 March 2024, the participation in the Shareholders’ Meeting of those entitled to vote shall take place **exclusively** through the designated representative pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the Italian Consolidated Law on Finance or “**TUF**”). The Company has identified the designated representative in Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6 (“**Monte Titoli**” or the “**Designated Representative**”).

Participation will be organised by means of telecommunications that guarantee the identification reserved for the Designated Representative, directors, statutory auditors, the secretary and/or Notary, as well as other persons entitled to vote pursuant to the law or the Company’s By-laws or in any case invited by the chairman, other than those who have the right to vote. The instructions for participation in the Shareholders’ Meeting by means of telecommunications will be made known by the Company to the aforesaid persons.

Share Capital

As of the date of this notice, the subscribed and paid-in share capital is equal to €35,019,221.00 and is represented by no. 35,019,221 ordinary shares, without par value. Each ordinary share entitles the holder to one vote, except for the shares which have obtained increased voting right (in the ratio of two voting rights for each share). As of the date of this notice, the number of shares which have obtained increased voting right is equal to 20,203,465.

SANLORENZO

As of the date of this notice, the Company holds no. 214,928 treasury shares, for which voting rights are suspended in accordance with Article 2357-ter of Italian Civil Code.

The Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024" section) provides detailed information on the amount of share capital and its composition.

Entitlement to participate and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, the persons entitled to attend the Shareholders' Meeting and exercise their voting rights, **exclusively** through the granting of specific proxy and/or sub-proxy to the Designated Representative, are those in favour of whom entitlement to attend the Shareholders' Meeting and exercise voting rights is certified, at their request, by a communication to the Company made by the intermediary, in accordance with their 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. **17 April 2024 (record date)**; those resulting holders of the Company's shares only after that date will not be entitled to attend and vote at 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 in first call (i.e. by 23 April 2024); nevertheless, the right to attend and vote remains only through the granting of a proxy or sub-proxy to the Designated Representative, if the communications are received by the Company after that deadline, provided that they are received by the beginning of the Shareholders' Meeting.

Participation in the Shareholders' Meeting and conferment of the proxy to the Designated Representative

The proxy to the Designated Representative, pursuant to Article 135-*undecies* of the TUF, must be conferred, without charge for the delegating party (except for any shipping costs), by means of the specific proxy form available, with the relative indications for completion and submission, on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024" section).

The proxy shall contain voting instructions on all or some of the proposals on the agenda and shall be effective only for those proposals in relation to which voting instructions will be conferred.

The original of the proxy, along with a copy of the delegating Shareholder's valid identification document or, if the delegating Shareholder is a legal entity, that of the *pro tempore* legal representative or other authorised person, along with adequate documentation certifying their qualification and powers, must reach the Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting on first and second call (i.e. by 24 April 2024 and 25 April 2024 respectively) with the following alternative methods: *(i)* transmission of an electronically reproduced copy (PDF) to the certified e-mail (PEC) address RD@pec.euronext.com (subject "Proxy for Sanlorenzo April 2024 Shareholders' Meeting") from one's own certified e-mail (PEC) address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature); *(ii)* transmission of the original, by courier or registered letter with return receipt, to the attention of: Register Services Area at Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy for Sanlorenzo April 2024 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address: RD@pec.euronext.com (subject "Proxy for Sanlorenzo April 2024 Shareholders' Meeting").

SANLORENZO

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting on first and second call (i.e. by 24 April 2024 and 25 April 2024 respectively) through the above mentioned modalities.

Pursuant to the Cura Italia Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the same Decree.

Those who do not make use of the proxy option pursuant to Article 135-*undecies* of the TUF may grant proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, with relative written voting instructions, using the appropriate proxy/sub-proxy form available on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024" section). To grant proxies/sub-proxies, the same procedures set forth above and indicated in the proxy form shall be followed. The proxy/sub-proxy must be received by and no later than 6:00 p.m. on the day prior to the Shareholders' Meeting (it being understood that the Designated Representative may accept proxies and/or instructions even after the aforementioned deadline and before the opening of the Meeting). The proxy pursuant to Article 135-*novies* of the TUF and the related voting instructions may always be revoked within the aforesaid term.

For any clarifications regarding the granting of proxy to the Designated Representative (and in particular regarding the completion of the proxy form and the Voting Instructions and their transmission), as well as to request the aforesaid proxy forms, you may contact the Designated Representative by e-mail at RegisterServices@euronext.com or by telephone on (+39) 02.33635810 (on open office days, from 9:00 a.m. to 5:00 p.m.).

No voting procedures by correspondence or electronic means are envisaged for this Shareholders' Meeting.

The right to ask questions before the Shareholders' Meeting

Pursuant to Article 127-*ter* of the TUF, those who have the right to vote and in favour of whom the Company has received a specific communication from an authorised intermediary in accordance with current regulations, may ask questions on the items on the agenda even before the Shareholders' Meeting, by sending a registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (La Spezia), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address: corporate.affairs@cert.sanlorenzoyacht.com.

Applications must be submitted no later than the seventh open market trading day prior to the Shareholders' Meeting, i.e. **17 April 2024**. Questions received within this deadline will be answered, at the latest, on the third day before the Shareholders' Meeting, also through publication on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024" section).

No answer will be due, not even at the Shareholders' Meeting, to the questions asked before the meeting, if the information requested is already made available by the Company in "Question and Answer" format on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section), or the answer is already published in the same section. The Company may provide a composite answer to questions with the same content.

SANLORENZO

The right to add to the agenda, to submit further proposals on the items on the agenda and to submit proposals for individual resolutions

Pursuant to Article 126-*bis* of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by 6 April 2024), the integration of the list of items to be discussed, indicating in the request the additional items proposed by them, or submit proposals for resolutions on items already on the agenda.

Shareholders are entitled to request an addition to the agenda or to submit new resolution proposals if the Company has received a specific communication from an authorised intermediary in accordance with current legislation.

The questions, together with the certification attesting the ownership of the shareholding, shall be submitted in writing by registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (La Spezia), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com, accompanied by a report by the Shareholders on the reason of the resolution proposals on the new items they propose to discuss or on the reason of the additional resolution proposals submitted on items already on the agenda.

Any additions to the agenda or the submission of further proposals shall be notified, in the same manner as prescribed for the publication of the notice of call of the Shareholders' Meeting, at least 15 days before the date set for the Shareholders' Meeting, i.e. by 11 April 2024. Supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the administrative body or on the basis of a plan or report prepared by them that is different to those set out in Article 125-*ter*, paragraph 1, of the TUF.

At the same time as the publication of the news relating to the addition or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the administrative body, will be made available to the public, in the same formats provided for the documentation relating to the Shareholders' Meeting.

Since participation and vote in the Shareholders' Meeting shall take place exclusively through the Company Designated Representative, in accordance with Article 126-*bis*, paragraph 1, penultimate sentence of the TUF, those who have the right to vote may also individually submit proposals for resolutions on the items on the agenda by 11 April 2024, in order to allow the Company to make them available to the public.

The resolution proposals, together with the certification attesting the ownership of the shareholding, issued by the intermediaries authorised by law, must be received in writing, within the aforesaid deadline, with original signatures, by registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (La Spezia), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com.

The proposals for resolutions received within the deadline and with the same manners set out in the previous paragraph will be published on the Company's website by 13 April 2024, in order to allow those entitled to vote may view them for the purpose of granting proxies and/or sub-proxies, with the relevant voting instructions, to the Designated Representative.

For the purposes of publication, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the shareholders submitting them.

SANLORENZO

Increase in the number of members of the Board of Directors (Item 3 on the Agenda – Ordinary Part)

The Board of Directors invites interested Shareholders to submit resolution proposals regarding the third item on the agenda of the Shareholders' Meeting (Ordinary Part) – to be sent via certified e-mail (PEC) to the following certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com and simultaneously via e-mail to corporate.affairs@sanlorenzoyacht.com, or sent by registered letter with return receipt to the Company's registered office – by 11 April 2024.

The resolution proposals received by the deadline and in the manner described above will be published on the Company's website by 13 April 2024, so that the holders of voting rights can view them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative.

For further information on the integration of the number of directors, please refer to the Explanatory Report on item 3 on the agenda (Ordinary Part).

Please note that pursuant to Article 13.18 of the Company's By-Laws, the statutory majorities apply for the appointment of new members of the Board of Directors.

Documentation

The documentation related to items on the agenda of the Shareholders' Meeting provided for by applicable regulations, together with the proposed resolutions, will be made available to the public at the Company's registered office, on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024" section) and in the authorised storage mechanism "eMarket Storage". Shareholders have the right to obtain a copy.

This notice of call is published today, in full, pursuant to Article 125-*bis* of the TUF and Article 84 of the Issuers' Regulation (Consob Regulation no. 11971 of 14 May 1999, as amended and supplemented), on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting 26 April 2024" section) and at the authorised storage mechanism eMarket Storage (available at www.emarketstorage.it) and, in extracts (Italian version), in both the newspapers "ilSole24Ore" and "Milano Finanza".

La Spezia, 27 March 2024

For the Board of Directors

The Chairman

Mr. Massimo Perotti

