

Informazione Regolamentata n. 2378-15-2024	Data/Ora Inizio Diffusione 29 Marzo 2024 14:09:51	Euronext Milan
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Societa' : THE ITALIAN SEA GROUP

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Data/Ora Ricezione : 29 Marzo 2024 14:09:51

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Oggetto : Notice of Call of the 2024 Ordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato

THE ITALIAN SEA GROUP

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THE ITALIAN SEA GROUP S.P.A.

REGISTERED OFFICE IN CARRARA (MS), MARINA DI CARRARA,

VIALE C. COLOMBO, 4BIS

SHARE CAPITAL EURO 26,500,000.00 fully paid in

C.F. AND REGISTRATION NO. IN THE COMPANY REGISTER OF MASSA-CARRARA 00096320452

NOTICE OF ORDINARY GENERAL MEETING

The Shareholders' Meeting of THE ITALIAN SEA GROUP S.P.A. ("TISG", the "Company" or the "Issuer") is convened in ordinary session, in single call, on 29 April 2024, at 3:00 pm CET, to discuss and resolve on the following

AGENDA

1. Financial statements as at 31 December 2023.
 - 1.1 Approval of the annual financial statements as at 31 December 2023. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2023 and the consolidated non-financial statement for the financial year 2023;
 - 1.2 Allocation of profit for the year;
2. Report on remuneration policy and compensation paid, pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998, as amended:
 - 2.1 first section: report on the policy in terms of remuneration. Binding resolution;
 - 2.2 second section: report on compensation paid. Non-binding resolution.

1. INFORMATION ON THE SHARE CAPITAL AS AT THE DATE OF THE NOTICE OF CALL

The fully subscribed and paid-in share capital amounts to Euro 26,500,000.00 and is represented by 53,000,000 ordinary shares with no indication of par value. Information on the amount of the share capital is available on the Company's website www.investor.theitalianseagroup.com (section "Corporate Governance/Shareholders' Meeting").

2. RIGHT TO ATTEND AND REPRESENTATION IN THE SHAREHOLDERS MEETING

Pursuant to Article 83-sexies of Legislative Decree no. 58/1998 s.m.i. (the "TUF") and Article 10 of the Bylaws, the legitimacy to attend the Shareholders' Meeting and to vote is subject to the receipt by the Company of the communication issued by an authorised intermediary pursuant to the laws in force and certifying the ownership of the shares on the basis of the evidence in its accounting records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting in single call (*i.e.*, **18 April 2024**).

Credit or debit entries made to the accounts after that term are not relevant for the purposes of entitlement to vote at the Shareholders' Meeting; therefore, those who hold the shares after that date will not be entitled to attend and vote at the Shareholders' Meeting.

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REA MS 65218
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Notifications from intermediaries to the Company shall be made in accordance with the regulations in force and must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (*i.e.*, **24 April 2024**). However, the right to attend and vote at the Shareholders' Meeting remains unaffected if the aforementioned communication from the intermediary is received by the Company after the aforementioned deadline, provided that it is received before the start of the Shareholders' Meeting proceedings.

3. REPRESENTATION IN THE ASSEMBLY

The Company has decided to avail itself of the faculty provided for by article 106, paragraph 4, of Law Decree No. 18 of 17 March 2020, converted with amendments into Law No. 27 of 24 April 2020, as subsequently amended and extended, ("Decree"), providing that the intervention at the Shareholders' Meeting by those entitled to participate may take place exclusively through the representative appointed by the Company pursuant to article 135-undecies of Legislative Decree No. 58/98 ("TUF"), identified in Monte Titoli S.p.A, with registered office in Milan, Piazza degli Affari 6 (the "Designated Representative" or "Monte Titoli" or "Appointed Representative"), alternatively pursuant to (i) Article 135-novies of the Consolidated Law on Finance, by means of the "ordinary proxy/sub-delegation form", or (ii) Article 135-undecies of the Consolidated Law on Finance, by means of the "proxy form to the Designated Representative", in accordance with the procedures described below.

Please note that it is not possible to vote electronically and/or by correspondence.

PROXY TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF D. LGS. 58/98

Shareholders who wish to participate in the Shareholders' Meeting may therefore, without any expenses to be borne by the delegating party, except for any transmission expenses, grant the Appointed Representative a **proxy with voting instructions on all or some of the resolution proposals regarding the items on the agenda**, using the specific proxy form available on the Company's website at www.theitalianseagroup.com, within the section "Governance/Shareholders' Meeting" (the "Proxy Form to the Appointed Representative").

The proxy must be received by the aforesaid Appointed Representative with the relevant voting instructions, together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the pro tempore legal representative or other person with the appropriate powers, together with appropriate documentation certifying the latter's qualification and powers, by one of the following alternative methods: by the end of the second trading day prior to the date of the Shareholders' Meeting (*i.e.* **by 11:59 p.m. on 25 April 2024**) in the following alternative methods

- (i) transmission of an electronically reproduced copy (PDF) to the certified mail address RD@pec.euronext.com (subject line "TISG Shareholders' Meeting Proxy April 2024") from one's own certified mailbox (or, failing that, from one's own mailbox of the electronic document signed with a qualified electronic or digital signature);
- (ii) transmission of the original by courier or registered letter with return receipt to the registered office of Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy for the TISG April 2024 Shareholders' Meeting") in advance by sending an electronically reproduced copy (PDF) by ordinary e-mail to the following e-mail address: RD@pec.euronext.com (Ref. "Proxy for the TISG April 2024 Shareholders' Meeting").

The proxy and voting instructions are revocable by the end of the second trading day prior to the date set for the Shareholders' Meeting (*i.e.* by 11:59 p.m. on 25 April 2024) as indicated above. The proxy thus conferred shall be effective only for the proposals in relation to which voting instructions have been given.

N.B. For any clarifications concerning the granting of proxy (and in particular concerning the filling in of the proxy form and the Voting Instructions and their transmission) the persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by email at RegisterServices@euronext.com or at the number (+39) 02.33635810 during open office days, from 9:00 a.m. to 5:00 p.m.

DELEGATION OR SUB-DELEGATION PURSUANT TO ART. 135-NOVIES OF D. LGS. 58/98

Proxies and/or sub-delegations pursuant to Article 135-novies of the Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4, of the Consolidated Law on Finance, with voting instructions on all or some of the proposals related to the items on the agenda, may also be granted to the Appointed Representative, without expenses to be borne by the delegating party except for any transmission expenses, using the form available on the Company's website at www.theitalianseagroup.com, within the section "Governance/Shareholders' Meeting" (the "Proxy and/or Sub-delegation Form"). For the transmission of proxies/sub-delegations, including electronically, the procedures described in the preceding paragraph and indicated in the Proxy Form must be followed. The proxy/sub-delegation must be received no later than 6:00 p.m. on the day prior to the date of the Shareholders' Meeting (and in any case no later than the start of the meeting proceedings). Within the aforementioned deadline, the proxy/sub-delegation and voting instructions may always be revoked. The proxy and/or sub-delegation and voting instructions may be revoked within the same deadline as above.

4. INTERVENTION IN THE SHAREHOLDERS' MEETING

The participation in the Shareholders' Meeting of the members of the corporate bodies, the appointed secretary, the representatives of the auditing firm, and the Designated Representative may take place by means of video/telecommunication media, in the manner individually communicated to them, in accordance with the applicable regulatory provisions for this eventuality.

5. INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS

Pursuant to Article 126-bis, first paragraph, of the TUF, Shareholders who, also jointly, represent **at least one fortieth of the share capital** may request, within ten days of the publication of the notice of call of this Shareholders' Meeting (*i.e.*, by **8 April 2024**), the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already included in the agenda of this notice of call.

Shareholders in favour of whom the Company has received an appropriate communication from an authorised intermediary pursuant to current legislation are entitled to request the integration of the agenda or to submit new resolution proposals.

Requests for additions and further proposed resolutions must be submitted in writing and must be sent to the Company by registered letter to the Company's registered office in Marina di Carrara (MS), Viale C. Colombo, 4bis, to the attention of the Legal Department, or electronically by sending them to the following certified e-mail address tisg.ir@pec.it.

Within the aforementioned ten-day time limit (*i.e.*, by **8 April 2024**), the proposing Shareholders shall prepare and submit a report stating the reasons for the resolution proposals on the new items they propose to discuss or the reasons for the additional resolution proposals submitted on items already on the agenda. Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, upon the

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proposal of the directors or on the basis of a draft or report prepared by them, other than those indicated in Article 125-ter, paragraph 1, TUF.

The Company reserves the right not to accept supplementation requests or further resolution proposals sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please indicate in the message accompanying the integration request a telephone number or e-mail address of the sender.

Any additions to the agenda or the presentation of additional resolution proposals shall be notified by the Company, in the same manner as the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (*i.e.*, no later than **12 April 2024**, which is the first business day prior to the deadline - *i.e.*, **14 April 2024** - coinciding with a Sunday), accompanied by any evaluations by the Board of Directors.

6. INDIVIDUAL SUBMISSION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-bis, paragraph 1, penultimate sentence of the Consolidated Law on Finance, those entitled to vote may individually submit resolution proposals on the items already on the agenda. In consideration of the fact that, with reference to this Shareholders' Meeting, intervention is allowed exclusively through the Appointed Representative, requests, to be submitted in writing, must be sent to the Company by **14 April 2024**.

Additional resolution proposals must be submitted in writing, together with information identifying the person submitting them, at the registered office of the Company or by sending them to the certified e-mail address tisg.ir@pec.it.

Such resolution proposals shall be published by the Company by 16 April 2024 in the section of the Company's website dedicated to this Shareholders' Meeting so that the holders of voting rights may examine them for the purpose of granting proxies and/or sub-delegations, with related voting instructions, to the Designated Representative. For the purposes of the relative publication, as well as in relation to the proceedings of the Shareholders' Meeting, 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 the applicable regulations and the legitimacy of the proposers.

7. RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to Article 127-ter of the Consolidated Law on Finance, persons entitled to vote at the Shareholders' Meeting and in favour of whom the Company has received a communication from an authorised intermediary pursuant to applicable regulations may submit questions on the items on the agenda prior to the Shareholders' Meeting.

Those who intend to avail themselves of this right must submit their queries to the Company no later than the seventh trading day prior to the Shareholders' Meeting (*i.e.*, no later than **18 April 2024**). Applications must be sent to the Company in writing, by registered letter, to the Company's registered office in Marina di Carrara (MS), Carrara, Viale C. Colombo, 4bis, to the attention of the Chairman Filippo Menchelli, or electronically by sending them to the following certified e-mail address tisg.ir@pec.it.

The Company reserves the right to provide uniform answers to questions with the same content.

Questions received prior to the Shareholders' Meeting shall be answered no later than the third open market day preceding the Shareholders' Meeting (*i.e.* by **24 April 2024**).

It should be noted that, pursuant to the aforementioned Article 127-ter of the Consolidated Law on Finance, no answer is due, not even at the Shareholders' Meeting, to questions asked before the same, when the requested

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information is already available in a "question and answer" format in a specific section of the Company's *website* or when the answer has been published on the same *website*.

8. DOCUMENTATION

The documents relating to the items on the agenda of the Shareholders' Meeting will be made publicly available within the terms and in the manner provided for by the applicable regulations, and Shareholders and those entitled to vote may obtain copies thereof.

The afore-mentioned documentation will be available at the registered office of the Company, in Marina di Carrara (MS), Carrara, Viale C. Colombo, *4bis* (from Monday to Friday, from 9:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 6:00 p.m.), as well as on the Company's *website* at www.investor.theitalianseagroup.com (Section "Corporate Governance/Shareholders' Meetings") and at the "eMarket Storage", available at www.emarketstorage.com.

Please note that all information and documentation relating to this Shareholders' Meeting, also pursuant to Article *125-quater* of the Consolidated Law on Finance, together with the Articles of Association, are available on the Company's *website* at www.investor.theitalianseagroup.com (Section "Corporate Governance/Shareholders' Meeting").

This notice is published in extracts in the daily newspaper *Il Sole 24 Ore*.

Carrara (MS), Marina di Carrara, 29 March 2024.

For the Board of Directors

The Chairman

(Filippo Menchelli)

The Italian Sea Group S.p.A.

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