

Informazione Regolamentata n. 20233-16-2024	Data/Ora Inizio Diffusione 11 Aprile 2024 15:04:25	Euronext Growth Milan
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Societa' : RACING FORCE

Identificativo Informazione
Regolamentata : 188861

Utenza - Referente : RACINGFORCENS01 - FERROGGIARO
ROBERTO

Tipologia : 3.1

Data/Ora Ricezione : 11 Aprile 2024 15:04:25

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Oggetto : Publication of the Notice of Call for the Ordinary
and Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato



PUBLICATION OF THE NOTICE OF CALL FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Ronco Scrivia (GE, Italy), 11 April 2024 - Racing Force S.p.A., parent company of Racing Force Group, announces that the extract of the notice of call for the Ordinary and Extraordinary Shareholders' Meeting was published today in the Gazzetta Ufficiale and it is fully available on the Company website.

The Shareholders' Meeting is convened in ordinary and extraordinary session for **April 29th, 2024**, at 3:00 p.m., in a single call, to discuss and resolve upon the following

AGENDA:

Extraordinary section:

1. Proposal to the shareholders' meeting to amend the current text of the Company's bylaws following (i) the changes made to the Euronext Growth Milan Issuers Regulation regarding the assessment of independence requirements for independent directors as per Borsa Italiana S.p.A.'s Notice no. 43747, (ii) the entry into force of Law no. 21/2024 ("Legge Capitali"), as well as minor revisions; related and consequential resolutions.

Ordinary section:

1. Examination and approval of the financial statements of Racing Force S.p.A. as of December 31, 2023, including the report of the Board of Directors on the company's operations, the report of the Board of Statutory Auditors, and the report of the audit firm; presentation of the consolidated financial statements as of December 31, 2023; related and consequential resolutions;
2. Allocation of the net income for the year; related and consequential resolutions;
3. Appointment of the Board of Directors for the period 2024-2026, including determination of the number of members, duration, and remuneration thereof; related and consequential resolutions;

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4. Authorization for the purchase and disposal of own shares by the Company pursuant to Articles 2357 et seq. of the Italian Civil Code; related and consequential resolutions.

The shareholders' meeting will be held exclusively by telecommunication means that ensure the identification of the attendees, their participation and the exercise of voting rights.

COMPOSITION OF SHARE CAPITAL

The subscribed and paid-up share capital of Racing Force S.p.A. is EUR 2,569,919.80, represented by 25,699,198 shares, with no indication of the par value. At the date of this notice, the Company does not hold any treasury shares.

PARTICIPATION TO THE MEETING

Pursuant to the law and the bylaws, the shareholders for whom the Company has received, by the end of the third trading day preceding the date set for the shareholders' meeting (i.e., April 24th, 2024), the appropriate communication issued by the authorized intermediary (the "*Intermediary Communication*") certifying their entitlement on the basis of its accounting records, shall be entitled to attend the meeting. This shall be without prejudice to the entitlement to attend and vote if such Intermediary's Communication is received by the Company after the aforementioned deadline, provided that it is received by the start of the meeting.

The Intermediary's Communication shall be made by the Intermediary on the basis of the evidence relating to the end of the accounting day of the seventh trading day preceding the date set for the shareholders' meeting (i.e., April 18th, 2024). Credit or debit entries made to the accounts after this deadline are irrelevant for the purpose of entitlement to exercise voting rights at the shareholders' meeting.

Pursuant to the Bylaws, as well as art. 106 of the Italian Law Decree no. 18/2020 (so called "Decreto Cura Italia") converted with Italian Law no. 27/2020 which application has been extended by Italian Law Decree no. 215/2023 (so-called "Decreto Legge Milleproroghe"), converted with amendments with Italian Law no. 18/2024, the Company has decided to avail

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herself of the option (provided therein) to provide that the shareholders' meeting is held exclusively by means of telecommunications, provided that the collegial method and the principles of good faith and equal treatment of shareholders, as well as the other conditions set forth in the bylaws, are respected.

To this end, the shareholders entitled to attend and vote at the meeting may obtain the link to connect to the meeting via video-audio conference, as permitted by art. 16 of the bylaws, by sending a specific request to amministrazione@pec.ompracing.it or ir@racingforce.com, attaching the copy of the Intermediary Communication as well as:

(i) in case of a shareholder who is an individual, a copy of his/her identity document (ID card or passport);

(ii) in case of a shareholder who is a legal entity, a copy of the identity document (ID card or passport) of the legal representative or of the person with the relevant powers to attend the shareholders' meeting as well as a copy of the documentation attesting to powers to legally represent or the grant of the aforementioned powers to the attendee.

Notwithstanding the methods of participation exclusively by means of telecommunications, each shareholder who is entitled to attend the shareholders' meeting may be represented, in accordance with law, by written proxy, in compliance with the provisions of art. 2372 of the Italian Civil Code, with the right to sign the proxy form available on the Company's website at the address: www.racingforce.com, under the section "Investor Relations - Shareholders' Meetings." The proxy shall be sent to the Company by registered mail with return receipt to Racing Force S.p.A., Via E. Bazzano No. 5, 16019, Ronco Scrivia (GE), or to the address amministrazione@pec.ompracing.it or ir@racingforce.com.

APPOINTMENT OF THE BOARD OF DIRECTORS

Pursuant to the Bylaws, the board of directors is appointed on the basis of lists of candidates. Only shareholders who, alone or together with other shareholders, represent at least 10% of the share capital are entitled to submit lists. Certification proving ownership of the number of shares

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required to submit the list must be produced at the time of filing the list itself or even at a later date, provided that it is within the deadline for filing the list.

The lists, duly signed by each of the holders of the voting right who submitted them and accompanied by a certification showing the percentage of shareholding held by the holders of the voting right and the ownership of such shareholding, must be deposited at the Company's registered office, or transmitted by e-mail to the address *amministrazione@pec.ompracing.it* or *ir@racingforce.com*, at least 7 (seven) days before the date of the Shareholders' Meeting on first call (i.e., by April 22th, 2024).

The Company will make the lists and their attachments available to the public, at least 6 (six) days before the date scheduled for the said Shareholders' Meeting, at the registered office and on its website at: www.racingforce.com, under the section "Investor Relations - Shareholders' Meetings."

INTEGRATION OF AGENDA AND RIGHT TO ASK QUESTIONS

For the exercise of the right to integrate the agenda and the right to ask questions before the shareholders' meeting, provided for in art. 14 of the bylaws, please refer to the text of the bylaws themselves published on the corporate website at www.racingforce.com, under "Corporate Governance - Corporate Documents."

DOCUMENTS

The documents relating to the items on the agenda, as required by law, will be made available to the public within the terms of law, at the Company's registered office and on the Company's website, www.racingforce.com, under the section "Investor Relations - Shareholders' Meetings". The notice of call is published on the Company's website www.racingforce.com, under the section "Investor Relations - Shareholders' Meetings" and on the website www.borsaitaliana.it, under the section "Shares/Documents."

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Racing Force is the leading motorsport safety products group with the most advanced and complete range of protection and performance products used worldwide by top professionals, amateur athletes, race teams and car manufacturers with products sold under the brands Bell Helmets, OMP, Zeronoise and Racing Spirit. The group is based in 3 different continents: Ronco Scrivia (headquarters) and Pisa in Italy, Sakhir in Bahrain, Miami and Mooresville in the USA. Today, products under the Group's brands are used in all the world's motor racing and karting championships. Further information on Racing Force Group is available at www.racingforce.com, as well as at www.ompracing.com and www.bellracing.com.

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