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Societa' : CENTRALE DEL LATTE D'ITALIA

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Oggetto : Press release - Notice of registration of
shareholders meeting minutes

Testo del comunicato

Vedi allegato



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PRESS RELEASE

MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CENTRALE DEL LATTE D'ITALIA S.P.A. RELATING, AMONG OTHERS, TO THE INTRODUCTION OF THE ENHANCED MAJORITY VOTING RIGHT AND THE RIGHT OF WITHDRAWAL

- **THE STATUTORY AMENDMENTS REGARDING THE INTRODUCTION OF THE MONISTIC MODEL OF ADMINISTRATION AND CONTROL, THE ENHANCED VOTING RIGHT PURSUANT TO ARTICLE 127-QUINQUIES, PARAGRAPH 2, OF THE TUF, AND THE REGULATIONS FOR PARTICIPATION IN THE SHAREHOLDERS' MEETING AND THE EXERCISE OF THE VOTING RIGHT EXCLUSIVELY THROUGH A DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-UNDECIES OF THE TUF HAVE COME INTO FORCE.**
- **INFORMATION FOR EXERCISING THE RIGHT OF WITHDRAWAL.**

Turin, 15 May 2024 - Centrale del Latte d'Italia S.p.A. ("**CLI**" or the "**Company**") hereby announces that, on today, the resolution of the shareholders' meeting of CLI held on first call on April 29, 2024 (the "**Shareholders' Meeting**"), was registered in the Companies Register of Turin, which in extraordinary session approved the proposed amendments to the Articles of Association relating to:

- Adoption of the monistic model of administration and control, characterized by the presence of a Board of Directors, responsible for management, and a Control Committee within the Board itself, with control functions;
- Introduction of the so-called enhanced voting right pursuant to Article 127-quinquies, paragraph 2, of the TUF, as amended by Law No. 21/2024. As a result of this introduction, in addition to the previously provided allocation in the Articles of Association of an enhanced vote of up to a maximum of two votes for each share held by the same entity for a continuous period of not less than twenty-four months from the date of registration in the special list for enhanced voting (ordinary enhanced vote), an additional vote will be granted upon the expiry of each twelve-month period following the maturity of the aforementioned continuous period for the ordinary enhanced vote, in which the share has belonged to the same entity registered in the company's special list, up to a maximum total of ten votes per share (the "**Enhanced Voting Right**"). With reference to entities that have already accrued the ordinary enhanced vote at the date of registration of the resolution amending the Articles of Association with the relevant Companies Register and are listed, the additional twelve-month periods for the allocation of the Enhanced Voting Right will start from the date of registration of the resolution; and
- Introduction of regulations for participation in the shareholders' meeting and the exercise of the voting right exclusively through the designated representative pursuant to Article 135-undecies.1 of the TUF, as introduced by Law No. 21/2024.

In accordance with the provisions of the laws and regulations in force and applicable at the time, today the minutes of the Shareholders' Meeting have been made available at the registered office of CLI, on the centralized authorized storage mechanism called eMarket Storage managed by Teleborsa S.r.l., accessible at the address www.emarketstorage.com, as well as on the Company's website www.centralelatteitalia.com, under the section "Investor Relations – Meetings and Notice of Meetings - 2024". CLI shareholders who did not participate in the approval of the Enhanced Voting Right, as they were absent, abstained, or dissented, are entitled to exercise - by 30 May 2024 (inclusive) - the right of withdrawal pursuant to Article 2437, paragraph 1, of the Civil Code (the "**Right of Withdrawal**"). The Right of Withdrawal concerns all or part of the CLI shares held by the shareholders of the Company who exercise the Right of Withdrawal. Information regarding the exercise of the Right of Withdrawal is contained in the notice made available today, in accordance with the





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provisions of the laws and regulations in force and applicable at the time, on CLI's website, on the centralized authorized storage mechanism called eMarket Storage managed by Teleborsa S.r.l., accessible at the address www.emarketstorage.com, as well as on the Company's website www.centralelatteitalia.com, under the section "Investor Relations – Shareholders Meetings - 2024".

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This press release is for informational purposes only and is not intended and does not constitute an offer or invitation to exchange, sell, or solicit an offer to subscribe to or purchase, or an invitation to exchange, purchase, or subscribe to any financial instrument or any part of the business or assets described herein, any other participation, or a solicitation of any vote or approval in any jurisdiction, in relation to this transaction or otherwise, nor will any sale, issuance, or transfer of financial instruments take place in any jurisdiction in violation of applicable law. This press release should not be construed in any way as a recommendation to anyone reading it. No offer of financial instruments will be made. This press release is not a prospectus, a financial product information document, or any other offering document for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017. The issuance, publication, or distribution of this document in certain jurisdictions may be restricted by law, and therefore, persons in jurisdictions where this document is released, published, or distributed must inform themselves and comply with such restrictions. This press release does not constitute an offer to sell financial instruments in the United States under the Securities Act or in any other jurisdiction where it is illegal to do so, or a solicitation of votes for the Shareholders' Meeting mentioned in this document. The financial instruments referred to in this press release have not been and will not be registered under the Securities Act or the laws concerning financial instruments of any state of the United States, and any statement to the contrary constitutes a violation of the law. The financial instruments referred to in this press release may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons, as defined in Regulation S under the Securities Act, except pursuant to an exemption or in a transaction not subject to the registration requirements of the Securities Act and applicable state or local laws regarding financial instruments.

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This press release is available on the Company's website <https://centralelatteitalia.com/financial/investor-relations/press-release-and-notification/> and on the authorised storage mechanism eMarket Storage at the following address www.emarketstorage.com.

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The Centrale del Latte d'Italia Group and Newlat Food, majority shareholder since 1 April 2020, today represent the third Italian operator in the Milk & Dairy sector.

Newlat Food is a successful industrial Group, leader in the agri-food sector, present in 60 countries with dairy products, pasta and bakery, gluten-free products and baby food.

With 7 factories and circa 650 employees, Centrale del Latte d'Italia Group produces and sells more than 120 products, ranging from milk and milk products to yogurt and drinks of plant origin and dairy distributed by traditional shops and large retail chains in the pertinent areas under several brands names TappoRosso, Polenghi, Mukki, Tigullio, Vicenza, Giglio, Salerno, Matese, Ala, Torre in Pietra, Optimus, Fior di Salento.



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