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Societa' : GIGLIO GROUP

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Oggetto : PRESS RELEASE GIGLIO GROUP S.P.A.:
ORDINARY SHAREHOLDERS' MEETING OF
JUNE 28, 2024

Testo del comunicato

Vedi allegato



PRESS RELEASE GIGLIO GROUP S.P.A.: ORDINARY SHAREHOLDERS' MEETING OF JUNE 28, 2024

- **Approval of the financial statements as of December 31, 2023 and resolutions pursuant to article 2446, paragraph 1, of the Italian Civil Code.**
- **Appointment of the new Board of Directors**
- **Appointment of the new Board of Statutory Auditors**
- **Approval of the Report on remuneration policy and compensation paid as of December 31, 2023**

Genoa, June 28, 2024. It is hereby announced that the Shareholders' Meeting of Giglio Group S.p.A. ("Giglio Group" or the "Company," Ticker GG) was held today in ordinary session, in a single session, at the Company's headquarters in Genoa, at Piazza della Meridiana, 1, under the Presidency of Alessandro Giglio and Secretary Erika Mazzitelli, with a participation of 2 shareholders representing 19,011,174 shares, corresponding to 57.148% of the share capital and 68.664% of the total voting rights (taking into account the voting premium).

The Shareholders' Meeting expressed its vote on all items on the agenda.

1. Financial statements as of December 31, 2023, presentation of the financial statements as of December 31, 2023, reports from the Board of Directors, the Board of Statutory Auditors, and the Audit Firm. 1.1 Approval of the financial statements. Resolutions and consequences. 1.2 Any measures pursuant to article 2446 of the Civil Code. Related resolutions and consequences.

The Shareholders' Meeting resolved to approve Giglio Group S.p.A.'s financial statements as of December 31, 2023, ending with a loss amounting to Euro 3,946 thousand as presented by (i) the Board of Directors in the annual financial report as of December 31, 2023, already disclosed via press release on June 7, 2024, and (ii) by the majority shareholder Meridiana Holding S.p.A. in their proposal already announced through a press release published on June 13, 2024, formulated in the same terms as that proposed by the Company's Board of Directors.

Acknowledging that the incurred loss has resulted in a decrease in the Company's share capital (currently amounting to Euro 6,653,353) exceeding one-third and therefore significant under article 2446, paragraph 1, of the Civil Code, the Shareholders' Meeting also decided to cover the said loss by using, to the same extent, available reserves recorded in the accounts, as proposed by the majority shareholder, Meridiana Holding S.p.A., in the same aforementioned resolution proposal.

2. Appointment of the Board of Directors. Related resolutions and consequences. 2.1. Determination of the number of members of the Board of Directors. 2.2. Determination of the duration of the term of the Board of Directors. 2.3. Appointment of the directors. 2.4. Appointment of the Chairman of the Board of Directors. 2.5 Determination of the compensation due to the Board of Directors' members.

The Shareholders' Meeting appointed the new Board of Directors of the Company and determined that the Board of Directors will consist of five members, setting their term of office at three years and appointing the following new directors:

- Alessandro Giglio (as Chairman)
- Anna Maria Lezzi
- Francesco Gesualdi
- Carlo Micchi
- Cristina Maria Grillo

The Shareholders' Meeting determined an overall amount of Euro 450,000.00 gross as the remuneration for all members of the Board of Directors, in accordance with article 2389 of the Civil Code.

3. Appointment of the Board of Statutory Auditors. 3.1. Appointment of the members of the Board of Statutory Auditors and of the Chairman. 3.2. Determination of their compensations.



The Shareholders' Meeting elected the new Board of Statutory Auditors for the years 2024-2026, with the following composition:

actual auditors

- Raffaele Pontesilli (Chairman);
- Carlo Angelini;
- Valentina Lupi

substitute auditors

- Simone Sartini
- Gianpiero Teodori

The Shareholders' Meeting also set compensations at Euro 23,000 for the Chairman of the Board of Statutory Auditors and at Euro 20,000 for the other actual Auditors.

4. Report on the remuneration policy and compensations paid as of December 31, 2023 pursuant to art. 123 ter of Legislative Decree 58/1998 and art. 84-quater of the Regulation adopted by Consob with resolution no. 11971 of May 14, 1999. 4.1 Binding resolution on the first section of the report concerning the remuneration policy, prepared in accordance with art. 123-ter, paragraph 3 of Legislative Decree 58/1998. 4.2 Non-binding resolution on the second section of the report on compensation paid.

The Shareholders' Meeting approved the Report on the remuneration policy and compensations paid prepared in accordance with art. 123-ter of Legislative Decree no. 58 of February 24, 1998, and art. 84-quater of the Regulation issued by Consob with resolution no. 11971 of May 14, 1999.

The summary of the votes will be made available in accordance with the law on the Company's website www.giglio.org (in the "Corporate Governance" section under "Shareholders' Meetings" as of July 21, 2023) in compliance with article 125-quater of the Consolidated Financial Law (TUF). The minutes of the Giglio Group Shareholders' Meeting will be made available to the public in accordance with the current regulations.

Information about Giglio Group:

Founded by Alessandro Giglio in 2003 and listed on the Italian Stock Exchange since 2015, currently on the EURONEXT MILAN market, Giglio Group is a leader in Italy in the design, creation, and management of high-value-added omniexperience platforms for the Fashion, Design, Lifestyle, Food, Healthcare, and Merchandising industries. It is headquartered in Milan with branches in Rome, Genoa, and Shanghai. With its considerable specialized experience, Giglio Group supports client companies in distributing their products online through a unique platform, starting with the implementation of fully managed single-brand e-stores. It complements this activity with dedicated placements on the leading global marketplaces and social channels, ensuring online management of both new collections and excess stock. The uniqueness of a "full supply chain" online service guarantees a 100% sell-through rate.

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