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Societa' : PIQUADRO

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Oggetto : Piquadro S.p.A. Shareholders' Meeting  
Approval of the FS of March 31, 2024 and  
resolution of a dividend of € 0.148320 per share  
for a total of € 7 mln

*Testo del comunicato*

Vedi allegato



**Piquadro S.p.A.**  
**Shareholders' Meeting**  
**Approval of the Financial Statements as of March 31, 2024**  
**and resolution of a dividend of € 0.148320 per share**  
**for a total of € 7 million.**

**Silla di Gaggio Montano (BO), July 23, 2024** - The Shareholders' Meeting of Piquadro S.p.A., which convened today, approved the Financial Statements for the year as at 31 March 2024 and the distribution to the Shareholders of a dividend per share of 0.148320 Euro, for a total amount of Euro 7 million taking into account the no. n. 2,805,000 treasury shares equal to 5,61% of the share capital held by Piquadro as of today.

The approved dividend includes the portion attributable to the treasury shares held by Piquadro S.p.A. at the record date.

The dividend will be payable starting from **7<sup>th</sup> August 2024** (record date 6<sup>th</sup> August 2024) by detachment of coupon no. 15 on August 5<sup>th</sup> 2024.

Shareholders will be able to collect the dividend, gross or net of withholding taxes, depending on the applicable tax regime, exclusively from their respective intermediaries.

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#### **Remuneration Policy**

The today's Shareholders' Meeting has approved the first Section of the Report on Remuneration, which illustrates the company policy on the compensation of directors and managers with strategic responsibilities for the fiscal year ending on 31 March 2025, in accordance with Article 123-ter, paragraphs 3-bis and 6, of the TUF. The Shareholders' Meeting also expressed a favorable opinion on the second Section of the Report on Remuneration and the compensation paid pursuant to the aforementioned article 123-ter, paragraph 4, of the TUF.

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#### **Treasury Shares Purchase**

The today's Shareholders' Meeting also approved:

- (a) to revoke the previous authorization for the purchase and disposal of treasury shares taken in execution of the resolution of the Ordinary Shareholders' Meeting held on 20 July 2023;
- (b) to authorize to purchase the Company's ordinary shares, in one or more tranches, up to the maximum allowed by law, considering to the treasury shares held directly and those held by subsidiaries. The purchase may take place, pursuant to Article 2357, paragraph 1 of the Italian Civil Code, within the limits of the distributable profits and available reserves resulting from the last approved financial statements, by reducing, pursuant to Article 2357-ter, paragraph 3 of the Italian Civil Code, the net assets of the same amount by recording, in the liabilities side of the financial statement, a specific item with a negative sign. In the event of a purchase of shares or their sale,



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exchange or contribution, must be made the appropriate accounting records in accordance with legal provisions and the applicable accounting principles.

In the event of sale, exchange or contribution, that amount may be reused for further purchases until the expiry of the shareholders' meeting authorization, subject to quantitative and spending limits, as well as the conditions set out by the Shareholders' Meeting.

The authorization to purchase shares is granted for a period starting from the date of the Shareholders' Meeting until the approval of the Financial Statements as of March 31, 2025.

The share purchase price will be identified accordingly from time to time, with regard to the method preselected for the execution of the operation and in accordance with the Law provisions, regulations or accepted market practices, within a minimum and a maximum which may be determined pursuant to the following criteria:

- the minimum purchase consideration must not in any case be 20% lower than the reference price which the share registered during the Stock Exchange session on the day before each transaction;
- the maximum purchase consideration must not in any case be 10% higher than the reference price which the share registered during the Stock Exchange session on the day before each transaction.

If the treasury share purchase operations are executed within the accepted market practices with reference to the liquidity support activity referred to in point 1 of Consob Resolution 16839/2009, without prejudice to the further limits provided for by such Resolution, the price for the purchase negotiation proposals must not be higher than the higher of the price of the most recent independent transaction or the current price of the highest independent purchase negotiation proposal present in the market in which the purchase proposals are submitted.

Such transactions may be executed in one or more tranches, purchasing shares pursuant to Article 144-bis, paragraph 1, letter b) of the Issuers' Regulation, on the stock markets or on multilateral trading facilities, which do not permit the direct combination of the purchase negotiation proposals with predetermined sale negotiation proposals, in accordance with the operating rules set out in the organization and management regulations of the markets, in compliance with Article 2357 and subsequent of the Italian Civil Code, equal treatment of shareholders and applicable rules and regulations, including the principles set out in Article 132 of the Consolidated Financial Act and of EU Regulation n. 596/2014 of April 16, 2014 and its implementing provisions, where applicable. The purchases may be executed with methods different from those indicated above pursuant to Article 132, paragraph 3, of the Consolidated Financial Act or other regulations from time to time applicable at the time of the transaction.

(c) to authorize pursuant to Article 2357-ter of the Italian Civil Code, to sell, in one or more instalments, the treasury shares purchased according to the present resolution, or in any case held by the Company, even before having terminate the maximum number of shares purchased, and possibly to buy back the same shares to such an extent that the treasury shares held by the Company do not exceed the limit established by the authorization. The authorization to sell is resolved starting from the date of the present resolution with no time limits. If a selling transaction of treasury shares may occur, the consideration, which will be set by the Board of Directors with the possibility to sub-delegate to one or more directors shall be not 20% lower than the reference price which the shares registered during the Stock Exchange session on the day before each transaction. If the treasury share selling transactions are carried out within the accepted practices in relation to the market liquidity support activity, as referred to in point 1 of Consob Resolution 16839/2009, without prejudice to the further limits provided for by that Resolution, the price for the sale negotiation proposals must not be lower than the lower of the price of the most recent independent transaction and/or the current price of the lowest independent sale negotiation proposal present in the market in which the sale proposals are submitted. Where treasury shares are used for swaps, exchanges, transfers or in any other disposals not in cash, the financial terms of the transaction will be determined based on the nature and characteristics of the transaction, also taking into account the trends of the Piquadro S.p.A. title on the market.



The disposal of treasury shares may be executed in the manner deemed most appropriate in the interest of the Company, and in any case in compliance with applicable legislation and the market practices; and

(d) to vest the Board of Directors and for him, the directors delegated for this purpose, separately, with the widest possible powers required to give concrete and complete execution to the resolutions referred to in the above points in compliance with the provisions of Article 132 of the Consolidated Financial Act and the disclosures required by Article 144-bis, paragraph 3, of the Issuers' Regulation and, where appropriate, the disclosures required by the aforementioned market practices and EU Regulation no. 596/2014 of April 16, 2014 and the related implementing provisions, where applicable, with the right to purchase and hold own shares, within the limits of the foregoing, also through specialized intermediaries, also in accordance with and for the above mentioned market practice inherent in the liquidity support activity authorized by Consob with resolution no. 16839 of March 19, 2009 and pursuant to EU Regulation no. 596/2014 of April 16, 2014 and its implementing provisions, where applicable.

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#### **Appointment of a Director pursuant to Article 2386, first paragraph, of the Civil Code, and Article 17.3 of the Articles of Association**

The today's meeting held today was also called to provide for the integration of the Board of Directors by appointing a new director, pursuant to art. 17.3 of the Articles of Association, with the legal majorities, as the list voting mechanism does not apply.

In particular, today's Shareholders' Meeting resolved to appoint Mr. Tommaso Palmieri, born in Bologna on 12 June 1999, tax code PLMTMS99H12A944S, as Director of the Company, who will remain in office until the Shareholders' Meeting to approve the financial statements for the financial year 2024/2025 and whose compensation will be included in the overall amount as determined by the ordinary meeting held on 25 July 2022.

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#### **Amendment of some paragraphs of Articles 12, 13 and 20 of the Articles of Association**

The today's meeting finally resolved to amend some paragraphs of Articles 12, 13 and 20 of the Articles of Association in order to provide, as permitted by Article 11 of the *DDL Capitali*, definitively approved on 24 February 2024 by Parliament, that the participation and voting at the meeting take place exclusively through a representative designated by the company, with the methods introduced provisionally by Legislative Decree no. 18/2020 (so-called "Cura Italia Decree") and that, if the Company opts for the "mandatory" recourse to the Designated Representative, participation in the meeting by legitimated subjects can also take place, or solely, through suitable means of telecommunications, without the need for the President, Secretary and/or Notary to be in the same place.

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All the documentation relating to the Shareholders' Meeting, is made available on the Company's internet website [www.piquadro.com](http://www.piquadro.com) and on the authorized storage facility accessible at [www.emarketstorage.com](http://www.emarketstorage.com). The additional documentation under article 77, paragraph 2-bis, of the Issuers' Regulation is available to the public at the Company's headquarters.

In compliance with the requirements of article 125-quater, paragraph 2 of the Consolidated Financial Act and article 77, paragraph 3 of the Issuers' Regulation a summarized report of the voting containing the number of shares represented at the Shareholders' Meeting, the shares for which a vote was cast, the percentage of capital that those shares represent and the number of votes cast in favor and against the resolution and the number of abstentions will be made available to the public within five days of the date of the Shareholders' Meeting on the Company's website.

The minutes of the Shareholders' Meeting and the new By-laws will be made available to the public in the terms pursuant to the law at the registered office, on the Company's internet website [www.piquadro.com](http://www.piquadro.com) and on the authorized storage facility accessible at [www.emarketstorage.com](http://www.emarketstorage.com).



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**Piquadro Group**

*The Piquadro Group operates in the sector of leather accessories through the Piquadro, The Bridge and Lancel brands. Cornerstones for the three brands is attention to details and the quality of the workmanship as well as the leather but the Piquadro product stands out for its innovative design and technological content, while The Bridge emphasizes the vintage flavor of Tuscan craftsmanship and finally the Lancel collections embody the Parisian allure of a fashion house founded in 1876. The origins of the Group date back to 1987 when Marco Palmieri, now President and Chief Executive Officer, founded his company near Bologna, where it is still headquartered. The distribution network extends over 50 countries around the world and counts 175 outlets including 88 Piquadro boutiques (56 in Italy and 32 abroad including 50 DOS directly operated stores and 38 franchised stores), 14 The Bridge boutiques (14 in Italy including 12 DOS directly operated stores and 2 franchised) and 73 Lancel boutiques (58 in France and 15 abroad, of which 69 DOS directly operated stores and 4 franchised). The Group's consolidated turnover for the year 2023/2024 ended on March 31, 2024, is € 180.3 million.*

*Piquadro S.p.A. has been listed on the Italian Stock Exchange since October 2007.*

**Piquadro S.p.A.**

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