

Informazione Regolamentata n. 1938-37-2024	Data/Ora Inizio Diffusione 10 Settembre 2024 09:24:58	Euronext Star Milan
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Societa' : AQUAFIL

Identificativo Informazione
Regolamentata : 195373

Utenza - Referente : AQUAFILNSS02 - Tonelli

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Data/Ora Ricezione : 10 Settembre 2024 09:24:58

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Oggetto : Notice of Calling of the Ordinary and
Extraordinary General Shareholders' Meeting

Testo del comunicato

Vedi allegato



AQUAFIL S.p.A.
GENERAL SHAREHOLDERS' MEETING
NOTICE OF CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'
MEETING

pursuant to Article 9 of the Bylaws and Article 125-*bis* of Legislative Decree No. 58 of February 24, 1998

The Shareholders of Aquafil S.p.A. (“**Aquafil**” or the “**Company**”) are called to the Ordinary and Extraordinary Shareholders' Meeting to be held in single call on October 10th, 2024 at 15:00, in 20121 - via Filodrammatici, 3, Milan, in order to discuss and resolve upon the following:

AGENDA

Ordinary Session

1. Appointment of a Director to integrate the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Relevant and ensuing resolutions.

Extraordinary Session

1. Proposal to carry out a divisible increase of the Company's share capital, against payment, on one or more occasions, including in one or more tranches, for a maximum amount of €40,000,000.00, including any share premium, by issuing ordinary shares and B Shares with characteristics similar to those of outstanding shares, to be offered with option rights to entitled parties under Article 2441, paragraph 1, of the Italian Civil Code. Ensuing amendment of Article 5 of the By-laws. Relevant and ensuing resolutions;
2. Proposal to vest the Board of Directors with the delegated powers, pursuant to Article 2443 of the Italian Civil Code, to carry out a divisible or not-divisible increase of the Company's share capital, against cash payment, on one or more occasions, including in one or more tranches, valid until December 31, 2025 and for a maximum amount of €40,000,000,00 including any share premium, without option rights pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, in addition to powers to define the terms and conditions of the capital increase, in compliance with any applicable laws and regulatory provisions in force. Ensuing amendment of Article 5 of the By-laws. Relevant and ensuing resolutions.

Information about the share capital

The Company's subscribed and paid-in share capital amounts to €49,722,417.28 and is divided into 51,218,794 shares, of which 42,902,774 ordinary shares and 8,316,020 special B shares, all of which bear no face value. Each special B share confers the right to three votes in the Company's ordinary and extraordinary Shareholders' Meetings. The Company holds 1,278,450 treasury shares, equal to 2.4961% of share capital.

Legitimate attendance of General Shareholders' Meetings and exercise of voting rights

All voteholders are entitled to attend the General Shareholders' Meeting.

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of February 24, 1998 (TUF) and Article 10 of the Bylaws, the legitimate attendance and exercise of vote is granted to all persons whose notice — certifying entitlement to vote based on the accounting records at the end of the seventh trading day preceding the scheduled date of the General Shareholders' Meeting, hence **1st October (Record Date)** — was duly served to the Company by an authorized intermediary. The persons and parties, whose ownership of Company's shares is confirmed after the Record Date, shall not be entitled to attend or vote at the General Shareholders' Meeting.

The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the General Shareholders' Meeting (i.e., no later than 7th October), without prejudice to entitlement to attend and/or exercise voting rights in the event the said notice reaches the Company after the said deadline but before commencement of the proceedings of the General Shareholders' Meeting.

AQUAFIL S.p.A.

Italy – 38062 Arco (TN) – Via Linfano 9 – tel. +39 0464 581 111r.a. – fax +39 0464 532 267

PEC: pec.aquafil@aquafil.legalmail.it

Cap.Soc. Euro 50.522.417,28 di cui sottoscritto e versato Euro 49.722.417,28

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It is not possible to attend the General Shareholders' Meeting using telecommunications systems.

Representation at the General Shareholders' Meeting

Intervention and proxy vote

Voteholders may elect to be represented at the General Shareholders' Meeting pursuant to Article 10 of the Bylaws and other applicable provisions of laws and regulations, using for such purpose the proxy form available from the Company's website www.aquafil.com. The proxy form may be served by sending it by registered mail with return receipt to the Company's registered office at Via Linfano 9, Arco (Trento), Italy, or alternatively, via electronic channels, by sending it to the certified e-mail address pec.aquafil@aquafil.legalmail.it.

Should the representative deliver or transmit to the Company a copy of the proxy, also in electronic format, the former is required, under his or her responsibility, to confirm the compliance of the proxy form to the original and the identity of the proxy granter.

Designated Representative

Pursuant to Article 135-*undecies* of TUF, the Company has appointed Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6 ("Monte Titoli" or the "Designated Representative"), at as the designated representative to which written proxies, with voting instructions, on all or some of the proposals on the Agenda of the General Shareholders' Meeting may be granted, at no cost to the proxy granter.

The proxy form, which is available on the Company's website www.aquafil.com "Investor Relations - Shareholders' Meetings" section, with the relevant voting instructions must be received, in original, by Monte Titoli by the end of the second trading day preceding the date set for the Shareholders' Meeting, i.e. October 8, 2024, together with:

- copy of an identity document with current validity of the delegating party or
- if the delegating party is a legal person, a copy of an identity document having current validity of the legal representative pro tempore or other person with appropriate powers, together with appropriate documentation attesting to their qualification and powers, by one of the following alternative means:

- (i) transmission of an informatically reproduced copy (PDF) to the certified mail address RD@pec.euronext.com (subject line "AQUAFIL Shareholders' Meeting Proxy October 2024") from one's own certified mailbox (or, failing that, from one's own mailbox of the computer document signed with a qualified electronic or digital signature);

- (ii) transmission in original, by courier or registered mail with return receipt to the Register Services area, at Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan (Ref. "AQUAFIL Shareholders' Meeting Proxy October 2024") anticipating a copy reproduced informatically (PDF) by ordinary mail to the mailbox RD@pec.euronext.com (subject "AQUAFIL Shareholders' Meeting Proxy October 2024").

Proxy letters and voting instructions shall remain revocable through to the same deadline. Proxy Forms shall not be valid with respect to motions for which voting instructions have not been provided.

For further details on the granting of proxy to the Designated Representative (and in particular, on completing the proxy form and voting instructions and their transmission), contact Monte Titoli via e-mail at RegisterServices@euronext.com or by calling (+39) 02.33635810 (on working days, from 9:00 to 17:00).

It bears recalling that shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the General Shareholders' Meeting. Proxy Forms shall not be valid with respect to motions for which voting instructions have not been provided.

Notification of the Company by the authorized intermediary certifying entitlement to participate in the General Shareholders' Meeting is necessary even where a proxy is granted to the representative designated by the Company. Accordingly, if no such notification is provided, the proxy shall be considered ineffective.

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Voting by mail

Voting may also be exercised by mail in accordance with current regulations. The voting forms, with the relevant exercise procedures, will be available at the registered office as well as on the Company's website www.aquafil.com (section "Investor Relations - Shareholders' Meetings"), starting from September 10th, 2024. The envelope containing the voting ballot - prepared in such a way as to ensure the confidentiality of the vote until the ballot is cast and containing the issuing company, the details of the meeting, the identity of the holder of the voting right with the specification of the number of shares held and the proposed resolutions, the expression of the vote, the date and the signature, duly completed and signed, together with a copy of the notice required by current regulations for the purpose of participation in the Shareholders' Meeting and a copy of a valid identity document of the holder of the voting right - must be received in original by the day before the Shareholders' Meeting on first call, by sending it by registered mail at the registered office, to the c.a. Corporate Secretary, Via Linfano 9, 38062 Arco (TN). The vote is expressed separately for each of the resolution proposals.

Please note that ballots received after the deadline or without a signature will not be taken into account for the purpose of constituting the Meeting or for voting purposes. Votes cast by mail may be revoked by written declaration brought to the attention of the Company, to c.a. Corporate Secretary, Via Linfano 9, 38062 Arco (TN), no later than the day before the Shareholders' Meeting in first call, or by an express declaration made by the person concerned during the Shareholders' Meeting itself. There is no voting procedure by electronic means.

Additions to the Agenda and presentation of new motions

Pursuant to Article 126-*bis* of TUF, Shareholders, who individually or jointly account for at least one fortieth of the share capital, may, within ten days of publication of this notice of calling (i.e., by September 20th 2024), ask for additions to the Agenda, specifying in the request the additional proposed items, or present new motions to be added to the items already on the Agenda. Moreover, no additional items may be placed on the Agenda in respect of matters regarding which, under law, the General Shareholders' Meeting may pass resolutions at the motion of the Directors or on the basis of a project or report drawn up by the latter and falling outside the scope of Article 125-*ter*, paragraph 1, of TUF.

The above requests — comprehensive of the data useful to identify the presenting shareholders and the related information concerning the percentage of equity owned, as well as copy of the communication for the exercise of the right, sent to the Company by an authorized intermediary in accordance with the relevant regulation in force — must be submitted by registered mail with return receipt to the Company's registered office or by certified electronic mail to the address pec.aquafil@aquafil.legalmail.it, accompanied by a report that sets out the reasons for the new additional items to be discussed at the Shareholders' Meeting, or the reasons for new motions to be added to the items already on the Agenda.

Any and all additional items placed on the Agenda or presentation of new motions on items already on the Agenda shall be notified by the Company, pursuant to the same publication procedures applicable to this notice, at least fifteen days prior to the scheduled date of the General Shareholders' Meeting (i.e., no later than September 25th 2024). When the notice of additions to the Agenda is published, or new motions on items already on the Agenda are submitted, such motions, along with the reports drafted by the shareholders submitting the motions and the report by the shareholders requesting the additions to the Agenda, accompanied by any assessments by the Board of Directors, will be made available to the public, according to the same manners as set out in Article 125-*ter*, paragraph 1, of TUF.

Right to ask questions about the items on the agenda

Pursuant to Article 127-*ter* of TUF, shareholders with voting rights, in favor of which a communication sent to the Company by an authorized intermediary in accordance with the regulation in force, are entitled to submit questions regarding the items placed on the Agenda even before the General Shareholders' Meeting.

Questions — comprehensive of the data useful to identify the shareholders presenting them and a copy of the communication for the exercise of the right, sent to the Company by an authorized intermediary in accordance with the relevant regulation in force — may be submitted by registered mail with return receipt to the Company's registered office or by e-mail to the certified e-mail address pec.aquafil@aquafil.legalmail.it. Questions must be submitted by the end of the seventh day before the scheduled date of the General Shareholders' Meeting, i.e., by October 1st 2024.

The Company will provide a response to the questions received at the latest by 12:00 two day before the General

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Shareholders' Meeting (i.e., October 8th 2024), including by publishing them in a dedicated section of the Company's website.

A single response will be given to questions with the same content.

Appointment of Director

The appointment of a director for the integration of the Board of Directors will take place in accordance with Article 2386 of the Civil Code without resorting to list voting. For further information regarding the integration of the Board of Directors, please refer to the explanatory report on the relevant item on the agenda.

The Board of Directors resolved to propose that, pursuant to and in accordance with Article 2386 of the Civil Code, Mr. Roberto Siagri be appointed as a director of the Company to supplement the Board of Directors until the date of approval of the financial statements for the year ending December 31, 2025.

Documentation

All documents pertaining to the General Shareholders' Meeting, including the illustrative reports on the items on the Agenda and any relevant motions will be made available to the public in accordance with the terms established by law at the Company's registered office in Arco (Trento), via Linfano 9, as well as on the corporate website www.aquafil.com, section "*Investor Relations - Shareholders' Meeting – 2024*", and through the authorized storage system EMarket Storage (www.emarketstorage.it). Shareholders are entitled to obtain a copy of the same. The corporate Bylaws are available on the website www.aquafil.com, under section "*Corporate Governance*".

Further information

Experts, financial analysts, accredited journalists and others who intend to attend the General Shareholders' Meeting must have a specific request delivered to the Company by October 5th 2024:

- by mail, to the address to Aquafil S.p.A.

Via Linfano 9, 38062 - Arco (TN)

FAO: Investor Relations

Re. "Third-party request to attend the AGM"

or

- by e-mail to the address pec.aquafil@aquafil.legalmail.it

Those entitled to participate in the General Shareholders' Meeting are invited to arrive before the scheduled start of the meeting so as to facilitate the registration process, which will begin at 14:30.

* * *

This notice of calling is made available on the corporate website www.aquafil.com, under section "*Investor Relations – Shareholders' meetings – 2024*", and through the authorized storage system EMarket Storage (www.emarketstorage.it), as well as in excerpted form on the daily newspaper "MF Milano Finanza".

Arco (TN), September 10th, 2024

On behalf of the Board of Directors

Chief Executive Officer

(dott. Giulio Bonazzi)

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Fine Comunicato n.1938-37-2024

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