



## **AQUAFIL S.p.A.**

### **GENERAL SHAREHOLDERS' MEETING**

on October 10th, 2024 at 15:00, in 20121 - via Filodrammatici, 3, Milan, in single call

*(pursuant to Article 125-ter of Legislative Decree No. 58/1998, and Article 84-ter of Consob Regulation No. 11971/1999)*

Illustrative Report of the Board of Directors on the motion pertaining to item 1 on the Agenda of the Ordinary session of the General Shareholders' Meeting to be held on October 10th, at 15.00, and regarding:

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

This report has been prepared pursuant to Article 125-ter, paragraph 1, of Legislative Decree No. 58 dated February 24, 1998, as further amended and extended ("TUF"), as well as Article 84-ter of the Regulation No. 11971 issued by Consob on May 14, 1999, as further amended and extended ("**Issuers' Regulation**"), and pertains to item 1 placed on the Agenda of the Ordinary session of the General Shareholders' Meeting of Aquafil S.p.A. ("**Aquafil**" or the "**Company**") scheduled on October 10th, 2024 at 15:00, in 20121 - via Filodrammatici, 3, Milan, in single call, in single call.

This Report will be made available to the public at the Company's registered office, on the corporate website ([www.aquafil.com](http://www.aquafil.com)) and in the other manners provided for by Consob Regulation.



\*\*\*

### **Item 1 on the Agenda of the Ordinary session**

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

Dear Shareholders,

With regard to the **Item 1** on the Agenda of the Ordinary session of the General Shareholders' Meeting, you have been convened to discuss and resolve upon, *inter alia*, the proposal to confirm the appointment of Director Roberto Siagri — co-opted by the Board of Directors on May 31, 2024, with a prior favorable opinion from the Appointment and Remuneration Committee and the Board of Statutory Auditors' approval — following the resignation of Director Prof. Francesco Profumo.

As announced in the press release issued on May 31, 2024, the Board of Directors has already successfully verified that Roberto Siagri meets the requirements provided for by applicable regulations (including the Corporate Governance Code) for holding the position, and particularly the independence requirement. Roberto Siagri was also appointed Chairman of the Appointment and Remuneration Committee.

It should be noted that, although Director Prof. Francesco Profumo had been drawn from the so-called Majority List (as defined by the Company's By-laws), it was not possible to co-opt a candidate of the same list, as Simona Heidempergher — included in that list at the time of the Board's renewal — was not willing to take on the position.

The appointed Director will remain in office until the end of the term of office of the current Board of Directors, i.e., the date of approval of the Financial Statements for the year ending December 31, 2025.

As there is no need to renew the whole Board of Directors, the appointment of Roberto Siagri as a new Director of the Company will take place, pursuant to Article 11.15 of the By-laws, in compliance with the majorities required by the law and without applying the list voting procedure.

\*\*\*

In light of the foregoing, the Board of Directors invites the shareholders to pass the following resolution:



*“The Ordinary Shareholders’ Meeting of Aquafil S.p.A.,*

- *having acknowledged the proposal of the Board of Directors and the related Illustrative Report, drafted pursuant to Article 125-ter of Legislative Decree dated February 24, 19988 and Article 84-ter of the Consob Regulation No. 11971/1999 and its annexes;*

***resolves***

- 1) *to appoint, pursuant to and for the purposes of Article 2386 of the Italian Civil Code, Roberto Siagri — born in Motta di Livenza (Treviso) on June 20, 1960 and domiciled at the Company's offices for the purposes of the position — as a Director of the Company to integrate the Board of Directors, until the date of approval of the Financial Statements for the year ending December 31, 2025.*

Arco (TN), August 29th 2024

On behalf of the Board of Directors

CEO

(dott. Giulio Bonazzi)