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| <p>Informazione Regolamentata n. 1938-51-2024</p> | <p>Data/Ora Inizio Diffusione 10 Ottobre 2024 17:41:50</p> | <p>Euronext Star Milan</p> |
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Societa' : AQUAFIL

Identificativo Informazione Regolamentata : 196668

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Oggetto : The Ordinary and Extraordinary Shareholders' Meeting approved share capital increase and delegated powers to the BoD for a maximum amount of €40 mln

Testo del comunicato

Vedi allegato



THE ORDINARY SHAREHOLDERS' MEETING OF AQUAFIL S.P.A. APPOINTED A DIRECTOR TO INTEGRATE THE BOARD OF DIRECTORS PURSUANT TO ARTICLE 2386 OF THE ITALIAN CIVIL CODE

THE EXTRAORDINARY SHAREHOLDERS' MEETING OF AQUAFIL S.p.A. APPROVED:

THE SHARE CAPITAL INCREASE PROPOSAL AND

THE DELEGATED POWERS TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL FOR A MAXIMUM AMOUNT OF €40 MILLION

Arco (TN), October 10, 2024 – Aquafil S.p.A. [ECNL IM] announces that the Ordinary and Extraordinary Shareholders' Meeting, held today and chaired by Prof.ssa Chiara Mio, appointed a Director to integrate the Board of Directors pursuant to Article 2386 of the Italian Civil Code and approved the proposal to increase the Company's share capital and the granting of delegated powers to the Board of Directors to increase the share capital, pursuant to Article 2443 of the Italian Civil Code.

The Ordinary Shareholders' Meeting resolved to appoint, pursuant to and for the purposes of Article 2386 of the Italian Civil Code, Roberto Siagri, already appointed by co-option by the Board of Directors on May 31, 2024, 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.

In detail, the Extraordinary Shareholders' Meeting:

- a) resolved 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 new 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, it being understood that should the Capital Increase be not fully subscribed by January 31, 2025, the Company's share capital will be considered increased for an amount equal to the subscriptions received at that date;
- b) granted to the Board of Directors the broadest powers to (i) determine the timing for executing the capital increase resolution, particularly for the commencement of the rights offering period, as well as the subsequent offer on the stock exchange of any rights that may remain unopted at the end of the subscription period, (ii) determine the number of shares to be issued and the related allocation between ordinary shares and B shares, the option ratio and the issue price of the new shares, including the possibility of applying a discount to the Theoretical Ex Right Price (TERP) of the share; (iii) determine the final amount and proportions of any tranches of the capital increase within the maximum limit hereby resolved, without prejudice to the gradual effectiveness of the subscriptions of the different tranches; and (iv) determine any other element necessary for executing the capital increase and for fulfilling all the formalities and/or obligations required by the applicable regulations to execute the capital

increase, so that the newly issued ordinary shares deriving from the capital increase be offered to entitled parties;

- c) resolved to establish the condition subsequent to the share capital increase resolution as per point 1) above stating that the Board of Directors, notwithstanding the foregoing, shall not execute the said capital increase with option rights as per point 1) above for an amount equal to the amount subscribed through the capital increase executed by virtue of the delegated powers granted pursuant to Article 2443 of the Italian Civil Code and approved by the same Shareholders' Meeting, should the Board of Directors sign — and disclose to the market in the manners set forth by law — a binding agreement entered into with qualified/institutional investors (including foreign investors) and/or parties and/or partners carrying out activities similar, related, synergistic and/or instrumental to those of the Company for the subscription of the capital increase in execution of the aforesaid delegated powers and not subject to terms and conditions other than those set forth in the above-mentioned capital increase resolution and in the Consob's approval, where required, of the Prospectus and the admission to listing of the related shares;
- d) granted to the Board of Directors and, on its behalf, to the Chief Executive Officer, the power to subdelegate, within the limits of the law, the broadest powers necessary to concretely and fully execute the above resolutions;
- e) vested the Board of Directors with the delegated powers, pursuant to Article 2443 of the Italian Civil Code, to carry out a divisible and/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, including any share premium, and, in any case, in compliance with the additional quantitative limit indicated herein, without option rights pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, in addition to vesting the Board of Directors with the broadest powers to define, from time to time, in accordance with the above-mentioned limits and rules, the methods, terms and conditions of the transaction, including — as specified herein — the beneficiaries and the issue price, including any share premium of the issuers' ordinary shares, it being understood that the implicit accounting value shall not be lower than that at the date of the resolution passed by the General Shareholders' Meeting to grant the delegated powers;
- f) vested the Board of Directors with all the broadest powers to define, for any and all of the above-mentioned cases in which it can exercise the delegated powers or for each individual tranche, the methods, terms and conditions of the transaction, including the powers to: (i) establish the issue price of the new ordinary shares, and in particular the portion to be allocated to the share capital and that to be allocated to the share premium reserve, it being understood that the subscription price shall not be lower than the implicit accounting value at the date of the resolution passed to grant the said delegated powers. The subscription price (and therefore the maximum number of shares in service of the capital increase) shall be established in compliance with the provisions of Article 2441, paragraph 6, of the Italian Civil Code; (ii) determine the size of the issue or of the individual issues, it being understood that the amounts of the capital increases that may be authorized as per the delegated powers granted — added to the actual amount of the Capital Increase with Option Rights resolved upon by the same Shareholders' Meeting — do not exceed a total of €40,000,000, inclusive of any share premium, and establish that the ordinary shares resulting from the capital increase shall have the same characteristics and shall grant the same rights as the ordinary shares outstanding at the time of the issue; (iii) determine the proportions of any tranches of

- the capital increase within the time limit provided for the delegated powers; (iv) determine the timing for executing the capital increase resolution;
- g) also resolved to amend Article 5 of the By-laws to bring them aligned to the above resolutions.

Pursuant to Article 144-*novies* of Consob Regulation No. 11971/1999 (Issuers' Regulation), the Board of Statutory Auditors held today, after the aforementioned Shareholders' Meeting, ascertained that Roberto Siagri satisfies the independence requirements provided for in Article 148, paragraph 3, of TUF and the Corporate Governance Code for Listed Companies. As a result of the assessment, the Board of Directors of Aquafil S.p.A. confirmed that Roberto Siagri meets the above-mentioned independence requirements. The Board of Directors also confirmed Mr. Roberto Siagri as Chairman of the Nomination and Remuneration Committee and member of the Audit, Risk and Sustainability Committee.

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Aquafil is a pioneer in the circular economy also thanks to the ECONYL® regeneration system, an innovative and sustainable process able to create new products from waste and give life to an endless cycle. The nylon waste is collected in locations all over the world and includes industrial waste but also products – such as fishing nets and rugs – that have reached the end of their useful life. Such waste is processed to obtain a raw material – caprolactam – with the same chemical and performance characteristics as those from fossil sources. The polymers produced from ECONYL® caprolactam are distributed to the Group's production plants, where they are transformed into yarn for rugs carpet flooring and for clothing.

Founded in 1965, Aquafil is one of the main producers of nylon in Italy and worldwide. The Group is present on three different continents, employing about 2,400 people at 19 production sites located in Italy, Slovenia, Unites States, China, Croatia, Chile, Thailand and Japan.

For further information

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