

Informazione Regolamentata n. 1845-73-2024	Data/Ora Inizio Diffusione 3 Novembre 2024 05:28:43	Euronext Milan
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Societa' : TECHNOGYM

Identificativo Informazione  
Regolamentata : 197494

Utenza - Referente : TECHNOGYMN02 - Capelli

Tipologia : 3.1

Data/Ora Ricezione : 3 Novembre 2024 05:28:43

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Oggetto : Notice of call of Extraordinary Shareholders'  
Meeting

*Testo del comunicato*

Vedi allegato



TECHNOGYM S.P.A.  
REGISTERED OFFICE IN VIA CALCINARO, 2861, CESENA, ITALY  
FULLY SUBSCRIBED AND PAID-IN COMPANY CAPITAL OF €10,066,375.00  
FORLÌ-CESENA COMPANIES' REGISTER No. 315187 AND TAX CODE 06250230965

## NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

Those entitled to attend and exercise voting rights are called to the Extraordinary Shareholders' Meeting to be held on **December 3<sup>rd</sup>, 2024**, in single call, at 10:00 a.m., at the registered office of Technogym S.p.A. (the "**Company**") in Via Calcinaro No. 2861, Cesena, Italy, to discuss and resolve on the following

### AGENDA

- 1. Proposal to amend the corporate purpose. Consequential amendments to Article 3 of the Current Articles of Association.**
- 2. Proposal to enhance the increased voting rights system. Consequential amendments to Article 7 of the Current Articles of Association.**
- 3. Proposal to introduce the option for the intervention and the exercise of voting rights at the shareholders' meeting to also take place exclusively by granting a proxy (or sub-delegation) to the Designated Representative. Consequential amendments to Article 14 of the Current Articles of Association.**

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### MODALITIES OF THE SHAREHOLDERS' MEETING

In compliance with what is permitted by Article 106, paragraph 4 of Italian Decree Law No. 18 of 17 March 2020 - converted with amendments by Italian Law No. 27 of 24 April 2020, as amended, - as last extended by Italian Law No. 21 of 5 March 2024 (the "**Decree**") - those who have voting rights may participate in the Shareholders' Meeting only through the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/98 (the "**Consolidated Finance Law**"), in accordance with the provisions of the law and the regulations in force, as better specified in the paragraph "Participation in the Shareholders' Meeting by proxy to the designated representative".

### INFORMATION ON THE SHARE CAPITAL AS AT THE DATE OF THE NOTICE OF CALL

Subscribed and paid-up share capital amounts to €10,066,375.00, divided into 201,327,500 ordinary shares with no indication of nominal value, each of which entitles the holder to 1 vote at the Shareholders' Meeting, except for the 68,045,512 shares for which voting rights have been increased pursuant to Article 7.2 of the Articles of Association. Therefore, the total number of voting rights is 269,373,012. As of today, the Company holds 2,165,785 treasury shares.

### ENTITLEMENT TO PARTICIPATE

In accordance with Article 83-sexies of the Consolidated Finance Law and Article 14 of the Articles of Association, entitlement to participate in the Shareholders' Meeting - which may only take place through an appointed representative - is subject to the Company receiving the communication, to be requested by each entitled party from its custodian broker, issued by an authorised broker pursuant to applicable regulations, certifying the ownership of the Shares on the basis of the evidence in its accounting records relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting in single call (i.e. on **November 22<sup>nd</sup>, 2024**, the record date). Credit and debit entries made to the accounts after that date shall not count for the purpose of entitlement to exercise voting rights at the Shareholders' Meeting. Therefore, those who



are certified as holding the shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

The notice from the broker must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting and, therefore, by **November 28<sup>th</sup>, 2024**. However, entitlement to attend and vote shall remain unaffected if the communications are received by the Company after the aforementioned deadline, provided that they are received before the start of the meeting proceedings.

The persons entitled to participate in the Shareholders' Meeting other than those entitled to vote (the directors, the statutory auditors, the secretary in charge/notary, the representatives of the auditing company and the Designated Representative) may participate in the Shareholders' Meeting using remote connection systems that allow for their identification, in compliance with the applicable provisions in force. Instructions for participating in the Shareholders' Meeting by audio/telecommunication means will be made known by the Company to the aforementioned persons.

#### **PARTICIPATION IN THE MEETING BY PROXY VOTING TO THE DESIGNATED REPRESENTATIVE**

As permitted by the Decree, participation in the Shareholders' Meeting by those entitled to vote is allowed exclusively through Monte Titoli S.p.A. - with its registered office in Milan (MI - 20123), Piazza degli Affari 6 - the representative designated by the Company pursuant to Article 135-*undecies* of the Consolidated Finance Law (the "**Designated Representative**").

Proxies must be granted by signing the specific proxy form available, with the relevant instructions for completion and transmission, at the registered office and on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings>.

The proxy with the voting instructions must be received, together with a copy of a currently valid identity document of the Proxy Grantor or, if the Proxy Grantor is a legal person, of the *pro tempore* legal representative or other person with the appropriate powers, together with appropriate documentation certifying the Proxy Grantor's qualification and powers, by the Designated Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **November 29<sup>th</sup>, 2024**), in one of the following manners: (i) transmitting an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (subject "Proxy for Technogym Meeting December 2024") from the Proxy Grantor's certified email address (or, failing that, from their ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmitting the original, by courier or registered mail with return receipt, to Monte Titoli S.p.A., - c.a. Ufficio Register & AGM Services, Piazza degli Affari No. 6, 20123 Milan (Ref. "Proxy for Technogym Meeting December 2024") **along with an electronically reproduced copy (PDF)** by ordinary email to the following address RD@pec.euronext.com (subject "Proxy for Technogym Meeting December 2024").

The proxy and voting instructions can be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by **November 29<sup>th</sup>, 2024**) in the manner indicated above.

It should be noted that the shares for which proxy has been conferred, even partially, are counted for the purpose of ensuring that the Shareholders' Meeting is quorate. The proxy has no effect with regard to proposals for which no voting instructions have been given.

As permitted by the Decree, in derogation from Article 135-*undecies*, paragraph 4 of the Consolidated Finance Law, those who do not intend to avail of the method of participation set out in Article 135-*undecies* of the Consolidated Finance Law, may, as an alternative, participate by granting to the Designated Representative a proxy or sub-delegation pursuant to Article 135-*novies* of the Consolidated Finance Act, containing voting instructions on all or some of the proposals on the agenda, using the proxy/sub-delegation form available on the Company's website (at <https://corporate.technogym.com/en/governance/shareholders-meetings>).

For the transmission and revocation of proxies/sub-delegations, the same procedures described above and set out in the proxy form must be followed. The proxy must be received by 6:00 p.m. on



the day before the Shareholders' Meeting (and in any case before the start of the meeting proceedings).

For any clarifications regarding the granting of proxy to the Designated Representative (and in particular regarding filling out the proxy form and the Voting Instructions and their transmission), as well as to request those proxy forms, you may contact the Designated Representative by email at RegisterServices@euronext.com or by telephone at (+39) 02-33635810 (on open office days, from 9:00 a.m. to 5:00 p.m.).

No voting by correspondence or electronic means is envisaged for this Shareholders' Meeting.

#### **SUPPLEMENTATION OF THE AGENDA AND SUBMISSION OF NEW PROPOSED RESOLUTIONS PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, FIRST SENTENCE OF THE CONSOLIDATED FINANCE LAW**

In accordance with Article 126-bis, paragraph 1, first sentence of the Consolidated Finance Law, Shareholders who, also jointly, represent at least one-fortieth of the share capital (2.5%) may request, within ten days of the publication of this notice of call (i.e. by **November 10<sup>th</sup>, 2024**) supplements to the list of items to be discussed, indicating in the request the additional items proposed, or may submit proposed resolutions on items already on the agenda in this notice of call.

The request to supplement the agenda or to submit new proposed resolutions on items on the agenda, together with the appropriate documentation proving ownership of the percentage share capital requested above, must be submitted in writing, indicating as reference "Supplementation of the agenda pursuant to Article 126-bis, paragraph 1, first sentence of the Consolidated Finance Law" and/or "Proposed resolutions pursuant to Article 126-bis, paragraph 1, first sentence of the Consolidated Finance Law", by registered letter to the Company's registered office, Via Calcinaro, 2861, 47521 Cesena, Italy, to the attention of the Legal and Corporate Affairs Office, or electronically, by sending it to the following certified email address [technogym.amministrazione@legalmail.it](mailto:technogym.amministrazione@legalmail.it).

The request must be accompanied by a report stating the reasons for the proposed resolutions on the new items proposed to be dealt with or the reasons for the additional proposed resolutions submitted on items already on the agenda. Supplements to the agenda are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, based on the proposal from the directors or on the basis of a draft or report prepared by them, other than those indicated in Article 125-ter, paragraph 1 of the Consolidated Finance Law.

Any supplements to the agenda or the submission of additional proposed resolutions admitted by the Board of Directors shall be announced by the Company, in the same manner as the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. on **November 18<sup>th</sup>, 2024**). On publishing the news of the supplementation of the agenda or the presentation of proposed resolutions on items already on the agenda, the report prepared by the requesting or proposing shareholders, accompanied by any assessments of the Board of Directors, shall be made available to the public, also by the Company, in the same forms provided for the publication of reports on items on the agenda pursuant to Article 125-ter, paragraph 1 of the Consolidated Finance Law.

#### **SUBMISSION OF NEW PROPOSED RESOLUTIONS PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE SENTENCE OF THE CONSOLIDATED FINANCE LAW**

Because the Company has decided to apply the option set forth in Article 106, paragraph 4 of the Decree and, therefore, to provide that participation in the Shareholders' Meeting take place exclusively through the Designated Representative pursuant to Article 135-undecies of the Consolidated Finance Law, without physical participation by the shareholders, for the purposes of this Shareholders' Meeting, it is provided that those entitled to vote may individually submit to the Company proposed resolutions on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate sentence of the Consolidated Finance Law - by **November 18<sup>th</sup>, 2024**.

New proposed resolutions on items on the agenda, together with the appropriate documentation proving ownership of the shareholding, must be submitted in writing, indicating as reference "Proposed resolutions pursuant to Article 126-bis, paragraph 1, penultimate sentence of the



Consolidated Finance Law", by registered letter to the Company's registered office, Via Calcinaro, 2861, 47521 Cesena, Italy, to the attention of the Legal and Corporate Affairs Office, or electronically, by sending them to the following certified email address [technogym.amministrazione@legalmail.it](mailto:technogym.amministrazione@legalmail.it). These proposals, formulated clearly and completely, must indicate the item on the agenda of the Shareholders' Meeting to which they refer and the text of the proposed resolution.

The proposed resolutions received by the Company by the deadline and in the manner described above will be published on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings> by **November 20<sup>th</sup>, 2024**, so that the holders of voting rights can view them for the purpose of granting proxies and/or sub-delegations, with related voting instructions, to the Designated Representative.

For the purposes of the above, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proposing parties.

In the event of proposed resolutions on items on the agenda that are alternative to those formulated by the Board, the Board's proposal shall be put to a vote first (unless it is withdrawn) and, only if that proposal is rejected, will the members' proposals be put to a vote. Even lacking a proposal from the Board, these proposals will be submitted to the Shareholders' Meeting starting with the proposal submitted by the shareholders representing the largest percentage of the capital. Only if the proposal put to a vote is rejected will the next proposal in order of capital represented be put to the vote.

#### **RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING**

Pursuant to Article 127-ter of the Consolidated Finance Law, those entitled to vote at the Shareholders' Meeting in favour of whom the Company has received a communication from an authorised broker in accordance with the regulations in force may ask questions on the items on the agenda prior to the Shareholders' Meeting.

The questions must be sent to the Company in writing, accompanied by the information on the identity of the shareholders submitting them and details of the notice sent by the broker to the Company pursuant to current regulations, by registered letter, to the Company's registered office, Via Calcinaro, 2861, 47521 Cesena, Italy, to the attention of the Legal and Corporate Affairs Office, or to the certified email address [technogym.amministrazione@legalmail.it](mailto:technogym.amministrazione@legalmail.it). The questions must be received by the Company no later than the seventh trading day prior to the Shareholders' Meeting (i.e. by **November 22<sup>nd</sup>, 2024**). The ownership of the voting right may also be certified after submitting questions provided that it is no later than the third day following the "record date", i.e. no later than November 25<sup>th</sup>, 2024.

Questions received prior to the Shareholders' Meeting by the aforementioned deadline will be answered by 12:00 noon on November 29<sup>th</sup>, 2024, after verifying their relevance and the asking party's entitlement, also by publication on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings>.

The Company reserves the right to provide standard answers to questions with the same content.

Please explicitly indicate the agenda item to which the individual questions refer. The Company will not consider questions received that are not strictly pertinent to the items on the agenda of the Shareholders' Meeting.

It should be noted that, pursuant to the aforementioned Article 127-ter of the Consolidated Finance Law, no reply shall be due to the questions asked prior to the Shareholders' Meeting, when the requested information is already available in a "questions and answers" format in a special area that may be set up and accessible on the Company's website, or when the answer has been published on that website.



## RIGHT OF WITHDRAWAL

The proposed resolution under the second item on the agenda concerns the enhancement of the increased voting rights system. If approved, said proposed resolution will legitimise the exercise of the right of withdrawal by the Company's shareholders who did not participate in the adoption of the relevant resolution, pursuant to Article 127-*quinquies* of the Consolidated Finance Law. Therefore, such shareholders shall be entitled to exercise their right of withdrawal within 15 (fifteen) days from the date of the registration of the resolution of the Shareholders' Meeting with the competent Companies' Register. Such date shall be made known through a notice published on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings> and in at least one national daily newspaper, as well as at the authorised storage mechanism "eMarket STORAGE" available at [www.emarketstorage.com](http://www.emarketstorage.com). In this regard, we announce that the unit liquidation value of the ordinary shares of the Company, for which the right of withdrawal should be exercised, has been determined in Euro100 million. The liquidation value of the Company's ordinary shares was determined, in the absence of derogations from the Articles of Association, by exclusively referring to Article 2437-*ter*, paragraph 3 of the Italian Civil Code, which provides for calculating the arithmetic average of the closing prices of the Company's ordinary shares in the six months preceding the date of publication of this notice of call.

## DOCUMENTATION

The documents relating to the Shareholders' Meeting will be made available to the public in the manner and within the timeframes set out by law, and Shareholders and those entitled to vote may obtain copies thereof. This documentation will be available at the Company's registered office, Via Calcinaro, 2861, 47521, Cesena, Italy, as well as on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings> and at the "eMarket STORAGE" storage mechanism, available at [www.emarketstorage.com](http://www.emarketstorage.com).

Cesena (Italy), November 3<sup>rd</sup>, 2024

On behalf of the Board of Directors

Chairperson  
(Nerio Alessandri)

Fine Comunicato n.1845-73-2024

Numero di Pagine: 7