

Informazione Regolamentata n. 1845-85-2024	Data/Ora Inizio Diffusione 3 Dicembre 2024 11:21:23	Euronext Milan
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Societa' : TECHNOGYM

Identificativo Informazione
Regolamentata : 198966

Utenza - Referente : TECHNOGYMN02 - Bertacco

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Data/Ora Ricezione : 3 Dicembre 2024 11:21:23

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Oggetto : Resolutions of Extraordinary Shareholders'
Meeting dated December 3rd, 2024

Testo del comunicato

Vedi allegato



THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVED THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Extraordinary Shareholders' Meeting approved the amendments to the Articles of Association regarding:

- **the corporate purpose (Article 3 of the Articles of Association);**
- **the enhancement of increased voting rights system (Article 7 of the Articles of Association);**
- **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 (Article 14 of the Articles of Association).**

Cesena, December 3rd, 2024 – The Extraordinary Shareholders' Meeting of Technogym S.p.A. was convened today, in single call, in compliance with the provisions of article 106, paragraph 4, of the Italian Law Decree no. 18 dated March 17th 2020 – converted with amendments by Italian Law dated April 24th 2020, no. 27 and subsequent amendments and additions – as lastly extended by Italian Law sated March 5th 2024 no. 21, i.e. with the participation of the shareholders through the Designated Representative, under the chairmanship of the Chairman and Chief Executive Officer Nerio Alessandri.

The Extraordinary Shareholders' Meeting (i) approved the amendment to Article 3 of the Articles of Association of the Company relating to the corporate purpose to specify the operational scope of the Company; (ii) approved the amendment to Article 7 of the Articles of Association of the Company to introduce the enhancement of increased voting rights system as permitted by Article 127-quinquies of the Consolidated Finance Law, as amended by Law No. 21/2024 (the "Legge Capitali"), (iii) approved the amendment to Article 14 of the Articles of Association of the Company relating to the intervention in the shareholders' meeting to introduce the option for intervention and the exercise of voting rights, in both Ordinary and Extraordinary Shareholders' Meetings, to take place exclusively through the representative designated by the company pursuant to Article 135-*undecies* of the Consolidated Finance Law, to whom proxies or sub-delegations may be conferred, pursuant to Article 135-*novies*, in derogation from Article 135-*undecies*, paragraph 4, also specifying that, in cases where the Company exercises the right to hold the Shareholders' Meeting exclusively through the designated representative pursuant to Article 135-*undecies* of the Consolidated Finance Law - and where provided for and/or permitted by law and/or the applicable regulatory provisions in force for the time being – the participation in the Shareholders' Meeting by the entitled parties may also, or solely, take place by telecommunications means that guarantee their identification, without the need for the Chairperson, Secretary and/or Notary to be in the same place.

The approved amendments to the Articles of Association will take effect as of the date of registration in the Companies' Register of the resolution of the Extraordinary Shareholders' Meeting held today.

Pursuant to Article 127-quinquies, paragraph 8 of the Consolidated Finance Law, the amendment to Article 7 of the Articles of Association which introduces the enhancement of increased voting rights system shall confer the right of withdrawal, pursuant to Article 2437, paragraph 1 of the Italian Civil Code, on those who do not take part in adopting the relevant resolution.

A notice regarding the registration of the decision of the Extraordinary Shareholders' Meeting held today as well as further details on the exercise of the right of withdrawal will be provided to the shareholders of the Company in accordance with the applicable laws and regulations.

Pursuant to Article 2437-ter, paragraph 3 of the Italian Civil Code, the liquidation price to be paid to the withdrawing shareholders for each share for which the right of withdrawal is exercised is equal to Euro 9.401.

The effectiveness of the amendment to Article 7 of the Articles of Association shall be terminated if the amount to be paid, if any, by the Company to the withdrawing shareholders exceeds an aggregate amount equal to Euro 100 million (the "Condition"), it being understood that, in any event and for the sake of clarity, the amount of the withdrawal shall be calculated net of the amounts due by the shareholders exercising their option and pre-emption rights pursuant to Article 2437-quater of the Italian Civil Code. If the Condition is fulfilled and consequently the amendment to the Articles of Association is no longer effective, the shares for which the right of withdrawal has been exercised will continue to be owned by the shareholders who have exercised their right of withdrawal, without any payment being due by the Company to such shareholders. The Company may in any case waive the Condition, even in the event it is fulfilled.

The new Articles of Association, as amended by the Extraordinary Shareholders' Meeting held today, and the minutes of the Extraordinary Shareholders' Meeting will be made available to the public at the Company's registered office and published on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings>, as well as on the authorized storage mechanism "eMarket STORAGE" available at www.emarketstorage.com within the terms provided for by current regulations.

The summary account of the votes will be published on the Company's website within five days from the date of the Shareholders' Meeting pursuant to Article 125-*quater* of the Consolidated Finance Law.

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Notes to the press release

Technogym

Technogym is a world leading brand in smart equipment and digital technologies for fitness, sport and health for wellness. Technogym offers a complete ecosystem of connected smart equipment, digital services, on-demand training experiences and apps that allow every single end-user to access a completely personalized training experience anytime and anywhere: at home, at the gym, on-the-go. Over 55 million people train with Technogym in 85,000 wellness centers and 400,000 private homes world-wide. Technogym has been Official Supplier to the last eight Olympic Games and it's the brand of reference for sport champions and celebrities all over the world.

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