

<p>Informazione Regolamentata n. 0746-10-2025</p>	<p>Data/Ora Inizio Diffusione 14 Marzo 2025 10:10:59</p>	<p>Euronext Star Milan</p>
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Societa' : IGD-SIIQ

Identificativo Informazione Regolamentata : 202416

Utenza - Referente : IGDN01 - Zoia Roberto

Tipologia : REGEM

Data/Ora Ricezione : 14 Marzo 2025 10:10:59

Data/Ora Inizio Diffusione : 14 Marzo 2025 10:10:59

Oggetto : Notice of call for ordinary and extraordinary Annual General Meeting

*Testo del comunicato*

Vedi allegato



**IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETÀ DI INVESTIMENTO IMMOBILIARE QUOTATA S.P.A.**

Registered office in Bologna, Via Trattati Comunitari Europei 1957-2007, 13  
Share capital subscribed and paid-in, € 650,000,000.00  
Broken down into no. 110,341,903 ordinary shares  
VAT and Bologna Company Register no: 00397420399  
Bologna Chamber of Commerce (R.E.A.) no.: 458582  
Company subject to the control and direction of Coop Alleanza 3.0 Soc. Coop.

**NOTICE OF CALL FOR ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING**

The Ordinary and Extraordinary Annual General Meeting of Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A. (abbreviated “**IGD SIIQ S.p.A.**”) is convened in Bologna (BO), via Trattati Comunitari Europei 1957-2007, no. 13, on 16 April 2025, at 10:30 a.m., in first call and, if necessary, on 17 April 2025, in second call at the same time and place, in the manner described herein, to discuss and pass resolutions on the following

**AGENDA**

**Ordinary session**

1. Separate financial statements at 31.12.2024; Directors' Report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2024; related and consequent resolutions.
2. Allocation of the net earnings for the year and dividend distribution to the Shareholders; related and consequent resolutions.
3. Report on remuneration and compensation in accordance with Article 123-ter of Legislative Decree 58/98 and Article 84-quater of CONSOB Regulation no. 11971/99: First section: report on the remuneration policy. Binding resolution.
4. Report on remuneration and compensation in accordance with Article 123-ter of Legislative Decree 58/98 and Article 84-quater of CONSOB Regulation no. 11971/99: Second section: report on compensation paid. Non-binding resolution.

5. Amendments to the “Regulations of the Annual General Meeting.” Related and consequent resolutions.

#### **Extraordinary session**

1. Amendment of Article 7 of the Articles of Association to introduce increased voting rights pursuant to Article 127-*quinquies*, Paragraph 1 of Legislative Decree 58/98. Related and consequent resolutions.
2. Amendment of Article 13 of the Articles of Association to insert the option that meetings be held exclusively through the Company’s “designated representative” pursuant to Article 135-*undecies* (1) of Legislative Decree 58/98. Related and consequent resolutions.
3. Amendment of Articles 11, 18, 19 and 22 of the Articles of Association. Related and consequent resolutions.

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#### **CONDUCT OF THE ANNUAL GENERAL MEETING**

Pursuant to Article 106, paragraph 7, of Decree-Law No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020, as subsequently amended and most recently extended by Decree-Law No. 202 of 27 December 2024, converted into Law No. 15 of 21 February 2025 (the “**Decree**”), the Company established that the participation in the Annual General Meeting by the entitled parties **can only take place through the representative appointed by the Company** pursuant to Article 135-*undecies* of Legislative Decree no. 58/98, identified in Computershare S.p.A., with registered office in via Lorenzo Mascheroni no. 19 – 20145 Milan (the “**Appointed Representative**”), as specified below.

#### **ADDING ITEMS TO THE AGENDA AND PRESENTING NEW RESOLUTIONS ON THE PART OF SHAREHOLDERS REPRESENTING AT LEAST ONE FORTIETH OF THE SHARE CAPITAL**

Pursuant to Article 126-*bis*, paragraph 1, first period, of Legislative Decree no. 58/98, Shareholders representing - also jointly - at least one fortieth (2.5%) of the share capital with voting rights may request, within ten days of the publication of this notice and therefore within 24 March 2025, that additional items be added to the meeting’s agenda, indicating in the request the additional items proposed for discussion, or the proposed resolutions relating to items which are already part of the agenda as per this notice of call.

The requests for additional items and proposed resolutions must be submitted in writing by the Shareholders who wish to put forward the proposal, along with the notice issued by the intermediaries that keep the accounting records on which the shares are registered, attesting the ownership of the above mentioned percentage of the share capital, via e-mail to the certified e-mail address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). By the above-mentioned ten-day deadline, the Shareholder submitting the request must provide a report about the items proposed for discussion or about additional proposed resolutions relating to matter which is

already part of the agenda. Any additional items to the agenda may not include such matter as, by law, must be presented in the form of a motion from the Directors or discussed on the basis of a Directors' plan or report. The amended agenda for the Annual General Meeting or the proposed resolutions relating to items which are already part of the agenda will be published at least fifteen days prior to the date set for the AGM with the same publishing procedures as this notice of call.

### **INDIVIDUAL PRESENTATION OF NEW PROPOSALS FOR RESOLUTION**

Since participation in the Annual General Meeting is allowed exclusively through the Appointed Representative, for the purpose of this Annual General Meeting only, the holders of a right to vote may individually submit to the Company their proposals for resolution on the items on the agenda by 1 April 2025 – in accordance with Article 126-*bis*, paragraph 1, third period, of Legislative Decree 58/98. The additional proposals for resolution must be submitted in writing, along with the information allowing the identification of the individual submitting them, via e-mail to the certified e-mail address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). Such proposals for resolution will be published by the Company by 2 April 2025 in the section of the website dedicated to this Annual General Meeting, and in the authorised eMarket Storage system [www.emarketstorage.com](http://www.emarketstorage.com) managed by Teleborsa S.r.l., so that the holders of a right to vote can examine them and give their proxies and/or sub-proxies, with the relevant voting instructions, to the Appointed Representative Computershare S.p.A.

Please note that the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable laws and regulations and the entitlement of the proposers, for the purposes of publication and for the correct holding of the meeting's proceedings.

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### **PROCEDURES THAT SHAREHOLDERS MUST RESPECT IN ORDER TO PARTICIPATE IN AND EXERCISE VOTING RIGHTS**

#### **ENTITLEMENT TO SPEAK AND PROXIES**

Pursuant to Article 83-*sexies* of Legislative Decree n. 58/98 and Article 12.2 of the Corporate Articles of Association, right to speak at the Annual General Meeting and voting rights are subject to the reception by the Company of a notice issued by an authorized intermediary on the basis of its records, and in accordance with applicable laws and regulations, as of the end of the seventh trading session prior to the meeting in first call, i.e. 7 April 2025 (the **record date**). Said notices must be received by the Company by the end of the third trading session prior to the date on which the Annual General Meeting is convened in first call, i.e. by 11 April

2025. Please note that the communication is sent to the Company by the intermediary upon the request of the person entitled to the right.

Any disposals or transfers of shares in such accounts after this date will not be taken into consideration for the purpose of the right to vote at the Annual General Meeting.

As indicated above, **holders of voting rights who intend to participate in the Annual General Meeting may do so solely through a proxy granted to the Appointed Representative**, in the manner detailed below.

The foregoing is without prejudice to the right to take part in and vote at the Annual General Meeting, but such right may only be exercised through the Appointed Representative, provided the above-mentioned notice is received by the Company before the start of the meeting's proceedings, even if after the end of the third trading session prior to the date on which the Annual General Meeting is convened in first call (11 April 2025).

No procedures for voting by correspondence or electronic means are currently in place.

The Appointed Representative is available for clarification or information at the telephone number: 02 46776821 - 14 or at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

#### **METHODS TO GRANT THE PROXY/SUB-PROXY TO THE APPOINTED REPRESENTATIVE**

The Company appointed Computershare S.p.A., registered office in via Lorenzo Mascheroni no. 19, 20145 Milan - as the Appointed Representative pursuant to Article 135-*undecies* of Legislative Decree 58/98. Therefore, Shareholders who wish to participate in the Annual General Meeting may grant their proxy, at no extra cost (except for any shipping costs), directly to the Appointed Representative, with the relevant voting instructions on all or part of the proposals concerning the items on the agenda, by submitting the proxy form available on the Company's website: [www.gruppoigd.it/en/](http://www.gruppoigd.it/en/) section on "Governance – Shareholders' Meeting" (link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>).

The proxy form, to be notified to the Company via the Appointed Representative together with voting instructions, a valid ID document and, as applicable, the documentation providing proof of signatory power, must be received within and no later than the end of the second trading session prior to the date set for the Annual General Meeting, i.e., no later than 14 April 2025 for the first call, and 15 April 2025 for the second call, in the same manner as indicated in the proxy form.

The proxy and the related voting instructions may be revoked within the time period referred to above, i.e. by 14 April 2025 for the meeting on first call, and within 15 April 2025 for the meeting on second call, in the same manner as provided for the granting of the proxy.

Notwithstanding Art. 135-*undecies*, paragraph 4, of the TUF (Consolidated Finance Act), the Appointed Representative, may also be granted sub-proxies under Article 135-*novies* of the TUF, using the same form as above, which Computershare S.p.A. must receive with the same procedures and within the terms indicated above. The Appointed Representative may accept the sub-proxies and instructions even after the deadline

mentioned above but no later than 12:00 PM on 15 April 2025, for the first call, or on 16 April 2025 for the second call. The proxy may be revoked within the same deadline and with the same procedures as for the granting of the proxy.

The proxy will be effective only for the proposals in relation to which voting instructions have been given.

The submission of the proxy/subproxy form in any manner other than mentioned in the form will not ensure the correct submission of the proxy to the Appointed Representative.

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### **Intervention at the AGM of the members of the corporate bodies, the Secretary and the Appointed Representative**

Participation in the Annual General Meeting of the members of the corporate bodies, the Secretary in charge and the Appointed Representative may also, or exclusively, take place by means of video/tele communication, in the manner individually communicated to each of them, in accordance with the applicable provisions.

### **RIGHT TO ASK QUESTIONS**

Pursuant to Article 127-*ter* of Legislative Decree 58/98, those who are entitled to vote, and for whom the Company has received the notice from the intermediary authorized in accordance with applicable regulations, may submit questions regarding the items on the agenda prior to the AGM, by sending their questions via certified e-mail to the address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). Shareholders submitting questions must provide adequate identification as well as appropriate documentation proving their entitlement to the exercise of voting rights issued by the depositary intermediary or, failing that, the references of the notice issued by the intermediary and its indications and details. The Company must receive the questions within the seventh trading session prior to the AGM in first call, i.e. 7 April 2025. Questions will be replied at the latest two days before the AGM, i.e. by 11 April 2025, pursuant to Article 127-*ter*, paragraph 1-*bis*, of Legislative Decree 58/98, through publication on the Company's website, in the section reserved to the Annual General Meeting at the following link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>. The Company may reply with a single answer to questions on the same content. A reply is not due when the requested information is already available in the «Q&A» section of the Company's website in the AGM section at the following link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>, or concerns matters that will not be resolved upon by the AGM.

### **DOCUMENTATION**

The documentation regarding the AGM is available to the public on the Company's website



<https://www.gruppoigd.it/en/>, section on Governance – Shareholders’ Meeting (link: <https://www.gruppoigd.it/en/governance/board-of-directors/>), as well as on the authorized eMarket Storage system available at [www.emarketstorage.com](http://www.emarketstorage.com) managed by Teleborsa S.r.l., and as otherwise provided for by the law.

The full documentation concerning the AGM is also available at the Company’s registered office.

Pursuant to Article 125-bis of the TUF, this notice is published in abstract form in the newspaper MF on 14 March 2025.

On behalf of the Board of Directors  
The Chairman of the Board of Directors  
Antonio Rizzi

Bologna, 14 March 2025

Fine Comunicato n.0746-10-2025

Numero di Pagine: 8