

<p>Informazione Regolamentata n. 0923-8-2025</p>	<p>Data/Ora Inizio Diffusione 24 Marzo 2025 11:17:42</p>	<p>Euronext Star Milan</p>
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Data/Ora Ricezione : 24 Marzo 2025 11:17:42

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Oggetto : Notice of Shareholders Meeting

*Testo del comunicato*

Vedi allegato



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the Italian text prevails.**

**AEFFE S.p.A.**

**Registered Office in San Giovanni in Marignano - RN**

**Via delle Querce 51**

**Share Capital € 26,840,626.00**

**Rimini Companies Register and Tax Code No. 01928480407**

### **NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their voting rights are called to an Ordinary Shareholders' Meeting to be held in first and only calling at 9.30 am on 23<sup>rd</sup> April 2025 to discuss and resolve on the following

#### **AGENDA**

1. Approval of the separate financial statements of Aeffe S.p.A. as of 31<sup>st</sup> December 2024; reports of the Board of Directors on operations, the Independent Auditors and the Board of Statutory Auditors. Presentation to the Shareholders' Meeting of the consolidated financial statements as of 31<sup>st</sup> December 2024. Presentation to the Shareholders' Meeting of the Corporate Sustainability Reporting Directive (CSRD) required by EU Directive No. 2022/2464.
2. Resolutions regarding the results for the year ended 31<sup>st</sup> December 2024.
3. Report on remuneration policy and compensation paid pursuant to art. 123-*ter* of Legislative Decree 58/98:
  - 3.1 resolutions regarding the first section of the report pursuant to para. 3-*bis* of art. 123-*ter* of Legislative Decree 58/98;
  - 3.2 resolutions regarding the second section of the report pursuant to para. 6 of art. 123-*ter* of Legislative Decree 58/98.
4. Conferment, pursuant to Legislative Decree no. 39/2010, of the appointment for the complete auditing of the annual financial and consolidated reports of Aeffe S.p.A. concerning the years from 2025 to 2033, of the limited auditing of the half year consolidated financial report from 2025 to 2033, and for the verification of the correct company's general accounting as well as the correct evaluation of the management activities in the accounting books for the years from 2025 to 2033. Decision on the fee due to the accounting company.
  - 4.1 Conferment of the appointment for the complete auditing of the annual financial and consolidated reports of Aeffe S.p.A., of the limited auditing of the half year consolidated financial report



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and for the verification of the correct company's general accounting as well as the correct evaluation of the management activities in the accounting books for the years from 2025 to 2033.

4.2 Decision on the fee due to the accounting company.

Please note that, pursuant to art. 2369, para. 1, of the Italian Civil Code and art. 11.1 of the Articles of Association, as well as pursuant to art. 106 of Legislative Decree 17 march 2020 no. 18, converted with amendments into Law 24 April 2020, n. 27, lastly extended by Law 21February 2025 n. 15 of conversion, with amendments, of Legislative Decree 27 December 2024 n. 202 ("Milleproroghe"), no second calling is envisaged for this Ordinary Shareholders' Meeting, which will be held exclusively on a virtual basis.

### **Participation in the Meeting**

Pursuant to art. 83-*sexies* of Legislative Decree 58/98 and article 11 of the Articles of Association, persons may legitimately participate at the Shareholders' Meeting and exercise their right to vote if their legitimate status is confirmed by a communication made to the Company by an authorized intermediary, as defined in the applicable regulations, and released by the latter with reference to the information contained in its own accounting records at the close of business on the seventh trading day prior to the date fixed for the Shareholders' Meeting, i.e. 10<sup>th</sup> April 2025 (the "**record date**").

Pursuant to para. 4 of art. 83-*sexies* of Legislative Decree 58/98, such communications, necessary for legitimate participation at the Shareholders' Meeting, must be received by the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 16<sup>th</sup> April 2025, and in any case prior to the start of the meeting. Those found to have become holders of shares only subsequent to the **record date** (10<sup>th</sup> April 2025) and/or those who have not sent the Company the communication addressed to the Company by an authorized intermediary, as defined in the applicable regulations, will not be entitled to participate in and vote at the meeting.

Pursuant to art. 106 of Legislative Decree 17 march 2020 no. 18, converted with amendments into Law 24 April 2020, n. 27, lastly extended by Law 21February 2025 n. 15 of conversion, with amendments, of Legislative Decree 27 December 2024 n. 202, those entitled to attend the Shareholders' Meeting may participate **solely via Into S.r.l., the Representative Designated** by the Company pursuant to art. 135-*undecies* TUF, to which proxies or sub-proxies may also be delegated pursuant to art. 135-*novies* TUF, as an exception to para. 4 of art. 135-*undecies* TUF.

Without cost for the delegating shareholder, the proxy may be granted - with voting instructions for some or all items on the agenda - to Into S.r.l., Viale Giuseppe Mazzini 6, Rome, the representative designated by the



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Company pursuant to art. 135-*undecies* of Legislative decree 58/98, on condition that this company receives the original by the end of the second trading day before the date fixed for the Shareholders' Meeting in first and only calling (i.e. by 17<sup>th</sup> April 2025), together with a copy of an identity document of the delegating party with current validity or, if the delegating party is a legal person, of the legal representative pro tempore or of another person with suitable powers, together with suitable documentation attesting the qualification and powers of the Appointed Representative, using one of the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified e-mail address: [intosrl@legalmail.it](mailto:intosrl@legalmail.it) (subject "Proxy for Aeffe Shareholders' Meeting on 04/2025") from your certified e-mail box (or failing that, from their ordinary e-mail box, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission in the original, by courier or registered letter with return receipt, to the address: Into S.r.l., Viale Giuseppe Mazzini 6 – 00195 Rome (Ref. " Proxy for Aeffe Shareholders' Meeting on 04/2025") anticipating a copy reproduced electronically (PDF) by means of ordinary e-mail to: [issuerservices@intosrl.it](mailto:issuerservices@intosrl.it) (subject " Proxy for Aeffe Shareholders' Meeting on 04/2025).

All shares for which proxies have been granted, whether in whole or in part, are counted when determining the presence of a quorum at the Shareholders' Meeting. Proxies given on this basis to the Designated Representative do not apply to proposed resolutions for which voting instructions have not been given. The proxy and the voting instructions may be revoked at any time prior to the deadline indicated above. Shareholders that do not intend to participate in the manner envisaged in art. 135-*undecies* TUF may, as an alternative, participate by granting the Designated Representative proxies or sub-proxies, pursuant to art. 135-*novies* TUF, that contain voting instructions for all or some of the proposed resolutions on the agenda. Such proxies/sub-proxies must be transmitted in the manner specified on the proxy/sub-proxy form.

Proxies/sub-proxies must be received by no later than 6 p.m. on the day before the Shareholders' Meeting, i.e. 22<sup>nd</sup> April 2025 (although the Designated Representative may accept proxies and/or instructions after that deadline, but before the start of the Meeting). The voting instructions given can always be revoked in the same manner prior to the above deadline.

Clarification about the granting of proxies or sub-proxies to the Designated Representative (and, in particular, about completion of the proxy form and the voting instructions, as well as their transmission) can be obtained by sending an e-mail to Into S.r.l. at [issuerservices@intosrl.it](mailto:issuerservices@intosrl.it) or calling +39 06 – 3218641 (during office hours, from 9 a.m. to 6 p.m.).

Proxy forms and the related instructions for their completion and transmission are available from the registered office and from the Company's website at the address [www.aeffe.com](http://www.aeffe.com).



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In absence of communication from the authorized intermediary certifying the legitimacy to participate to Shareholders' Meeting, the proxy will be considered null and void.

Please note that there are no postal or electronic voting procedures.

### **Right to ask questions about the matters on the agenda**

Pursuant to art. 127-ter TUF, all those entitled to vote may ask questions about the matters on the agenda, even before the Shareholders' Meeting, by sending a registered letter to the following address: Aeffe S.p.A. - Attention Legal Department - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy, or a certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it). In relation to the fact that participation in the meeting is foreseen exclusively through the Designated Representative, it is specified that, pursuant to para. 1-bis of art. 127-ter of Legislative decree 58/98, questions must be received by the Company within the 10<sup>th</sup> April 2025 ("record date").

Interested parties must provide the information needed to identify them.

In order to exercise this right, the Company must receive the communication released by the intermediaries that hold the shares owned by the Shareholder.

The written replies to the questions received before the Shareholders' Meeting will be made available at least three days prior to the date of the Shareholders' Meeting, through publication of the answers in a specific section of the Company's website. The Company can provide a single answer to questions with the same content,

For further details about the conduct of the Shareholders' Meeting, those entitled to participate and exercise their right to vote are invited to read the Meeting Regulations available from the Company's website [www.aeffe.com](http://www.aeffe.com) in the section entitled *Governance*.

### **Additions to the Agenda and right to present new proposed resolutions.**

Pursuant to art. 126-bis of the TUF, those Shareholders who, together or alone, represent at least one-fortieth of the share capital may, not more than ten days after the publication of this notice and, therefore, by 3<sup>rd</sup> April 2025, request additions to the list of matters to be discussed, indicating in the request the additional matters proposed, or present proposed resolutions on matters already on the agenda.

As envisaged in Consob Communication 3/2020 dated 10th April 2020 and the related FAQs, given the procedures for participating at the Shareholders' Meeting and pursuant to para. 1 of art. 126-bis TUF, each shareholder entitled to participate and vote (pursuant to para. 1, third sentence of art. 126-bis TUF) may propose individual resolutions on Agenda items to the Shareholders' Meeting, in the following manner.



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The request, together with the certification of legitimacy and made in written form, must be sent by registered letter to the following address: Aeffe S.p.A. - Attention Legal Department - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy or by certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that it arrives by the deadline indicated above. By that deadline and in the same manner, the proposing shareholders must also present a report on the matters that they propose for discussion, explaining the reason for the proposed resolutions on the new matters proposed for discussion, or the reason for the further proposed resolutions presented on matters already on the agenda.

In order to exercise this right, the Company must receive the communication released by an intermediary authorized pursuant to current regulations in favour of the shareholders entitled to request the addition.

Information about any additions made to the agenda or about any additional proposed resolutions on items already on the agenda, which the Meeting must address following receipt of the above requests, will be provided in the manner used to publish this notice, at least fifteen days prior to the date fixed for the Meeting, i.e. within the 8<sup>th</sup> April 2025.

At the time of publishing the notice of additions to the agenda or of additional proposed resolutions, the report prepared by the requesting shareholders will also be made available to the public in the manner envisaged for all other meeting documentation, accompanied by the considerations of the administrative body, if any.

Additions to the agenda are not allowed for matters that, by law, may only be voted on at the meeting following a recommendation from the directors, or based on a project or report prepared by them that is not included in those indicated in para. 1 of art. 125-ter, TUF.

In relation to the fact that participation in the Shareholders' Meeting is foreseen exclusively through the Designated Representative, the legitimate shareholders who intend to formulate proposals for resolutions and votes on the items on the agenda must present them by 8 April 2025.

The proposed resolutions received will be published on the corporate website, at the address <https://aeffe.com/it/documenti-relativi-alle-assemblee-degli-azionisti/>, without delay and in any case by 9<sup>th</sup> April 2025, so that those entitled to vote can express themselves in an informed manner, including with reference to such new proposals, and the Designated Representative can collect any voting instructions in their regard.

For the above purposes, the Company reserves the right to check the relevance of the proposals to the matters on the agenda, their completeness and their compliance with the applicable regulations, as well as the right of their proposers to make them.



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Should proposed resolutions be presented, the proxy forms will be updated promptly so that the Designated Representative can collect any voting instructions in their regard.

### **Documentation**

The documentation relating to the matters on the agenda, the proposed resolutions and the proxy forms with the related instructions will be made available to the public within the timescale and on the basis envisaged by current regulations. Shareholders may examine and obtain copies of the above documentation, which will also be made available, within the timescale envisaged by law, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com).

### **Share capital**

The share capital of the Company amounts to Euro 26,840,626.00 and is represented by 107,362,504 ordinary shares, par value Euro 0.25 each: each ordinary share carries the right to one vote at ordinary and extraordinary meetings of the Company's shareholders. At today's date, the Company holds 8,937,519 treasury shares representing 8.325% of share capital, the voting rights for which are suspended pursuant to para. 2 of art. 2357-ter of the Italian Civil Code; accordingly, 98,424,985 votes are exercisable at the Ordinary Shareholders' Meeting.

Information about share capital is also available from the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), in the "Governance" section.

This notice of meeting is published, pursuant to art. 125-bis TUF and art. 10 of the Articles of Association, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), on the e-marketstorage platform ([www.emarketstorage.it](http://www.emarketstorage.it)) and - in extract form - in a national daily newspaper and on the website of Borsa Italiana ([www.borsaitaliana.it](http://www.borsaitaliana.it)).

The Corporate Affairs Office of Aeffe S.p.A. is available to provide further information by telephone: +39 0541/965207; e-mail: [giulia.degano@aeffe.com](mailto:giulia.degano@aeffe.com), or certified e-mail: [aeffespa@pec.it](mailto:aeffespa@pec.it).

San Giovanni in Marignano, 24<sup>th</sup> March 2025

*The Chairman of the Board of Directors - Massimo Ferretti*

Fine Comunicato n.0923-8-2025

Numero di Pagine: 8