

<p>Informazione Regolamentata n. 0077-6-2024</p>	<p>Data/Ora Inizio Diffusione 5 Aprile 2024 09:05:02</p>	<p>Euronext Milan</p>
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Societa' : BUZZI

Identificativo Informazione Regolamentata : 188588

Utenza - Referente : BUZZIN01 - Giovanni Buzzi

Tipologia : REGEM

Data/Ora Ricezione : 5 Aprile 2024 09:05:02

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Oggetto : Notice of call of the Ordinary and Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato



BUZZI SpA
Registered Office: Via Luigi Buzzi 6 – Casale Monferrato (AL)
Share capital: Euro 123,636,658.80 fully paid up
Company Register of Alessandria-Asti: 00930290044

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the registered office in Casale Monferrato (Alessandria) – Via Luigi Buzzi no. 6, on 9 May 2024 at 12:00 p.m., in single call, to resolve on the following

AGENDA

Ordinary Session

1. Financial statements as at 31 December 2023; 2023 management report and report of the Board of Statutory Auditors; related resolutions.
2. Allocation of the result for the year; related resolutions.
3. Resolutions on purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code.
4. Report on remuneration policy and remuneration paid:
 - 4.1 binding resolution on the First Section regarding remuneration policy, pursuant to art. 123-ter, par. 3- bis and 3-ter of the Legislative Decree no. 58/1998;
 - 4.2 non-binding resolution on the Second Section regarding remuneration paid, pursuant to art. 123-ter, par. 6 of the Legislative Decree no. 58/1998.

Extraordinary Session

1. Proposal to amend the art. 5 of the bylaws for the introduction of vote increase pursuant to art. 127-quinquies of Legislative Decree no. 58/1998 that increased voting rights may be attributed, up to a maximum of two votes, for each share; pertinent and related resolutions.
2. Proposal to amend the art. 9 of the bylaws regarding participation and representation in the meeting with the exclusive participation of the Appointed Representative; pertinent and related resolutions.

Information about the Company's share capital and the shares with voting rights

The company's share capital amounts to Euro 123,636,658.80 subdivided into 192,626,154 ordinary shares with no par value. At the date of the present notice, the number of ordinary shares with voting rights is equal to 185,131,838, net of 7,494,316 ordinary shares held in treasury, whose voting rights are suspended in accordance with the law.

Right of attendance and representation by proxy

The subjects legitimized to participate to the Shareholders' Meeting are those who are entitled to the voting right at the end of the accounting day of 29 April 2024 and for whom the company has received the relevant notice made by the authorized intermediary according to its accounting entries. Therefore, those proved to be holders of the shares only after 29 April 2024 have no legitimacy to attend and vote during the Meeting. Shareholders who own ordinary shares that have not been dematerialized must previously deliver share certificates to an Intermediary, in time to be centralized in a dematerialization system.

As allowed by art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 converted with amendments by the Law no. 27 of 24 April 2020 and whose application was last extended by the Law no. 21 of 5 March 2024, the attendance and exercise of voting rights in the Shareholders' Meeting shall take place exclusively through Computershare S.p.A., the Representative appointed by the Company in accordance to art. 135-undecies of the Legislative Decree no. 58/1998 ("TUF").



Directors and Statutory Auditors, the Appointed Representative and other persons entitled pursuant to law, other than those who have the right to vote (who must mandatorily grant the proxy to the Appointed Representative), may participate in the Shareholders' Meeting also by means of telecommunication that allow identification, participation and exercise of voting right. The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company to the interested parties.

Those who are entitled to the voting right who wish to attend the Shareholders' Meeting must grant a proxy, at no charge for the delegating party with voting instructions on all or a number of items on the Agenda, by using the proxy form, prepared by the same Appointed Representative in agreement with the Company and following the instructions, both available on the Company's website www.buzzi.com.

The proxy may be notified by sending it to the certified e-mail address, buzzi@pecserviziitolitoli.it provided that the delegating party, even if it is a legal person, uses its own certified e-mail or, failing that, uses its own ordinary e-mail and by any other means that may be indicated in the proxy form.

The proxy must reach Computershare S.p.A., by 7 May 2024. The proxy and voting instructions can be revoked within the above-mentioned deadline.

The proxy granted to the Appointed Representative has not effect for proposals on which voting instructions were not conferred.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been granted, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.

It is further specified that proxies or sub-delegations pursuant to Article 135 novies of the TUF, in derogation of Article 135 undecies, paragraph 4 of the TUF, may be granted to the Appointed Representative, for which it's possible to use the form that will be available on the company's website www.buzzi.com. This proxy may be received by 12 noon on 8 May 2024 and can be revoked within the above-mentioned deadline.

The Appointed Representative will be available for clarification or information at the number +390110923200 or at the e-mail address sedeto@computershare.it.

Shareholders are hereby reminded that votes may not be cast by mail or electronically.

Questions about the items on the Agenda

Those who are entitled to the voting right may submit questions about the items on the Agenda before the Shareholders' Meeting by sending them, by 29 April 2024, by registered letter with return receipt addressed to Buzzi SpA, Via Luigi Buzzi no. 6 – 15033 Casale Monferrato (AL), to the attention of the Corporate Affairs Department or by sending them to the certified e-mail address buzzi@pec.buzziunicem.it.

Question received before the Shareholders' Meeting will be answered by 6 May 2024, by publication on the company's website www.buzzi.com.

Further instructions are available on the company's website www.buzzi.com.

Additions to the Meeting's Agenda/presentation of resolutions on items already on the Agenda

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital may request, within ten days from the publication of this notice, i.e. by 15 April 2024, that the Meeting's Agenda be amended to include additional items that they are suggesting or submit additional resolution proposals on items already on the Agenda. No additions are allowed to items on which the Shareholders' Meeting resolves, in compliance with Law provisions, upon proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors other than those referred to in Article 125-ter, 1st paragraph of the TUF.

Requests must be submitted in writing to the Company, by the above mentioned deadline, by registered letter (with return receipt) addressed to Buzzi SpA, Via Luigi Buzzi no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address buzzi@pec.buzziunicem.it together with the indication of the requesting shareholders, the percentage held and the reference to the communication sent by the intermediary to the company for the entitlement to



exercise the right and a report stating the reasons for the resolution proposals on the new items that are being submitted for discussion or the reasons for the additional resolution proposals on the items already on the Agenda.

Additions to the Agenda or presentation of additional resolution proposals on items already on the Agenda, if any, shall be disclosed by 24 April 2024 in the same manner used for the publication of the present notice of call. At the same time, the above report or the additional resolution proposals on items already on the Agenda and any comments of the Board of Directors, shall be disclosed in the same manner as provided for the Shareholders' Meeting documents.

Further instructions are available on the company's website www.buzzi.com.

Right to submit individual proposals for resolution before the Shareholders' Meeting

In consideration of the fact that attendance at the Meeting may only take place through the Appointed Representative, Shareholders who are entitled to vote, even if they represent less than one-fortieth of the share capital, may submit individual proposals for resolution on the items on the Agenda. Such proposals shall be submitted by 24 April 2024 in writing, by the above mentioned deadline, by registered letter (with return receipt) addressed to Buzzi SpA, Via Luigi Buzzi no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address buzzi@pec.buzziunicem.it, in compliance with the same procedures indicated for the transmission of proposals for additional items or submission of additional resolutions proposals.

The proposals, after verifying their relevance with respect to the items on the agenda as well as their correctness and completeness with respect to the applicable legislation, will be published by 26 April 2024 on the company's website, in order to enable those entitled to vote to express themselves consciously, also taking into account such new proposals and, therefore, to allow the Appointed Representative to collect any voting instructions also on such proposals.

Further instructions are available on the company's website www.buzzi.com.

Documents

Documents concerning the items and the motions on the Agenda, shall be made available, according to legal deadlines, at the company's registered office, on the company's website www.buzzi.com as well as on the authorized storage system managed by Teleborsa S.r.l., available on www.emarketstorage.com; shareholders may obtain copies of them.

Casale Monferrato, 5 April 2024

On behalf of the Board of Directors
The Chairman
Veronica Buzzi

Fine Comunicato n.0077-6-2024

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