

<p>Informazione Regolamentata n. 0226-7-2024</p>	<p>Data/Ora Inizio Diffusione 9 Aprile 2024 14:21:43</p>	<p>Euronext Star Milan</p>
--	--	----------------------------

Societa' : SABAF

Identificativo Informazione Regolamentata : 188777

Utenza - Referente : SABAFN05 - Beschi

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 9 Aprile 2024 14:21:43

Data/Ora Inizio Diffusione : 9 Aprile 2024 14:21:43

Oggetto : Notice of convocation of the ordinary and extraordinary Shareholders' Meeting 8 May 2024

Testo del comunicato

Vedi allegato



NOTICE OF CONVOCAATION OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Shareholders' Meeting at the registered office in Ospitaletto (BS) Via dei Carpini no. 1 at 10:30 am on 8 May 2024, in a single convocation, to discuss and resolve on the following

Agenda

Ordinary part

- 1) Financial report at 31 December 2023: management report prepared by the Board of Directors and consolidated non-financial statement; Independent Auditors' Report and Report of the Board of Statutory Auditors; Approval of the Financial statements at 31 December 2023.
- 2) Resolution on the dividend proposal.
- 3) Report on remuneration policy and remuneration paid:
 - 3.1 Resolution on the first section pursuant to paragraphs 3-*bis* and 3-*ter* of Article 123- *ter* of Italian Legislative Decree 58/1998;
 - 3.2 Resolution on the second section pursuant to paragraph 6 of Article 123- *ter* of Italian Legislative Decree 58/1998.
- 4) Appointment of the Board of Directors:
 - 4.1 Determination of the number of members of the Board of Directors;
 - 4.2 Determination of the term of office;
 - 4.3 Appointment of the Directors;
 - 4.4 Determination of the annual remuneration of the members of the Board of Directors.
- 5) Appointment of the Board of Statutory Auditors for the three-year period from 2024 to 2026:
 - 5.1 Appointment of the members of the Board of Statutory Auditors;
 - 5.2 Appointment of the Chairman of the Board of Statutory Auditors;
 - 5.3 Determination of yearly remuneration.
- 6) Authorisation to renew an insurance policy for the Company's directors, statutory auditors and managers for the period from 2024 to 2026.
- 7) Authorisation to purchase and sell treasury shares, subject to revocation of the authorisation granted with resolution dated 28 April 2023; related and consequent resolutions.
- 8) Remuneration plan based on financial instruments in favour of directors and employees of the Company and its subsidiaries; resolution pursuant to Article 114-*bis* of Italian Legislative Decree 58/1998; granting of proxies to the Board of Directors

Extraordinary part

- 1) Assignment to the Board of Directors of the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against payment all at once or in multiple instalments and through splitting shares, no later than 8 May 2029, with the exclusion of the right of option pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, through the issue of a number of ordinary shares not exceeding 10% (ten per cent) of the share capital existing before the date of exercise of the power, if any, and in any case for a nominal amount not exceeding €1,268,679.00 (one million one hundred and fifty-three thousand four hundred and fifty/00), with the right to establish any additional share premium; consequent amendment of Article 5 of the Articles of Association; related and consequent resolutions and delegation of powers.



INFORMATION ON SHARE CAPITAL ON THE DATE OF NOTICE OF CONVOCATION

The share capital of Sabaf S.p.A., fully subscribed and paid-up, is €12,686,795, consisting of 12,686,795 ordinary shares having the par value of €1.00 each. Each share has one vote. However, pursuant to Article 5-*bis* of the Articles of Association, the holder of ordinary shares has two votes per share, if the assumptions and conditions envisaged by the laws and regulations in force are met, in relation to shares held continuously for at least 24 (twenty-four) months and subject to registration on the special list referred to in Article 5-*quater* of the Articles of Association (known as increased vote). The regulations on increased vote and the list of Shareholders with holdings greater than 5% (five per cent) who have applied for inclusion in the special list are published on the website www.sabaf.it, under the section “Investors / Corporate Governance / Increased Vote”.

To date, the figures relating to the number of shares outstanding and the number of voting rights exercisable are as follows:

Shares	No. of shares making up the share capital	Number of voting rights
Ordinary shares	6,559,278	6,559,278
Ordinary shares with increased vote	6,127,517	12,255,034
<i>TOTAL</i>	12,686,795	18,814,312

At the publication date of this notice, the Company holds 241,963 treasury shares, equal to 1,907% (one point nine hundred and seven per cent) of the share capital.

RIGHT TO ATTEND

Pursuant to Article 83-*sexies* of Italian Legislative Decree 58/1998 (TUF) and Article 9 of the Articles of association, persons authorised to attend the Shareholders' Meeting are those with voting rights based on communication made to the Company by a licensed intermediary pursuant to applicable regulations, on the basis of accounting entries as at the end of the accounting day on the seventh trading day preceding the date set for the Shareholders' Meeting in a single convocation (26 April 2024). Registrations in credit or debit made on the accounts after that deadline are not significant for the purposes of legitimacy to exercise the right to vote at the Shareholders' Meeting. Those who become entitled to vote after that date do not have a right to attend and vote at the Shareholders' Meeting.

ATTENDING THE SHAREHOLDERS' MEETING AND GRANTING THE PROXY TO THE APPOINTED REPRESENTATIVE

Pursuant to Article 106 of Italian Decree Law no. 18 of 17 March 2020, converted by Italian Law no. 27 of 24 April 2020, as well as to Article 11, paragraph 2 of Italian Law no. 21 of 5 March 2024, which extended the effectiveness of the measures contained in the aforementioned Article 106 to the Shareholders' Meetings held before 31 December 2024, the attendance of those who have the right to vote at the Shareholders' Meeting is allowed exclusively by the appointed representative. Consequently, the Company appointed Computershare S.p.A. - with registered office in Milan, Via Mascheroni no. 19 - to represent the Shareholders pursuant to Article 135 *undecies* of the TUF and the aforementioned regulatory provisions (the “**Appointed Representative**”). Therefore, the Shareholders who wish to attend the Shareholders' Meeting must grant the Appointed Representative a proxy - with voting instructions - for all or some of the draft resolutions on the items on the agenda by using the specific proxy form, prepared by the Appointed Representative in agreement with the Company, available on the Company's website at www.sabafgroup.com (“**Investors**” section).

The proxy form with voting instructions must be submitted following the instructions on the form itself and on the Company's website by the end of the 2nd (second) trading day prior to the Shareholders' Meeting (6



May 2024) and within the same deadline the proxy may be revoked. The proxy thereby granted is effective only with regard to the draft resolutions for which voting instructions have been given.

Note also that the Appointed Representative can also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the TUF exclusively by means of the form, in the manner and within the time limit indicated on the Company's website.

The attendance at the Shareholders' Meeting of the persons entitled to attend (the members of the corporate bodies, the Secretary in charge and the Appointed Representative) may also (or exclusively) occur by means of telecommunications in the manner individually communicated to them, without the need for them to be in the same place, pursuant to the regulatory provisions applicable for such case.

The Appointed Representative will be available for clarification or information by phone at 02 46776826-14 or by email at ufficiomi@computershare.it.

ADDITIONS TO THE AGENDA

Pursuant to Article 126-*bis* of the TUF, Shareholders who, even jointly, represent at least one-fortieth of the share capital may request, within ten days from publication of the notice of convocation of the Shareholders' Meeting, the addition to the list of items to be discussed, indicating the proposed additional items within the request, or submit draft resolutions on items already on the agenda. Within the aforementioned ten day period, the proposing Shareholders must submit a report indicating the reasons for the draft resolution on the new items that they propose to discuss or the reason behind the additional draft resolutions submitted on items already on the agenda. Additions are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, at the suggestion of the Directors or based upon a project or report prepared by them. Additions to the items on the agenda to be discussed or new proposals must be sent by registered post to the Company, in Ospitaletto (BS), Via dei Carpini no. 1, or by email communication to the certified email sabaf@legal.sabaf.it. The request must be accompanied by information relating to the identity of the Shareholders who submitted it, indicating the total number of shares held and the respective percentage of the share capital, along with certificates attesting to the ownership of the shareholding and a report on the proposed issues to be discussed. The additions to the agenda or the submission of additional draft resolutions on items already on the agenda will be notified, in the forms required for the publication of this notice of convocation, at least 15 (fifteen) days before the date set for the Shareholders' Meeting in a single convocation, pursuant to Art. 126-*bis*, paragraph 2, of the TUF. Additional draft resolutions on items already on the agenda will be made available to the public by the methods set out in Article 125-*ter*, paragraph 1 of the TUF, at the same time as the publication of the notice of submission.

OTHER SHAREHOLDERS' RIGHTS – SUBMISSION OF INDIVIDUAL DRAFT RESOLUTIONS

In relation to the fact that attendance at the Shareholders' Meeting is exclusively through the Appointed Representative, entitled Shareholders who intend to make draft resolutions and vote on the items on the agenda must present them by 23 April 2024. These draft resolutions 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 draft resolutions and to allow the Appointed Representative to collect voting instructions on them if necessary. With regard to the procedures for submitting draft resolutions and voting, please refer to the previous paragraph.

RIGHT TO ASK QUESTIONS

Pursuant to Article 127-*ter* of the TUF, holders of voting rights may submit questions in relation to the items on the agenda, even before the Shareholders' Meeting. Questions must be sent in writing by registered mail to the Company at Via dei Carpini 1, Ospitaletto (BS), or by email to the certified mailbox sabaf@legal.sabaf.it. Shareholders providing proof of ownership of shares are entitled to receive a response: to this end, they must produce, even after submitting the question and by the same methods as established for sending the latter, certification issued by the authorised intermediary regarding their share ownership, valid as of that date. If the shareholder has requested that the authorised intermediary issue a communication of his entitlement to attend the Shareholders' Meeting, it is sufficient to include in the request the reference details of such



communication issued by the intermediary. For questions received by 6.00 pm of the 7th (seventh) trading day preceding the date set for the Shareholders' Meeting (26 April 2024), once the pertinence of the question and the entitlement of the requesting party have been established, responses will be provided by publishing the responses on the Company's website www.sabaf.it in the *Investors* section, at least 2 (two) days before the Shareholders' Meeting (6 May 2024). The Company reserves the right to provide a single response to questions with the same contents.

APPOINTMENT OF THE BOARD OF DIRECTORS

Pursuant to Article 12 of the Articles of Association, the Board of Directors is appointed on the basis of lists, in accordance with the provisions and criteria referred to below.

Lists can be submitted by those holding voting rights who, alone or together with others, are owners of shares representing, at the date the list is filed, at least 2.5% (two point five per cent) of capital with voting rights in the ordinary Shareholders' Meeting.

Each Shareholder can submit or take part in the submission of one list only, and each candidate can appear on one list only, failing which he/she will be disqualified.

The lists shall be drawn up, filed and published in accordance with the procedures and time limits laid down in Article 12 of the Articles of Association, to which reference is therefore made for all matters not expressly set out below.

Candidates must be listed in sequential order.

Pursuant to art.12 of the Articles of Association and art. 147-ter, paragraph 4, of the TUF, each list shall include at least 1 (one) candidate, or at least two if it includes more than 7 (seven) candidates, meeting the independence requirements laid down in the legislation applicable to Statutory Auditors of companies listed on the Italian regulated market.

Pursuant to art. 147-ter, paragraph 1-ter, of the TUF, the lists that submit a number of candidates greater than or equal to 3 (three) must also include candidates of different gender, so as to ensure that the new Board of Directors is composed, at least for two-fifths, by Directors of the less represented gender, with rounding up to the higher unit in the event of a fraction.

Moreover, in accordance with the *Recommendations of the Corporate Governance Code*, the Board of Directors, after obtaining the opinion of the Remuneration and Nomination Committee, adopted the Guidelines on the size and composition of the Company's new Board of Directors, also including an indication of the maximum number of positions that its members can hold on the administration and/or control bodies of other large companies, in order to ensure that the persons concerned have sufficient time to ensure effective fulfilment of the role they hold on the Board of Directors, as well as indications on the independence requirements of candidates.

The document containing these Guidelines is available on the Company's website (www.sabafgroup.com), in the "*Investors*" section.

Anyone wishing to submit a list containing more than half of the members to be elected is therefore requested to provide, in the documents submitted with the list, sufficient information on the list's compliance with the above guidelines and to indicate their candidate for the office of Chairman of the Board of Directors.

Pursuant to Article 147-ter, paragraph 1-bis, of the TUF, the lists, accompanied by the documents required, must be submitted by the Shareholders by the 25th (twenty-fifth) day prior to the date of the Shareholders' Meeting, i.e. by 13 April 2024.

Lists must be filed in one of the following ways: (i) by sending them to the certified e-mail address sabaf@legal.sabaf.it or (ii) at the registered office.

The lists must be accompanied by a declaration from the shareholders submitting them, stating their identity and the total percentage of the Company's capital held by them. The notification certifying the ownership of the aforementioned shareholding, issued by an authorised intermediary, may be received by the Company even after the filing of the lists, provided that it is received at least 21 (twenty-one) days before the date of the Shareholders' Meeting (i.e. by 17 April 2024, which is the deadline for the Company to publish the lists).

Together with the lists, the following documents must also be filed with the Company: (i) declarations by which the individual candidates accept their candidacy and certify, under their own responsibility, that there



are no grounds for disqualification or incompatibility and that they meet the requirements laid down by the regulations in force and the Articles of Association for the offices in question; as well as (ii) a comprehensive information on the personal and professional characteristics of the candidates.

Shareholders who intend to submit lists for the appointment of members of the Board of Directors are invited to read the recommendations contained in Consob Communication no. DEM/9017893 of 26 February 2009 and the contents of the *Explanatory Report* prepared on the item on the agenda.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Pursuant to art. 18 of the Articles of Association, the Board of Statutory Auditors is appointed on the basis of lists submitted by those holding voting rights, in which the candidates are listed by means of a sequential number. The list consists of two sections: one for candidates for office as Standing statutory auditors and the other for candidates for office as Alternate statutory auditors.

Statutory Auditors must meet the requirements of eligibility, professionalism, respectability, and independence laid down by law and by other applicable provisions. Without prejudice to the situations of disqualification provided for by law, Statutory Auditors who have exceeded the limits on holding multiple offices established by Article 144-*terdecies* of the regulations adopted with Consob resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented, will not be elected, and if elected will be debarred from office.

Lists can be submitted by those holding voting rights who, alone or together with others, are owners of shares representing, at the date the list is filed, at least 2.5% (two point five per cent) of capital with voting rights in the ordinary Shareholders' Meeting.

Each holder of voting rights, as well as shareholders who are part of a group pursuant to Article 2359 of the Italian Civil Code, or shareholders who enter into a shareholders' agreement relating to the Company's shares, cannot present – even via interposed persons or trustee companies – more than one list, and cannot vote for several lists.

Each candidate may be presented in only one list, failing which he/she will be disqualified.

The lists of candidates must be submitted by the 25th (twenty-fifth) day prior to the date of the Shareholders' Meeting, i.e. by 13 April 2024.

Lists must be filed in one of the following ways: (i) by sending them to the certified e-mail address sabaf@legal.sabaf.it or (ii) at the registered office.

The lists will be made available to the public by the Company at the company's registered office, on the Company's website and in compliance with the other procedures established by Consob regulation, at least twenty-one days prior to the date of the ordinary Shareholders' Meeting.

Pursuant to art.144-sexies, paragraph 5, of the Regulation adopted with CONSOB resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented, if, by no later than the 25th (twenty-fifth) day prior to the date of the Shareholders' Meeting called upon to resolve on the appointment of the Statutory Auditors, only a single list has been submitted, or only lists that are connected to one another pursuant to current regulations, additional lists may be submitted up to the 3rd (third) day following said deadline (therefore, by no later than 16 April 2024). In this case, the minimum shareholding required to submit a list is reduced to 1.25% (one point twenty-five per cent) of ordinary shares.

When filed, each list must be accompanied by:

- a) information about the identity of the holders of voting rights who submitted the lists, stating the total percentage shareholding owned;
- b) a declaration by those holding voting rights other than those who can express the absolute or relative majority at the Shareholders' Meeting, or individually or jointly hold a controlling interest or relative majority, certifying that they have no connection with the latter;
- c) detailed information about the personal and professional characteristics of the candidates, and a declaration by the candidates that they meet the requirements laid down by law, and accept the nomination.



Each list that has a number of candidates equal to or greater than 3 (three) must have a number of candidates belonging to the less represented gender in order to ensure that the new Board of Statutory Auditors is composed of at least 2/5 two-fifths of members of the less represented gender, rounded up to the higher unit in the event of a fraction, with the exception of lists consisting of three candidates, which are rounded down to the lower unit.

The certification issued by authorised financial intermediaries attesting to ownership of the number of shares needed to submit the lists may also be produced after filing, by the deadline established for the Company to publish the lists (17 April 2024).

The submitted lists will be numbered in ascending order, depending on the date of filing with the Company.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the explanatory report of the Board of Directors and draft resolutions on the agenda items, will be made available to the public by the deadline and in the manner established by the laws in force. Shareholders and holders of voting rights may obtain copies. This documentation will be available at the registered office of the Company www.sabafgroup.com and in the Investor Relations section of the company website www.sabaf.it, as well as on the authorised storage site emarketstorage.com.

Ospitaletto (BS), 29 March 2024

SABAF S.p.A.
The Chairman of the Board of Directors

Fine Comunicato n.0226-7-2024

Numero di Pagine: 8