

Informazione Regolamentata n. 0923-25-2024	Data/Ora Inizio Diffusione 19 Luglio 2024 07:19:41	Euronext Star Milan
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Oggetto : Shareholders Agreement

Testo del comunicato

Vedi allegato

AIEFFE

ALBERTA FERRETTI

MOSCHINO

PHILOSOPHY
DI
LORENZO SERAFINI

POLLINI

PRESS RELEASE

AIEFFE S.P.A.: EXTRACT OF THE SHAREHOLDER'S AGREEMENT COMMUNICATED TO CONSOB PURSUANT ARTICLE 122 OF LEGISLATIVE DECREE 24 FEBRUARY 1998 N. 58

San Giovanni in Marignano, 19th July 2023

On 18 July 2024, the shareholders meeting of Fratelli Ferretti Holding S.r.l. (**FFH**) - a company 50% owned each by Alberta Ferretti and Massimo Ferretti - approved the resolution for its total non-proportional demerger for the benefit of Colloportus S.r.l., a company wholly owned by Alberta Ferretti (**Colloportus**), and FQuattro S.r.l., a company wholly owned by Massimo Ferretti (**FQuattro**) (Colloportus and FQuattro, together, the **Beneficiaries**).

The aforementioned operation (**Demerger**) will take effect from the date of registration of the Demerger deed with the competent Company Register.

As a result of the Demerger, the n. 66,347,690 ordinary shares of Aeffe S.p.A. (the **Company** or **Aeffe**), representing 61.797% of the capital with voting rights held by FFH, will be transferred in favor of the Beneficiaries, to the extent of 50% each, so that with the effectiveness of the Demerger, Alberta Ferretti and Massimo Ferretti will be owners, respectively, directly of a total shareholding in one of the Beneficiaries and, indirectly, of a shareholding representing 30.899% of the share capital of Aeffe.

On 18 July 2024 (the **Signing Date**), in the context of the Demerger, Alberta Ferretti and Massimo Ferretti (collectively, the **Parties**) finalized a shareholders' agreement (the **Shareholders' Agreement**) relating to the governance of the Company and the circulation of Aeffe shares, with the aim to ensure managerial and ownership stability without substantial continuity with their already existing relationships.

In particular, the Parties have agreed to undertake to (i) consult each other before exercising the rights and fulfilling the obligations connected to the respective shares in the Beneficiaries and the shares in Aeffe, including with reference to the definition and presentation of a single list of candidates for the appointment of the Board of Directors and the Board of Auditors of the Company, and (ii) exercise the vote in Aeffe's shareholders meetings in a unitary manner. Limits on the transfer of the respective Aeffe shares were also agreed upon.

The provisions contained in the Shareholders' Agreement are attributable to relevant agreements pursuant to Article 122, paragraph 1 and paragraph 5, letters a) and b), of Legislative Decree no. 24 February 1998. 58, and have as their subject no. 66,347,690 ordinary shares of Aeffe, equal to 61.797% of the Company's share capital.

The Shareholders' Agreement came into force on the Signing Date and binds the Parties for a period of 3 years from that date.

The essential information relating to the Shareholders' Agreement is published, pursuant to Article 130 of Consob Regulation no. 11971/1999, on the Company's website at www.aeffe.com.

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