

Informazione Regolamentata n. 0887-60-2024	Data/Ora Inizio Diffusione 16 Dicembre 2024 16:15:19	Euronext Star Milan
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Societa' : ASCOPIAVE

Identificativo Informazione : 199458  
Regolamentata

Utenza - Referente : ASCOPIAVEN01 - Irene Rossetto

Tipologia : 3.1

Data/Ora Ricezione : 16 Dicembre 2024 16:15:19

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Oggetto : Extraordinary Shareholders' Meeting held on  
December 16, 2024

*Testo del comunicato*

Vedi allegato

## **PRESS RELEASE**

### **ASCOPIAVE S.p.A.: Extraordinary Shareholders' Meeting held on December 16, 2024.**

#### **The Extraordinary Shareholders' Meeting of Ascopiave S.p.A.:**

- has approved the amendment to Article 6 (Shares) of the Articles of Association;
- has approved the amendment to Article 12 (President and conduct of the Meeting) of the Articles of Association;
- has approved the amendment to Article 21 (Remuneration of the Board of Directors) of the Articles of Association;
- has approved the renumbering of the paragraphs of Article 22 (Composition and appointment of the Statutory Auditors) of the Articles of Association.

#### **Extraordinary Shareholders' Meeting: approval of statutory amendments**

The Extraordinary Shareholders' Meeting of Ascopiave S.p.A. ("**Ascopiave**" or the "**Company**") was held today, December 16, 2024, under the chairmanship of Dr. Nicola Cecconato.

The minutes of the Meeting will be made available to the public at the company's registered office, on the Company's website at [www.gruppoascopiave.it](http://www.gruppoascopiave.it), and on the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)) of Teleborsa S.r.l. within the deadline established by current regulatory provisions. Pursuant to Article 125-*quater* of Legislative Decree no. 58, dated February 24, 1998, (the "**TUF**"), a summary report of the votes will be made available on the Company's website at [www.gruppoascopiave.it](http://www.gruppoascopiave.it) within five days of the Meeting.

The Extraordinary Shareholders' Meeting of Ascopiave has adopted a series of amendments to the Company's Articles of Association, which are briefly summarized below:

- has resolved to amend Article 6 (Shares) of the Articles of Association clarifying that the shareholder's increased voting right and the effects of the accrual of such right envisaged in Article 127-*quinquies* of the TUF - after the minimum continuous holding period of the shares registered in the special list pursuant to Article 127-*quinquies*, paragraph 2, of the TUF - is not subject to an express request by the shareholder to the intermediary to send the communication to the Company, as stated in Article 44, paragraph 3, of the "Joint Provision on Post-Trading by Consob and the Bank of Italy dated August 13, 2018" (concerning the "Regulation of central counterparties, central securities depositories and centralized management activities"), introduced by provision dated October 10, 2022 (the "Joint Post-Trading Provision"), with the consequent elimination of the provision for a subsequent notification by the intermediary, upon the holder's request, as a condition for the assignment of the increased voting right;
- has approved the amendment to Article 12 (President and conduct of the Meeting) of the Articles of Association, incorporating the regulatory innovation envisaged in Article 135-*undecies*.1 of the TUF, introduced by Law no. 21, dated March 5, 2024, ("Capital Law"), which came into force on March 27, 2024, allowing listed companies the option to hold meetings exclusively through the designated representative, pursuant to Article 135-*undecies* of the TUF;
- has resolved to introduce, in line with the proposal of the Board of Directors, the amendment to Article 21 (Remuneration of the Board of Directors) of the Articles of Association, in particular the clarification that the remuneration of Directors holding specific offices includes the Director holding the office of Chairman and each CEO, and is aimed at ensuring greater clarity and



consistency in the Articles of Association whilst upholding compliance with regulatory provisions. Said amendment is part of a perspective of technical updating and improvement in the clarity of the Articles of Association by aligning the wording with the best statutory practices in the field;

- has resolved to formally renumber Article 22 (Composition and appointment of the Board of Statutory Auditors) of the Articles of Association.

In accordance with the provisions of the Articles of Association, the shareholders who did not concur in the approval of these resolutions are not entitled to the right of withdrawal.

*The Ascopiave Group is one of the leading national players in the country's natural gas distribution field, managing operations in 301 towns in Northern Italy, providing service to approximately 870,000 users through a network of over 14,700 kilometres.*

*The Group is also active in the field of renewable energy and integrated water supply; it holds a minority stake in energy marketing enterprises and public services.*

*In the renewable energy sector, Ascopiave manages 29 hydroelectric and wind power plants in operation, with a nominal installed capacity of 84.1 MW.*

*Ascopiave is a shareholder and technological partner of Cogei S.p.A., which manages the integrated water service in 15 towns in Lombardy, serving a catchment basin of over 100 thousand inhabitants through a network of 880 km.*

*Ascopiave is a partner of the Hera Group in the marketing of energy, holding a 25% stake in EstEnergy S.p.A., a leading player in the field with a portfolio of over 1 million sales contracts with end users, mainly in the Veneto, Friuli Venezia-Giulia and Lombardy regions.*

*Moreover, the Group holds a minority stake in energy marketing businesses (Hera Comm S.p.A.), in the field of utilities (Acinque S.p.A.) as well as in the Information and Communication Technology Services (Acantho S.p.A.).*

*Ascopiave has been listed on the Euronext Star Milan segment of the Italian Stock Exchange since 12 December 2006.*

Contact: Community Group  
Giuliano Pasini  
Gianandrea Gamba  
Tel. 0422 / 416111  
Cell. 335 / 6085019

Ascopiave  
Tel. 0438 / 980098  
Roberto Zava - Media Relations  
Cell. 335 / 1852403  
Giacomo Bignucolo – Investor Relations  
Cell. 335 / 1311193

Pieve di Soligo, 16<sup>th</sup> December 2024

