

Informazione Regolamentata n. 0474-25-2025	Data/Ora Inizio Diffusione 28 Aprile 2025 09:47:17	Euronext Star Milan
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Societa' : CENTRALE DEL LATTE D'ITALIA

Identificativo Informazione : 204678
Regolamentata

Utenza - referente : CENTRALEN01 - Pisoni Veronica

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 28 Aprile 2025 09:47:17

Data/Ora Inizio Diffusione : 28 Aprile 2025 09:47:17

Oggetto : CLI - Notice of convocation

Testo del comunicato

Vedi allegato



NOTICE OF CONVOCATION OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened at the Ordinary Shareholders' Meeting at the registered office of the company Newlat Group SA, located in Paradiso (Switzerland), Via Geretta 8 on **28 April 2025, at 10.00 am** on first call, and if necessary on 5 May 2025, same place and time on second call, to discuss and resolve on the following:

agenda

1. Report on operations and financial statements as at 31 December 2024, report of the Management Control Committee. Related resolutions.
2. Allocation of the profit for the year. Related resolutions.
3. Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (TUF):
 - a. Binding vote on Section I.
 - b. Advisory vote on Section II.
4. Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.

The Company decided to avail itself of the option set forth in Article 9 of the Articles of Association, establishing that:

- Shareholders' attendance and voting at the Shareholders' Meeting shall take place exclusively through a designated representative pursuant to Article 135-undecies.1 of the TUF, without physical participation on their part.
- Participation in the Shareholders' Meeting of the members of the corporate bodies, the secretary and the designated representative, as well as any other persons authorised to do so by the Chair of the Board of Directors, may also, or exclusively, take place by means of telecommunications that guarantee the Chair's ability to identify and confirm the eligibility of those attending, to govern the proceedings of the meeting, to ascertain and proclaim the results of the voting, that allow the Secretary to adequately perceive the events of the meeting that are reported in the minutes, and that those attending may participate in the discussion and simultaneous voting of the items on the agenda and may view, receive or submit documents.

Information on the share capital.

The fully subscribed and paid-up share capital totalled €28,840,041.20 divided into 14,000,020 ordinary shares with no indication of nominal value, all having voting rights. The Company does not hold any treasury shares. Each share is assigned one vote or two or more votes pursuant to art. 5 of the Articles of Association, in the event

of a positive assessment of this right by the board of directors.

Eligibility for participation in the Shareholders' Meeting.

Eligibility to participate at the Shareholders' Meeting and to exercise the right to vote – which may only be exercised through the designated representative – is attested by a notice given by an intermediary qualified pursuant to art. 83-sexies of the TUF for the person entitled to vote on the basis of the evidence relating to the end of the accounting day of Tuesday, 15 April 2025 (record date), seventh trading day prior to the date set for the Shareholders' Meeting at first call. Those who hold shares only after that date will not be entitled to participate and vote at the Shareholders' Meeting.

Participation in the shareholders' meeting and delegation of a proxy to the shareholders' representative.

Participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Studio Segre S.r.l., located in Via Valeggio 41 – 10129 Turin (Italy), as Designated Representative of the Company pursuant to Article 9 of the Articles of Association and Article 135-undecies.1 of the TUF. The proxy must be conferred by signing and delivering the appropriate form to the Designated Representative, sending it by registered letter with return receipt to Studio Segre S.r.l. in Turin Via Valeggio 41, or by certified email to segre@legalmail.it by the end of the second trading day prior to the date set for the Shareholders' Meeting even at second call (i.e. respectively by Thursday, 24 April 2025 and Wednesday, 30 April 2025). The proxy is not effective for proposals for which voting instructions have not been given. The proxy and voting instructions may be revoked during the same period within which they may be conferred.

As envisaged by art. 9 of the Articles of Association and art. 135-undecies.1 of the TUF, as an exception to art. 135-undecies, paragraph 4, of the TUF, it is possible to grant proxy to the Designated Representative also pursuant to Article 135-novies. In this case, in addition to the proxy formula inserted at the bottom of the notice issued by the authorised intermediary, it is possible to use the proxy form published on the Company's website www.centralelatteitalia.com in the *Investor Relations* section.

The proxy must be granted by sending it to the certified email address segre@legalmail.it together with the voting instructions and a copy of a valid document of the delegating party. This proxy must be received no later than 6 pm on the day before the Shareholders' Meeting (and in any case before the beginning of the meeting's



proceedings). Within the aforementioned period the proxy and voting instructions may always be revoked in the aforementioned manner.

The communication to the Company made by the authorised intermediary certifying entitlement to attend the Shareholders' Meeting is also necessary in the event of a proxy being conferred on the Designated Representative of the Company. Therefore, in the absence of the aforementioned communication the proxy must be considered null and void.

Questions on the items on the agenda.

Pursuant to art. 127-ter of the TUF, those entitled to vote have the right to ask questions about the items on the agenda. Questions must reach the Company by the end of the seventh trading day prior to the date set for the Shareholders' Meeting at first call (i.e. by Tuesday, 15 April 2025) by registered letter with return receipt at the registered office, by fax at 01132040297 or by certified email at mail@pec.centralelatteitalia.com and must be accompanied by documentation proving entitlement to exercise the right to ask questions before the Shareholders' Meeting. Responses that have the same subject matter and content will be unified. The Company will provide a written response by 12:00 noon on Thursday, 24 April 2025 by posting on the Company's website at www.centralelatteitalia.com in the "Investor Relations" section.

Additions to the agenda and presentation of new proposals for resolutions.

Pursuant to art. 126-bis of the TUF, within ten days of the publication of this notice (i.e. by 27 March 2025) shareholders who even jointly represent at least one-fortieth of the share capital, as resulting from a specific communication/certification, may request the addition of items to the agenda, specifying in the request the additional items proposed or presenting proposals for resolutions on items already on the agenda within fifteen days before the date of the Shareholders' Meeting at first call (i.e. by 13 April 2025). Note also that additions to the items to be discussed are not permitted for items on which the Shareholders' Meeting, in accordance with the law, resolves on a proposal from the Directors or on the basis of a project or report prepared thereby, other than those referred to in art. 125-ter, paragraph 1, of the TUF. Questions must be submitted by registered letter with return receipt to the registered office or by PEC certified email at mail@pec.centralelatteitalia.com and must be accompanied by a report on the matters proposed for discussion or by a resolution text on the matter already on the agenda, as well as the communication/certification issued by an authorised intermediary proving the entitlement to exercise the right. Any additions to the agenda shall be made known in the same manner as this notice of call at least fifteen days

before the date set for the first call (i.e. by 13 April 2025), within which the report prepared by the Proposing Shareholders shall be made available to the public. Proposals for resolutions on matters already on the agenda will instead be notified by publication on the Company's website at www.centralelatteitalia.com in the *Investor Relations* section by Tuesday, 15 April 2025 so that the holders of voting rights may examine them for the purpose of granting proxies or sub-proxies to the Designated Representative.

In the case of proposals for resolutions on the items on the agenda other than those formulated by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn), and only in the event that such proposal is rejected the proposals of the Shareholders will be put to a vote. These proposals, if alternative to each other, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to a vote first is rejected will the next proposal be put to a vote in order of represented capital and so on.

Documentation.

The documentation required by current legislation relating to the items on the agenda, including among other things the full text of the proposed resolutions, will be made available to the public in accordance with the law at the registered office and on the website at www.centralelatteitalia.com in the *Investor Relations* section. It will also be available on the authorised eMarket storage mechanism at www.emarketstorage.com.

The Articles of Association are available at www.centralelatteitalia.com in the "Governance" section.

Pursuant to art. 125-bis of Italian Legislative Decree 58/1998, the extract of this notice of convocation will be published in the newspaper *Italia Oggi* on 18 March 2025.

Chair of the Board of Directors

Angelo Mastrolia

Centrale del Latte d'Italia S.p.A.

Via Filadelfia 220 – 10137 Turin (Italy)

Tax ID and VAT no. 01934250018

Share capital €28,840,041.20 fully paid-in

CCIAA (Chamber of Commerce, Industry, Craft Trade and Agriculture) – Turin no. 520409

Court of Turin no. 631/77

Turin, 18 March 2025

