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Societa' : NEWLAT FOOD

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Oggetto : Newlat Food - Notice of convocation

*Testo del comunicato*

Vedi allegato



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# **NEWLAT FOOD S.p.A.**

REGISTERED OFFICE IN REGGIO EMILIA – VIA J. F. KENNEDY, 16

SHARE CAPITAL €43,935,050.00 FULLY SUBSCRIBED AND PAID-IN

REGISTRATION IN THE REGGIO EMILIA COMPANY REGISTER NO. 277595 AND TAX ID AND VAT NUMBER 00183410653

COMPANY SUBJECT TO MANAGEMENT AND COORDINATION BY NEWLAT GROUP S.A.

PURSUANT TO ARTICLES 2497 ET SEQ. OF THE ITALIAN CIVIL CODE

## **NOTICE OF CONVOCAZIONE OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

The Extraordinary and Ordinary Shareholders' Meeting of Newlat Food S.p.A. is convened before the Notary Ciro de Vivo of Milan, with office in Milan (MI), Via Sant'Andrea 19, on 28 April 2025, at 12 noon, on first call, and if necessary on second call on 5 May 2025 at the same place and time, exclusively by means of remote communication, to discuss and resolve on the following:

### **AGENDA**

#### **Extraordinary part**

1. Amendments to the Articles of Association, namely:
  - 1.1 Change of name to NewPrinces S.p.A.
  - 1.2 Introduction of the rules for attending shareholders' meetings and exercising voting rights exclusively through the designated representative pursuant to Article 135-undecies.1 of Italian Legislative Decree no. 58/98 (TUF), as introduced by Italian Law no. 21/2024.
2. Amendments to the articles of association and specifically adoption of the one-tier administration and control model effective as from the end of the term of office of the corporate bodies to be appointed by the shareholders' meeting in ordinary session.

#### **Ordinary part**

1. Report on operations and financial statements as at 31 December 2024, report of the Board of Statutory Auditors. Related resolutions. Presentation of the consolidated financial statements as at 31 December 2024.
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):
  - 3.1 Binding vote on Section I.
  - 3.2 Advisory vote on Section II.
4. Appointment of the Board of Directors for the financial years 2025-2027 and determination of the remuneration:





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- 4.1 Determination of the number of members of the Board of Directors.
- 4.2 Determination of the term of office of the Board of Directors.
- 4.3 Appointment of the members of the Board of Directors.
- 4.4 Appointment of the Chair of the Board of Directors.
- 4.5 Determination of remuneration.
- 5. Appointment of the Board of Statutory Auditors for the financial years 2025-2027 and determination of the relative emoluments:
  - 5.1 Appointment of Standing Statutory Auditors, including the Chair of the Board of Statutory Auditors, and Alternate Statutory Auditors.
  - 5.2 Determination of emoluments.
- 6. Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.

\* \* \*

The Company has decided to avail itself of the option established by Article 106 of Italian Law-Decree no. 18/2020, converted by Italian Law no. 27/2020 and as last extended until 31 December 2025 ("Decree"), providing that Shareholders may only participate in the Shareholders' Meeting through a representative appointed pursuant to Article 135-undecies of Italian Legislative Decree no. 58/98 (Consolidated Law on Finance - "TUF"), without participating in person themselves.

\* \* \*

#### INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF CONVOCACTION

The subscribed and paid-in share capital amounted to €43,935,050.00 divided into 43,935,050 ordinary shares without nominal value, all of which have voting rights with the exception of treasury shares whose voting rights are suspended.

Each share is assigned one vote or two votes pursuant to article 6, paragraph 9, 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.

Pursuant to article 83-sexies of the TUF, eligibility to participate in the Shareholders' Meeting and to exercise the right to vote – which may only take place through a designated representative – is attested by a communication made by a qualified intermediary to the person entitled to vote on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. 15 April 2025, so-called record date). Those who hold shares only after that date will not be entitled to participate and vote at the Shareholders' Meeting.

The communication from the intermediary must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call, and therefore by 23 April 2025. However, eligibility





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to participate and vote remains if the notice is received by the Company after the aforementioned deadline but before the start of the Shareholders' Meeting.

The Directors, the Statutory Auditors, the secretary of the meeting and/or the Notary, the representative of the Independent Auditors as well as the representative appointed pursuant to article 135-undecies of the TUF, as well as any other persons authorised by the Chair of the Board of Directors, may attend the Shareholders' Meeting exclusively through the use of remote connection systems that allow their identification in a manner that the Chair will define and communicate to each of the aforementioned persons, in compliance with current applicable provisions.

### **PARTICIPATION IN THE SHAREHOLDERS' MEETING AND DELEGATION OF A PROXY TO THE SHAREHOLDERS' REPRESENTATIVE**

As permitted by art. 106 of the Decree, the participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Studio Segre S.r.l. as designated representative of the Company pursuant to art. 135-undecies of the TUF ("Designated Representative").

The proxy can be granted at no cost to the delegator along with voting instructions on all or some of the proposals on the agenda using the specific form made available on the Company's website at <https://corporate.newlat.it/corporate-governance/assemblea-azionisti/>.

The proxy with voting instructions must be submitted together with a copy of a valid identity document of the delegating Shareholder or, if the delegating Shareholder is a legal person, of the legal representative pro tempore or of another person with appropriate powers, together with documentation certifying their qualification and powers, to the aforementioned Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting even at second call (i.e. by 24 April 2025 and 30 April 2025, respectively), sending it by registered mail with return receipt to the address "Studio Segre S.r.l." - Via Valeggio 41 - 10129 Turin, Italy, or by sending an email to the PEC certified email address [segre@legalmail.it](mailto:segre@legalmail.it) (subject line "Proxy 2025 Newlat Shareholders' Meeting") from a certified email address (or failing that from an ordinary email address).

The proxy and voting instructions may be revoked during the same period within which they may be conferred.

Proxies and/or sub-proxies may also be delegated pursuant to article 135-novies of the TUF, as an exception to article 135-undecies, paragraph 4 of the TUF. In fact, those who do not intend to avail themselves of the method of participation envisaged by art. 135-undecies of the TUF may alternatively grant the same Designated Representative proxy or sub-proxy pursuant to art. 135-novies of the TUF, necessarily containing instructions on how to vote on all or some of the items on the agenda by using the proxy/sub-proxy form made available on the Company's website at <https://corporate.newlat.it/corporate-governance/assemblea-azionisti/> at no expense to the delegator. For the submission of such proxies/sub-proxies, the procedures specified above and detailed in the proxy form must be followed. The 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





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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.

The Company reserves the right to supplement and/or amend the above instructions in accordance with any subsequent legal and/or regulatory provisions. Any amendments, updates or clarifications will be made available in a timely manner in the same method as the publication of the notice of call and/or in any case through the information channels envisaged by current law.

### QUESTIONS ON THE ITEMS ON THE AGENDA.

Pursuant to article 127-ter of the TUF, those entitled to vote may ask questions on the items on the agenda before the Shareholders' Meeting, by sending them to the Company no later than the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. by 15 April 2025), in writing by registered letter with return receipt to the registered office of the Company located in Reggio Emilia (RE), Via Kennedy 16, or by PEC certified email to [newlat@pec.it](mailto:newlat@pec.it). The legal basis for exercising this right is attested by the submission to the Company, at the addresses indicated above, of a specific communication issued by the intermediaries authorised in accordance with the law, certifying ownership of such right. Questions received before the Shareholders' Meeting shall be answered at the latest by 12.00 noon of the third day prior to the date set for the Shareholders' Meeting on first call. The Company may provide a single answer to questions having the same content. Answers will be made available on the Company's website at <https://corporate.newlat.it/corporate-governance/assemblea-azionisti/>.

### 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 certified email at [newlat@pec.it](mailto:newlat@pec.it) and must be accompanied by a report on the matters proposed for discussion, 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







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<https://corporate.newlat.it/corporate-governance/assemblea-azionisti/> 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.

### APPOINTMENT OF THE BOARD OF DIRECTORS

With regard to the fourth item on the Agenda, note that the mandate of the Board of Directors will expire with the next Shareholders' Meeting. Therefore, at this meeting the new members must be appointed for the financial years 2025-2027 pursuant to art. 147-ter of the TUF and articles 12, 13 and 14 of the current Articles of Association, to which reference is made.

The Directors are appointed by the Shareholders' Meeting on the basis of slates submitted by Shareholders in which the candidates must be listed in sequential order. Slates can only be submitted by Shareholders who alone or together with other Shareholders represent at least 2.5% (two point five per cent) of the share capital.

The slates, signed by the Shareholder or Shareholders who can even submit them via proxy through one of them accompanied by the required documentation, must be filed at the registered office or sent to the certified email address [newlat@pec.it](mailto:newlat@pec.it) by the presenting Shareholders by Thursday, 3 April 2025 and will be made public according to the provisions in force.

Each slate shall bear the names, marked with a sequential number, of no more than 15 (fifteen) candidates.

Each slate must include at least some candidates - in accordance with the provisions of applicable legislation - who meet the independence requirements prescribed by applicable laws or regulations (including the market regulations of Borsa Italiana S.p.A.), indicating them separately and placing one of them at the top of the list.

A Shareholder or group of Shareholders may not submit and vote for more than one slate, even through an intermediary or through trustees. No candidate may be on more than one slate, and inclusion on more than one slate constitutes grounds for ineligibility.

Each slate that presents a number of candidates equal to or greater than 3 (three) must also include candidates of both genders, at least in the minimum proportion required by the applicable laws and regulations in force from time to time.

Together with the presentation of the slates, the eligible persons who submitted them must also file the following signed and dated documentation by the legal deadline for filing:





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- a) The information relating to the identity of the Shareholders who have submitted the slate and the indication of the percentage of shareholding held, in addition to one or more certification(s), showing the ownership of such shareholding(s) at the date the slate is submitted
- b) A declaration by Shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of any direct or indirect link, within the meaning of applicable laws and regulations, with the latter
- c) The *curriculum vitae* of the candidates and a statement in which each candidate declares, under his or her own responsibility, that there are no grounds for ineligibility and incompatibility and that he or she fulfils the conditions for appointment.
- d) Information on candidates and indication of any eligibility to qualify as an independent director in accordance with applicable legislation and with the codes of conduct on corporate governance adopted by the Company.
- e) A declaration from each candidate accepting their candidacy.

Any slate that fails to comply with the above provisions shall be deemed not to have been submitted.

If a single slate is submitted, the entire Board of Directors shall be drawn from it. If no slate is submitted, the Shareholders' Meeting decides by majority of voters, excluding from the calculation those who abstain.

Shareholders wishing to submit slates are invited to read the recommendations contained in Consob communication DEM/9017893 of 26 February 2009.

#### APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

With regard to the fifth item on the Agenda, note that the mandate of the Board of Statutory Auditors will expire with the next Shareholders' Meeting. Therefore, at this meeting the new members must be appointed for the financial years 2025-2027 pursuant to art. 148 of the TUF and articles 21 and 22 of the current Articles of Association, to which reference is made.

Statutory Auditors are appointed by the Shareholders' Meeting on the basis of slates submitted by Shareholders in which the candidates must be listed in sequential order. Slates can only be submitted by Shareholders who alone or together with other Shareholders represent at least 2.5% (two point five per cent) of the share capital.

The slates, signed by the Shareholder or Shareholders who can even submit them via proxy through one of them accompanied by the required documentation, must be filed at the registered office or sent to the certified email address [newlat@pec.it](mailto:newlat@pec.it) by the presenting Shareholders by 3 April 2025 and will be made public according to the provisions in force. In the event that on the expiry date of the deadline for submission of slates only one of them has been filed, or only slates submitted by Shareholders connected to each other pursuant to the applicable provisions, pursuant to art. 144-sexies of the Issuers' Regulation approved by Consob Resolution no. 11971 as amended and supplemented, slates may be submitted by Sunday, 6 April 2025. In such case, the thresholds for submission of slates shall be reduced by half, therefore to 1.25% (one point twenty-five per cent) of the share capital.





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A Shareholder or group of Shareholders may not submit and vote for more than one slate, even through an intermediary or through trustees. No candidate may be on more than one slate, and inclusion on more than one slate constitutes grounds for ineligibility.

Each slate is divided into two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor. The first of the candidates in each section must appear in the register of auditors and must have carried out auditing activities for a period of not less than 3 (three) years.

Each slate that – considering both sections – has a number of candidates equal to or greater than 3 (three) must also include candidates of both genders, so that at least two-fifths of the candidates for the office of standing auditor and at least one candidate for the office of alternate auditor belong to the least-represented gender.

Together with the submission of the slates, the eligible persons who submitted them must also file the following signed and dated documentation by the legal deadline for filing:

- a) The information relating to the identity of the Shareholders who have submitted the slate and the indication of the percentage of shareholding held, in addition to one or more certification(s), showing the ownership of such shareholding(s) at the date the slate is submitted
- b) A declaration by Shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of any direct or indirect link, within the meaning of applicable laws and regulations, with the latter
- c) The *curriculum vitae* of the candidates and a statement in which each candidate declares, under his or her own responsibility, that there are no grounds for ineligibility and incompatibility and that he or she fulfils the conditions for appointment
- d) Information on candidates indicating the positions of administration and control held in other companies, as well as a declaration by the candidates themselves that they meet the requirements – including those of integrity, professionalism, independence and the number of positions held concurrently – envisaged by applicable laws and regulations in force from time to time and by the Articles of Association
- e) A declaration from each candidate accepting their candidacy.

Any slate that fails to comply with the above provisions shall be deemed not to have been submitted.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009.

## 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







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law at the registered office and on the website at <https://corporate.newlat.it/corporate-governance/assemblea-azionisti/>. It will also be available on the authorised eMarket storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com).

The current Articles of Association are available on the Company's website at <https://corporate.newlat.it/corporate-governance/corporate-governance/statuto/>.

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.

Reggio Emilia, 18 March 2025

For the Board of Directors  
The Chair  
(Angelo Mastrolia)



