

Gruppo  
Zignago Vetro



ZIGNAGO VETRO S.p.A.

Registered office Fossalta di Portogruaro (VE), Via Ita Marzotto, 8

Share capital 8,800,000.00 fully subscribed and paid-in

Tax and Venice Companies Registration Office No.: 00717800247

## **CALL NOTICE OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Those with the right to attend and vote are called to the Ordinary and Extraordinary Shareholders' Meeting at the registered office of the company in Fossalta di Portogruaro (VE), Via Ita Marzotto, 8 on April 28, 2020 at 11AM in first call and on May 27, 2020 at the same time and place in second call, to discuss and vote upon the following

### **AGENDA**

#### **Ordinary session**

- 1) Annual Financial Statements for the year ended December 31, 2019, Directors' Report, Board of Statutory Auditors' Report and Independent Auditors' Report.
  - 1.1) Review and approval of Annual Financial Statements for the year ended December 31, 2019, Directors' Report, Board of Statutory Auditors' Report and Independent Auditors' Report.
  - 1.2) Allocation of the profit
- 2) Report on the remuneration policy and compensation paid:
  - 2.1 approval of the "Remuneration Policy 2020" contained in Section I, pursuant to Article 123-ter, paragraph 3-bis of Legislative Decree No. 58/98;
  - 2.2 consultative vote on the "Fees paid in 2019" reported in Section II, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98;
- 3) Authorisation for the purchase and placement of treasury shares, with prior revocation for non-use of the previous Shareholders' resolution of May 2, 2019;

#### **Extraordinary session**

- 1) Amendment to Article 15 (Board of Directors) and Article 20 (Board of Statutory Auditors) of the Company By-Laws
- 2) Amendment to Article 7-Bis (multi-vote rights) of the Company By-Laws

### **SHARE CAPITAL AND VOTING RIGHTS**

The share capital subscribed and paid-in amounts to Euro 8,800,000.00, comprising 88,000,000.00 ordinary shares, each with a nominal value of Euro 0.10. At the date of the present call notice, the company holds 308,875 treasury shares in portfolio, comprising 0.3511% of the share capital, for which the voting right is suspended. Any change in treasury shares will be communicated at the Shareholders' Meeting.

Each ordinary share assigns the right to one vote at the Shareholders' Meeting (excluding ordinary treasury shares for which the voting right is suspended in accordance with law). However, the Shareholders' Meeting of April 28, 2015 amended Article 8 of the By-Laws, introducing the loyalty shares mechanism, as per Article 127-quinquies of the CFA. In particular, in accordance with the stated Article 7-bis, two votes are assigned to each ordinary Zignago Vetro share held by the same shareholder of the company for a continuous period of at least 24 months, from their registration in a special list, set up and maintained by the company at the registered office. For the list of Shareholders maturing loyalty share voting rights, reference should be made to the website [www.gruppozignagovetro.com](http://www.gruppozignagovetro.com), Investors section - Multi-vote shares".

At the date of the call notice, exercisable voting rights totalled 145,275,351.

### **RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING**

Pursuant to Art. 106 of Decree Law No. 18 of March 17, 2020 (the so-called "Cura Italia" Decree), **participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the designated agent.**

In accordance with Article 83-*sexies* and Legislative Decree 58/98 (the "CFA") those who have sent to the company the relative communication through an authorised intermediary based on the accounting records on the seventh trading day before the Shareholders' Meeting, therefore April 17, 2020, have the right to attend and vote at the Shareholders' Meeting. Those who hold shares only after April 17, 2020 will not have the right to attend or vote at the Shareholders' Meeting. The Communication of the intermediary must be received by the Company by the end of the third trading day before the Shareholders' Meeting is held in first call (therefore by April 23, 2020). The right to attend and vote at the Shareholders' Meeting remains valid if the communication of the above-stated intermediary is sent to the Company outside the stated time period, although by the beginning of the relative Shareholders' Meeting.

## **PARTICIPATION AT THE SHAREHOLDERS' MEETING AND ASSIGNING OF PROXY TO THE DESIGNATED AGENT**

Pursuant to Art. 106 of Decree Law No. 18 of March 17, 2020 (the so-called "Cura Italia" Decree), **participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the designated agent.**

Consequently, the Company has appointed Computershare S.p.A. - with registered offices in Milan, via Lorenzo Mascheroni No. 19 - to represent the shareholders pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 and the cited Decree Law (the "**Designated Agent**"). Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Designated Agent a proxy - with voting instructions - on all or some of the proposed resolutions on the items on the Agenda using the specific proxy form, including electronically, prepared by the Designated Agent in agreement with the Company, available on the Company's website [www.gruppozignagovetro.com](http://www.gruppozignagovetro.com), Investors - Shareholders' Meeting, which includes a link to send the procedure.

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 second market day open prior to the Shareholders' Meeting, i.e. by April 24, 2020 for the first call and by May 25, 2020 in second call, and within the same deadline the proxy may be revoked.

The proxy, thus conferred, shall take effect only for those proposals in relation to which voting instructions have been given.

It should also be noted that the Designated Agent may also be conferred mandates or sub-delegations pursuant to Article 135-*novies* of the CFA, in derogation of Article 135-*undecies*, paragraph 4 of Legislative Decree No. 58/98 by following the instructions indicated in the form available on the Company's website at the following address [www.gruppozignagovetro.com](http://www.gruppozignagovetro.com), Investors - Shareholders' Meeting. In view of the current emergency, proxies may be granted by April 26, 2020 for the first call or by May 25, 2020 for the second call (it being understood that the agent may accept proxies and/or instructions even after the aforementioned deadline and before the opening of the Shareholders' Meeting). In the same way, those entitled may revoke, within the same deadline, the proxy/sub-delegation and the voting instructions given.

In view of the limitations that may arise due to health requirements, the participation in the Shareholders' Meeting of the persons entitled to attend (the members of the corporate boards, the Secretary in charge and the Designated Agent) may also take place by means of telecommunications exclusively in the manner individually communicated to them, in compliance with the applicable regulations for this eventuality.

The Designated Agent will be available for clarification or information at 0246776814 or at the following e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions in the light of intervening needs following the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

## **SUPPLEMENTS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS**

In accordance with Article 126-*bis* of Legislative Decree 58/98 shareholders who, also jointly, represent at least one-fortieth of the share capital, may apply to supplement the Shareholders' Meeting Agenda within 10 days of publication of the present notice, indicating the further matters proposed or by presenting proposals concerning matters already on the Agenda. The request must be sent by certified email to [assembleezignagovetro@legalmail.it](mailto:assembleezignagovetro@legalmail.it) at the registered office of the company at Via Ita Marzotto, 8, Fossalta di Portogruaro (VE) for the attention of Mr. Roberto Celot (Investor Relations Manager). Within the above-stated timeframe certification confirming ownership of the holding, approved by an intermediary who holds

the accounts where the shares of the requesting party are registered, must be sent together with a report containing the reasons for resolutions on new matters to be added to the agenda by the applicant, or the reasoning for the further proposals on matters already on the agenda. Supplementation is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the directors or concerning projects or reports other than those prepared in accordance with Art.125 *ter* paragraph 1 of the CFA. The above-stated report, supplemented by any evaluations by the Board of Directors, will be made available to the public at least 15 days before the Shareholders' Meeting using the same means as for the publication of the present notice and the other Shareholders' Meeting documentation, together with the publication of the agenda supplementation notice or the presentation of further proposals on matters already on the Agenda.

### **RIGHT TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA**

In accordance with Article 127-*ter* of Legislative Decree No. 58/98, those with the right to vote may submit questions regarding the matters on the agenda, also before the Shareholders' Meeting, through registered email to [assembleezignagovetro@legalmail.it](mailto:assembleezignagovetro@legalmail.it) within five business days prior to the Shareholders' Meeting in first call (therefore by April 21, 2020). In order to exercise this right, certification by the intermediary confirming the right to vote must be sent to the Company. For questions submitted, responses will be made at the latest during the meeting itself. Responses may be provided in written form at the Shareholders' Meeting and made available to all those with voting rights at the beginning of the Shareholders' Meeting.

### **DOCUMENTATION**

Documentation relating to the Shareholders' Meeting, including the reports of the Board of Directors and the proposals regarding the matters of the Agenda, will be made available to the public under the terms and conditions and in the manners established by the applicable regulations, with shareholders and those with voting rights permitted to obtain a copy.

This documentation will be available at the registered office of the company, on the website [www.gruppozignagovetro.com](http://www.gruppozignagovetro.com), in the Investor - Shareholders' Meetings section, as well as at the storage mechanism 1Info at [www.1info.it](http://www.1info.it) and specifically:

- by March 30, 2020, the Annual Financial Report, together with the Corporate Governance and Ownership Structure Report prepared in accordance with Article 123-*bis* of Legislative Decree 58/1998, the Board of Statutory Auditors' Report, the Auditors' Report, the Non-Financial Report and the Remuneration Policy and Compensation Paid prepared in accordance with Article 123-*ter* of Legislative Decree 58/1998 and the other documentation required by Article 154-*ter* of Legislative Decree No. 58/98;
- by March 27, 2020: authorisation for the purchase and utilisation of treasury shares;
- by March 27, 2020: the illustrative report on the matters on the agenda, in extraordinary session.

The Company thanks the shareholders for their cooperation in the exact execution of this notice and of the underlying laws (including special laws).

The Company reserves the right to communicate any changes or additions to the information contained in this notice in accordance with any legislative and/or regulatory provisions, or in any case in the interest of the Company and the Shareholders.

Fossalta di Portogruaro, March 13, 2020

On behalf of the Board of Directors

Mr. Paolo Giacobbo