



THE SUN FACTORY · ITALY  
GIBUS SPA

Share capital Euro 6,604,770 fully paid up - Registered office in Via L. Einaudi, 35 - 35030 Saccolongo (PD)  
Tax Code – 04584110284 VAT number and registration No. in the Padua Company Register – PD-401653  
No. in the Economic and Administrative Index

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

The Shareholders' Meeting is called for the ordinary and extraordinary session on 27<sup>th</sup> of April, 2021 at 10.00 a.m. at the registered office, in single call and possibly, on 28<sup>th</sup> of April 2021 at the same time, in second call to discuss and resolve the following

### **AGENDA**

#### **Ordinary Part**

1. Approval of 31 December 2020 financial statements and examination of the reports of the Board of Directors, the Board of Auditors and the Independent Auditors. Presentation of the consolidated financial statements on 31 December 2020. Relevant and consequent resolutions.
2. Allocation of the result for the year. Relevant and consequent resolutions.
3. Authorization for the purchase and sale of treasury shares pursuant to articles 2357 and following of the Italian Civil Code, as well as Article 132 of the Legislative Decree of 24 February 1998 No. 58 and Article 144-bis of the Consob Regulation adopted with resolution No. 11971/1999, subject to revocation of the previous authorization granted on 27<sup>th</sup> April 2020 for the part not executed. Relevant and consequent resolutions.
4. Change of the remunerations for the Board of Directors. Relevant and consequent resolutions

#### **Extraordinary part**

1. Changes to articles 6, 8, 11, 12, 13, 15, 16, 18, 21, 23, 27 and 28 of the Articles of Association and introduction of the new article 12-bis in the Articles of Association. Relevant and consequent resolutions.

In order to minimize the risks associated with the ongoing health emergency, the Company has decided to make use of the option established by art. 106, of the Law Decree No. 18 of 17 March 2020, converted with amendments by Law No. 27 on 24 April 2020, as extended by law no. 26 of 21 February 2021 which converted Law Decree No. 183 of 31 December 2020 and consequently the meeting will take place with the participation of the designated representative pursuant to art. 135-undecies of Legislative Decree 24th February 1998 No. 58, as subsequently amended ("TUF"), as access to meeting rooms of the shareholders or their delegates other than the designated representative is forbidden.

The Designated Representative may also be given proxies or sub-proxies pursuant to Article 135-novies of the TUF, notwithstanding Article 135-undecies, paragraph 4, of the TUF, in the manner specified in the complete version of the call notice.

The Directors, the Statutory Auditors, the representatives of the independent auditors, the secretary of the meeting and the Designated Representative may participate in the Shareholders' Meeting exclusively by using remote connection systems that allow identification in compliance with current and applicable provisions.

The information relevant to the share capital and voting rights, the entitlement to attend and vote (record date 16<sup>th</sup> April 2021), the exercise of the vote through the representative of the Shareholders designated by the Company and the availability of the shareholders' meeting documentation are reported in the complete version of the call notice, which is available on the website [www.gibusgroup.com](http://www.gibusgroup.com), Investor Relations/Shareholders' Meeting section. Any changes and/or additions to the information contained in the notice of meeting, should they become necessary as a result of the evolution of the current emergency situation due to Covid 19, will be made available on the website [www.gibusgroup.com](http://www.gibusgroup.com), Investor Relations/Shareholders' Meeting section and by the other methods provided by law.

Saccolongo (PD), 12<sup>th</sup> April 2021

On behalf of the Board of Directors  
The Chief Executive Officer  
Gianfranco Bellin