



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

## CALL 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.

### **METHOD TO CONDUCT THE MEETING**

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 (the "DL Covid-19"), 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"), according to the methods described below, 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 below.

The Directors, the Statutory Auditors, the representatives of the independent auditors, the secretary of the meeting and the Designated Representative pursuant to Article 135-undecies of the TUF may participate in the Shareholders' Meeting exclusively by using remote connection systems that allow identification in compliance with current and applicable provisions.

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

The share capital of GIBUS S.p.A. amounts to Euro 6,604,770 and is made up of n. 5,008,204 ordinary shares, with no indication of nominal value. Each share gives the right to one vote in the Company's ordinary and extraordinary shareholders' meetings. The Company as of today does not hold treasury shares

### **LEGITIMATION TO INTERVENTION AND VOTE**

Pursuant to art. 83-sexies of TUF and art. 16 of the Articles of Association, the entitlement to attend the Shareholders' Meeting and exercise the right to vote - **exclusively through the Designated Representative** - is certified by a communication to the Company made by the intermediary in accordance with its accounting records in favor of the person who is entitled to vote, based on the data at the end of the accounting day of the seventh trading day preceding the date set for the first call of the Shareholders' Meeting (i.e. **16<sup>th</sup> April 2021 - record date**); the credit and debit registrations made on the accounts after this deadline are not relevant for the purpose of legitimizing the exercise of the right to vote in the Shareholders' Meeting. The owners of the Company's shares after that date will not be entitled to attend 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 first call of the Shareholders' Meeting (i.e. **22<sup>nd</sup> April 2021**). The right to attend and vote remains valid if the communications are received by the Company after this deadline, provided that it is before the start of the meeting.

The communication to the Company is made by the intermediary at the request of the person who has the right to vote.

### **REPRESENTATION IN THE SHAREHOLDERS' MEETING**

Pursuant to art. 106, paragraphs 4 and 5 of the Covid-19 Law Decree, **the participation in the meeting of those who have the right to vote will take place exclusively through Spafid S.p.A. based in Milan, Representative Designated by the Company pursuant to art. 135-undecies of the TUF**, ("Designated Representative" or "Spafid") to whom proxy must be given in accordance with the following terms and at no cost to the delegator except for the transmission costs. Pursuant to art. 106, paragraphs 4 and 5 of the Covid-19 Law Decree, those who have the right to vote and want to participate in the meeting, **will have alternatively**:

- i) to be represented, pursuant to art. 135-novies of the TUF, by proxy or sub-proxy by Spafid. Therefore, they will use the proxy/sub-proxy form, including the voting instructions and the transmission methods available on the website [www.gibusgroup.com](http://www.gibusgroup.com), Investor Relations/Shareholders' Meeting section to be sent to Spafid with the same methods given in the following item ii) within 6 pm of the day before the Shareholders' Meeting (and, in any case, before the start of the meeting);
- ii) pursuant to art. 135-undecies of the TUF, they can send Spafid the proxy with the voting instructions on all or some of the proposals on the agenda. The proxy to the Designated Representative, with the voting instructions, along with an identity document – and, in the case of a legal person being delegated, a document proving the powers to issue the proxy - must be sent to Spafid SpA, by the end of the second day of the trading market prior to the date set for the meeting by **23<sup>rd</sup> April 2021** (or by 26<sup>th</sup> April 2021) in the event of the second call according to the following alternative methods: (i) a copy reproduced electronically (PDF) sent to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "GIBUS 2021 Shareholders' Meeting Delegation") from one's certified e-mail address (or, failing that, from one's own mailbox by ordinary e-mail; in this case, the proxy with the

voting instructions must be signed with a qualified electronic or digital signature); (ii) to send the original copy by courier or registered letter with acknowledgement of receipt to Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milano (Ref. "Delegation of the GIBUS 2021 Shareholders' Meeting") and to anticipate a copy (i.e. PDF) by ordinary e-mail to the mailbox [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "GIBUS 2021 Shareholders' Meeting Delegation"). The proxy form is available on the website [www.gibusgroup.com](http://www.gibusgroup.com), Investor Relations/Shareholders' Meeting section. The proxy is effective only for the proposals in relation to which voting instructions are given. The proxy and the voting instructions are always revocable within the above deadline.

For any clarifications relevant to granting the proxy to the Designated Representative, send an email to Spafid at [confidential@spafid.it](mailto:confidential@spafid.it) or call (+39) 0280687.335 – 0280687.319 (on working days from 9 am to 5 pm).

## **DOCUMENTATION**

The documentation relating to the Shareholders' Meeting required by current legislation and this notice of call are made available to the public at the registered office and on the Company's website [www.gibusgroup.com](http://www.gibusgroup.com), *Investor Relations / Shareholders' Meeting* section, within the terms of the law. The shareholders have the right to ask for a copy. **In compliance with the COVID-19 (Coronavirus) health emergency containment measures issued by the competent Authorities, the public is asked to avoid access to the registered office for the acquisition of the documentation until these measures are over.**

This notice of call is published today as an extract in the "Il Giornale" newspaper.

The instructions for participation in the Shareholders' Meeting by means of telecommunication will be provided by the Company, to the Directors, the Statutory Auditors and the Designated Representative as well as to others entitled to attend, other than those who have the right to vote.

The Company reserves the right to integrate and/or modify the content of this notice should it become necessary as a result of the evolution of the current emergency situation from Covid 19.

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

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