



**GIBUS SPA**

Capitale sociale Euro 6.604.770 i.v. - Sede Legale in Via L. Einaudi, 35 - 35030 Saccolongo (PD)  
C.F. - P.IVA e n. iscrizione al Registro delle Imprese di Padova 04584110284 - R.E.A. n. PD-401653

## **CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

The Shareholders' Meeting of Gibus S.p.A. is called for the ordinary session, remotely held only, on **27<sup>th</sup> of April 2023 at 10.00 a.m.** at the company registered office, and possibly, on **28<sup>th</sup> of April 2023 at the same time**, in second call to discuss and resolve the following

### **AGENDA**

1) Financial statements as at 31 December 2022, relevant and consequent resolutions:

1.1. approval of 31 December 2022 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 2022.

1.2 Allocation of the result for the year.

2) Appointment for the statutory audit of the accounts with reference to the financial years 2023-2025

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 and subsequent amendments, subject to revocation of the previous authorization granted on 27 April 2022 for the part not performed. Inherent and consequent resolutions.

**The meeting will be held exclusively by means of telecommunication that guarantees the identification of the participants as well as their participation and the exercise of the right to vote**, as specified below.

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

The Company has decided to make use of the option established by art. 106, paragraphs 4 and 5 of the Law Decree No. 18 of 17 March 2020, converted with amendments by Law No. 27 on 24 April 2020 (the "**Decree**") - as extended by article 3 of the Law Decree on 30 December 2021 No. 228, converted with amendments by the Law No. 15 on 25 February 2022 and extended by article 3, paragraph 10-undecies of the Law Decree No. 198 on 29 December 2022, converted, with amendments, by the Law No. 14 on 24 February 2023 - and consequently **the meeting will take place with the participation of the designated representative only** ("Designated representative") pursuant to art. 135-undecies of Legislative Decree No. 58 on 24 February 1998 ("**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 through the use of remote connection systems that allow their identification in compliance with current and applicable provisions.

## **SHARE CAPITAL AND VOTING RIGHTS**

The share capital of GIBUS S.p.A. amounts to 6,604,770 euros 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 holds 16,675 treasury shares.

## **LEGITIMATION TO INTERVENTION AND VOTE**

Pursuant to art. 83-*sexies* of TUF, 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. **18<sup>th</sup> April 2023 – 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. **24<sup>th</sup> April 2023**). 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**

The proxy with voting instructions must be conferred, free of charge, by the person entitled to vote, legitimized in accordance with the law, to the lawyer Donatella de Lieto Vollaro (who may be replaced by Paolo Orlando Daviddi or Monica Ronzitti or Angelica Codazzi or Dr. Alessandra Braccio), as Designated Representative of the Company pursuant to art. 135-*undecies* of the TUF ("**Designated Representative**"), using the specific form available, with the relevant instructions for completing and submitting it, on the Company's website at [www.gibusgroup.com](http://www.gibusgroup.com), Investor Relations / Shareholders' Meeting section, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), Shares/Documents section, to be sent by the end of the second open market day prior to the date set for the Shareholders' Meeting (i.e. by **25 April 2023** for the first call and by **26 April 2023** for the second call). Within the aforementioned term, the proxy and voting instructions can always be revoked in the same manner as the conferment. The proxy is effective only for the proposals in relation to which voting instructions are given. It should be noted that the shares for which the proxy, even partial, has been granted are calculated for the purposes of the regular constitution of the Shareholders' Meeting. Pursuant to the aforementioned Decree, it is possible, alternatively, to grant the same Designated Representative a proxy or sub-proxy pursuant to art. 135-*novies* of the TUF,

necessarily containing voting instructions on all or some of the proposals on the agenda, by using the appropriate form available on the Company's website [www.gibusgroup.com](http://www.gibusgroup.com), Investor Relations / Shareholders' Meeting section, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), Shares/Documents section. For the granting and notification of proxies/sub-proxies, even electronically, the methods indicated in the proxy form must be followed. The proxy form must arrive **by 6 pm** on the day before the Shareholders' Meeting (i.e. by **26 April 2023** for the first call and by **27 April 2023** for the second call). Within the aforesaid term, the proxy and voting instructions can always be revoked in the aforesaid manners.

## **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, as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), Shares/Documents section, within the terms of the law. The shareholders have the right to ask for a copy.

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

Saccolongo (PD), 12<sup>th</sup> April 2023  
On behalf of the Board of Directors  
The Chief Executive Officer  
Gianfranco Bellin