



**Guala Closures S.p.A.**

*Registered offices: Via Rana 12, Spinetta Marengo, Alessandria, 15122 Share capital subscribed and paid up Euro 68,906,646.00 Tax Code and Registration in the Register of Companies no.: 10038620968*

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

The ordinary shareholders' meeting of Guala Closures S.p.A. (the "**Company**") is called on **30 April 2020 at 10:30** by single call, at the registered office of the Company, at frazione Spinetta Marengo, via Rana 12, ZI D6, 15122 Alessandria - Italy, to resolve on the following

**AGENDA**

1. Financial statements relating to fiscal year ended 31 December 2019, Operations Directors' Report, the Board of Statutory Auditors and the Independent Auditors' reports. Presentation of the Consolidated Financial Statements as of 31 December 2019 and the Non-Financial information as of 31 December 2019, prepared pursuant to Legislative Decree of 30 December 2016, no. 254.
2. Resolutions concerning the allocation of the results for fiscal year 2019.
3. Report concerning the remuneration policy and remunerations paid pursuant to art. 123-ter, paragraph 3-bis and 6, Legislative Decree 24 February no. 58:
  - 3.1 Binding resolution on the first section on the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree February 24, 1998, n. 58;
  - 3.2 Non-binding resolution on the second section on remunerations paid prepared pursuant to art. 123-ter, paragraph 4, of Legislative Decree February 24, 1998, n. 58.

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In order to minimize the risks associated with the current health emergency, the Company has decided to avail itself of the right provided by the Law Decree (Decreto Legge) of 17 March 2020, no. 18, containing "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the epidemiological emergency from COVID-19", to establish that the participation of members to the shareholders' meeting takes place exclusively through the representative designated pursuant to of article 135-undecies of Legislative Decree n. 58/98, without physical participation of the shareholders.

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**ELIGIBILITY TO ATTEND THE MEETING AND EXPRESS THE VOTING RIGHTS**

Pursuant to section 83- *sexies* of Legislative Decree 24 February 1998, no. 58 (the " **TUF** ") and section 10.2 of the Company's Article of Association (the " **Articles** "), the eligibility to attend the Shareholders' Meeting and to exercise voting rights – that can take place exclusively through the representative designated - is certified by a notice to the Company, made by an authorized intermediary to record the accounts in accordance with the law, on the basis of the evidences of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting by single call (i.e. **21 April 2020**). The credit and debit entries made on the accounts after this deadline are not relevant for the purposes of giving title to the exercise of voting rights at the Shareholders' Meeting; therefore, those who will be the owners of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting.

The notice to the above intermediary must be received by the Company by the end of the third open market day preceding the date set for the Shareholders' Meeting (i.e. by **27 April 2019** ). Without prejudice to the eligibility to attend and vote should the Company receive the notice after said deadline, provided that it is within the beginning of the shareholders' meeting. It should be noted that the notice to the Company is made by the intermediary upon request of the person holding the voting right.

The Directors, the Statutory Auditors, the Designated Representative (as defined below), as well as the other persons legitimated in accordance with the law other than those who have the right to vote, will be able to attend the Shareholders' Meeting through telecommunication means that guarantee their identification. The instructions for the participation to the Shareholders' Meeting by telecommunication means will be communicated by the Company to the Directors and Statutory Auditors, as well as to the others entitled to attend, other than those who have the right to vote.

#### **PARTICIPATION TO THE SHAREHOLDERS' MEETING AND GRANT OF PROXY TO THE DESIGNATED REPRESENTATIVE**

In order to minimize the risks of contagion associated with the COVID-19 health emergency, the Company has decided to avail itself of the right - introduced by art. 106 of the Law Decree n. 18 of 17 March 2020 - to establish that the participation of shareholders to the Shareholders' Meeting takes place exclusively through the representative appointed pursuant to article 135-undecies of Legislative Decree no. 58/98 (TUF). Therefore, those who have the right to vote must necessarily delegate proxy and voting instructions to Società per Fiduciarie Spafid S.p.A., with registered office in Milan ("Spafid"), as Representative Designated by the Company pursuant to art. 135-undecies of the TUF ("Designated Representative").

No voting procedures by correspondence or by electronic means will be contemplated.

The proxy to the Designated Representative may be granted, without expenses for the delegating party (except for any shipping costs), with voting instructions on all or some of the proposals on the agenda, through the specific available form, with the relevant indications for compilation and transmission, on the Company's website [www.gualaclosures.com](http://www.gualaclosures.com) in the Investor Relations - Shareholders' Meeting section.

Proxy with voting instructions must be received, together with a copy of a identity document of the delegating party with current validity or, if the delegating person is a legal person, of the pro tempore legal representative or of another subject with required powers, together with

documentation suitable to certify their qualification and powers, to the aforementioned Designated Representative by the end of the second open market day prior to the date of the Shareholders' Meeting (i.e. by **April 28, 2020**).

The proxy with the voting instructions must be sent to the Designated Representative, within the aforementioned deadline, by certified email at [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it), indicating in the subject "Delegation RD Guala 2020 Assembly", or by courier / registered letter with return receipt to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, Ref. "Delegation of RD Assembly for Guala 2020".

Sending the proxy to the aforementioned certified e-mail address, signed with a qualified or digital electronic signature pursuant to current legislation, meets the requirement of the written form.

By the aforementioned deadline of **April 28, 2020**, the proxy and voting instructions can always be revoked in the manner indicated above.

It should be noted that the shares for which the delegation, even partial, has been conferred, are counted for the purposes of the regular constitution of the Shareholders' Meeting.

Without prejudice to the need to grant the proxy to the Designated Representative, to such person may be granted also proxies and, by any delegates, sub-proxies pursuant to article 135-novies of the TUF, also notwithstanding the provisions of art. 135-undecies, paragraph 4, TUF. For the purpose of any intermediate powers of attorney, it is still possible to use the proxy form available on the Company's website.

For the grant and notification of the proxies / sub-delegations, also electronically, the procedures indicated in the proxy form must be followed. The proxies and sub-delegations conferred pursuant to art. 135-novies TUF must be received by 18:00 of the day before the meeting. Within the aforementioned term, the proxy and the voting instructions can always be revoked in the aforementioned ways.

For any clarifications regarding the granting of the proxy to the Designated Representative (and in particular regarding the compilation of the proxy form and the voting instructions and their transmission), it is possible to contact Spafid by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone number (+39) 0280687.331 - 0280687.319 (on office days, from 9:00 to 17:00).

### **INTEGRATION OF THE AGENDA OF THE MEETING AND PRESENTATION OF NEW PROPOSALS OF RESOLUTION**

In compliance with the provisions of section 126- *bis* of the TUF, shareholders who, even jointly, represent at least 2.5% of the share capital may request in writing, within ten days from the publication of this notice of call, the integration of the list of matters to be dealt with, and specify in the request the additional items proposed, or submit proposals for resolutions on the matters already on the agenda. In accordance with current regulations, in relation to matters on which the Shareholders' Meeting resolves, integration following proposal by the Board of Directors or on the basis of a project or a report prepared by it, different from those referred to in the art. 125- *ter* , paragraph 1 of the TUF are not allowed.

Shareholders for which the Company has received a specific communication certifying the ownership of the requested participation, made by an authorized intermediary, in accordance with

current regulations, are entitled to request the integration of the agenda or to submit proposals for resolutions

The above requests – jointly with the certification of the ownership of the participation - must be sent to the Company by registered mail with proof of receipt to the registered office (Via Rana 12, Spinetta Marengo, Alessandria, 15122) or by certified e-mail address to [irgualaclosures@legalmail.it](mailto:irgualaclosures@legalmail.it), together with a report containing the motivation of the proposed resolutions on the new items shareholders propose for discussion, or the reasons relating to the other proposed resolutions submitted on matters already on the agenda.

Any additions to the list of items on the agenda of the Shareholders' Meeting or the submission of further resolution proposals on matters already on the agenda shall be notified by the Company, in the same forms required for publication of this notice of call, at least fifteen days before the date set for the Shareholders' Meeting (i.e. by **15 April 2020**). At the same time as the publication of the notice of integration of the agenda or the submission of proposed for resolution on the items already on the agenda, such latter proposals, as well as the related report prepared by the shareholders requesting an integration of the agenda, accompanied by any assessments by the Board of Directors, will be made available to the public, with the same procedures as in section 125- *ter*, paragraph 1 of the TUF.

#### **RIGHT OF SHAREHOLDERS TO MAKE QUESTIONS ON THE ITEMS ON THE AGENDA**

In compliance with the provisions of section 127- *ter* of the TUF, those who have the right to vote may ask questions on the items on the agenda even before the Shareholders' Meeting, sending them to the Company by registered mail with proof of receipt to the registered office ( Via Rana 12, Spinetta Marengo, Alessandria, 15122) or by certified e-mail to the certified e-mail address [irgualaclosures@legalmail.it](mailto:irgualaclosures@legalmail.it), together with the certification issued by an authorised intermediary proving the legitimacy to exercise such right.

The questions received by the Company, according as indicated above, by **April 21, 2020** and which will be pertinent to the items on the agenda will be answered by publication in a special section of the Company's website ([www.gualaclosures.com](http://www.gualaclosures.com) in the Investor Relations section - Shareholders' Meeting) by **April 28, 2020**.

The Company can provide joint answers to questions with the same content.

The Company will not answer to questions that do not comply with the formalities, terms and conditions indicated above.

#### **DOCUMENTATION**

Together with the publication of this notice of call, shall be made available to the public at the Company's registered office ( Via Rana 12, Spinetta Marengo, Alessandria, 15122 ), on the authorized storage mechanism available at [www.emarketstorage.com](http://www.emarketstorage.com) and in the *Investor Relations* section of the website [www.gualaclosures.com](http://www.gualaclosures.com): (i) the form that the persons entitled to participate in the Meeting have the right to use for voting by proxy; and (ii) the form to grant a proxy to the representative designated by the Company and the related voting instructions.

The documentation required by the applicable provisions of law and regulations relating to the Shareholders' Meeting - including the explanatory report on the agenda and the related resolution

proposals as well as the Annual Financial Report, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and the consolidated non-financial Statement at December 31, 2019 - will be made available to the public, within the terms established by current regulations, at the registered office. in Via Rana 12, Spinetta Marengo, Alessandria, 15122, in the *Investor Relations* section of the website [www.gualaclosures.com](http://www.gualaclosures.com) and will be published on the authorized storage mechanism available at [www.emarketstorage.com](http://www.emarketstorage.com) . The shareholders and, if different, the persons entitled to attend the Shareholders' Meeting have the right to obtain a copy.

#### **INFORMATION ON SHARE CAPITAL**

At the date of this notice of call, the subscribed and paid-up share capital of the Company amounts to 68,906,646 euros and is divided into 67,184,904 shares, of which n. 62,049,966 ordinary shares, 4,322,438 special shares in the "B" category and 812,500 special shares in the "C" category, all with no par value. In accordance with article 5 of the Articles of Association: (i) each ordinary share entitles the holder to one vote at the meetings of the Company; (ii) each special "B" category share entitles the holder to 3 (three) votes pursuant to section 127- *sexies* of the TUF at the shareholders' meetings of the Company and (iii) the special "C" category shares do not have the right to vote at the Company shareholders' meetings. Information on the share capital is available on the Company's website [www.gualaclosures.com](http://www.gualaclosures.com) in the *Investor Relations* section.

#### **ADDITIONAL INFORMATION**

For the exercise of shareholders' rights, due to the emergency Covid 19, the Company recommends the use of the remote communication forms indicated in the present notice.

Finally, the Company reserves the right to integrate and / or modify the content of this notice if it becomes necessary consequently to the evolution of the current emergency situation Covid 19.

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This call notice is published on the Company's website [www.gualaclosures.com](http://www.gualaclosures.com) in the *Investor Relations* section, on the authorized storage mechanism available at [www.emarketstorage.com](http://www.emarketstorage.com), as well as on Il Sole 24 ore daily newspaper as an excerpt on 1 April 2020.

Spinetta Marengo (AL), 31 March 2020

On behalf of the Board of Directors  
The President and CEO  
(Ing. (Cav. Lav. Marco Giovannini)