

Informazione Regolamentata n. 0923-44-2025	Data/Ora Inizio Diffusione 14 Novembre 2025 13:12:51	Euronext Star Milan
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Societa' : AEF FE

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Regolamentata

Utenza - referente : AEF FEN01 - Degano Giulia

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Data/Ora Ricezione : 14 Novembre 2025 13:12:51

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Oggetto : 2025-11-14 AEF FE Call of Shareholders Meeting

Testo del comunicato

Vedi allegato



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the Italian text prevails.*

AEFFE S.p.A.

Registered Office in San Giovanni in Marignano - RN

Via delle Querce 51

Share Capital € 26,840,626.00

Rimini Companies Register and Tax Code No. 01928480407

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Those entitled to attend and exercise their voting rights are called to an Ordinary and Extraordinary Shareholders' Meeting to be held in first and only calling at 01.30 pm on 17th December 2025 to discuss and resolve on the following

AGENDA

1. Appointment of two new members of the Board of Directors, co-opted pursuant to Article 2386 of the Italian Civil Code and Article 15.6 of the Company's Bylaws; related and resulting resolutions.
2. Proposal to amend the Remuneration Policy; related and resulting resolution.
3. Authorization for the disposal of treasury shares, subject to the revocation of the resolution adopted by the Ordinary Shareholders' Meeting on April 27, 2023; related and resulting resolutions.
4. Confirmation of the scope of the engagement assigned to the audit firm EY S.p.A. by the shareholders' meeting held on 23 April 2025, including the attestation of the compliance of the sustainability reporting; related and consequent resolutions.

Please note that, pursuant to Article 2369, paragraph 1, of the Italian Civil Code and Article 11 of the Articles of Association, as well as Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020, and most recently extended by Law No. 15 of February 21, 2025, converting with amendments Decree-Law No. 202 of December 27, 2024 (commonly referred to as the "Milleproroghe"), the Shareholders' Meeting shall be held in a single call and will take place exclusively through telecommunication means.

Participation at the Meeting

Pursuant to Article 83-sexies of Legislative Decree No. 58/98 (the "**TUF**") and Article 11 of the Company's Articles of Association, those entitled to attend the Shareholders' Meeting and exercise voting rights are the individuals who are recognized as such based on a notice provided to the Company by an entity qualifying as an "intermediary" under the applicable regulations. This notice must be issued by the intermediary on the basis





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of the records in its accounting books as of the end of the accounting day of the seventh open-market day prior to the date set for the Meeting, namely December 8th, 2025 (the “**record date**”).

Pursuant to para. 4 of art. 83-*sexies* of Legislative decree 58/98, such communications, necessary for legitimate participation at the Shareholders' Meeting, must be received by the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting, i.e. by December 12nd, 2025, and in any case prior to the start of the meeting. Those found to have become holders of shares only subsequent to the **record date** (December 8th, 2025) and/or those who have not sent the Company the communication addressed to the Company by an authorized intermediary, as defined in the applicable regulations, will not be entitled to participate in and vote at the meeting.

In accordance with Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020, and most recently extended by Law No. 15 of February 21, 2025, converting with amendments Decree-Law No. 202 of December 27, 2024, participation in the Shareholders' Meeting by entitled parties **shall take place exclusively through the designated representative** appointed by the Company pursuant to Article 135-undecies of the TUF.

For this purpose, the Company has appointed Into S.r.l., headquartered in Rome, Viale Giuseppe Mazzini No. 6, as the designated representative (the “**Designated Representative**”), to whom proxy must be granted under the terms and conditions set out below.

Proxies or sub-proxies may also be granted to the Designated Representative pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF.

The proxy pursuant to Article 135-undecies of the TUF may be granted to the Designated Representative free of charge for the delegating party, with voting instructions on all or some of the items on the agenda. It must be received by the Designated Representative no later than the end of the second open-market day prior to the date set for the Meeting in single call (i.e., by 11:59 p.m. on December 15th, 2025), together with a copy of a valid identity document of the delegating party or, if the delegating party is a legal entity, of its acting legal representative or another duly authorized person, along with documentation proving their qualification and powers, by one of the following alternative methods:

- (i) transmission of a digitally reproduced copy (PDF) to the certified email address intosrl@legalmail.it (subject: “Proxy Shareholders' Meeting Aeffe 12/2025”) from the delegating party's certified email account (or, if unavailable, from a regular email account, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- (ii) transmission of the original document by courier or registered mail with return receipt to Into S.r.l., Viale Giuseppe Mazzini 6 – 00195 Rome (Ref. “Proxy Shareholders' Meeting Aeffe 12/2025”), with a digitally reproduced copy (PDF) sent in advance via regular email to issuerservices@intosrl.it (subject: “Proxy Shareholders' Meeting Aeffe 12/2025”).





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It is specified that shares for which a proxy has been granted, even partially, shall be counted for the purposes of the valid constitution of the Meeting.

The proxy granted to the Designated Representative shall have no effect with respect to proposals for which voting instructions have not been provided. Both the proxy and the voting instructions may be revoked within the same deadline mentioned above (i.e., by December 15th, 2025).

Those who do not wish to use the method of participation provided under Article 135-undecies of the TUF may alternatively participate by granting the same Designated Representative a proxy or sub-proxy pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF. Such proxy or sub-proxy must necessarily include voting instructions on all or some of the proposals on the agenda. The procedures for transmitting such proxies/sub-proxies must follow the instructions set out in the relevant proxy/sub-proxy form.

The proxy/sub-proxy must be received no later than 6:00 p.m. on the day prior to the Meeting, i.e., December 16th, 2025 (it being understood that the Designated Representative may accept proxies and/or instructions even after this deadline, but in any case before the opening of the Meeting proceedings). Until that deadline, the proxy/sub-proxy and the related voting instructions may be revoked at any time.

For any clarifications regarding the granting of the proxy or sub-proxy to the Designated Representative (particularly concerning the completion of the proxy form and voting instructions and their transmission), Into S.r.l. may be contacted via email at issuerservices@intosrl.it or by phone at +39 06 – 3218641 (during business days, from 9:00 a.m. to 6:00 p.m.).

Proxy forms, along with instructions for their completion and transmission, are available at the Company's registered office and on its website at www.aeffe.com.

In the absence of a communication from the authorized intermediary certifying entitlement to participate in the Meeting, the proxy shall be deemed invalid.

Please note that voting by mail or electronic means is not provided for.

Right to ask questions about the matters on the agenda

Pursuant to art. 127-ter TUF, all those entitled to vote may ask questions about the matters on the agenda, even before the Shareholders' Meeting, by sending a registered letter to the following address: Aeffe S.p.A. - Attention Legal Department - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy, or a certified e-mail to the following certified e-mail address aeffespa@pec.it. In light of the fact that participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative, it is specified that, pursuant to Article 127-ter, paragraph 1-bis, of the TUF, any questions must be submitted to the Company by the record date (December 8th, 2025).

Interested parties must provide information enabling their identification.



Via delle Querce 51 - 47842 S. Giovanni in Marignano (RN) Italy – Tel +39 0541.965211 - Fax +39 0541.955650/955461
Rimini Companies Register – Chamber of Commerce No. 227228 – Tax Code and VAT No. 01928480407 –
Share Capital € 26,840,626.00 – e-mail info@aeffe.com – website <http://www.aeffe.com>



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For the purpose of exercising this right, the Company must receive the specific communication issued by the intermediaries holding the shares on behalf of the Shareholder.

Questions received prior to the Shareholders' Meeting will be answered at least three days before the Meeting (i.e., by December 12th, 2025) through publication in a dedicated section of the Company's website.

The Company may provide a single response to questions having the same content.

For further details about the conduct of the Shareholders' Meeting, those entitled to participate and exercise their right to vote are invited to read the Meeting Regulations available from the Company's website www.aeffe.com in the section entitled *Governance*.

Additions to the Agenda and right to present new proposed resolutions.

Pursuant to art. 126-*bis* of the TUF, those Shareholders who, together or alone, represent at least one-fortieth of the share capital may, not more than ten days after the publication of this notice and, therefore, by November 24th, 2025, request additions to the list of matters to be discussed, indicating in the request the additional matters proposed, or present proposed resolutions on matters already on the agenda.

Shareholders are entitled to request the integration of the agenda or to submit new proposals for resolution, provided that the Company has received specific communication from an authorized intermediary in accordance with applicable regulations.

The request, together with the certification attesting to the ownership of the shareholding, must be submitted in writing and must be received by the Company via registered mail at the following address: Aeffe S.p.A. – Attention: Legal Department – Via delle Querce 51, 47842 San Giovanni in Marignano (RN), Italy, or via certified email to the certified email address aeffespa@pec.it by the aforementioned deadline (i.e., November 24th, 2025).

By the same deadline and using the same methods, the proposing Shareholders must also submit a report on the matters proposed for discussion, outlining the rationale for the proposed resolutions on new items they wish to include or the rationale for additional proposed resolutions on items already on the agenda.

Any additions to the list of agenda items or any submission of further proposals for resolutions on items already on the agenda that the Shareholders' Meeting will be required to address following such requests will be announced using the same publication methods as this notice, at least fifteen days prior to the date set for the Meeting, i.e., by December 2nd, 2025.

At the same time as the publication of the notice regarding the integration or submission of additional proposals, the report prepared by the requesting Shareholders will be made available to the public, in the same





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manner as the documentation relating to the Meeting, accompanied by any assessments made by the administrative body.





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Additions to the agenda are not allowed for matters that, by law, may only be voted on at the meeting following a recommendation from the directors, or based on a project or report prepared by them that is not included in those indicated in para. 1 of art. 125-ter, TUF.

In addition to the above, as envisaged in Consob Communication 3/2020 dated 10th April 2020 and the related FAQs, given the procedures for participating at the Shareholders' Meeting and pursuant to para. 1 of art. 126-bis TUF and considering that participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative, each shareholder entitled to participate and vote (pursuant to para. 1, third sentence, of art. 126-bis TUF), may individually submit proposals for resolutions at the Shareholders' Meeting concerning items on the agenda, no later than December 2nd, 2025 (the fifteenth day prior to the Meeting), using the same procedures described in the preceding paragraphs.

The proposed resolutions received will be published on the corporate website, at the address <https://aeffe.com/it/documenti-relativi-alle-assemblee-degli-azionisti/>, without delay and in any case by 4th December 2025, so that those entitled to vote can express themselves in an informed manner, including with reference to such new proposals, and the Designated Representative can collect any voting instructions in their regard.

The requesting Shareholder must provide appropriate documentation proving their entitlement to participate in the Shareholders' Meeting and the granting of proxy to the Designated Representative for attendance at the Meeting.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, and their compliance with applicable regulations, as well as the legitimacy of the proposers.

Should proposals for resolutions be submitted, the proxy forms will be promptly updated to enable the Designated Representative to collect any voting instructions regarding such proposals.

Appointment of two new directors

The Meeting will appoint a new member of the Board of Directors on the basis and with the ordinary majorities envisaged by law, without recourse to list voting.

The Board has proposed the confirmation of the appointment of Dr. Marco Piazzini as a non-independent director of the Company, following his co-optation on April 2nd, 2025. The Board of Directors has proposed the appointment of Dr. Marco Gobetti as a non-independent director of the Company, following his co-optation on August 1st, 2025. Documentation relating to both directors is available in the relevant section of the Company's website at the following address: <https://aeffe.com/it/documenti-relativi-alle-assemblee-degli-azionisti/>.

Shareholders who intend to submit a candidacy are invited to send the names to the Company via certified





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email to the address aeffespa@pec.it, together with a specific communication issued by the depositary intermediaries certifying the ownership of shares by those submitting the candidacy, signed declarations confirming the possession of the requirements of integrity, professionalism and, where applicable, independence, as well as the candidates' curriculum vitae, by November 24th, 2025. This is to allow eligible voters to make informed decisions, also taking into account such new proposals, and to enable the Designated Representative to collect voting instructions, if necessary, on the same.

Candidacies must take into account the professional and gender requirements set forth by applicable legislation, the Company's bylaws, and the Corporate Governance Code.

Documentation

The documentation relating to the matters on the agenda, the proposed resolutions and the proxy forms with the related instructions will be made available to the public within the timescale and on the basis envisaged by current regulations. Shareholders may examine and obtain copies of the above documentation, which will also be made available, within the timescale envisaged by law, on the Company's website at the following address www.aeffe.com.

Share capital

The share capital of the Company amounts to Euro 26,840,626.00 and is represented by 107,362,504 ordinary shares, par value Euro 0.25 each: each ordinary share carries the right to one vote at ordinary and extraordinary meetings of the Company's shareholders. At today's date, the Company holds 8,937,519 treasury shares representing 8.325% of share capital, the voting rights for which are suspended pursuant to para. 2 of art. 2357-ter of the Italian Civil Code; accordingly, 98,424,985 votes are exercisable at the Ordinary Shareholders' Meeting.

Information about share capital is also available from the Company's website at the following address www.aeffe.com, in the section entitled *Governance*. This notice of meeting is published, pursuant to art. 125-bis TUF and art. 10 of the Articles of Association, on the Company's website at the following address www.aeffe.com, on the e-marketstorage platform (www.emarketstorage.it) and - in extract form - in a national daily newspaper and on the website of Borsa Italiana (www.borsaitaliana.it).

The Corporate Affairs Office of Aeffe S.p.A. is available to provide further information by telephone: +39 0541/965207; e-mail: giulia.degano@aeffe.com, or certified e-mail: aeffespa@pec.it

San Giovanni in Marignano, 14th November 2025.

The Chairman of the Board of Directors

Massimo Ferretti



