

## Sanlorenzo S.p.A.

Registered office: Ameglia (SP), via Armezzone 3 – Share capital: Euro 34,500,000 fully paid-in  
Company Register of Riviera di Liguria – Imperia La Spezia Savona and fiscal code: 00142240464

### Notice of call for Ordinary and Extraordinary Shareholders' Meeting

The eligible parties are called to the Ordinary and Extraordinary Shareholders' Meeting on 21 April 2020, at 2:30 p.m. at the Company's offices in La Spezia, Viale San Bartolomeo 362, in first call, and if necessary, on 22 April 2020 at 2:30 p.m., in second call, to discuss and resolve on the following

#### Agenda

##### ORDINARY PART

1. Approval of the financial statements and the report on operations for the year ended 31 December 2019. Proposal for allocation of profit. Presentation of the consolidated financial statements of the Sanlorenzo Group at 31 December 2019. Related and consequent resolutions.
2. Report on the policy regarding remuneration and fees paid:
  - 2.1. approval of the policy regarding remuneration pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;
  - 2.2. resolution on the "Second section" of the report on the policy regarding remuneration and fees paid, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.
3. Resolutions, pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998, concerning the establishment of a Stock Option Plan. Related and consequent resolutions.

##### EXTRAORDINARY PART

1. Increase in share capital, free of charge and divisible, with exclusion of option rights pursuant to Article 2441, paragraph 8 of the Italian Civil Code, for a maximum amount of € 884,615.00; consequent proposal to amend Article 5 of the current By-laws. Related and consequent resolutions.
2. Proposal to amend Articles 3.2, 13.3, 21.2 and 21.3 of the By-laws. Related and consequent resolutions.

**It should be noted that the date, place and manner of holding the Shareholders' Meeting indicated in the notice of call remain subject to relevant compatibility with the regulations in force and the measures issued from time to time by the competent authorities due to the COVID-19 emergency, as well as strict compliance with the fundamental principles of safeguarding the safety and health of shareholders, employees, representatives and consultants of the company. Any changes will be promptly disclosed in the same manner as the notice of call or, in any case, through the information channels provided for by the regulations in force from time to time.**

## Share Capital

The subscribed and paid-in share capital is € 34,500,000.00 and is represented by 34,500,000 ordinary shares, without par value. Each ordinary share provides the right to one vote.

The company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance" Section) provides detailed information on the amount of share capital and its composition.

## Entitlement to participate and vote at the Shareholders' Meeting

Pursuant to Art. 83-*sexies* of Legislative Decree No. 58 of 24 February 1998 ("TUF"), the following persons are entitled to attend the Shareholders' Meeting and exercise their voting rights, exclusively through the granting of specific proxy and/or sub-delegation to the designated representative (the "**Designated Representative**") identified in the Company for Trusts "SPAFID" S.p.A. - with registered office at via Filodrammatici 10, 20121 Milan ("**Spafid**"), those in favour of whom entitlement to attend the Shareholders' Meeting and exercise voting rights is certified, at their request, by a communication to the Company made by the intermediary, in accordance with their accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. 8 April 2020 (record date); those who are only holders of the Company's shares after that date will not be entitled to attend and vote at the Shareholders' Meeting; the intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 16 April 2020); the right to attend and vote remains, however, only through the granting of a proxy or sub-delegation to the Designated Representative, if the communications are received by the Company after that deadline, provided that they are received by the beginning of the Shareholders' Meeting.

## Participation in the shareholders' meeting and conferment of the proxy to the designated representative

The Company has chosen to avail itself of the option provided for by Article 106, paragraph 4, of Decree Law No. 18 of 17 March 2020 (the so-called "**Cura Italia**" Decree") which allows companies with listed shares to identify, for ordinary and extraordinary shareholders' meetings, a designated representative pursuant to Article 135-*undecies* of the TUF, even if the By-laws provide otherwise, as in the case of the Company, and to provide that **participation in the shareholders' meeting shall take place exclusively through Spafid, as the representative of the shareholders designated by the Company pursuant to Article 135-undecies of the TUF.**

The proxy to the Designated Representative must be conferred by signing the specific proxy form available, with the relative indications for completion and submission, on the Company's website (at [www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)).

The proxy shall contain voting instructions on all or some of the proposals on the agenda and shall be effective only for those proposals in relation to which voting instructions will be conferred.

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The original of the proxy must reach the Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting on first and second call (i.e. by 17 April 2020 and 20 April 2020 respectively) at the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, Ref. "Delega RD Assemblea Sanlorenzo 2020", by registered mail or courier. Without prejudice to the sending of the original proxy complete with voting instructions, the same may also be notified electronically to the certified email address: [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). The sending to the aforementioned certified e-mail address of the proxy, signed with a digital signature in accordance with the regulations in force, satisfies the requirement of written form.

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting on first and second call (i.e. by 17 April 2020 and 20 April 2020 respectively) in the manner indicated above.

Pursuant to the "Cura Italia" Decree, the Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the same decree.

Those who do not make use of the proxy option pursuant to Article 135-*undecies* of the TUF may grant proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, with relative written voting instructions, using the appropriate proxy/sub-delegation form available on the Company's website: [www.sanlorenzoyach.com.it](http://www.sanlorenzoyach.com.it) ("*Corporate Governance*" section) to be sent to Spafid, together with an identification document and, in the case of a legal person, a document proving the powers to grant the proxy, to the following address: Spafid S.p.A., Foro Buonaparte 10 - 20121 Milan, Italy, (Ref. "Delega Ordinaria - Assemblea Sanlorenzo 2020") by registered mail or courier. The proxy complete with the voting instructions can also be notified electronically to the certified email address: [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). The sending to the above mentioned certified e-mail address of the proxy, signed with a qualified electronic or digital signature in accordance with the regulations in force, satisfies the requirement of written form, pursuant to Article 21, paragraph 2, of Legislative Decree No. 82/2005.

The proxy must be received by and no later than 6:00 p.m. on the day prior to the first call (it being understood that the Designated Representative may accept proxies and/or instructions even after the aforementioned deadline and before the opening of the meeting). The proxy pursuant to Art. 135-*novies* of the TUF and the related voting instructions may always be revoked within the aforesaid term.

On the other hand, participation will be organised by means of telecommunications that guarantee the identification reserved only for directors and auditors, as well as other persons entitled to vote pursuant to the law or the by-laws or in any case invited by the chairperson, other than those who have the right to vote.

The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the Directors and Auditors, as well as to other persons entitled to attend other than those who have the right to vote.

## **The right to ask questions before the meeting, to add to the agenda and to submit further proposals on the items on the agenda**

Pursuant to Art. 127-*ter* of the TUF, those who have the right to vote and in favour of whom the Company has received a specific communication from an authorised intermediary in accordance with current regulations, may ask questions on the items on the Agenda even before the Shareholders' Meeting, by sending a registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), for the attention of Attilio Bruzzese, or by electronic communication to the certified email address: corporate.affairs@cert.sanlorenzoyacht.com.

Applications must be submitted no later than 14 April 2020.

Questions received before the meeting will be answered at the latest during the meeting. Answers in paper format made available to each of the persons entitled to vote at the beginning of the meeting shall be deemed to have been provided at the meeting. It should be noted that no answer will be due, not even at the Shareholders' Meeting, to the questions asked before the meeting, if the information requested is already made available by the Company in "Question and Answer" format on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "*Corporate Governance*" Section), or the answer is already published in the same section. The Company may provide a composite answer to questions with the same content.

Pursuant to Article 126-*bis* of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by 31 March 2020), the integration of the list of items to be discussed, indicating in the request the additional items proposed by them or submit proposals for resolutions on items already on the agenda.

Shareholders are entitled to request an addition to the agenda or to submit new resolution proposals if the Company has received a specific communication from an authorised intermediary in accordance with current legislation. Applications, together with certification of ownership of the participation, shall be submitted in writing by registered letter or certified email to the following addresses: Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), for the attention of Attilio Bruzzese; corporate.affairs@cert.sanlorenzoyacht.com, accompanied by a report on the matters to be dealt with or the reasons for further proposals for the resolution submitted.

Notice of any additions to the agenda or the submission of further proposals shall be provided, in the same form prescribed for the publication of the notice of call of the Shareholders' Meeting, at least 15 days prior to the date set for the Shareholders' Meeting, i.e. by 6 April 2019. The addition is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the administrative body or on the basis of a project or a report prepared by it other than those referred to in Article 125-*ter*, paragraph 1, of the TUF.

At the same time as the publication of the news relating to the addition or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the administrative body, will be made available to the public, in the same formats provided for the documentation relating to the Shareholders' Meeting.

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The documentation relating to the Shareholders' Meeting, both ordinary and extraordinary, will be made available to the public at the Company's registered office, on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "*Corporate Governance*" Section) and in the other manners provided for by Consob regulations within the terms of the law.

Shareholders have the right to obtain a copy.

This notice of call is published, pursuant to Art. 125-*bis* of the TUF and Art. 84 of the Issuers' Regulations on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com) - "*Corporate Governance*" section), as an excerpt in the daily newspaper "ilSole24Ore" (on 21 March 2020) and in the authorised storage mechanism eMarketStorage (available on the website [www.emarketstorage.it](http://www.emarketstorage.it)).

It will be the responsibility of the Company to promptly supplement this notice or in any case to carry out other suitable communications to the public in the event that new provisions of law or administrative authorities are issued concerning the epidemiological emergency in progress and relevant to the manner in which the meeting proceedings are conducted.

La Spezia, 21 March 2020

On behalf of the Board of Directors

The Chairman, Massimo Perotti