



Control Cables & Systems

Press release

NOTICE OF CALL OF THE ORDINARY MEETING OF COFLE S.p.A.'S SHAREHOLDERS

Trezzo sull'Adda (Milan), 14 April 2022 – Cofle S.p.A. (EGM: CFL) - a leading company in the design, production and worldwide trading of control cables and control systems for the off-road vehicles, automotive and automotive after-market sectors – announces that the notice of call of the ordinary shareholders' meeting has been published today in the daily newspaper Italia Oggi, on the company's website www.cofle.com and on the website of Borsa Italiana.

Cofle S.p.A. shareholders are called to an ordinary meeting on 29 April 2022 at 10 a.m. on first call and, if necessary, on 30 April 2022 at the same time, on second call, at the company's registered office in Trezzo Sull'Adda, Via del Ghezzo 54 and, possibly, also by means of a videoconferencing system.

For information about share capital and voting rights, the right to participate and vote (record date 20 April 2022), exercising the voting right via the shareholders' representative appointed by the company and the availability of the documents for the meeting, reference should be made to the full call notice of the meeting available on the website www.cofle.com, Corporate Governance/Shareholders' Meetings section, and on the website www.borsaitaliana.it, Stocks/Documents section.

This press release is available in the Investor Relations section of the website www.cofle.com.

About Cofle

The Cofle Group, founded in 1964, is a multinational company specialising in the design, production and worldwide marketing of cables and remote control systems for the off-road vehicles, automotive and automotive after-market sectors. In 2021, production revenues amounted to €55.4 million. The company manufactures its products using six factories based in Italy (1), Turkey (3), India (1) and Brazil (1). Cofle sells its products in 38 countries to approximately 294 customers. Since 11 November 2021, Cofle has been listed on the Euronext Growth Milan market, organised and managed by Borsa Italiana S.p.A..

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NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Cofle S.p.A.'s shareholders are called to an ordinary meeting on 29 April 2022 at 10 a.m. on first call and, if necessary, on 30 April 2022 at the same time, on second call, to discuss and resolve on the following

AGENDA

1. Financial statements at 31 December 2021, related and consequent resolutions:
 - 1.1 approval of the financial statements at 31 December 2021; directors' reports, board of statutory auditors' and independent auditors' reports. Presentation of the consolidated financial statements at 31 December 2021
 - 1.2 allocation of the net profit for the year
2. Assignment of the engagement for the statutory audit of the financial statements for the three-year period 2022-2024. Related and consequent resolutions

ORGANISATION OF THE MEETING

In order to minimise the risks associated with the ongoing public health emergency, the company availed of the option permitted by article 106.4 and 5 of Decree law no. 18 of 17 March 2020 (converted with amendments into Law no. 27 of 24 April 2020) on "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the Covid-19 epidemiological emergency*" (the "**Decree**") - the validity of which was last extended by Law no. 15 of 25 February 2022, converting, with amendments, Decree law no. 228 of 30 December 2021. Therefore, **participation in the meeting can only take place through the representative appointed pursuant to article 135-undecies of Legislative decree no. 58 of 24 February 1998**, as subsequently amended ("**TUF**"), in accordance with the procedures set out below, excluding access to the meeting venue to the shareholders or their proxies, other than the appointed representative. The latter may also be granted proxies or sub-proxies pursuant to article 135-novies of the TUF, as an exception to article 135-undecies.4 of the TUF, as specified below.

The directors, the statutory auditors, the secretary to the meeting and the appointed representative pursuant to article 135-undecies of the TUF may participate in the shareholders' meeting remotely via a system that allows identification, in compliance with current and applicable provisions.

SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to €615,372.80 and comprises 6,153,728 shares with no par value, of which 5,403,728 are ordinary shares admitted to trading on Euronext Growth Milan and 750,000 are unlisted special PAS (Price Adjustment Shares). Each share carries one vote at the company's ordinary and extraordinary meetings. As of today, the company has no own shares.

RIGHT TO PARTICIPATE AND VOTE

Pursuant to article 83-sexies of the TUF, the right to participate in shareholders' meeting and vote - which **shall only take place through the Appointed representative** - is confirmed by a communication of the intermediary to the company based on its accounting records in favour of the party entitled to vote, considering the evidence relating to the end of the accounting day of the seventh business day before the date set for the shareholders' meeting on first call (i.e., **20 April 2022 - record date**); credit and debit entries made on the accounts after that date are not relevant for the purposes of entitlement to exercise voting rights at the shareholders' meeting; therefore, those acquiring the company's shares only after that date will not be entitled to attend and vote at the shareholders' meeting. The above-mentioned communication of the intermediary must be received by the company by the end of the third business day before the date set for the shareholders' meeting on first call (i.e., by **26 April 2022**). However, the right to participate and vote



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shall remain valid if the communication is received by the company after the afore-mentioned deadline, provided that it is received prior to the beginning of the shareholders' meeting proceedings. The communication to the company is to be made by the intermediary at the request of the party entitled to vote.

REPRESENTATION AT THE MEETING

Pursuant to article 106.4 and 5 of the Covid-19 Decree law, **those entitled to vote shall participate in the shareholders' meeting only through Spafid S.p.A., with registered office in Milan, i.e., the appointed representative of the company pursuant to article 135-undecies of the TUF** (the "Appointed representative" or "Spafid") to which a proxy must be conferred - at no expense for the delegating party (except for transmission expenses, if any) - in accordance with the procedures and conditions indicated below. Pursuant to article 106.4 and 5 of the Covid-19 Decree law, those entitled to vote, should they wish to attend the shareholders' meeting, **must alternatively**

- i) be represented, pursuant to article 135-*novies* of the TUF, by proxy or sub-proxy from Spafid. To this end, the proxy/sub-proxy form may be used, including the voting instructions and transmission methods, available on the website www.cofle.com, section Corporate Governance / Shareholders' Meetings, and on the website www.borsaitaliana.it, section Stocks/Documents, to be sent to Spafid in the same manner as specified in point ii), by 6:00 p.m. on the day prior to the date of the shareholders' meeting.
- ii) confer, pursuant to article 135-*undecies* of the TUF, a proxy with voting instructions on all or some of the items on the agenda to Spafid. The proxy with the voting instructions shall be sent to the Appointed representative, together with a copy of a currently valid identity document of the delegating party or, if a legal entity, of the *pro tempore* legal representative or another party entrusted with suitable powers, together with the documentation necessary to confirm the entitlement and powers, by the end of the second business day before the shareholders' meeting, i.e., by **27 April 2022** (or 28 April 2022, in the event of a second call), through one of the following alternative methods: (i) transmission of a digital copy (PDF) to the registered email address assemblee2022@pec.spafid.it (re: "Proxy for COFLE 2022 shareholders' meeting") from the registered email address (or, failing that, from the ordinary email address; in this case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered mail with return receipt, to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Re: "Proxy for COFLE 2022 shareholders' meeting"), sending by ordinary e-mail in advance a copy of the original, electronically reproduced (PDF), to the following address: assemblee2022@pec.spafid.it (Re: "Proxy for COFLE 2022 shareholders' meeting"). The proxy form is available on the website www.cofle.com, section Corporate Governance / Shareholders' Meetings and on the website www.borsaitaliana.it, section Stocks/Documents. The proxy shall be effective only in respect of proposals on which voting instructions are given. Proxies and voting instructions are always revocable within the aforementioned period.

For any clarifications regarding the granting of proxy to the Appointed representative, please contact Spafid by e-mail at confidential@spafid.it or by telephone at the following numbers (+39) 0280687.335 - 0280687.319 (on office days from 9:00 a.m. to 5:00 p.m.).

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 company's registered office and on the company's website www.cofle.com, in the Corporate Governance / Shareholders' Meetings section, and on the website www.borsaitaliana.it, in the Stocks/Documents section, as required by law. The shareholders may obtain copies thereof.

An extract of this notice of call is also published in today's daily newspaper "ITALIA OGGI".

The instructions for participating in the shareholders' meeting by means of telecommunications will be made known by the company, to the directors, the statutory auditors and the Appointed representative and the other parties entitled to attend, other than those with voting rights.

The company reserves the right to supplement and/or amend the content of this notice should it become necessary as a result of the development of the current Covid-19 emergency situation.

Trezzo sull'Adda (Milan), 14 April 2022



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on behalf of the Board of Directors
The chairman
Walter Barbieri