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Diffusione presunta
Oggetto : Notice calling the Ordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato.

NOTICE CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

Those entitled to attend the Shareholders' Meeting of Servizi Italia S.p.A. (the "Company") and to exercise the right to vote are called to the Ordinary Shareholders' Meeting at Company's registered office, in Via San Pietro 59/b, 43019 Castellina di Soragna (PR), on first call on **20 April 2022 at 10:30 a.m.** and, if necessary, on second call on 21 April 2022, at the same place and time, to discuss and resolve on the following

AGENDA

1. Separate financial statements as at 31 December 2021; Board of Directors' management report; Board of Statutory Auditors' Report and Independent Auditors' Report; allocation of the profit for the year; related and consequent resolutions; presentation of the consolidated financial statements as at 31 December 2021:
 - 1.1. approval of the separate financial statements as at 31 December 2021 and of the Directors' Report on Operations of the Board of Directors;
 - 1.2. allocation of the result for the year.
2. Report on the "Remuneration policy and remuneration paid" pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998: advisory vote on the second section; related and consequent resolutions.
3. Integration of the Board of Statutory Auditors; resolutions pertaining thereto and resulting therefrom:
 - 3.1. integration of the Board of Statutory Auditors;
 - 3.2. determination of the relevant remuneration.

SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital amounts to Euro 31,809,451.00 divided into 31,809,451 ordinary shares with a nominal value of Euro 1 each. Each share confers the right to one vote. As at 4 March 2022, the Company held 2,092,658 treasury shares, for which, in accordance with the law, voting rights are suspended. This number could vary in the period between today and the date of the Shareholders' Meeting. Any change in treasury shares will be communicated at the beginning of the Shareholders' Meeting. Information on the composition of the share capital is available on the website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022).

ENTITLED TO ATTEND THE MEETING

Taking into account the containment measures imposed by facing the exceptional emergency situation caused by Covid-19, pursuant to Article 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020 (the so-called "**Decreto Cura Italia**", converted to Law No. 27 of 24 April 2020, as last amended by Decree-Law No. 183 of 30 December 2021 n. 228), intervention by those entitled to vote at the Shareholders' Meeting is **exclusively allowed through Company's appointed representative** pursuant to Article 135-undecies of Legislative Decree 58/98 as amended ("**TUF – Consolidated Law on Finance**").



It should be underlined that the Appointed Representative may also be granted proxies or sub-delegations pursuant to art. 135-novies, of the Consolidated Law on Finance, as an exception to art. 135-undecies, paragraph 4, of the Consolidated Law on Finance with the methods and within the time limits indicated on the mentioned Company's website.

Pursuant to Article 83-sexies of the TUF and Article 13 of Company's Articles of Association, Shareholders who are entitled to attend and vote at the Shareholders' Meeting, exclusively through the representative appointed by the Company, and for whom the Company has received the communication from the appointed intermediaries certifying the ownership of the voting rights on the shares on the basis of their accounting records relating to the end of the accounting day of **7 April 2022 (record date)**, corresponding to the seventh trading day prior to the date set for the Shareholders' Meeting in first call. Those who become owners of the shares only after the *record date* will not be entitled to attend and vote at the Shareholders' Meeting.

The communication from the intermediary must be received by 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 13 April 2022); however, the right to attend and vote shall remain intact if the communications made by the intermediary are received by the Company after that deadline, provided that they are received before the start of the meeting proceedings of the individual call.

PROCEDURES FOR PARTICIPATING TO THE MEETING AND HOW TO GRANT THE PROXY TO THE APPOINTED REPRESENTATIVE

Pursuant to art. 106, paragraph 4 of the Cura Italia Decree, participation in the Shareholders' Meeting by those who have the right to vote takes place **exclusively through Company's Appointed Representative** pursuant to art. 135-undecies of the TUF, to whom a proxy or sub-delegation must be granted, in the manner and under the conditions indicated below.

In this regard, the Company appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni 19, 20145 – to represent the Shareholders according to art. 135-undecies of the TUF and the mentioned “Cura Italia” decree (the “**Appointed representative**”).

In addition, given the current Covid-19 epidemiological emergency situation and in compliance with the fundamental principles of health protection, the Directors, Statutory Auditors, the Appointed Representative, as well as other legitimate parties other than those who have the right to vote (who must grant proxy to the Appointed Representative), may participate in the Shareholders' Meeting by means of telecommunications that also ensure their identification, in accordance with the provisions of Article 106, paragraph 2 of the “Cura Italia” Decree. The instructions for participating in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the interested parties. The persons with voting rights who intend to attend the Shareholders' Meeting must therefore alternatively grant the Appointed Representative:

(i) a proxy - with voting instructions - on all or some of the proposed resolutions regarding the items on the agenda using the specific proxy form, also electronic, prepared by the Appointed Representative in agreement with the Company, available on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022) where a link to a procedure for the electronic submission of



the proxy is provided. This proxy form with the voting instructions, together with a copy of a valid document, must be sent to the Appointed Representative at the certified email address ufficiomilano@pecserviziotitoli.it or by following the instructions on the form itself and on Company's website, by the end of the second trading day prior to the Shareholders' Meeting (i.e. by 14 April 2022 in relation to the first call, or by 19 April 2022 in relation to the second call) and within the same terms the proxy may be revoked. The proxy conferred in this way shall be effective only for the proposals in relation to which voting instructions have been given;

(ii) proxy or sub-proxy pursuant to Article 135-*novies* of the TUF and as an exception to Article 135-*undecies*, paragraph 4 of the TUF. To this end, a form to be used for conferring the proxy/sub-delegation to attend and vote at the Shareholders' Meeting may be found on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022). Proxies or sub-proxies, together with a copy of a valid document and the necessary voting instructions, must be sent to the Appointed Representative at the certified email address ufficiomilano@pecserviziotitoli.it or by following the instructions on the form itself by 12 noon on 19 April 2022 (or by 12 noon on 20 April 2022 in relation to the second call).

It should be noted that the shares for which proxy has been conferred, even partially, are calculated for the purpose of duly constituting the Shareholders' Meeting. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions.

The granting of a proxy to the Appointed Representative shall be free of charge to the delegating party (except for any postage costs).

The Appointed Representative will be available for clarification or information at 02-46776819 or by e-mail at ufficiomi@computershare.it.

RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 127-*ter* of the TUF, persons entitled to vote may submit questions on the items on the agenda, even before the Shareholders' Meeting, by sending them to the Company by 7 April 2022, corresponding to the seventh trading day prior to the date set for the Shareholders' Meeting on first call (*record date*). Questions can be sent by registered letter addressed to Company's registered office, or by certified email to si-servizitalia@postacert.cedacri.it. For exercising this right, the Company must receive the appropriate communication issued by authorised intermediaries in accordance with their accounting records. Questions duly received by 7 April 2022 will be answered within 13 April 2022 at 3:00 p.m. by publication on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022) in order to enable those entitled to vote to express themselves in an informed manner on the items on the agenda. The Company may provide a single response to questions having the same content.

SUPPLEMENTING OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-*bis* of the TUF, the Shareholders, which, also jointly, represent at least a fortieth of the Company's share capital, can request, within ten days of the publication of the notice of calling for the meeting (or by 17 March 2022), the integration of the list of business to be discussed, indicating the additional matters they propose in the request, or present new resolution proposals on the business



already on the agenda. The request to add to the list of business to be discussed is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or a report prepared by them, other than the one envisaged by art. 125-ter, first paragraph, of the TUF. The requests must be presented in writing, forwarded via registered letter with acknowledgment of receipt, to the Company's registered offices, or by means of notification to the certified e-mail address si-servizitalia@postacert.cedacri.it and accompanied by a specific communication issued by the intermediaries care of which the shares owned by the Shareholders are deposited. The Shareholders who request the integration of the agenda must draw up a report which discloses the reason for the resolution proposals on the new business whose discussion they propose, or the reason relating to the additional resolution proposals presented on the business already on the agenda. The report must be delivered to the administrative body by the deadline for submitting the integration request. Disclosure shall be made of any integration of the list of business which the meeting shall have to deal with or the presentation of additional resolution proposals on the matters already on the agenda, in the prescribed forms for the publication of this notice of calling, at least fifteen days before the date fixed for the meeting in first call. At the same time, the administrative body will make the report prepared by the Shareholders available to the public at the registered office, on the Company's website and on the authorized storage mechanism eMarket Storage at www.emarkestorage.com, accompanied by their own assessments. Please note that the person with the right to vote may individually present proposals of resolutions in the Shareholders' Meeting.

SUBMISSION OF INDIVIDUAL PROPOSALS FOR RESOLUTIONS

Since the participation in the Shareholders' Meeting and the exercise of voting rights may only take place through the Appointed Representative, in order to grant to those interested their right pursuant to art. 126-bis, paragraph 1, third sentence, of the TUF, those who have the right to vote are allowed to submit individual proposals for resolutions on the items on the agenda of the Shareholders' Meeting, by sending them to the Company by **7 April 2022** through their own certified e-mail address to si-servizitalia@postacert.cedacri.it; the aforementioned proposals must be formulated in a clear and complete manner, and accompanied by information allowing the identification of the person submitting them, including - where possible - a telephone number.

Entitlement to formulate proposals must be certified by the communication made by an authorised intermediary pursuant to current legislation, issued pursuant to Article 83-sexies of the TUF as specified in the previous paragraph "Entitled to participate in the Shareholders' 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 the applicable regulations, as well as the legitimacy of the proposers.

The resolution proposals duly received (and any accompanying illustrative reports) will be published on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022) by 13 April 2022, in order to allow those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and allowing the Appointed Representative to collect any voting instructions on the same.

INTEGRATION OF THE STATUTORY AUDITORS' BOARD



With reference to the third item on the agenda, the Shareholders are called upon to integrate the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil Code, by alternatively (i) confirming as Standing Auditor the Alternate Auditor who has taken over and appointing a new Alternate Auditor, or (ii) appointing a new Standing Auditor, in which case the Alternate Auditor who has already taken over the position of Standing Auditor shall return to the position of Alternate Auditor; pursuant to art. 2401 of the Italian Civil Code, the term of office of the new appointees will expire together with that of the current members of the Board (i.e. with the Shareholders' Meeting called to approve the financial statements as at 31 December 2022).

It is noted that the list voting mechanism will not be applied and the Shareholders' Meeting will be called - pursuant to art. 20 of the Articles of Association - to resolve on the integration of the Board of Statutory Auditors with the majorities required by law, in compliance with the criteria for the composition of the Board of Statutory Auditors set out in the legislation, including regulations, in force and in art. 20 of the Articles of Association.

It should be noted that Article 20.1 of the Articles of Association provides that the composition of the Board of Statutory Auditors must ensure a balance between genders in accordance with the legislation, including regulations, in force from time to time which, at the moment, in implementation of the current Article 148, paragraph 1-bis of the Consolidated Law on Finance (as replaced by Law no. 160 of 27 December 2019), reserves to the less represented gender a quota equal to at least two-fifths of the effective members of the Board of Statutory Auditors, rounded down to the lower unit (since the Board of Statutory Auditors is a body consisting of three effective members). Therefore, taking into account the need to respect the gender balance also in case of replacement of Auditors during their term of office, the Board of Statutory Auditors shall include at least one Standing Auditor and one Substitute Auditor who can replace him.

The Auditors must meet the requirements of integrity, professionalism and independence laid down in current legislation and regulations; to this end, art. 20.3 of the Articles of Association specifies that the subjects and sectors of activity strictly related to those of the Company are considered as those indicated in the corporate purpose.

The Shareholders are invited to submit to the registered office of the Company - well in advance, in order to facilitate the collection of proxies and related voting instructions by the Appointed Representative, having taken into account the procedures for the Shareholders' Meeting - the proposals for candidature for the office of Standing Auditor and/or Alternate Auditor, together with (i) information on the identity of the submitting Shareholders, with an indication of the total percentage of equity investment held, as confirmed by appropriate documents issued by an authorised intermediary pursuant to law; (ii) the curriculum vitae containing an exhaustive description of the personal and professional characteristics of each candidate, with an indication of the management and control positions held in other companies; as well as (iii) the declarations with which each candidate accepts the candidature and states, under his/her own responsibility, that there are no reasons for ineligibility and incompatibility, also with reference to the limits for the accumulation of offices provided for by current legislation and by art. 20.2 of the Articles of Association, and that they meet the requirements set out by law and by the Articles of Association for holding the position of Statutory Auditor.

Taking into account that, pursuant to art. 2400, last paragraph, of the Italian Civil Code, at the time of appointment and before accepting the office, the Shareholders' Meeting should be informed about the



management and control offices held by the Auditors in other companies, we invite to update this information - included in the curricula filed at the Company's registered office - until the day of the appointment by the Shareholders' Meeting.

Nominations must be submitted at the Company's registered office by registered letter (to the attention of the Chairman of the Board of Directors) or by certified email to si-servizitalia@postacert.cedacri.it.

Shareholders who intend to submit a list are recommended to prepare and deposit a proposal for a shareholders' meeting resolution on the third item on the agenda of the Meeting.

It is recommended to the Shareholders who intend to submit the candidacies to also prepare and file a proposal for a shareholders' resolution on the third item on the agenda of the Meeting.

Further information on the appointment of the Board of Directors is contained in the Report of the Board of Directors drafted pursuant to Article 125-ter of the TUF, to which reference should be made; the report is made available to the public today at Company's registered office, on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022), as well as at the authorised storage mechanism eMarket Storage at www.emarketstorage.com, in accordance to terms and procedures set forth by law.

DOCUMENTATION

The illustrative Report of the Board of Directors drafted pursuant to Article 125-ter of the TUF (including the proposed resolution on item 2 of the agenda) is made available to the public today at Company's registered office, published on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholder Meeting > 2022), as well as at the authorized eMarket Storage mechanism at www.emarketstorage.com.

In the same way, the following documentation will be available by 29 March 2022: Annual Financial Report as at 31 December 2021 (including, *inter alia*, the Separate Financial Statements as at 31 December 2021, the Report on Operations of the Board of Directors and the proposed resolution on the first item on the agenda), Reports of the Board of Statutory Auditors and Independent Auditors, the Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254/16, the Annual Report on corporate governance and ownership structure and the Report on remuneration policy and remuneration paid prepared pursuant to Article 123-ter of the TUF. The candidatures submitted for the integration of the Board of Statutory Auditors will be made available to the public by the same means.

The remaining useful documentation for the Shareholders' Meeting will be published within the terms and in the manner required by law and regulations.

Shareholders are entitled to obtain copies of the documentation deposited at their own expense.

It should also be remembered that, pursuant to art. 125-quater of the TUF, the following documents or information are made available on Company's website (<https://www.servizitaliagroup.com/corporate-governance/assemblea-dei-soci?year=2022>): (i) documents that will be submitted to the Shareholders' Meeting; (ii) specific proxy/sub-proxy forms drafted by the Appointed Representative in agreement with the Company; (iii) information on the amount of Company's share capital, indicating the number and categories of shares into which it is divided.

REQUEST FOR INFORMATION



For any further information on the Shareholders' Meeting, and in particular on how to exercise the rights, you can consult the website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022) or write to the attention of the Corporate Services Office at the following certified email: si-servizitalia@postacert.cedacri.it.

This notice of call is published today, pursuant to Article 125-bis of TUF and pursuant to Article 11 of the Articles of Association, on www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2022), on the authorised storage mechanism eMarket Storage at www.emarkestorage.com, as well as, in extract, in the daily newspaper Italia Oggi of 7 March 2022.

The Company reserves itself the right to communicate any change to the information contained in this notice in view of measures that may be necessary or appropriate in relation to current Covid-19 epidemiological emergency situation and its currently unforeseeable developments.

Castellina di Soragna, Parma, 7 March 2022

*The Chairman of the Board of Directors
Signed by Roberto Olivi*

Fine Comunicato n.0868-25

Numero di Pagine: 9