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Data/Ora Inizio : 11 Marzo 2022 13:40:22
Diffusione presunta
Oggetto : Tesmec S.p.A. - Call of the Shareholders
Meeting April 21st 2022

Testo del comunicato

Vedi allegato.

TESMEC S.P.A.

Registered office
 Piazza Sant' Ambrogio, 16 – 20123 Milan
 Milan Register of Companies no. 314026
 Tax and VAT code: 10227100152
 Share capital Euro 15,702,162
 Website: www.tesmec.com

CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The persons legitimately entitled to attend and exercise voting rights are convened to the ordinary Shareholders' Meeting of Tesmec S.p.A. (“**Tesmec**” or “**Company**”) at Notary Practice SNPZ Notai a Milano, in Milan, Piazza della Repubblica, 28, on 21 April 2022 at 10:30 on single call, to discuss and deliberate on the following:

AGENDA

- 1. Approval of the financial statements as at 31 December 2021 and presentation of the Tesmec Group’s consolidated financial statements and relevant reports, including the consolidated non-financial statement; allocation of result for the period; related and consequent resolutions.**
 - 1.1 Approval of the financial statements as at 31 December 2021 and the Board of Directors' report on operations;**
 - 1.2 Allocation of profit or loss for the period.**
- 2 Resolutions regarding the report on the policy of remuneration and compensation paid pursuant to Article 123-ter of Legislative Decree 58/1998 and Article 84-quater of CONSOB Regulation no. 11971/1999; related and consequent resolutions.**
 - 2.1 Binding vote on the remuneration policy relating to 2022 illustrated in the first section of the report;**
 - 2.2 Consultation on the second section of the report regarding the fees paid in 2021 or relating to them.**
- 3. Proposal of authorisation to purchase and dispose of treasury shares, subject to the withdrawal of the resolution passed by the Shareholder’s Meeting of 22 April 2021; related and consequent resolutions.**
- 4. Appointment of the Board of Directors; related and consequent resolutions;**
 - 4.1 determination of the number of members of the Board of Directors;**
 - 4.2 determination of their term in office;**
 - 4.3 appointment of the Board of Directors;**
 - 4.4 appointment of the Chairperson of the Board of Directors;**
 - 4.5 determination of Directors’ compensation;**
- 5. Appointment of the Board of Statutory Auditors; related and consequent resolutions;**
 - 5.1 appointment of three standing auditors and two alternate Auditors;**
 - 5.2 appointment of the Chairperson of the Board of Statutory Auditors;**
 - 5.3 determination of the compensation of the Board of Statutory Auditors;**

Additional information regarding the COVID-19 (Coronavirus) health emergency

In compliance with what is permitted by Article 106, paragraph of the “Cura Italia” (Heal Italy) Decree, as subsequently extended, in respect of the fundamental principles for the protection of health, Shareholders cannot physically take part in the Shareholders' Meeting and they may attend exclusively through the designated representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance (T.U.F.), in compliance with the legal provisions and the legislation in force, as better specified below in this call notice in the paragraph “Participation in the Shareholders' Meeting and conferral of the proxy to the designated representative”.

It is specified that the information contained in this notice - and, in particular, the date, the place and/or the time of the Shareholders' Meeting, the terms for the exercise by the Shareholders of their rights, the methods of participation to the Shareholders' Meeting and/or the procedures with whom it will be held - may be subject to changes, updates or clarifications in consideration of the current emergency situation resulting from COVID-19 and the consequent measures adopted from time to time by the competent Authorities, as well as in order to ensure rigorous compliance with the fundamental principles of protecting the safety and health of the Shareholders, employees, representatives and consultants of the Company. Any changes, updates or clarifications to the information contained in this notice of call will be promptly made available on the Company's website (www.tesmec.com) and in the other ways required by law.

Information in the share capital at the date of the call notice

The share capital of Tesmec totals Euro 15,702,162.00 represented by 606,460,200 ordinary shares with no nominal value. The shares are registered, indivisible, freely transferable and, pursuant to Article 9 of the Articles of Association, each share gives the right to one vote in the ordinary and extraordinary Shareholders' Meetings of the Company. At the time of this notice of call, the Company holds 4,711,879 treasury share.

Right to attend and vote at the Shareholders' Meeting

Pursuant to the law, those who have the right to vote may attend the Shareholder's Meeting. The right to attend and vote in the Shareholders' Meeting - which, as better specified below in this call notice in the paragraph “Participation in the Shareholders' Meeting and conferral of the proxy to the Designated Representative”, may take place exclusively through the designated representative - is certified by a notification to the Company, issued by the intermediary, in favour of the person who has the right to vote, on the basis of the evidence at the end of the accounting day of the seventh day of open market before the date scheduled for the Shareholders' Meeting in single call (“record date”), coinciding with Friday, 8 April 2022. Therefore, those who are the holders of the shares only after the record date mentioned above will be not entitled to attend and vote at the Shareholders' Meeting. The notification of the above intermediary must reach the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting (i.e. Thursday, 14 April 2022). The right to attend and vote in any event is unaffected if the notification is received by the Company after the said deadline provided that it is received by the start of the proceedings of the Shareholders' Meeting forming the object of this call.

The directors, statutory auditors, representatives of the independent auditors, the notary, the Designated Representative and the other subjects allowed to participate in the Shareholders' Meeting pursuant to the law and the Articles of Association, other than those who are entitled to vote, may take part in the Shareholders' Meeting also, or exclusively, through the use of remote connection systems that guarantee the identification of the participants and their participation, in observance of the applicable provisions in force, according to the methods communicated by the Company to the aforementioned subjects.

In consideration of the method in which the Shareholders' Meeting will be held, it shall be considered traditionally called and held at the offices of Notary Practice SNPZ Notai a Milano, in Milan, Piazza della Repubblica, 28.

There are no procedures for postal votes or by electronic means.

Participation in the Shareholders' Meeting and conferral of proxy to the Designated Representative

Taking into account the measures taken to deal with the exceptional emergency situation resulting from the COVID-19 epidemic, pursuant to the provisions of the “Cura Italia” (Heal Italy) Decree, the Shareholders' Meeting will be attended by those entitled to vote without access to the Shareholders' Meeting venues. In fact, the Company chose to avail itself of the right set forth in Article 106, paragraph 4, of the “Cura Italia” (Heal Italy) Decree, as subsequently extended, which enables companies with listed shares to set forth, in the call notice, that the Shareholders' Meeting can only be attended through the designated representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance (T.U.F.). Consequently, the Company assigned an engagement to Computershare S.p.A. – with registered office in Via Lorenzo Mascheroni no. 19, 20145 - Milan (MI) – to represent the Shareholders pursuant to Article 135-*undecies* of the Consolidated Law on Finance (T.U.F.) and the provisions of the “Cura Italia” (Heal Italy) Decree (the “**Designated Representative**”). All those with the right to attend and vote who intend to take part in the Shareholders' Meeting must therefore confer, as per mandatory requirements, the appropriate proxy to the Designated Representative.

Conferral of proxies to the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance (T.U.F.)

The proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance (T.U.F.) may be conferred, at no expense for the delegating party (with the exception of any postage expenses), through the specific form, prepared by said Designated Representative in agreement with the Company, and made available, with the associated instructions for compilation and transmission, on the Company's website at the address www.tesmec.com (Governance / Shareholders' Meetings section) in the section dedicated to this Shareholders' Meeting as well as at the Company's registered office and/or administrative office.

The proxy form to be notified to the Designated Representative with the relevant voting instructions together with an identity document and any documentation proving signing powers must be sent by following the instructions on the form itself and on the Company website before the second open market day before the Shareholders' Meeting (i.e. by Tuesday **19 April 2022**) and the conferral of the proxy may be revoked within the aforementioned deadline and using the same methods.

The proxy thereby granted is effective only for those draft resolutions in relation to which voting instructions are given.

Conferral of proxies and sub-proxies to the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance (T.U.F.)

It should also be noted that, pursuant to the “Cura Italia” (Heal Italy) Decree, as subsequently extended, the Designated Representative, in derogation of Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance (T.U.F.), may also be assigned ordinary proxies or sub-proxies in accordance with Article 135-*novies* of the Consolidated Law on Finance (T.U.F.), by following the instructions indicated in the form available on the Company's website at the address www.tesmec.com (Governance / Shareholders' Meetings section) in the section dedicated to this Shareholders' Meeting as well as at the Company's registered office and/or administrative office.

Those who do not avail themselves of the proxy right pursuant to Article 135-*undecies* of the Consolidated Law on Finance (T.U.F.), alternatively, can confer ordinary proxies or sub-proxies pursuant to Article 135-*novies* of the Consolidated Law on Finance (T.U.F.), with the associated written voting instructions, exclusively by using the appropriate proxy/sub-proxy form to be notified to the Designated Representative with the associated voting instructions, together with an identity document and any documentation proving signing powers by following the instructions on the form itself and on the Company website before 12.00 on Wednesday **20 April 2022**, notwithstanding that the Designated Representative may accept the proxies and/or instructions even after the aforementioned deadline and before the opening of Shareholders' Meeting proceedings), and the conferral of the proxy may be revoked within the aforementioned deadline and according to the same methods.

The proxy thereby granted is effective only for those draft resolutions in relation to which voting instructions are given.

For any clarifications regarding the conferral of the proxy to the Designated Representative (and, in particular, regarding the compilation of the proxy form and the voting instructions and their transmission), as well as for requesting the proxy form, the Designated Representative will be available for clarifications or information at the number +39 011 092 3200 or via e-mail at the address sedeto@computershare.it.

The Company reserves the right to supplement and/or modify the instructions reported above, in consideration of any needs that arise as a result of the current epidemiological emergency (COVID-19) and its developments which are unforeseeable at present.

Right to pose questions before the Shareholders' Meeting

Pursuant to Article 127-ter of the TUF, those who hold voting rights at the Shareholders' Meeting can submit questions on the items on the agenda within the end of the record date (i.e. by Friday 8 April 2022). The questions must be submitted - taking into account the ongoing emergency - by sending them accompanied by the certification released by the intermediary proving their capacity as shareholders, to the e-mail address tesmecspa@pec.it, with the indication, in the subject of the email, of the words "*Shareholders' Meeting 2022 - Questions on items on the agenda pursuant to art. 127-ter Legislative Decree 24 February 1998 n. 58*". The ownership of the right to vote can also be attested after the submission of the questions provided within the third day following the record date (ie by Monday 11 April 2022) by indicating the communication issued by the intermediary to the Company.

Questions received within the indicated deadlines will be answered by 12 noon on Tuesday 19 April 2022, and also by publication in the specific section of the Company's website.

The Company can provide a unified response to questions with the same content. An answer is not due, not even during the Shareholders' Meeting, to the questions asked before it when the answer has been published in accordance with the law. The Company will not answer questions that do not comply with the methods, terms and conditions indicated above.

Additions to the agenda and submission of new draft resolutions

Pursuant to Article 126-bis of the Consolidated Law on Finance (T.U.F.), the Shareholders who, including jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice, additions to the agenda, specifying in the request the further arguments or the new draft resolutions proposed on items already on the agenda. The request must be submitted in writing by the proposing Shareholders by e-mail to the address tesmecspa@pec.it, accompanied by the relevant communication issued by the intermediary proving the ownership of the above-mentioned fraction of share capital. Within the above-mentioned term of ten days and using the same methods, any proposing Shareholder must deliver to the Board of Directors a report that outlines the reason for the draft resolutions on new items that they propose be discussed or the reason for the additional draft resolutions submitted on items already on the agenda. No addition to the agenda is allowed for those arguments on which the Shareholders' Meeting resolves, in accordance with the law, upon proposals made by the directors or on the basis of a project or report prepared by them, other than those indicated under Article 125-ter, paragraph 1, of the Consolidated Law on Finance (T.U.F.)

For any addition to the agenda or the submission of additional draft resolutions on items already on the agenda of the Shareholders' Meeting, a notice is given through the same modalities used for the publication of this notice, at least fifteen days before the date scheduled for the Shareholders' Meeting (i.e. by Wednesday 6 April 2022). On the same date, the Company provides the public, according to the methods set out in Article 125-ter, paragraph 1, of the Consolidated Law on Finance (T.U.F.), with the additional draft resolutions on the items already on the agenda, the reports presented by Shareholders, as well as any assessments by the Board of Directors.

The right to make individual draft resolutions

Due to the fact that attendance at the Shareholders' Meeting is envisaged exclusively through the Appointed Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance (T.U.F.), those who have the right to vote can, pursuant to Article 126-*bis*, paragraph 1, third sentence, of the Consolidated Law on Finance (T.U.F.), no later than Wednesday 6 April 2022, individually submit draft resolutions on the items on the agenda, by sending them by certified email to tesmecspa@pec.it, indicating in the subject line of the email the wording "2022 Shareholders' Meeting - Individual draft resolutions".

The draft resolutions must contain the text of the resolution and be accompanied by information on the identity of the person submitting and the percentage of the share capital held at the date of submission, as well as the notice sent by the intermediary to the Company.

The validly submitted draft resolutions - if admissible pursuant to the applicable regulations - will be made available to the public by the Company on its website www.tesmec.com in the section dedicated to this Shareholders' Meeting, as well as by the other applicable methods pursuant to the laws and regulations in force.

The deadline for submitting such draft resolutions, set at the same time as the deadline for the publication of the requests for integration and of the draft resolutions pursuant to Article 126-*bis*, paragraph 1, first sentence, of the Consolidated Law on Finance (T.U.F.), allows those interested in submitting individual draft resolutions to consider what has been published by the Company in relation to the items on the agenda and, at the same time, allows the Appointed Representative to integrate the forms for the granting of proxies pursuant to Article 135-*undecies* and Article 135-*novies* of the Consolidated Law on Finance (T.U.F.), so that those entitled to vote may consider in good time all the requests and draft resolutions submitted for the purpose of issuing voting instructions.

In case of draft resolutions on the items on the agenda alternative to those formulated by the Board of Directors, the draft resolution of the Board of Directors shall be put to the vote first (unless it is withdrawn) and, only if it is rejected, the Shareholders' draft resolutions shall be put to the vote. These draft resolutions, even in the absence of a draft resolution from the Board of Directors, will be submitted to the Shareholders' Meeting starting with the draft resolution submitted by the Shareholders representing the largest percentage of the share capital. Only if the draft resolution put to the vote is rejected will the next draft resolution be put to the vote in order of the share capital represented. For the purposes of the relevant publication, as well as in relation to the running of the Shareholders' Meeting, the Company reserves the right to check the relevance of the draft resolutions to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of those submitting them.

Submission of lists for the appointment of Directors and Statutory Auditors

Members of the Board of Directors and of the Board of Statutory Auditors shall be appointed based on lists submitted by shareholders pursuant to Articles 14 and 22, respectively, of the Articles of Association (to which reference is made). Only shareholders who, on the date the list is submitted, hold alone or with others shares with voting rights that in total represent at least 4.5% of the subscribed and paid-in capital with the right to vote at Ordinary Shareholders' Meetings for Company offices may submit a list. Each shareholder may submit (or submit with others) and vote for, including via an intermediary or trust company, no more than one list. A candidate may appear in only one list or such candidate will be ineligible.

Lists must be filed at the Company's headquarters or sent to the Company by e-mail to: tesmecspa@pec.it (Attn: Mr Marco Paredi), at least 25 (twenty-five) days before the date set for the Meeting, i.e., by Sunday 27 March 2022, to be understood as extended to Monday 28 March 2022, the first day following a non-holiday day. For a detailed explanation of the procedures and deadlines for submitting lists, see Articles 14 and 22 of the Articles of Association.

The Company shall make the lists available to the public on the "Shareholders' Meetings" section of the website www.tesmec.com and in the manner required by current law without delay and, in any event, at least 21 (twenty-one) days before the date set for the Shareholders' Meeting, i.e., Thursday 31 March 2022.

Specifically in regard to the appointment of the Board of Statutory Auditors, in the event that, upon expiry of the term indicated for the filing of the lists for the appointment of the Board of Statutory Auditors (i.e. by Sunday 27 March 2022, to be understood as extended to Monday 28 March 2022, the first day following a non-holiday) only one list has been submitted, or only lists submitted by shareholders who, based on the information provided and the documents filed in accordance with the above, are related pursuant to Article 144-*quinquies* of the Issuers' Regulation, the Company shall give notice thereof without delay and shareholders will be able to submit lists of candidates for appointment as statutory auditors until the third day after that date (i.e., by Wednesday 30 March 2022). In that event: (i) the minimum ownership percentage necessary to submit lists shall be 2.25% of the subscribed and paid-in capital with the right to vote at Ordinary Shareholders' Meetings for Company offices; (ii) the documents evidencing that ownership interest at the time the list is submitted must be filed by Thursday 31 March 2022 in the manner set forth in Article 22 of the Articles of Association.

Articles 14 and 22 of the Articles of Association require the Board of Directors and the Board of Statutory Auditors be elected in accordance with the *pro tempore* law on gender balance and applicable laws and regulations. A quota equal to at least two-fifth of the elected Directors and Statutory Auditors is reserved for the least represented gender. Therefore, i) under Article 14 of the Articles of Association, shareholders who intend to submit a list for the election of the Board of Directors containing three or more candidates must include a number of candidates belonging to the least represented gender that is at least two-fifth of the candidates (with any rounding to the next higher number); and ii) under Article 22 of the Articles of Association, shareholders who intend to submit a list for the election of the Board of Statutory Auditors containing three or more candidates must include in the standing statutory auditors section a number of candidates belonging to the least represented gender that is at least two-fifth of the candidates (with any rounding to the next higher number) and, if the alternate statutory auditors section indicates two candidates, one of each gender.

For any matters not expressly set forth in this notice of call, see the Board of Directors' Report on the points on the agenda for the Shareholders' Meeting, which is available at the relevant section of the website www.tesmec.com ("*Shareholders' Meetings*" section).

Lists for which all of the instructions above have not been followed will be treated as if they had not been submitted. Shareholders who intend to submit a list may contact Tesmec's Investor Relator, Mr Marco Paredi, in advance to obtain the necessary administrative details.

Documents

The documents relating to the items on the agenda of the Shareholders' Meeting, including therein the reports containing the draft resolutions on the same, will be made available to the public within the terms provided by law through the filing at the administrative office in Grassobbio (BG), Via Zanica 17/O of the Company and on the website of Borsa Italiana S.p.A., in the centralised storage mechanism eMarketStorage which can be consulted at the address www.emarketstorage.it, and will also be available on the Company's website www.tesmec.com, "*Shareholders' Meetings* section, in accordance with the terms of the legislation in force, with the Shareholders and the parties legitimately entitled to vote able to obtain a copy of them. As a result of the restrictions issued by the competent Authorities, notification is provided to the Shareholders that access to the Company's registered office and/or administrative office may be allowed with the methods and terms to be defined.

The Articles of Association are available on the website of the Company www.tesmec.com .

Grassobbio, 11 March 2022

Tesmec S.p.A.

Fine Comunicato n.1155-6

Numero di Pagine: 8