

Informazione Regolamentata n. 1155-22-2015	Data/Ora Ricezione 30 Marzo 2015 19:10:01	MTA - Star
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Societa' : TESMEC

Identificativo : 55488

Informazione  
Regolamentata

Nome utilizzatore : TESMECN01 - Patrizia Pellegrinelli

Tipologia : IRED 02

Data/Ora Ricezione : 30 Marzo 2015 19:10:01

Data/Ora Inizio : 30 Marzo 2015 19:25:01

Diffusione presunta

Oggetto : Call of the ordinary Shareholders Meeting  
April, 30 2015

*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 10,708,400

Website: “www.tesmec.com”

## **CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

The shareholders are convened to the ordinary meeting at Tesmec S.p.A. (“**Tesmec**” o “ **Company**”) in Grassobbio (BG), Via Zanica 17/O, 24050, on 30 April 2015 at 10.30 a.m. in single call to discuss and deliberate on the following:

### **AGENDA**

- 1. Approval of the financial statements as at 31 December 2014 and relevant reports; allocation of result for the period. Related and consequent resolutions.**
- 2. Consultation on the first section of report on remuneration pursuant to Article 123-ter paragraph 6 of Italian Legislative Decree no. 58/1998.**
- 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 30 April 2014. Related and consequent resolutions.**
- 4. Reduction of the number of Directors from 10 to 9 and appointment of missing Director.**

### **Attending 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 at the Shareholders' Meeting is certified by a notification to the Company, made by the intermediary, in favour of the person who has the right to vote, on the basis of evidences existing 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), coincident with 21 April 2015. Therefore, those who will be the holders of the shares only after the record date mentioned above will be not entitled to attend and vote at the Shareholders' Meeting.

### **Share capital**

The share capital of TESMEC totals Euro 10,708,400.00 constituted by 107,084,000 ordinary shares with a nominal value of Euro 0.10 each. The shares are nominative, indivisible, and freely transferable. Pursuant to Article 9 of the Articles of Association, each share gives right to one vote in the ordinary and extraordinary shareholders' meetings of the Company. Information on share capital is available on the website of the Company, in the section Governance - Meetings. At the time of this call, the Company holds 2,596,321 treasury shares.

### **Representation**

Each person who is entitled to intervene in the Shareholders' Meeting may be represented by written proxy, in accordance with applicable law provisions, with the right to sign the proxy form available on the website of the Company: [www.tesmec.com](http://www.tesmec.com), under page “Shareholders' meetings”. The proxy may be granted through electronic document signed in electronic form pursuant to law. The proxy can be notified to the Company by means of registered letter sent to the headquarter in Grassobbio, Via Zanica 17/O or by e-mail to: [ir@tesmec.it](mailto:ir@tesmec.it). Any eventual notification of the proxy made in advance does not exonerate the representative, when the credentials to access the meeting are verified, from the obligation to certify the conformity of the notified copy with its original and the identity of the shareholder represented.

The Company, pursuant to Article 135-undecies of Italian Legislative Decree no. 58/1998 (“TUF”), appointed Patrizia Pellegrinelli as the representative to whom holders of voting rights may grant a written proxy, free of charge for them and accompanied with voting instructions for all or part of the draft resolutions on the agenda, provided that she receives it no later than the end of the second day of open market before the date scheduled for the Shareholders' meeting in single call (i.e. no later than 28 April 2015), in accordance with the modalities specified and by means of the specific proxy form, with relevant voting instructions, available on the website of the Company [www.tesmec.com](http://www.tesmec.com) and at the administrative office of the Company. The proxy granted thereby is effective only for those draft resolutions in relation to which voting instructions are given. The proxy and voting instructions can be revoked within the same deadlines as specified above (i.e. not later than 28 April 2014). There are no procedures for postal votes or by electronic means.

### **Right to ask questions**

Pursuant to Article 127-ter of the TUF, those who have the right to intervene and vote in the Shareholders' Meeting are allowed to ask questions on the points on the agenda even before the meeting, by sending such questions, accompanied by the certification released by the intermediary proving their capacity as shareholders, by registered mail to the registered office or by e-mail to [ir@tesmec.it](mailto:ir@tesmec.it). Questions received before the Shareholder's Meeting are answered at the latest during the meeting. The Company can provide a unified response to questions with the same content.

In order to facilitate the proper course of the Shareholder' Meeting and its preparation, the Shareholders are invited to submit the questions not later than the third day before the date scheduled for the Shareholders' meeting in single call (i.e. not later than 27 April 2015).

### **Additions to the agenda and submission of new draft resolutions**

Pursuant to Article 126-*bis* of the TUF, the Shareholders who, individually or jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice (i.e. not later than April 9, 2015), additions to the agenda or submit new draft resolutions, specifying in the request the further arguments or the new draft resolutions proposed on points already on the agenda. The request must be submitted in writing by the proposing Shareholders by registered mail to the registered office of the Company for the attention of the President or by e-mail to the address [ir@tesmec.it](mailto:ir@tesmec.it), accompanied by the relevant certification released by the intermediary proving the ownership of the above mentioned fraction of share capital. Within the above-mentioned term and through the same modalities, any proposing Shareholder must deliver to the Board of Directors a report on the points they propose to treat or the reasons underlying the further draft resolutions submitted on points already on the agenda. No addition to the agenda is allowed for those arguments on which the Shareholders' meeting deliberates, 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 TUF.

For any addition to the agenda and submission of new draft resolutions, 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.

### **Documents**

The documents relating to the points on the agenda of the Shareholders' Meeting will be made available to the public within the terms set by law at the registered office of the Company and on the website of Borsa Italiana S.p.A., with the system NIS-Storage, at [www.emarketstorage.com](http://www.emarketstorage.com) and also on the website of the Company [www.tesmec.com](http://www.tesmec.com), under section “Shareholders' Meetings”.

Experts, financial analysts and journalists can attend the Shareholders' meeting; to this end, they are invited to submit a request to attend the meeting at least two days before the meeting to the following number: fax +39 035 3844606.

The Articles of Association is available on the website of the Company [www.tesmec.com](http://www.tesmec.com).

Grassobbio, March 30, 2015

Tesmec S.p.A.

Fine Comunicato n.1155-22

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