

Informazione Regolamentata n. 1155-27-2015	Data/Ora Ricezione 30 Aprile 2015 12:44:18	MTA - Star
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Informazione  
Regolamentata

Nome utilizzatore : TESMECN01 - Patrizia Pellegrinelli

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Diffusione presunta

Oggetto : Shareholders Meeting of Tesmec on April  
30, 2015

*Testo del comunicato*

Vedi allegato.

30.04.2015

**The ordinary Shareholders' Meeting of Tesmec S.p.A approves:**

- **the Financial Statements as at 31 December 2015 and the allocation of net income;**
- **the distribution of a dividend of Euro 0.023 per share (with an increase of 44% compared to 0.016 in 2013), with ex dividend date on 25 May 2015 and payment date on 27 May 2015;**
- **approved the first section of the Report on Remuneration pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/1998;**
- **new treasury share purchase program;**
- **reduction of the number of the members of the Board of Directors from 10 to 8.**

*Grassobbio - Italy, 30 April 2015* – The Shareholders' Meeting of Tesmec S.p.A. (MTA, STAR: TES), among the main world players able to offer **integrated solutions for infrastructures** for the transmission of electrical power and data and material transport, convened today in single call and chaired by Ambrogio Caccia Dominioni, approved all the points on the agenda.

In detail, the Shareholders' Meeting approved the Financial Statements 2014 of Tesmec S.p.A., as presented by the Board of Directors on March 12, 2015, which closed with a net profit of 6.3 million Euros and has approved the distribution of a dividend of Euro 0.023 per share (with an increase of 44% compared to 0.016 in 2013), excluding 2.596.321 treasury shares held by the Company, ex-dividend date of May 25, 2015 and payment by May 27, 2015.

The Shareholders' Meeting then approved the allocation of the remaining part of the profit for the year as follows:

- Euro 137,137 to legal reserve, pursuant to Article 2430 of the Italian Civil Code;
- assign to the Extraordinary Reserve the amount of profit remaining after the allocation to the Legal reserve and to dividend.

During the meeting it was also presented the Tesmec Group's consolidated financial statements for the year 2014. As at 31 December 2014, the Group recorded consolidated revenues of EUR 114.9 million, with an increase of 1.2% compared to Euro 113.5 million in the 2013 financial period. EBITDA as at 31 December 2014 amounted to Euro 18.3 million compared to Euro 19.5 million as at 31 December 2013, while EBIT for the 2014 financial period amounted to 10.5 million euro, compared to 12.5 million euro of 2013 financial year. The consolidated Net Income as at 31 December 2014 amounted to Euro 4.9 million, with an increase of 11.4% compared to Euro 4.4 million as at 31 December 2013. Net financial indebtedness as at 31 December 2014 amounted to Euro 73.4 million (Euro 68.8 million as at December 31, 2013), with a reduction of Euro 10 million compared to the 30 September 2014.

The Shareholders' Meeting also resolved in favor on the First Section of the Remuneration Report in accordance with art. 123-ter of Legislative Decree no. 58/98, and also authorised the Board of Directors of the Company, for a period of 18 months, to purchase, on the regulated market, ordinary shares of the

Company until 10% of the share capital of the Company and within the limits of the distributable profits and of the available reserves resulting from the last financial statements approved by the company or by controlled company that making the purchase. The authorisation also includes the right to dispose of (in whole or in part and also in several times) the shares in the portfolio subsequently, even before having exhausted the maximum amount of shares purchasable and to possibly repurchase the shares to the extent that the treasury shares held by the Company and, if necessary, by the companies controlled by it, do not exceed the limit established by the authorisation. The quantity and the price at which transactions will be made will comply with the operating procedures laid down by the regulations. Today's authorisation replaces the last authorisation resolved by the Shareholders' Meeting of 30 April 2014 and maturing in October 2015.

The Shareholders' Meeting, considering that there were no nominations, resolved to reduce from 10 to 8 the number of members of the Board of Directors, also taking account of the professionalism already in the Board, and has therefore decided not to appoint new member of the Board in replacement of the independent non-executive directors Luca Poggi and Giuseppe Marseglia, who resigned, respectively, on August 1, 2014 and March 26, 2015.

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*The Manager responsible for preparing the Company's financial statements, Andrea Bramani, declares that, pursuant to Article 154-bis, paragraph 2 of Italian Legislative Decree no. 58/1998 (Consolidated Law on Finance), the accounting information provided in this release matches the information reported on the company's documents, books and accounting records.*

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*The minutes of the Shareholders' Meeting will be made available to the public within the terms provided by the laws and regulations in force.*

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*The Financial Statements as at 31 December 2014 of Tesmec S.p.A., with the Report on operations, the Directors' Reports for the items on the agenda of the Shareholders' Meeting, the Report of the Board of Statutory Auditors and the independent auditors' report, as well as the Consolidated Financial Statements as at 31 December 2014 are available to anyone requesting them with the registered office and Borsa Italiana S.p.A., and are also available on the Company's Web site: [www.tesmec.com](http://www.tesmec.com), "Investors" section, within the timeframe set by the law.*

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*In accordance with the provisions of art. 125-quater, paragraph 2, of the TUF and art. 77, paragraph 3, of the Issuers' Regulations a summary report containing the number of voting shares represented at the meeting and the actions for which the vote was cast, the percentage of capital that these shares represent, as well as the number of votes for and against the resolution and the number of abstentions, will be made available to the public within five days from the date of the company's website.*

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**For further information:**

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This press release is also available on [www.tesmec.com](http://www.tesmec.com) in the "Investors" section:

<http://investor.tesmec.com/Investors/Notices.aspx>

**The Tesmec Group**

The Group is mainly active in designing, manufacturing and selling **special products** and **integrated solutions for the construction, maintenance and efficiency of infrastructures** related to the transportation/delivery of energy, data and material.

The Group, established in 1951 and led by Charmain & CEO Ambrogio Caccia Dominioni, relies on more than 490 employees and has six production plants: four in Italy, in Grassobbio (Bergamo), Endine Gaiano (Bergamo), Sirone (Lecco), Monopoli (Bari), one in the USA, in Alvarado (Texas) and one in France, in Durtal.

From the IPO, July 1, 2010, the Parent Company has pursued a strategy of diversification of Business announced to offer a complete range of integrated solutions.

The Group offers:

**Stringing**

- machines and integrated systems for aerial and underground stringing, power lines and fiber optic cables;
- integrated solutions for efficiency, management and monitoring of the electricity networks of low, medium and high voltage (solutions for smart grids).

**Railway**

- machines and integrated systems for the installation, maintenance and troubleshooting of overhead railroad wiring/catenaries as well as customized machines for special operations on the line.

**Trencher**

- high powered tracked trenchers for linear excavation of underground networks and pipelines, and delivery of data, raw materials, and liquid and gaseous materials; high powered tracked trenchers for mining and leveling works (RockHawg);
- consulting services and specialized excavation at the request of the customer;
- multi-purpose construction equipment (Gallmac).

Both business divisions are developed in accordance with the ISEQ (Innovation, Safety, Efficiency and Quality) philosophy, with environmental sustainability and energy conservation in mind.

The know-how achieved in the development of specific technologies and solutions, and the presence of engineering teams and highly skilled technicians, allow Tesmec to directly manage the entire production chain: from the design, production and sale of machinery, to all pre-sales and post-sales. The combination of a cutting-edge product and a deep knowledge on the use of innovative technologies to meet the new demands of the market, allow the Group to offer a winning combination focused on ensuring high performance on the jobsite.

Today, the Group does not only sell technologically advanced machines, but fully integrated systems for electrification and excavation that ensure extremely high performance on the job . These results come from the constant pursuit of innovation, safety, efficiency and quality also achieved through the installation of new software aboard our machines that allow safe, reliable and high performance.

The Group also has a commercial presence globally in most foreign countries and can count on a direct presence in several continents, consisting of foreign companies and sales offices in USA, South Africa, Russia, Qatar, Bulgaria and China.

Fine Comunicato n.1155-27

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