

Bit Market Services

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Societa' : TESMEC

Identificativo : 71054

Informazione
Regolamentata

Nome utilizzatore : TESMECN01 - Patrizia Pellegrinelli

Tipologia : IRED 02

Data/Ora Ricezione : 18 Marzo 2016 10:33:49

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Diffusione presunta

Oggetto : Tesmec - Call of the ordinary Shareholders
Meeting April 29, 2016

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 29 April 2016 at 10:30 a.m. in single call to discuss and deliberate on the following:

AGENDA

- 1. Presentation of the Tesmec Group's consolidated financial statements and review and approval of the financial statements as at 31 December 2015 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 2015; related and consequent resolutions.**
- 4. Appointment of the Board of Directors:**
 - 4.1 determination of the number of members of the Board;**
 - 4.2 determination of the term of office;**
 - 4.3 appointment of the Board of Directors;**
 - 4.4 appointment of the Chairman of the Board of Directors;**
 - 4.5 determination of the remuneration of the Directors;**
 - 4.6 related and consequent resolutions.**
- 5. Appointment of the Board of Statutory Auditors:**
 - 5.1 appointment of the Board of Statutory Auditors;**
 - 5.2 appointment of the Chairman of the Board of Statutory Auditors;**
 - 5.3 determination of the remuneration of the Board of Statutory Auditors;**
 - 5.4 related and consequent resolutions.**

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 20 April 2016. 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. At the time of this notice of call, the Company holds 4.450.497 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 at the administrative office of Tesmec and on the website of the Company www.tesmec.com, under section "*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: tesmecspa@pec.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. not later than 27 April 2016), 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 and at the administrative office of the Company. The proxy thereby granted is effective only for those proposed draft resolutions in relation to which voting instructions are given. The proxy and voting instructions can be withdrawn within the same deadline specified above (i.e. not later than 27 April 2016). 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 tesmecspa@pec.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 26 April 2016).

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 28 March 2016), 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 tesmecspa@pec.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 proposed 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.

Presentation of lists for the appointment of the Boards of Directors and Statutory Auditors

The members of the Board of Directors and the Board of Statutory Auditors are appointed on the basis of lists presented by the Shareholders pursuant to the provisions, respectively, of Articles 14 and 22 of the Articles of Association (to which full reference is made).

The Shareholders who, when the list is presented, own shares, on their own or together with others, with voting rights representing at least 4.5% of the subscribed and paid-up share capital in the Ordinary Shareholders' Meeting for the appointment of corporate officers, are entitled to present a list. Each Shareholder cannot present (either individually or jointly) or vote more than one list, albeit by proxy or through a trust. Each candidate can come up in one list under penalty of ineligibility.

The lists must be filed at the registered office, or sent to the Company by e-mail to the address: tesmecspa@pec.it (to the attention of Patrizia Pellegrinelli), at least 25 (twenty-five) days before the date set for the Shareholders' Meeting i.e. no later than 4 April 2016. Lists will be made available to the public on the website www.tesmec.com section "*Shareholders' Meetings*", as well as in accordance with the modalities provided by law, by the Company without delay and any way at least 21 (twenty-one) days before the date set for the Shareholders' Meeting, i.e. 8 April 2016.

With a special attention to the appointment of the Board of Statutory Auditors, note that, in the event in which, on 4 April 2016, only one list has been filed, or only lists presented by as many shareholders as those who - in accordance with the information provided and with the documents filed in compliance with the above - are related to one another pursuant to Article 144-*quinquies* of the Issuers' Regulation, the Company will give notice of it without delay and the shareholders may present lists of candidates for the appointment as auditor until the third day following that date, that is to say no later than 7 April 2016. In this case: (i) the minimum shareholding percentage required for presenting the lists will be 2.25% of the subscribed and paid-up share capital in the Ordinary Shareholders' Meeting for the appointment of corporate officers; (ii) the documents certifying the ownership of this shareholding when presenting the list must be filed no later than 8 April 2016 as provided by Article 22 of the Articles of Association.

Articles 14 and 22 of the Articles of Association specify that the Board of Directors and the Board of Statutory Auditors must be renewed in compliance with the regulations on gender balance set forth in Italian Law no. 120 of 12 July 2011 and with the applicable laws and regulations. Since this is the second application of the said provision, in accordance with the same and Article 148, paragraph 1-bis of the TUF, a share of at least one-third of the Directors and Auditors elected is reserved to the less represented gender. Therefore, i) pursuant to Article 14 of the Articles of Association, the Shareholders who intend to present a list for the renewal of the Board of Directors containing a number of candidates equal to or greater than three are required to include a number of candidates belonging to the less represented gender equal to at least one-third of the candidates (rounding up, if necessary, to the higher integer); and ii) pursuant to Article 22 of the Articles of Association, the Shareholders who intend to present a list for the renewal of the Board of Statutory Auditors containing a number of candidates equal to or greater than three are required to include in the section of Standing Auditors a number of candidates belonging to the less represented gender equal to at least one-third of the candidates (rounding up, if necessary, to the higher integer), as well as one for each gender, should the section of Alternate Auditors contain two candidates.

The lists for which all the above provisions will not be observed will be considered as not presented.

The Shareholders who intend to present a list can contact previously the Investor Relator of Tesmec, Patrizia Pellegrinelli, to acquire the required operating details.

Documents

The documents relating to the points on the agenda of the Shareholders' Meeting will be made available to the public within the terms provided by law at the registered office of the Company and on the website of Borsa Italiana S.p.A., with the storage mechanism "NIS-Storage" and also on the website of the Company 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 are available on the website of the Company www.tesmec.com.

Grassobbio, 18 March 2016.

Tesmec S.p.A.

Fine Comunicato n.1155-14

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