

# Bit Market Services

Informazione Regolamentata n. 0915-14-2016	Data/Ora Ricezione 18 Marzo 2016 10:44:42	MTA - Star
--	---	------------

Societa' : LANDI RENZO  
Identificativo : 71059  
Informazione  
Regolamentata  
Nome utilizzatore : LANDIN02 - Marziali  
Tipologia : IRED 02  
Data/Ora Ricezione : 18 Marzo 2016 10:44:42  
Data/Ora Inizio : 18 Marzo 2016 10:59:42  
Diffusione presunta  
Oggetto : Call of Shareholders' Meeting

*Testo del comunicato*

Vedi allegato.

## Call of ordinary Shareholders' meeting

Those persons entitled to take part and cast their vote are hereby called to attend the ordinary Shareholders' Meeting in Cavriago, Corte Tegge (Reggio Emilia), via Nobel 2/4, on 29 April 2016, at 9:00 a.m. to resolve upon the following

### Agenda

1. 1.1. Financial statements as of 31 December 2015, Management report, report of the Statutory Auditors and report of the independent auditor; any related resolutions.  
1.2. Resolutions regarding the end of year results; any related resolutions.
2. Resolution on the first section of the report on remuneration pursuant to article 123-ter, sixth paragraph of Legislative Decree no. 58 of 24 February 1998, as amended; any related resolutions.
3. Appointment of the Board of Directors: 3.1 determination of the number of board members; 3.2 appointment of the Board of Directors; 3.3 appointment of the Chairman of the Board of Directors; 3.4 determination of the Directors' term of office; 3.5 determination of the compensation of the Board of Directors.
4. Appointment of the Board of Statutory Auditors: 4.1 appointment of the Board of Statutory Auditors; 4.2 appointment of the Chairman of the Board of Statutory Auditors; 4.3 determination of the compensation of the Board of Statutory Auditors.
5. Grant of the nine-year mandate for the auditing of the Company's accounts: 5.1 appointment of the auditing firm; 5.2 determination of the auditing firm's fee; any related resolutions.
6. Authorisation to purchase and dispose of treasury shares after revocation of the resolution taken by the Shareholders' meeting of 24 April 2015, to the extent not implemented; any relevant resolutions.

### Information on the share capital

The share capital is Euro 11,250,000.00, fully subscribed and paid up, and is represented by 112,500,000 ordinary shares with a nominal value of Euro 0.10 each. Each ordinary share gives a right to one vote in the ordinary and extraordinary Shareholders' meetings of the Company, save for the provisions of artt. 6-bis, 6-ter and 6-quater of the Company's bylaws. As of today, the Company does not hold any treasury shares.

Information concerning the composition of the share capital is available on the Company website [www.landi.it](http://www.landi.it), section Investor Relations - *Capitale Sociale*.

### **Addition to the agenda and submission of new proposed resolutions**

Pursuant to article 126-*bis* of Legislative Decree no. 58 of 24 February 1998, as amended ("TUF"), Shareholders who, individually or jointly, represent at least one fortieth of the share capital can request, within 10 days of the publication of this call (in other words by 28 March 2016), the addition of items on the agenda, indicating in the request the additional topics proposed they propose. In other words, they can submit proposals for resolutions on matters already on the agenda. However, since such term would end during the Easter holidays, the Company has deemed it advisable, in the interest of those entitled to it, to extend such term by one day until 29 March 2016. The request must be submitted in writing by the proposing Shareholders, together with suitable documentation attesting ownership of the shares issued by a qualified intermediary in accordance with its accounting records, by way of recorded mail sent to the address of the Company in Cavriago, Corte Tegge (Reggio Emilia), via Nobel 2/4 to the attention of the investor relator or through certified email to the following certified email address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it). Within said term and by way of the same procedures, the proposing Shareholders must also send to the Board of Directors a report on the items they propose to be discussed or on the additional proposals presented on the items already on the agenda.

The request to add further items to the agenda is not allowed for the topics on which the Shareholders' meeting resolves, in accordance with law, upon proposal of the directors or on the basis of a project or a report drawn up by them, other than those under article 125-*ter*, paragraph 1, of the TUF.

Notice will be given of any additions to the list of items on the agenda or submission of new proposed resolution in addition to any reports prepared by the proposing Shareholders in the same manner prescribed for the publication of this notice of call at least 15 days prior to the date set for the Shareholders' meeting.

### **Right to intervene**

The persons who may intervene in the Shareholders' meetings are those persons who, pursuant to art. 83-*sexies* of the TUF, meet the requirements for taking part in the Shareholders' meeting and exercising the right to vote in relation to whom the Company received the notice issued by a qualified intermediary pursuant to the applicable rules attesting the ownership of the shares on the basis of its accounting records relating to the time limit of the accounting date of the seventh day on which the market is open prior to the date of the Shareholders' meeting in a single call (in other words 20 April 2016). Those who became owners of shares after 20 April 2016 will not have the right to take part in or vote at the Shareholders' meeting. The notice from the qualified intermediary must be received by the Company within the time limit of the accounting date of the third day on which the market is open prior to the date of the Shareholders'

meeting in a single call (in other words 26 April 2016) or in any case by the start of the Shareholders' meeting.

### **Proxy vote**

Those who have the right to intervene in the Shareholders' meeting may be represented in the manner laid down by the law and the rules currently in force. A copy of the proxy form may be obtained from the registered office or the site of the Company at [www.landi.it](http://www.landi.it), Investor Relations - Governance - *Documenti Assembleari* 2015 and from qualified intermediaries.

Where the representative delivers or sends to the Company, via certified electronic mail to be sent to the following certified email address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it), a copy of the proxy form rather than the original, he/she must attest compliance of the proxy form with the original as well as the identity of the person granting the proxy.

Under the rules currently in force, the representative must keep the original of the proxy form and store for one year from the end of the Shareholders' meeting the voting instructions received.

The proxy may be granted by way of an electronic document signed pursuant to article 21, second paragraph, of Italian Legislative Decree of 7 March 2005, no. 82, as amended, or by any other equivalent document.

Under the By-laws, the Company does not designate a representative for the granting of the proxies by those who have a right to take part in the Shareholders' meeting.

### **Election of the Board of Directors**

With reference to the third item on the agenda, it should be recalled that under article 14 of the By-laws, the election of the directors will be carried out on the basis of slates that may be submitted by Shareholders who, either alone or together with other Shareholders, represent a total of at least 2.5% of the share capital. The slates must be filed with the Company at least 25 (twenty-five) days prior to the scheduled date of the Shareholders' meeting (or, in other words, by 4 April 2016). The slates may also be filed by certified e-mail to the following address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it). Each slate presenting at least 3 (three) candidates must contain a number of candidates of the less represented gender equal to at least the minimum required under the applicable laws and regulations. Together with each slate, the following information and documents must also be filed by the filing deadline applicable to the slate: (i) the information related to both the identity of the Shareholders who submitted the slate and the percentage shareholding held by the same; (ii) the declarations through which the individual candidates accept their candidacy and certify, under their own responsibility, that no causes for ineligibility or incompatibility exist, and that the requisites provided under the applicable legal framework to persons holding the role of director of the Company are met; (iii) the candidates' declarations on whether or not

the independence requisites are met, rendered under their own responsibility in accordance with applicable laws and regulations; and (iv) the *curricula vitae* setting forth each candidate's personal and professional characteristics, indicating the management and control roles held at other companies. The slates submitted without complying with the foregoing provisions will be considered as not submitted at all. Lastly, it should be recalled that Consob Notice No. DEM/9017893 dated 26 February 2009 recommends, on the occasion of the election of the board of directors, that the Shareholders who submit a "minority slate" also file together with the slate of candidates a declaration that certifies the absence of relationships, including indirect relationships, within the meaning set forth in article 147-ter, paragraph 3, of the TUF and article 144-quinquies of the regulation approved through Consob resolution no. 11971 dated 19 May 1999, as amended and supplemented (the "Issuers Regulation"), with Shareholders who hold, even on a collective basis, a controlling or relative majority shareholding. It should also be noted that under the By-laws, the first candidate on the slate that receives the highest number of votes at the Shareholders' meeting will be the Chairman of the Board of Directors.

The slates must be made available to the public, by means of publishing on the Company's website and through the authorized storage mechanism *emarketstorage*, at the address [www.emarketstorage.it](http://www.emarketstorage.it), within the twenty-second day before the date of the Shareholders' meeting, therefore by 8 April 2016.

#### **Election of the Board of Statutory Auditors**

With reference to the fourth item on the agenda, it should be recalled that under article 22 of the By-laws, the election of the statutory auditors will be carried out on the basis of slates that may be submitted by Shareholders who, either alone or together with other Shareholders, represent a total of at least 2.5% of the share capital. The slates, each of which shall be comprised of two sections, one setting forth candidates for the role of standing statutory auditor and the other setting forth the candidates for the role of alternate statutory auditor, must be filed with the Company at least 25 (twenty-five) days prior to the scheduled date of the Shareholders' meeting (or, in other words, by 4 April 2016). The slates may also be filed by certified e-mail to the following certified e-mail address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it). Each slate which, considering both sections, presents at least 3 (three) candidates must contain a number of candidates of the less represented gender equal to at least the minimum required under the applicable laws and regulations. If the section containing the candidates for the role of alternate auditor indicates at least 2 (two) candidates, such candidates must be of different genders. Together with each slate, the following information and documents must be filed by the above-mentioned deadline: (i) information on the identity of the Shareholders who submitted the slate and the total shareholding held by them; (ii) the declarations through which the individual candidates accept their candidacy and certify, under their own responsibility, that no causes for ineligibility or incompatibility exist, including with reference to the limit on the number of roles that may be simultaneously

held, and that the requisites provided under the applicable legal framework and under the By-laws with regard to the respective roles are met; (iii) the *curricula vitae* setting forth each candidate's personal and professional characteristics, indicating the management and control roles held at other companies. In addition to what is provided under the foregoing points, in the event of submission of a slate by Shareholders other than those who hold, including on a collective basis, a controlling or relative majority shareholding in the Company, such slate must be accompanied by a declaration on the part of the Shareholders submitting it certifying that no relationships exist with one or more of the major Shareholders, as such term is defined under the applicable legal framework. It should be recalled that under article 144-*sexies*, paragraph 5, of the Issuers Regulation, if upon the expiry of the twenty-fifth day prior to the Shareholders' meeting only one slate has been submitted for the appointment of the members of the board of statutory auditors, or the only slates submitted were those submitted by Shareholders who, on the basis of the provisions of article 144-*sexies*, paragraph 4, of the Issuers Regulation, are interconnected within the meaning set forth in article 144-*quinquies* of the Issuers Regulation, slates may be submitted until the third day after such date (or, in other words, by 7 April 2016). In this case, the shareholding required in order to submit slates (2.5% of the share capital) is reduced to one half such percentage. The slates submitted without complying with the relevant provisions of the By-laws shall be considered as not submitted at all. It should also be noted that under applicable provisions of law and the By-laws, the first candidate on the minority slate that receives the highest number of votes and that is not linked in any way to the majority slate will be the Chairman of the Board of Statutory Auditors. Lastly, it should be recalled that the Self-disciplinary Code currently in force and applicable to listed companies recommends that the statutory auditors of listed companies be selected from among persons who may be qualified as independent also on the basis of the independence criteria provided under article 3 of the Self-disciplinary Code with reference to directors.

The slates must be made available to the public, by means of publishing on the Company's website and through the authorized storage mechanism *emarketstorage*, at the address [www.emarketstorage.it](http://www.emarketstorage.it), within the twenty-second day before the date of the Shareholders' meeting, therefore by 8 April 2016.

#### **Grant of the mandate to the auditing firm**

With reference to the fifth item on the agenda, it should be recalled that the mandate granted to the auditing firm KPMG S.p.A. expires upon the approval of the financial statement as of and for period ended 31 December 2015, due to expiry of the term of the mandate. Under art. 17, paragraph 1, of Legislative Decree No. 10 dated 27 January 2010, such mandate may not be renewed or granted again unless at least three years have passed since the date of cessation of the previous mandate. Therefore, in accordance with article 23 of the By-laws, a new mandate for the auditing of the Company's accounts will be granted. The provisions of art. 13 of Legislative Decree No.

10 dated 27 January 2010 provide that the Shareholders' meeting grants the mandate for the auditing of the Company's accounts and determines the fee payable to the auditing firm for the entire term of the mandate, as well as any criteria for the revision of such fee over the course of the mandate, upon a reasoned proposal submitted by the Board of Statutory Auditors.

### **Questions on the items on the agenda**

The Shareholders and those entitled to vote can raise questions on the items on the agenda also prior to the Shareholders' meeting provided they do so by 26 April 2016 and will receive an answer at the latest during the Shareholders' meeting via certified email to be sent to the following certified email address: [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it), accompanied by a notice issued by the qualified intermediary attesting the right to exercise a vote. Answers given in paper format placed at the disposal of each of those entitled to vote at the beginning of the Shareholders' meeting will be considered to have been provided in the Shareholders' meeting.

### **Documentation**

The documentation relating to the Shareholders' meeting, including the reports of the Board of Directors and the proposed resolution on the items on the agenda, the annual financial report, together with the reports of the Board of Auditors and the independent auditor, and the report of the remuneration committee will be made available in accordance with law at the registered office and to the Shareholders and the public within the prescribed time limits. The documentation will also be available on the website of the Company at the address: [www.landi.it](http://www.landi.it), Investor Relations - Governance - *Documenti Assembleari* 2015 and at the storage mechanism at the address [www.emarketstorage.com](http://www.emarketstorage.com). The Shareholders and those who are entitled to vote may obtain a copy of all the aforementioned documentation.

Cavriago, 18 March 2016

Chairman of the Board of Directors

Stefano Landi

Fine Comunicato n.0915-14

Numero di Pagine: 8