

Bit Market Services

Informazione Regolamentata n. 0322-31-2016	Data/Ora Ricezione 18 Marzo 2016 16:03:38	MTA
--	---	-----

Societa' : BASIC NET

Identificativo : 71088

Informazione
Regolamentata

Nome utilizzatore : BASICNETN01 - MEZZALIRA

Tipologia : IRED 02

Data/Ora Ricezione : 18 Marzo 2016 16:03:38

Data/Ora Inizio : 18 Marzo 2016 16:18:39

Diffusione presunta

Oggetto : Shareholders' Annual General Meeting call
notice

Testo del comunicato

Vedi allegato.



SHAREHOLDERS' AGM CALL NOTICE

Shareholders are called to the Shareholders' AGM at the registered office in Turin – Largo Maurizio Vitale, 1, for 11 AM on April 28, 2016 in single call, to consider motions on the following Agenda:

1. Financial Statements at December 31, 2015. Directors' Report. Allocation of net profit. Resolutions thereon.
2. Appointment of the Board of Directors and establishment of the number of members and remuneration. Appointment of the Chairman of the Board of Directors.
3. Appointment of the Board of Statutory Auditors and its Chairman and establishment of remuneration.
4. Remuneration Report in accordance with Article 123-*ter* of the Consolidated Finance Act. Resolutions thereon.
5. Authorisation for the purchase and utilisation of treasury shares. Granting of powers and resolutions thereon.

Share capital disclosure at the call notice date

The share capital of Euro 31,716,673.04 comprises 60,993,602 ordinary shares at a par value of Euro 0.52. Voting rights pertain to ordinary shares in circulation, which at the publication date of the present notice (excluding 4,760,000 treasury shares held by BasicNet S.p.A.) total 56,233,602.

Attendance and representation at the Shareholders' AGM

Those holding voting rights at the end of the seventh open market trading day before that fixed for the Shareholders' AGM (April 19, 2016 – record date) and who have sent to the Company the relative communication through the appointed intermediary have the right to attend and vote at the Shareholders' AGM. Those who hold shares only after April 19, 2016 will not have the right to attend or vote at the Shareholders' AGM.

Those with voting rights may appoint a proxy to represent them at the Shareholders' AGM, utilising the proxy form downloadable on the website www.basicnet.com in the "Shareholders' AGM/2016" section. If for technical reasons the proxy form is not available in electronic form, it may be sent through requesting such by telephoning +390112617787. Proxy notification, including electronically, must comply with the instructions on the form.

Right to supplement the Agenda and present proposals on matters on the Agenda

In accordance with Article 126-*bis* of Legislative Decree 58/98 (CFA), Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the present notice, supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Supplementation is not permitted for matters on which the Shareholders' AGM will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-*ter*, paragraph 1 of Legislative Decree 58/98 (CFA).

Requests should be presented in writing and sent by the above date through registered letter with proof of sending to BasicNet S.p.A. – Corporate Affairs - Largo Maurizio Vitale, 1, 10152 Turin, or through certified email to basicnet@legalmail.it, accompanied by a report on the proposed matters or further proposals on existing matters.

The declaration of share ownership by requesting Shareholders, in addition to that confirming the necessary holding, must be included in the communication of the filing intermediary, with effective date of the request date itself, sent to basicnet@pecserviziotitoli.it.

Any supplementation of the matters on the Shareholders' AGM Agenda, or further proposals on existing matters, will be published at least 15 days before the date fixed for the Shareholders' AGM through the same publication manners as the present notice.

Rights to submit questions before the Shareholders' AGM

Shareholders who have the right to attend the Shareholders' Meeting may submit questions on matters on the Agenda, also before the Shareholders' Meeting, by April 25, 2016, through communication sent to BasicNet S.p.A. – Corporate Affairs - Largo Maurizio Vitale, 1, 10152 Turin, by fax to +390112617354, or through certified e-mail to basicnet@legalmail.it.

The questions must be accompanied by the personal details of the requesting shareholder (name and surname or name of entity or company, place and date of birth and tax code). Those who declare ownership of shares until April 19, 2016 have the right to obtain a reply (record date). For these purposes, an up-to-date communication at the above date must be drawn up by the filing intermediary declaring ownership of the shares by the requesting party and sent by email to basicnet@pecserviziotitoli.it. In the case in which the shareholder has requested the filing intermediary to communicate the right to attend the Shareholders' AGM, inclusion of the details of such communication released by the intermediary or, at least, the name of the intermediary, will be sufficient. For questions sent by April 25, 2016, following verification of their relevance and the validity of the requesting party, response will be provided at the latest by the Shareholders' AGM.

Appointment of the Corporate Boards

The By-Laws require that the Board of Directors and the Board of Statutory Auditors are appointed from slates of candidates. The rules and the procedures concerning the slates of candidates, in addition to the accompanying documentation, are established at Articles 13 (Board of Directors and Executive Boards) and 17 (Board of Statutory Auditors) of the By-Laws, available on the company website www.basicnet.com in the Corporate Governance section.

The slates of candidates should be filed at the registered office of the Company, or by fax to +390112617354, or to the certified e-mail address basicnet@legalmail.it, accompanied by the relative documentation, by the twenty-fifth day before the day of the Shareholders' Meeting, therefore April 3, 2016, by Shareholders who, alone or together with other shareholders, hold at least 4.5% of the share capital (as established by Consob through motion No. 19499 of January 28, 2016). The holding, at the presentation date of the slate, should be corroborated by the relevant communications produced by the filing intermediary and sent by e-mail to basicnet@pecserviziotitoli.it, also subsequent to filing, although by the deadline for the publication of slates by the Issuer, therefore April 7, 2016.

With regard to slates of candidates for the appointment of the Board of Statutory Auditors, where only one slate is filed by April 3, or only related slates in accordance with the applicable regulation, further slates may be presented until April 6, 2016, with the minimum percentage for the presentation of such slates reduced to 2.25% of the share capital.

Each Shareholder, in addition to Shareholders belonging to the same group, in accordance with Article 2359 of the Civil Code and the parties belonging to, also through subsidiaries, a shareholder agreement in accordance with Article 122 of Legislative Decree 58/98 (CFA), may not present, nor through nominees of trust companies, more than one slate. In the case of violation no consideration is taken of the vote of the Shareholder for any slate presented. Each Shareholder may vote for only one slate.

The slates or the candidatures which have not complied with all of the legal and statutory provisions will be considered as not presented.

The slates filed will be made available to the public at the registered office of the Company, in addition to the website www.basicnet.com and on the authorised storage site www.emarketstorage.com at least 21 days before the date of the Shareholders' Meeting.

Appointment of the Board of Directors

The appointment of the Board of Directors takes place, in accordance with Article 13 of the By-Laws, on the basis of slates presented by Shareholders, in which the candidates, numbering between five and fifteen, should be listed by progressive numbering.

The slates of the presenting shareholders should be accompanied by extensive information on the personal and professional background of the candidates.

Together with each slate, declarations in which the individual candidates accept their candidature, must be filed at the company's registered office, stating in good faith, the inexistence of reasons for ineligibility and incompatibility, as well as the fulfillment of the requirements for the respective positions, including any declarations confirming their independence, in addition to information on directorships held in other companies.

At least one member of the Board of Directors, or two if the Board of Directors is comprised of more than seven members, should be considered independent in accordance with law. Each slate should include at least one candidate considered independent. Each candidate can be presented only on one slate at the risk of being declared ineligible.

The slates should be drawn up so as to ensure that the resulting Board of Directors complies with the regulatory-established minimum gender quotas. In accordance with Law No. 120 of July 12, 2011, at least one-third of elected members, rounded upwards, are reserved for the under-represented gender.

Appointment of the Board of Statutory Auditors

The appointment of the Board of Statutory Auditors will take place according to the presentation of slates by Shareholders in which the candidates are listed by progressive numbering. The slate is composed of two sections: one for the candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor.

Each candidate can be presented only on one slate at the risk of being declared ineligible.

Candidates may not be included on the slates if they already hold a greater number of Statutory Auditor positions than permitted by the regulatory or legal provisions.

The outgoing statutory auditors may be re-elected.

The slates must be drawn up so as to ensure that the resultant Board of Statutory Auditors complies with the applicable gender quota requirements of Law No. 120 of July 12, 2011. In accordance with above-stated Law, at least one-third of elected members, rounded upwards, are reserved for the under-represented gender.

The slates should be accompanied by exhaustive disclosure on the personal and professional background of the candidates, with indication of the presenting shareholders and the overall share capital holding, in addition to the declaration of shareholders other than those who hold, also jointly, a controlling or relative majority holding, declaring the absence of connecting relationships as per the applicable regulations, with these latter, or where in existence, the reasons why such are considered relevant.

Together with each slate, a declaration in which the individual candidates accept their candidature, must be filed, stating in good faith, the inexistence of reasons for ineligibility and incompatibility, as well as the existence of the requisites for the respective positions, in addition to information on directorships held in other companies.

Documentation and other information

The Shareholders' AGM documentation, including the illustrative reports of the Board of Directors on matters on the Agenda and the relative proposals, in addition to the Annual Report and the Annual Corporate Governance Report, will be made available at the registered office, on the NIS-Storage authorised storage mechanism (www.emarketstorage.com) and on the Company's website (www.basicnet.com).

Turin, March 18, 2016

The Chairman of the Board of Directors

Marco Daniele Boglione

This notice will be published in shortened form in the MF/Milano Finanza newspaper of March 19, 2016.

Fine Comunicato n.0322-31

Numero di Pagine: 5