

# Bit Market Services

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Societa' : PRELIOS

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Regolamentata

Nome utilizzatore : PIRELLIRN06 - MARINELLI

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Oggetto : Press Release Prelios - Shareholders'  
Meeting

*Testo del comunicato*

Vedi allegato.



**PRESS RELEASE**

**PRELIOS: SHAREHOLDERS' MEETING HELD TODAY**

- **THE 2015 FINANCIAL STATEMENTS HAVE BEEN APPROVED**
- **THE NUMBER OF BOARD MEMBERS HAS BEEN REDUCED FROM 11 TO 10**
- **THE BOARD OF STATUTORY AUDITORS HAS BEEN APPOINTED**
- **THE “REMUNERATION POLICY” HAS BEEN APPROVED**

*Milan, 19 May 2016* - The Ordinary Shareholders' Meeting has been held on today's date, attended by overall 61.94% of the ordinary share capital.

The Shareholders' Meeting **approved the 2015 financial statements** that closed with a net loss of about 29.6 million Euro (-74.1 million in 2014), and the consolidated financial statements that closed with a net loss of about 44.5 million Euro (-61.1 million in 2014).

In addition, following the resignation of the Sergio Iasi on 21 March, the Shareholders' Meeting resolved to reduce the number of Board members from 11 to 10 in compliance with current laws and the provisions governing gender balance, with vote in favour of 61.89% of the participants.

The Shareholders' Meeting, using the list voting system, then appointed the members of the Board of Statutory Auditors for the years 2016 – 2017 - 2018, based on the two lists presented and disclosed to the market on 25 April. In particular, in accordance with the current regulations and the Articles of Association, the following were elected:

- from the list presented by Intesa Sanpaolo S.p.A., Pirelli & C. S.p.A. e UniCredit S.p.A., which won the majority of votes, two standing Statutory Auditors and two alternate Statutory Auditors.
- from the list presented by Negentropy Capital Partners LLP<sup>1</sup> (which declared to act for and on behalf of the investment fund Negentropy Sicaf-Sif / Negentropy Special Situation Fund, Luxembourg), which won a minority of votes, the Chairman of the Board of Statutory Auditors and an alternate Statutory Auditor.

The Board of Statutory Auditors is composed of: Giorgio Loli, Chairman (minority list), born in Livorno on 23 August 1939, Marco de Ruvo (majority list), born in Milan on 8 November 1962 and Michela Zeme (majority list), born in Mede (PV) on 2 January 1969, both as standing Statutory Auditors. In addition, the Board includes: Antonio Salvi (minority list), born in Naples on 9 August 1969 and Pietro Gariboldo Boiardi (majority list), born in Fiorenzuola D'Adda (PC) on 19 November 1971, as alternate Statutory Auditors; all meet the requirements of current

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<sup>1</sup> The list was presented also on behalf of all parties to the agreement that was signed by various shareholders on 26 February 2016 and subsequently integrated on 7 March 2016.

legislation and the Corporate Governance Code for listed companies, including the independence.

In addition to the appointment of the Board of Statutory Auditors, the Shareholders' Meeting also set the gross annual compensation of the standing Statutory Auditors at 32,000.00 euro and the gross annual compensation of the Chairman of the Board of Statutory Auditors at 50,000.00 euro.

Finally, with respect to the remuneration report presented to the Shareholders' Meeting in accordance with Article 123-bis of the "Consolidated Law on Finance", the Meeting approved the remuneration policy and the relevant procedures adopted by the Company.

## §

Prelios's annual report at 31 December 2015, including the separate financial statements, the consolidated financial statements, the Directors' report, the certification as per art. 154-bis, par. 5, of Legislative Decree dated 24 February 1998 and subsequent amendments, as well as the Board of Statutory Auditors' report and the Independent Auditors' report, is made available to the public at the registered office in Milan, Viale Piero e Alberto Pirelli n. 27, at Borsa Italiana S.p.A. and on the authorized storage mechanism *eMarket Storage* ([www.emarketstorage.com](http://www.emarketstorage.com)). The same documentation will be available on the website [www.prelios.com](http://www.prelios.com). The minutes of the Shareholders' Meeting will be made available to the public, by the deadlines set out by law, by 18 June 2016.

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*The Manager responsible for preparing the corporate accounting documents of Prelios S.p.A., Mr Marco Andreasi, certifies - pursuant to art. 154-bis, paragraph 2 of the Consolidated Law on Finance (Legislative Decree 58/1998) - that the accounting information contained in this press release corresponds to the documents, books and accounting records of the Company.*

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### **For further information:**

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