



# SPAFID CONNECT

Informazione Regolamentata n. 1719-7-2017	Data/Ora Ricezione 01 Marzo 2017 19:47:25	MTA - Star
---	---	------------

Societa' : MASSIMO ZANETTI BEVERAGE GROUP

Identificativo : 85649

Informazione  
Regolamentata

Nome utilizzatore : MZBGROUPN03 - Zuffi

Tipologia : IRED 02

Data/Ora Ricezione : 01 Marzo 2017 19:47:25

Data/Ora Inizio : 01 Marzo 2017 20:02:26

Diffusione presunta

Oggetto : Notice of AGM

*Testo del comunicato*

Vedi allegato.



MASSIMO ZANETTI  
BEVERAGE GROUP

**MASSIMO ZANETTI BEVERAGE GROUP S.P.A.**

**With registered offices in Via Gian Giacomo Felissent, 53, 31020 Villorba (Treviso, Italy)**

**Fully paid up share capital: € 34,300,000.00**

**Treviso Companies Register, Tax and VAT Code 02120510371 – Economic and Administrative Index No. TV-300188.**

**NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING**

The entitled to participate and vote are invited at the Ordinary Shareholders' Meeting convened on 11<sup>th</sup> April 2017 at 11 a.m., on single call, at the registered offices of Massimo Zanetti Beverage Group S.p.A., in Villorba (Treviso), Via Gian Giacomo Felissent No. 53, to discuss and resolve upon the following

**AGENDA**

1. Approval of the Financial Statements on 31<sup>st</sup> December 2016, together with the Board of Directors' Report on Operations, the Statutory Auditors' Report and the Legal Auditing Firms' Report. Allocation of the profit for the year and dividend distribution to Shareholders. Related and consequent resolutions. Presentation of the Consolidated Financial Statements on 31<sup>st</sup> December 2016.
2. Remuneration Report pursuant to Article 123-ter of Legislative Decree No. 58 of the 24th February 1998, and Article 84-quater of CONSOB Resolution No. 11971/1999. Resolutions on the Company's remuneration policies as established in the First Section of the said Report.
3. Appointment of the Board of Directors: determination of the number of members of the Board of Directors; determination of the term of office; appointment of the members of the Board of Directors; appointment of the Chairman of the Board of Directors; determination of the remuneration of the members of the Board of Directors.
4. Appointment of the Board of Statutory Auditors: appointment of three regular Auditors and two alternate Auditors; appointment of the Chairman of the Board of Statutory Auditors; determination of the remuneration of the members of the Board of Statutory Auditors.

**SHARE CAPITAL AND SHARES WITH VOTING RIGHTS  
(ARTICLE 125-QUATER OF LEGISLATIVE DECREE No. 58/98)**

To date, the share capital of Massimo Zanetti Beverage Group S.p.A. (hereinafter referred to as "MZBG" or the "Company"), subscribed and fully paid up, amounts to € 34,300,000.00, and is divided into 34,300,000 ordinary shares, without indication of their nominal value. Each share entitles its owner to one vote.

**ENTITLEMENT TO PARTICIPATE AND VOTE  
(ARTICLE 83-SEXIES OF LEGISLATIVE DECREE No. 58/98)**



MASSIMO ZANETTI  
BEVERAGE GROUP

The entitlement to attend and exercise voting rights at Shareholders' Meeting is established pursuant to a notice to be made to the Company by an authorised intermediary, based on the latter's accounting records at the end of the seventh trading day preceding the scheduled date of the Shareholders' Meeting on single call, i.e., 31<sup>st</sup> March 2017 (*record date*). Any persons that prove to be shareholders of the Company following such date, based on accounting records, shall not be entitled to participate or vote at the Shareholders' Meeting. The intermediary's notice must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting, i.e., no later than the 6<sup>th</sup> April 2017. This is without prejudice to legitimate attendance and voting if the notice is received by Company after the specified term of the 6<sup>th</sup> April 2017, provided that it is received before the start of works of the meeting on single call.

The participation in the Shareholders' Meeting is governed by the applicable laws and regulations, and by the provisions of the Corporate By-laws and Procedural Rules for Shareholders' Meetings, which are available on the corporate website [www.mzb-group.com](http://www.mzb-group.com), in the "IR/Corporate Governance" section and "IR/Corporate Governance/Corporate Documents" section, respectively.

#### **PROXY VOTING (ARTICLE 135-NOVIES OF LEGISLATIVE DECREE No. 58/98)**

The owner of right of vote at the Shareholders' Meeting may be represented by a written proxy to be transmitted in accordance with the applicable laws provisions, with the possibility to sign the proxy form available in printable version on the Company's website [www.mzb-group.com](http://www.mzb-group.com) in the section "*IR/Shareholder Information*".

The voting proxies can be forwarded to the Company, together with a copy of an identity document of the proxy grantor, by registered letter with acknowledgment of receipt or certified electronic mail at the following addresses: Massimo Zanetti Beverage Group S.p.A., Ufficio Affari Societari (Corporate Affairs Department), Via Gian Giacomo Felissent No. 53, Villorba (Treviso, Italy), e-mail: [mzbggroup@legalmail.it](mailto:mzbggroup@legalmail.it).

An advance transmission of the proxy letter shall in no way exonerate the proxy holder from the obligation of attesting, under its responsibility, conformity of the copy previously transmitted with the original and identity of the proxy grantor. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from the end of the Shareholders' Meetings concerned.

Casting of votes by mail or using electronic means is not available.

Pursuant to Article 10.2 of the Company's Articles of Association, the Company does not avails itself of the ability, envisaged by law, to appoint a representative to whom Shareholders can give their proxies with instructions to vote on all or some of the items of the Agenda for the Shareholders' Meeting.

#### **RIGHT TO REQUEST INTEGRATIONS TO THE SHAREHOLDERS' MEETING AGENDA AND PRESENT NEW PROPOSALS OF RESOLUTIONS**

**(ARTICLE 126-BIS OF LEGISLATIVE DECREE No. 58/98)**

The Shareholders, who individually or jointly account for at least one fortieth of the share capital may request, within ten days of publication of this notice of calling, the integration of the list of items on the Agenda, specifying in the request the additional proposed items, or present proposals of resolutions on items already on the Agenda.

Are entitled to request integration of the list of items on the agenda or present proposals of resolutions the Shareholder for whom the Company has received the notice from an authorised intermediary pursuant to the applicable laws.

The requests, together with the certificate attesting entitlement to participate, must be presented in writing and be submitted to the Company within to the deadline specified above by registered letter with acknowledgment of receipt or certified electronic mail at the following addresses: Massimo Zanetti Beverage Group S.p.A., Ufficio Affari Societari (Corporate Affairs Department), Via Gian Giacomo Felissent No. 53, Villorba (Treviso, Italy), e-mail: [mzbgroup@legalmail.it](mailto:mzbgroup@legalmail.it).

By the said deadline and in the same manner, the Shareholders shall submit to the Board of Directors a report giving a report for the proposals of resolutions on the new items for which they require discussion or for the proposal of resolutions presented on items already on the Agenda. Shareholders may individually present proposals of resolutions in the Shareholders' Meeting.

The notice of additional items placed on the Agenda or the presentation of further proposals of resolutions on items already on the Agenda is given in the same form prescribed for the publication of this notice of calling, at least fifteen days prior to the scheduled date of the Shareholders' Meeting, in single call.

Simultaneously with the publication of the notice of additional items placed on the Agenda or presentation of further proposals of resolutions on items already on the Agenda, a report drawn up by the requesting Shareholders, accompanied by any and all observations by the Board of Directors, shall be made available to the public in the same form prescribed for the dissemination of documents pertaining to Shareholders' Meetings.

The Agenda cannot be integrated with items on which, in accordance with the law, the Shareholders' Meeting resolves on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1, of Legislative Decree No. 58 of 24<sup>th</sup> February 1998.

**RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA  
(ARTICLE 127-TER OF LEGISLATIVE DECREE No. 58/98)**

The Shareholders with voting rights and in relation to whom the Company has received a specific notice from an authorised intermediary pursuant to applicable regulations may ask questions concerning the items on the agenda prior to the Shareholders' Meeting, in any case no later than three days before the scheduled date of the Shareholders' Meeting, i.e., no later than the 8<sup>th</sup> April, 2017, by submitting them by registered letter with acknowledgement of



MASSIMO ZANETTI  
BEVERAGE GROUP

receipt or by using the certified electronic mail to the following addresses: Massimo Zanetti Beverage Group S.p.A., Ufficio Affari Societari (Corporate Affairs Department), Via Gian Giacomo Felissent No. 53, Villorba (Treviso, Italy), e-mail: [mzbgroup@legalmail.it](mailto:mzbgroup@legalmail.it).

The questions received prior to the Shareholders' Meeting shall, at the latest, be answered during the Meeting. An answer is deemed given during the Meeting when it is made available at the beginning of the Meeting, in printed form, to each of those entitled to vote. No answer shall be given, even in the Shareholders' Meeting, to questions raised prior to it, where the information required is already available in "Question&Answer" format on the Company's website [www.mzb-group.com](http://www.mzb-group.com) in the section "IR/Shareholder Information", or when the answer has been published in the same section. The Company may provide a single answer to questions with the same content.

### **REMUNERATION REPORT**

Pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/98, the Shareholders' Meeting called to approve the financial statements for the year has also to pass a favorable or unfavorable vote on the first section of the Remuneration Report, dedicated to the illustration of the Company's policy regarding remuneration of the administrative body and key strategic managers, as well as the procedures used to adopt and implement such policy. It should be recalled that such resolution is not binding, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/98.

### **APPOINTMENT OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company, pursuant to article 13.1 of the Company's Articles of Association, shall be composed of no less than seven and no more than eleven Directors, as determined by the General Meeting.

The Directors are appointed from the General Shareholders' Meeting, in respect of time in the current time discipline inherent in the gender balance, on the basis of slates submitted by the Shareholders, where the candidates, by not more than eleven and who meet the requirements of the discipline of law and regulations in force from time to time by law, must be numbered in sequential order.

Pursuant to Article 13.7 of Company's Articles of Association and CONSOB Resolution No. 19856 of 25<sup>th</sup> January 2017, are entitled to submit slates the Shareholders who, alone or together with other Shareholders, represent at least 2.5% of the share capital of the Company. It's specified that the ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, is determined with regard to the shares registered in favor of the Shareholder on the day in which the lists are filed with the Company.

Each Shareholder may present or contribute to the presentation of only one list and each candidate may only be present on one list, subject otherwise to being ineligible.



MASSIMO ZANETTI  
BEVERAGE GROUP

Each list must indicate which candidates are in possession of the independence requirements envisaged by the laws and regulations in force from time to time. The independent candidates in each list must be indicated first in numerical order, or may be listed on an alternate basis (i.e. indicated at numbers 1/3/5, etc. or 2, 4, 6 etc. of the list) together with the non-independent candidates. At this regard, it's reminded that, pursuant to Article 13.4 of the Company's Articles of Association, the Board of Directors must include at least 3 directors who possess the independence requirements envisaged by law or the applicable regulations, including the Code of Self-Regulation issued by the Committee for the Corporate Governance of Listed Companies and endorsed by Borsa Italiana S.p.A., in the version in force from time to time ("**Code of Self-Regulation**").

The lists containing three or more candidates must comprise candidates representing both genders, such that at least one third (rounded up) of the candidates belong to the least represented gender.

In accordance with the recommendations of Code of Self-Regulation, the Company's Board of Directors expressed its opinion on the maximum number of offices as Director or Auditor that the members of the Board of Directors of the Massimo Zanetti Beverage Group S.p.A. can hold in other companies listed on regulated markets (including abroad), in financial, banking and insurance companies or large corporations in order to ensure the effective performance of the Director of the Company. This guideline is available on the Company's website [www.mzb-group.com](http://www.mzb-group.com) in the section "*IR/Shareholder Information*". The Board of Directors established also its suggestion to the Shareholders on the composition of the new Board, which will be available on the Company's website at the same address above mentioned.

The Shareholders must file the slates of candidates by 17<sup>th</sup> March 2017, as follows: (i) by hand delivery to the registered office of the Company at Via Gian Giacomo Felissent No. 53, Villorba (TV), Ufficio Affari Societari (Corporate Affairs Department) during normal office hours; (ii) by fax to No. 0422 312 692; (iii) by certified email to [mzbggroup@legalmail.it](mailto:mzbggroup@legalmail.it). On the occasion of the deposit, it shall be given sufficient information to enable the identification of the person carrying out the transmission of the lists. The certificate attesting to ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, can be provided subsequent to the filing of the list, provided that at least twenty-one days before the date (i.e. by 21<sup>th</sup> March 2017) by notification issued by an authorized intermediary pursuant to the applicable rules.

The lists must be filed accompanied by the documents and information required by the Articles of Association and by the law in force. To this end, in particular, it is recalled that, together with the lists, it must be provided: (i) information on the identity of the Shareholders who submit the slate and the total percentage of shares they hold; (ii) declarations by which the individual candidates accept their candidature and certify, under their own responsibility, that no basis for ineligibility and incompatibility exists and the existence of the requirements prescribed by the law in force, be accompanied, for each candidate, by a curriculum vitae regarding the personal and professional characteristics and indicating whether a candidate qualifies as independent.

In addition to that, it's reminded that those who submit a "minority slate" are subject to the recommendations drawn up by CONSOB in its Communication No. DEM/9017893 of 26<sup>th</sup> February 2009. Therefore, they are required to file a declaration indicating the absence of any connection pursuant to Article 144-*quinquies*, ("**Issuers Regulation**")

Consob Resolution No. 11971 of 24<sup>th</sup> May 1999 as subsequently amended (“**Issuers Regulation**”) compared to the shareholders who hold, including jointly, a controlling or relative majority.

For more information on the appointment of the Board of Directors, please refer to Article 13 of the Company’s Articles of Association and the explanatory report on the relevant agenda item, which will be made available to the public in accordance with the provisions required by law.

### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

The Board of Statutory Auditors of the Company, pursuant to article 24.1 of the Company’s Articles of Association, shall be composed of three regular Auditors and two alternate Auditors.

The Auditors are appointed at the Shareholders’ Meeting, in compliance with the regulations in force from time to time governing gender balance, on the basis of lists presented by the shareholders in compliance with the laws and regulations in force from time to time, on which the candidates, not exceeding the total number to be appointed, must be listed in numerical order.

The lists containing three or more candidates must comprise candidates representing both genders, such that at least one third (rounded up) of the candidate effective auditors and at least one third (rounded up) of the candidate alternate auditors belong to the least represented gender.

Pursuant to Article 24.6 of the Company’s Articles of Association and the CONSOB Resolution No. 19856 del 25<sup>th</sup> January 2017, the Shareholders are only entitled to present a list if, alone or together with other stockholders, they hold shares representing at least 2.5% of the capital stock. It is specified that ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, is determined with regard to the shares registered in favor of the Shareholder on the day in which the lists are filed with the Company.

Each stockholder is entitled to present or contribute to the presentation of only one list and each candidate may only be present on one list, subject otherwise to being ineligible.

The Shareholders must file the slates of candidates by 17<sup>th</sup> March 2017, as follows: (i) by hand delivery to the registered office of the Company at Via Gian Giacomo Felissent No. 53, Villorba (TV), Ufficio Affari Societari (Corporate Affairs Department) during normal office hours; (ii) by fax to No. 0422 312 692; (iii) by certified email to [mzbggroup@legalmail.it](mailto:mzbggroup@legalmail.it). On the occasion of the deposit shall be given sufficient information to enable the identification of the person carrying out the transmission of the lists. The certificate attesting to ownership of the minimum shareholding required for the submission of lists, to the extent indicated above, can be provided subsequent to the filing of the list, provided that at least twenty-one days before the date (i.e. by 21<sup>th</sup> March 2017) by notification issued by an authorized intermediary pursuant to the applicable rules.



MASSIMO ZANETTI  
BEVERAGE GROUP

The lists must be filed accompanied by the documents and information required by the Corporate Bylaw and by the law in force. To this end, in particular, it is recalled that, together with the lists, it must be provided: (i) information on the identity of the Shareholders who submit the slate and the total percentage of shares they hold; (ii) declarations by which the individual candidates accept their candidature and certify, under their own responsibility, that no basis for ineligibility and incompatibility of office exists and that all the requirements provided for by the Articles of Association and by applicable rules relating to the office of Statutory Auditor of the company are satisfied and the candidates' curriculum vitae including the list of administration and control offices held in other companies; (iii) declaration by shareholders other than those who hold, including jointly, a controlling or majority interest, certifying the absence of relationships within the meaning of article 144-*quinquies* of Issuers Regulation with the latter, also considering the recommendations drawn up by Consob in its Communication No. DEM/9017893 of 26<sup>th</sup> February 2009.

If at the expiry of the aforementioned deadline for the filing of lists (17<sup>th</sup> March 2017) only one list has been filed or only lists have been filed which are submitted by Shareholders with the relationships or connections within the meaning of article 144-*quinquies* of the Issuers Regulation, lists may be submitted up until the third day after that date (i.e. until 20<sup>th</sup> March 2017); in this case, the participation threshold for the submission of lists will be reduced by half, and, therefore, will be 1.25% .

For more information on the appointment of the Board of Statutory Auditors, please refer to Article 24 of the Company's Articles of Association and the explanatory report on the relevant agenda item, which will be made available to the public in accordance with the provisions required by the law in force.

#### DOCUMENTATION

The Directors' illustrative reports and the full text of the proposed resolutions, as well as other documents regarding the Shareholders' Meeting, as provided for by applicable laws, including the Annual Financial Report with a report on Corporate Governance and Proprietary Structure prepared in accordance with article 123-*bis* of Legislative Decree No. 58/1998, the Statutory Auditors' Report, the Legal Auditing Firms' Report, and the Remuneration Report pursuant to Article 123-*ter* of Legislative Decree 58/1998 shall be made available to the public, in accordance with the law, at the Company's registered office in Villorba (Treviso), Via Gian Giacomo Felissent No. 53, on the Company's website at [www.mzbgroupp.com](http://www.mzbgroupp.com) in the section "*IR/Shareholder Information*", and on the authorised storage system "eMarket STORAGE".

The full text of this notice of calling has been published on today's date, in compliance with Article 125-bis of Legislative Decree No. 58 dated 24<sup>th</sup> February 1998 and Article 8.3 of the Company's Articles of Association, on the Company's website [www.mzb-group.com](http://www.mzb-group.com) in section "*IR/Shareholder Information*" and on the authorized storage system "eMarket STORAGE", and, as excerpt of the notice, on the newspaper "MF" on 2<sup>nd</sup> March 2017.

Those entitled to attend the Shareholders' Meeting are invited to arrive sufficiently in advance of the scheduled starting time of the Meeting, so as to facilitate registration and admission procedures.

Villorba (Treviso, Italy), 1<sup>st</sup> March 2017





MASSIMO ZANETTI  
BEVERAGE GROUP

On behalf of the Board of Directors

Massimo Zanetti

Chairman of the Board of Directors

Fine Comunicato n.1719-7

Numero di Pagine: 10