



# SPAFID

## CONNECT

Informazione Regolamentata n. 0915-15-2017	Data/Ora Ricezione 28 Marzo 2017 11:19:08	MTA - Star
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Societa' : LANDI RENZO

Identificativo : 86984

Informazione  
Regolamentata

Nome utilizzatore : LANDIN02 - Marziali

Tipologia : IRED 02

Data/Ora Ricezione : 28 Marzo 2017 11:19:08

Data/Ora Inizio : 28 Marzo 2017 11:34:09

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 28 April 2017, at 9:00 a.m., in single call, to resolve upon the following

#### AGENDA

1. 1.1. Financial statements as of 31 December 2016, management report, report of the Board of Statutory Auditors and report of the independent auditor; any related and consequential resolution. 1.2. Resolutions regarding the end of year results; any related and consequential resolution.
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 and consequential resolutions.
3. Authorisation to purchase and dispose of treasury shares after revocation of the resolution adopted by the shareholders' meeting of 29 April 2016, to the extent not implemented; any relevant and consequential resolution.
4. 4.1. Proposal to increase the number of members of the Board of Directors' from eight to nine. 4.2. Appointment of a director. 4.3. Determination of the compensation; any related and consequential resolution.

#### 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 e 6-quater of the Company's by-laws. 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.landirenzogroup.com/it/](http://www.landirenzogroup.com/it/), section – Investors – Share Capital.

#### 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 notice of call (in other words by 7 April 2017), the addition of items on the agenda, indicating in the request the additional topics they propose or submit proposals for resolutions on matters already on the agenda. 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 other words 19 April 2017). Those who became owners of shares after 19 April 2017 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 other words 25 April 2017) 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 provided for 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.landirenzogroup.com/it/section](http://www.landirenzogroup.com/it/section) Investors – Governance – Assembly meeting documents 2017 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.

Save as indicated above, 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.

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

According to article 127-*ter* of the TUF, any person entitled to vote can raise questions on the items on the agenda also prior to the shareholders' meeting provided they do so by 12:00 am of the two previous days before the date of the shareholders' meetings (in other words by 12:00 am of 26 April 2017) 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.

### **Integration of the Board of Directors**

With regard to the fourth item on the agenda, it is recalled that, as this is a mere integration of the Board of Directors and not an appointment of the entire Board of Directors, it will not be implemented on the basis of slates as provided for by the by-laws, as the requirements and the conditions provided for by the by-laws for the application of this procedure do not exist and therefore the shareholders' meeting will resolve with the majorities of law, without prejudice to the minimum requirements in relation to the number of independent directors and gender balance.

### **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 annual report about the corporate governance and ownership structure as well as the reports of the Board of Statutory Auditors and the independent auditor, and the report on remuneration 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.landirenzogroup.it](http://www.landirenzogroup.it), Investors – Governance – Assembly meeting documents 2017 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, 28 March 2017

Chairman of the Board of Directors

Stefano Landi

Fine Comunicato n.0915-15

Numero di Pagine: 5