



SPAFID CONNECT

Informazione Regolamentata n. 1669-12-2018	Data/Ora Ricezione 02 Marzo 2018 16:20:22	MTA
--	---	-----

Societa' : COIMA RES

Identificativo : 99641

Informazione
Regolamentata

Nome utilizzatore : COIMARESN06 - Ravà

Tipologia : 3.1

Data/Ora Ricezione : 02 Marzo 2018 16:20:22

Data/Ora Inizio : 02 Marzo 2018 16:20:24

Diffusione presunta

Oggetto : Annual General Meeting - notice of call

Testo del comunicato

Vedi allegato.



COIMA RES S.P.A. SIIQ

REGISTERED OFFICE IN MILAN, PIAZZA GAE AULENTI, 12

SHARE CAPITAL EQUAL TO € 14,450,800.00 FULLY SUBSCRIBED AND PAID UP

REGISTERED WITH THE MILAN COMPANIES REGISTER UNDER NO. 09126500967

NOTICE OF CALL OF THE ANNUAL GENERAL MEETING

The persons entitled to participate and exercise the right to vote are called to the Annual General Meeting called in single call for April 12th, 2018, at 9:00 am, in Milan, Piazza Gae Aulenti 12 to discuss and deliberate on the following

AGENDA:

- 1. Approval of the financial statements for the year ended December 31st, 2017 and presentation of the consolidated financial statements at December 31st, 2017. Related and consequent resolutions**
- 2. Destination of the result for the year and proposed dividend distribution. Inherent and consequent resolutions**
- 3. Report on Remuneration, pursuant to art. 123-ter, paragraph 3, of Legislative Decree February 24th, 1998, n. 58, as subsequently amended; inherent and consequent resolutions**
- 4. Appointment of the Board of Directors**
 - 4.1 Determination of the number of members of the Board of Directors**
 - 4.2 Determination of the term of office of the Board of Directors**
 - 4.3 Appointment of the members of the Board of Directors**
 - 4.4 Appointment of the Chairman of the Board of Directors**
 - 4.5 Determination of the remuneration of the members of the Board of Directors**
- 5. Appointment of the Board of Statutory Auditors**
 - 5.1 Appointment of the members and of the Chairman of the Board of Statutory Auditors**
 - 5.2 Determination of the remuneration of the members and of the Chairman of the Board of Statutory Auditors**

* * * * *

INFORMATION ON THE SHARE CAPITAL ON THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up share capital is equal to Euro 14,450,800.00 represented by n. 36,007,000 ordinary shares without par value.

Information on the amount of the share capital is available on the Company's website www.coimares.com (Section www.coimares.com/IT/azienda/azionisti.php).



INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS OF RESOLUTION

Pursuant to art. 126-bis of Legislative Decree no. 58/98, as subsequently amended, the Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of the notice calling the Annual General Meeting, the integration of the agenda, indicating in the application the additional topics proposed or submitting proposals for resolutions on matters already included on the agenda of this notice of call. They are entitled to request the integration of the agenda or to present new proposals for resolution by the shareholders in favour of which the Company has received a specific communication made by an authorized intermediary in accordance with current legislation.

Within the aforementioned ten-day term, the proposing Shareholders must present a report stating the reasons for the proposed resolutions on the new topics they are proposing to discuss, or the reasons for the further proposed resolutions presented on matters already in agenda.

The integration of the agenda is not allowed for the topics on which the Annual General Meeting resolves, according to the law, on the proposal of the directors or based on a project or report prepared by them, different from those indicated in article 125 -ter, paragraph 1, Legislative Decree no. 58/98.

The requests for integration and the other proposed resolutions must be submitted in writing and must be sent to the Company by registered letter at the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, to the attention of the Legal Department, or electronically, by sending it to the following certified e-mail address coimares@legalmail.it.

The Company reserves the right not to accept applications for integration or other proposed resolutions sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please indicate a telephone number or e-mail of the sender in the message related to the integration request.

Any additions to the agenda or the presentation of further resolution proposals will be announced by the Company, with the same procedures for publishing this notice, at least fifteen days before the date set for the Annual General Meeting.

LEGITIMACY OF INTERVENTION AND REPRESENTATION IN THE ANNUAL GENERAL MEETING

Pursuant to art. 83-sexies of Legislative Decree no. 58/98 and of the art. 13 of the By-laws, the entitlement to attend the Annual General Meeting is subject to receipt by the Company of the communication issued by an authorized intermediary pursuant to current legislation, certifying the ownership of the Shares based on the evidences of its accounting records relating to the end of the accounting day of the seventh open market day before the date of the Annual General Meeting in single call (i.e. April 3rd, 2018). Credits and debits booked in the accounts after this date shall not be considered for the purpose of legitimising the exercise of voting rights at the Annual General Meeting; persons who become Shareholders after this date will not therefore have a right to participate and vote at the Annual General Meeting.

The communications of the intermediaries to the Company are carried out in compliance with the current legislation.

The persons entitled to participate in the Annual General Meeting are invited to present themselves in advance of the time the meeting is called in order to facilitate operations of registration, which will start from 8:30 am.

Those who have the right to vote may be represented at the Annual General Meeting by proxy granted pursuant to the current legislation in writing or with a document signed in electronic form



pursuant to art. 21, paragraph 2, of Legislative Decree 7 March 2005, n. 82. To this end, the proxy form can be used at the registered office and on the Company's website www.coimares.com, in the "Governance / Annual general meetings" section.

The proxy can be sent by registered mail to the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, to the attention of the Legal Department, or electronically, by sending it to the following certified email address coimares@legalmail.it.

If the representative sends or transmits to the Company, also by electronic means, a copy of the proxy, he must certify, under his own responsibility, the conformity of the proxy to the original and the identity of the delegator.

As required by the By-laws, the Company does not make use of the right to designate the representative to whom the authorized persons can grant a proxy with voting instructions.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to art. 127-ter of the TUF, may ask questions on the items on the agenda, even before the Shareholders 'Meeting, those with voting rights in the Annual General Meeting, in favour of which the Company has received a specific communication made by an authorized intermediary pursuant to current legislation. Questions must be sent to the Company in writing, by sending a registered letter, to the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, to the attention of the Legal Department, or electronically, by sending it to the following certified e-mail address coimares@legalmail.it, together with the certification certifying the ownership of the participation. Applications must be received by the Company by April 9th, 2018.

The Company reserves the right to provide a single answer to questions with the same content. Questions received before the meeting will be answered at the latest during the same.

It is specified that, pursuant to the aforementioned art. 127-ter of the TUF, there is no answer, even in the Annual General Meeting, to the questions asked before the same, when the requested information is already available in FAQ format in a specific section of the Company's website or when the answer has been published on the same website.

It should also be noted that the answers in paper format made available to each person entitled to vote at the beginning of the Annual General Meeting, will be considered provided in the Meeting.

APPOINTMENT OF THE BOARD OF DIRECTORS

Pursuant to art. 18 of the By-laws of COIMA RES, the Company is managed by a Board of Directors composed of a minimum number of three and a maximum number of eleven members, including the Chairman and one or more Vice-Chairmen.

The determination of the number of directors and their appointment will be made by the Meeting.

The Directors are appointed by the Shareholders 'Meeting based on the lists of candidates presented by the shareholders who, alone or together with other shareholders, represent at least 4.5% of the share capital, as established by Consob with resolution no. 20273 of January 24th, 2018.

Each shareholder may present or contribute to the presentation of one list and each candidate may appear on only one list, under penalty of ineligibility.

Pursuant to art. 18 of the Bylaws of COIMA RES, candidates included in the lists must be indicated in a number not exceeding those to be nominated, must be listed in a progressive number and must possess the requisites of honourableness required by law. In particular, at least two candidates - indicated in a position not later than the second and seventh place of each list - must also possess the independence requisites required by law. Lists with a number of candidates equal to or higher than three must be composed of candidates belonging to both genders so that they belong to the least represented gender at least one fifth of the total, with rounding, in the case of a fractional



number, to the superior unit, pursuant to the combined provisions of Articles 18 and 37 of the Company's By-laws.

Lists of candidates must list by Shareholder or Shareholders at least 25 calendar days before the date fixed for the annual general meeting; however, in consideration of the fact that the deadline expires on a public holiday, such term for the benefit of shareholders is postponed to the following non-holiday day (i.e. on March 19th, 2018).

Lists may be filed in one of the following ways: (i) by post or by hand delivery at the registered office of the Company, in Milan, Piazza Gae Aulenti n. 12, addressing Fulvio Di Gilio (tel. + 39 02 65560972); or (ii) by certified e-mail to the address coimares@legalmail.it.

The ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, is determined having regard to the shares that are registered in favour of the shareholder on the day on which the lists are filed with the company. The relative certification can also be produced after the filing of the list, provided that within the deadline set for the publication of the lists by the company (March 22nd, 2018), through a communication issued by an authorized intermediary in accordance with the current legislation.

Together with each list, within the time limits specified above, are also provided (i) exhaustive information on the personal and professional characteristics of the candidates; (ii) the declarations by which the individual candidates accept the candidacy and certify, under their own responsibility, the absence of causes of ineligibility and incompatibility and the possession of the requisites of honourability, as well as the possible possession of the requisites of independence provided by the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF (iii) an indication of the identity of the shareholders who presented the lists and of the percentage of total shareholding held proven by appropriate documentation issued by an authorized intermediary in accordance with the law.

Furthermore, Shareholders are invited to also consider the independence requirements and the number of independent directors recommended by art. 3 of the Corporate Governance Code.

We also remind you that persons presenting a "minority list" are addressed to Communication n. DEM / 9017893 of February 26th, 2009, Consob recommended.

For further information on the appointment of the Board of Directors, refer to the report on the related item on the agenda, prepared by the Board of Directors pursuant to art. 125-ter of Legislative Decree no. 58/98 and made available to the public according to the terms and by the law.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Pursuant to art. 29 of the By-laws of COIMA RES, the Board of Statutory Auditors is composed of three standing members and three alternate members. The minority is reserved for the election of an auditor, who will assume the position of Chairman of the Board of Statutory Auditors, and of a substitute auditor.

All statutory auditors must be registered in the register of auditors, must possess all the other requirements required by current legislation, including regulations and must have exercised the activity of legal control of the accounts for a period of no less than three years.

The appointment of the Board of Statutory Auditors takes place based on lists filed by the Shareholders that, alone or together with others, are the holders of shares with voting rights representing a percentage of not less than 4.5% as established by Consob with resolution no. 20273 of January 24th, 2018.



The candidates on lists are listed by means of a progressive number. The list must consist of two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor.

For the purposes of compliance with the current legislation on gender balance, the lists which, considering both sections, have a number of candidates equal to or greater than three, must be composed of candidates belonging to both genders in the first two places as well of the section relating to statutory auditors, and of the section concerning alternate auditors. In this regard, it is recalled that, pursuant to art. 37 of the Company Bylaws on the first renewal of the Board of Statutory Auditors following the start of trading on the regulated market, the portion to be reserved for the less represented gender is limited to one fifth of the total, rounding, in the case of a fractional number, to superior unit.

Candidates may be included in the lists for which the limits of the tasks established by art. 148-bis of the TUF as well as by the provisions of articles. 144-duodecies and following of the Issuers' Regulations, and which are in possession of the requisites of honourability, professionalism and independence provided for by the Decree of the Ministry of Justice n. 162 of March 30th, 2000, as well as articles 148, paragraph 3 of the TUF. Furthermore, Shareholders are invited to also consider the requirements recommended by art. 8 of the Corporate Governance Code.

The outgoing members are re-eligible.

Lists of candidates must list by Shareholder or Shareholders at least 25 calendar days before the date fixed for the Annual General Meeting; however, in consideration of the fact that the deadline expires on a public holiday, such term for the benefit of shareholders is postponed to the following non-holiday day (i.e. on March 19th, 2018).

Lists may be filed in one of the following ways: (i) by post or by hand delivery at the registered office of the Company, in Milan, Piazza Gae Aulenti n. 12, addressing Fulvio Di Gilio (tel. + 39 02 65560972); or (ii) by certified e-mail to the address coimares@legalmail.it.

The ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, is determined having regard to the shares that are registered in favour of the shareholder on the day on which the lists are filed with the company. The relative certification can also be produced after the filing of the list, provided that within the deadline set for the publication of the lists by the company (March 22nd, 2018), through a communication issued by an authorized intermediary in accordance with the current legislation

Together with each list, within the time limits specified above, are also provided (i) an indication of the identity of the shareholders who presented the lists and of the percentage of total shareholding held; (ii) a declaration by the shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of liaison relationships established with the latter by the regulations in force also considering the recommendations made by Consob with Communication no. DEM / 9017893 of February 26th, 2009; (iii) exhaustive information on the personal and professional characteristics of the candidates and the declarations with which the individual candidates accept the candidacy and certify, under their responsibility, the possession of the statutory and statutory requirements prescribed for the respective offices; (iv) the list of administrative and control positions held by candidates in other companies with the commitment to update this list on the date of the Annual General Meeting.

If only one list has been filed on the date of expiry of the deadline for the presentation of lists (i.e. March 19th, 2018), or only lists presented by Shareholders that are connected to each other pursuant to the provisions of the law and regulations in force, may lists must be presented up to the third day following that date, or by 18:00 on March 22nd, 2018. Compliance with the timetable is necessary to allow the Company to publish the lists filed by the Shareholders within the term envisaged by art. 144-octies of the Issuers' Regulations, which also expires on March 22nd, 2018. In this case, the threshold for the presentation of the lists will be reduced by half and will therefore amount to 2.25% of the share capital.



DOCUMENTATION

The documentation relating to the items on the agenda of the Annual General Meeting will be made available to the public according to the terms and conditions established by current legislation, with the right of Shareholders and those with voting rights to obtain a copy.

This documentation will be available at the Company's registered office, Piazza Gae Aulenti, 12, 20154 Milan (on weekdays from Monday to Friday from 9 am to 1 pm and from 2 pm to 6 pm), as well as on the Company's website at www.coimares.com, in the "Governance / Annual general meetings" section and at the "eMarket STORAGE" storage mechanism, available at www.emarketstorage.com.

It should be noted that all information and documentation pertaining to this Annual General Meeting, also pursuant to art. 125-quater of the TUF, together with the By-laws, are available on the Company's website at www.coimares.com, in the section "Governance / Annual general meetings".

Milan, March 2nd, 2018

For Board of Directors
The Chairman
(Caio Massimo Capuano)

Fine Comunicato n.1669-12

Numero di Pagine: 8