



# SPAFID CONNECT

Informazione Regolamentata n. 0722-4-2018	Data/Ora Ricezione 13 Marzo 2018 12:31:24	MTA - Star
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Societa' : EI TOWERS

Identificativo : 100161

Informazione  
Regolamentata

Nome utilizzatore : DMTN01 - Ramella

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Oggetto : EI Towers S.p.A. - Notice of the  
Shareholders' Meeting April, 23 2018

*Testo del comunicato*

Vedi allegato.

**EI TOWERS S.p.A.**

Registered office: Via Zanella 21, Lissone (MB)

Share capital: Euro 2,826,237.70 fully paid

Fiscal code and Monza Brianza Business Register no. 12916980159

VAT registration no. 01055010969

Company subject to the activity of direction and coordination of Mediaset S.p.A.

Internet site: [www.eitowers.it](http://www.eitowers.it)

**Notice of Ordinary Shareholders' Meeting**

The persons entitled to participate and to exercise the voting right are invited to the Ordinary Shareholders' meeting to be held in a single session at the registered office at Via Zanella no. 21, Lissone, Italy at 11:00 a.m. on April 23, 2018, for deliberation upon the following:

**Meeting Agenda**

1. Approval of the financial statements as of December 31, 2017; Report of the Board of Directors on Operations, Report of the Independent Auditors and Report of the Board of Statutory Auditors; presentation of the consolidated financial statements as of December 31, 2017; presentation of the consolidated non financial Disclosure as of December 31, 2017; related and consequent resolutions.
2. Compensation Report in accordance with Article 123-ter of Legislative Decree no. 58/98.
3. Determination of the number of the members of the Board of Directors.
4. Determination of the term in office of the Directors.
5. Appointment of the Board of Directors.
6. Appointment of the Chairman of the Board of Directors.
7. Determination of Directors' remuneration.
8. Increase in fee payable to external auditors for audit of the Company's financial statements for the 2017-2021 period.
9. Authorization of the Board of Directors for the purchase and sale of treasury shares; related resolutions.

The share capital subscribed and paid is equal to Euro 2,826,237.70, divided into 28,262,377 ordinary shares, with a par value of Euro 0.10 each, each conferring one vote at the shareholders' meeting, with the exception of no. 1.364.540 treasury shares held by the Company as of the date of this meeting notice, inclusive of 6,000 treasury shares lent to Mediobanca Banca di Credito Finanziario S.p.A. for its execution of specialist activity pursuant to Article 2.2.3, Paragraph 4 of the Regulations of the markets organized and managed by Borsa Italiana as well as the related instructions to the mentioned Regulations. Such number might change as of the date of the shareholders' meeting; a change, if any, shall be announced at the opening of the shareholders' meeting. The structure of the share capital is disclosed on the Company's website: [www.eitowers.it](http://www.eitowers.it) (Governance section - Share capital structure).

**ATTENDING THE SHAREHOLDERS' MEETING**

Pursuant to the law and the Company's By-laws, those entitled to attend at the shareholders' meeting are those who are entitled to vote and those for whom the Company has received the notice released by an authorized intermediary certifying this right on the basis of the evidence coming from the intermediary's accounting records upon the close of the accounts on the seventh open market day preceding the date set for the single session of the shareholders' meeting and therefore, April 12<sup>th</sup>, 2018 (Record Date).

The registration of debit and credit entries in the accounts subsequent to such date shall not count for the purpose of legitimating the exercise of the voting right during the shareholders' meeting. Accordingly, anyone who is the owner of the shares subsequent to such date shall not be entitled to participate in or vote at the shareholders' meeting. The notices of the intermediaries to the Company are effected in accordance with prevailing laws and regulations.

Participation in the shareholders' meeting is governed by the provisions on the subject contained in laws, regulations and the Corporate Bylaws, as well as by the provisions contained in the prevailing Shareholders' meeting rules available on the Company's website [www.eitowers.it](http://www.eitowers.it) (Governance section - Shareholders' meetings).

#### REPRESENTATION

Pursuant to article 10 of the Corporate Bylaws and in compliance with applicable laws, the shareholders entitled to vote may be represented at the Shareholders' Meeting by another person, including a person who is not a shareholder, according to the terms and conditions provided by applicable laws. For this purpose, the shareholders can use the proxy form available through the intermediaries who are depositaries of the shares as well as at the Company's registered office and on the Internet site [www.eitowers.it](http://www.eitowers.it) (Governance section - Shareholders' meetings). The appointment may be made with a document in an electronic format with a digital signature according to the law. The proxy may be sent to the Company through a registered return-receipt letter to the registered office, or through electronic notification at the following certified electronic mail address: [das.eitowers@legalmail.it](mailto:das.eitowers@legalmail.it). In such cases, the proxy should be received by the Company prior to the start of the meeting. The representative may, in place of the original proxy, deliver or transmit a copy thereof, including on an information support, certifying under the representative's responsibility the conformity of the proxy copy to the original and the identity of the proxy holder. As provided by the Company's By-laws, the Company does not designate the person to whom the shareholder proxies are to be conferred, as referenced in Article 135-*undecies* of Legislative Decree no. 58/98, as subsequent amended (the "TUF"). Procedures for voting by correspondence or with electronic means are not contemplated.

#### ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS

In accordance with Article 126-*bis* of the TUF, shareholders who represent, including jointly, at least one fortieth of the share capital may request, within ten days from the publication of this meeting notice, the supplementation of the list of matters to be discussed, indicating in the request the other issues that they propose. The request must be presented in writing at the Company's registered office, through a registered return-receipt letter, or through certified electronic mail at the certified electronic mail address ([das.eitowers@legalmail.it](mailto:das.eitowers@legalmail.it)), together with the communication certifying the ownership of the shares, issued by an intermediary authorised pursuant to applicable regulations, and, within the terms provided by the law, with a report to the board of directors on the subjects which such persons propose to discuss. The supplementation of the list of matters to be discussed is not admitted for matters to be resolved by the shareholders' meeting, as prescribed by law, that regard a proposal of the directors or a project or a report drawn up by the directors.

With the same means and terms as provided for supplementing the meeting agenda, and together with the documentation provided for the supplementation, the shareholders referenced in the preceding paragraph may present proposals for resolutions about matters on the meeting agenda.

Notice and publication of the supplements to the meeting agenda or the presentation of other proposals for resolutions about matters on the meeting agenda, as well as the related reports, are to be done in accordance with the means and terms provided by applicable laws and regulations.

#### RIGHT TO ASK QUESTIONS ON THE AGENDA

Pursuant to art. 127-*ter* of the TUF, anyone entitled to vote may pose questions about the matters on the meeting agenda, including prior to the shareholders' meeting. The questions need to be submitted in writing via certified electronic mail ([das.eitowers@legalmail.it](mailto:das.eitowers@legalmail.it)) or by telefax to EI Towers S.p.A. – Direzione Affari Societari – Via Zanella n. 21, 20851 Lissone (MB) at the no. +39 039.2432390, together with certification attesting to the ownership of the shares, by no later than April 20<sup>th</sup>, 2018. The response to any questions received prior to the shareholders' meeting from legitimate persons which are pertinent to the meeting agenda shall be given at the latest during the shareholders' meeting. The Company may supply a single response to questions having the same content.

#### APPOINTMENT OF THE BOARD OF DIRECTORS

With reference to appointment of the Board of Directors, pursuant to article 13 of Bylaws, the Company is administered by a board of directors consisting of a minimum of 5 and a maximum of 21 members, who may or may not be shareholders, and who remain in office for a period, as determined by the shareholders'

meeting, of no more than 3 years and may be re-elected.

The directors are appointed by the shareholders' meeting on the basis of lists where the candidates will need to be listed with a progressive number. A single candidate may be presented on one list only; otherwise the candidate may not be elected. Lists containing a number of candidates equal to or higher than three must indicate at least a third of the candidates belonging to the least represented gender, rounding any fractions up to the next whole number.

Shareholders who represent, alone or together with other shareholders, at least 1% of the shares with voting rights at the ordinary shareholders' meetings (percentage established by Consob with resolution no. 20273/2018) may present a list.

A single shareholder may not present, or contribute to presenting, or vote for more than one list, even through intermediaries or fiduciary companies. Shareholders belonging to the same group - intended as the parent company, subsidiaries and companies subject to joint control - and shareholders who have signed a shareholders' agreement pursuant to article 122, Legislative Decree no. 58/1998 in relation to the company's shares may not present or contribute to presenting or vote for more than one list, even through intermediaries or fiduciary companies.

The lists signed by the parties presenting them, together with the details of their identity, specifying the overall percentage shareholding held and accompanied by the curricula vitae regarding the personal and professional characteristics of the candidates, with the possible certification of the suitability to qualify as independent directors, shall be filed with the Company's registered office (contacting the Corporate Affairs Office, open from Monday to Friday from 9:00 a.m. to 6:00 p.m. Italy time), or notified by certified electronic mail at the certified electronic mail address [das.eitowers@legalmail.it](mailto:das.eitowers@legalmail.it) or by telefax at the no. +39 039 2432390, no later than March 29<sup>th</sup>, 2018. Statements with which the individual candidates accept their candidature and certify, under their own responsibility, the non-existence of causes for ineligibility and incompatibility provided by the law, as well as the existence of any possible requisites that might be set by legal and regulatory provisions for the members of the Board of Directors, shall be filed together with each list by the deadline indicated for the deposit of the list.

The ownership of the minimum percentage shareholding required for the presentation of the lists is determined with regard to the shares that are registered in favour of the shareholder on the day in which the lists are filed with the Company. In order to prove the ownership of the number of the shares needed for the presentation of the lists by the shareholders, the related communication, issued by an intermediary authorised pursuant to applicable regulations, shall be produced at the latest by the deadline provided by prevailing laws and regulations for the publication of the lists.

Without prejudice to the option of producing the certification proving the ownership of the shareholding by the deadline provided in the preceding paragraph, information in relation to the identity of the shareholders who presented the list shall be provided upon the presentation of the list, along with the indication of the percentage of the shareholding held overall. Shareholders other than those with a controlling or relative majority stake, also on a joint basis, must also present a statement certifying the absence of relationships of association with the latter pursuant to the law.

Shareholders who intend to present lists for the appointment of the Board of Statutory Auditors are invited to take account of the recommendations contained in Consob Circular DEM/9017893, 26 February 2009.

Any list presented for which the provisions above have not been respected shall be considered as not presented.

Shareholders are invited to take account of the position of the Company on the maximum number of offices of director and/or statutory auditor held by the members of the Board of Directors in other companies, pursuant to the Self-Disciplinary Code of listed companies, stated on the Corporate Governance Report which is available for public consultation on the Company's website [www.eitowers.it](http://www.eitowers.it) (Governance section - Governance System).

The lists will be made available for public consultation at the Company's registered office, on the Company's website [www.eitowers.it](http://www.eitowers.it) (Governance section - Shareholders' meetings – Documents), on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and on the website of authorised storage device eMarket STORAGE at [www.emarketstorage.com](http://www.emarketstorage.com), no later than April 2<sup>nd</sup>, 2018.

## DOCUMENTS AND INFORMATION

Documentations related the items on the agenda, included the Annual Report on Corporate Governance and the Ownership Structure and the consolidated non financial Disclosure, will be available to the public from



the date hereof at the Company's registered office, on the Company's website [www.eitowers.it](http://www.eitowers.it) (Governance section - Shareholders' meetings – Documents), and on the website of authorised storage device eMarket STORAGE at [www.emarketstorage.com](http://www.emarketstorage.com) in accordance with the terms and conditions provided by prevailing laws and regulations.

Please note that, also in compliance with art. 125-*quater* of the TUF, documentation and all the information related to the Ordinary Shareholders' meeting, included the Company's By-laws are available on the Company's website [www.eitowers.it](http://www.eitowers.it) (Governance section).

The shareholders are entitled to review all documentation filed at the Company's registered office and to obtain a copy of the same.

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Shareholders are urged to arrive at least one hour prior to the start of the Shareholders' Meeting in order to facilitate registration.

Lissone, March 14<sup>th</sup>, 2018

**The Chairman of the Board of Directors**  
*(Alberto Giussani)*

Fine Comunicato n.0722-4

Numero di Pagine: 6