



# SPAFID CONNECT

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Oggetto : PR Notice of Shareholders Meeting

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

Arco (TN), March 27, 2018 – Aquafil S.p.A. [ECNL IM] announces that on today's date it has published and made available to the public the Notice of Calling of the Ordinary Shareholders' Meeting to be held on April 27 at the Company's offices, from the corporate website ([www.aquafil.com](http://www.aquafil.com)) in the section "Investor Relations – Shareholders' meetings – 2018", and the centralized storage mechanism eMarket STORAGE, accessible via the website [www.emarketstorage.com](http://www.emarketstorage.com), as follows:

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

pursuant to Article 9 of the By-laws and Article 125-*bis* of Legislative Decree No. 58 of February 24, 1998

All Shareholders of Aquafil S.p.A. (*Aquafil* or the *Company*) are called to the Ordinary Shareholders' Meeting to be held in single call on April 27, 2018 at 3.30 pm, at Palazzo Giureconsulti, in Milan, via Mercanti n. 2, in order to discuss and resolve upon the following

### AGENDA

1. Financial Statements as of December 31, 2017; Relevant and ensuing resolutions. Presentation of the Consolidated Financial Statements at December 31, 2017;
2. Distribution of dividends; relevant and ensuing resolutions;
3. Remuneration Report pursuant to Article 123-*ter* of Legislative Decree No. 58 of February 24, 1998; relevant and ensuing resolutions;
4. Long-Term Cash Incentive Plan 2018-2020; relevant and ensuing resolutions.

### INFORMATION ABOUT SHARE CAPITAL

The Company's subscribed and paid-in share capital amounted to €49,708,767.68 and is divided into 42,686,278 ordinary shares, 8,316,020 special B shares, and 80,000 special C shares, all of which bear no specific face value. Each special B share confers the right to three votes in the Company's ordinary and extraordinary Shareholders' Meetings. C Shares bear no voting rights at the Company's ordinary and extraordinary Shareholders' Meetings.

### LEGITIMATE ATTENDANCE OF GENERAL SHAREHOLDERS' MEETINGS AND EXERCISE OF VOTING RIGHTS

All voteholders shall be entitled to attend the General Shareholders' Meeting.

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of February 24, 1998 (*TUF*) and Article 10 of the By-laws, the legitimate attendance and exercise of vote is granted to all persons whose

notice — certifying entitlement to vote based on the accounting records at the end of the seventh trading day preceding the scheduled date of the General Shareholders' Meeting, hence April 18, 2018 (**Record Date**) — was duly served to the Company by an authorized intermediary. The persons and parties, whose ownership of Company's shares is confirmed after the record date, shall not be entitled to attend or vote at the General Shareholders' Meeting.

The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the General Shareholders' Meeting (i.e., no later than April 24, 2018), without prejudice to entitlement to attend and/or exercise voting rights in the event the said notice reaches the Company after the said deadline but before commencement of the proceedings of the General Shareholders' Meeting.

It is not possible to attend the General Shareholders' Meeting using telecommunications systems, nor to cast votes by conventional mail or electronic mail.

#### **REPRESENTATION AT THE GENERAL SHAREHOLDERS' MEETING**

Voteholders may elect to be represented at the General Shareholders' Meeting pursuant to Article 10 of the By-laws and other applicable provisions of laws and regulations. Either the proxy formula included at the end of the notice issued by the authorized intermediary or the proxy form published on the Company's website ([www.aquafil.com](http://www.aquafil.com)) may be used. The proxy form may be served by sending it by registered mail with return receipt to the Company's registered office at Via Linfano 9, Arco (Trento), Italy, or alternatively, via electronic channels, by sending it to the certified e-mail address [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it).

Should the representative deliver or transmit to the Company a copy of the proxy, also in electronic format, the former is required, under his or her responsibility, to confirm the compliance of the proxy form to the original and the identity of the proxy granter.

Pursuant to Article 135-*undecies* of TUF, the Company has appointed Società per Amministrazioni Fiduciarie "Spafid S.p.A." as the designated representative to which written proxies, with voting instructions, on all or some of the proposals on the Agenda of the General Shareholders' Meeting may be granted, at no cost to the proxy granter.

Proxies must be granted by signing, by hand or using a qualified electronic or digital signature, in accordance with applicable Italian legislation, the specific form available from the Company's website ([www.aquafil.com](http://www.aquafil.com)) or the Company's registered office and must be delivered, in the original, by the end of the second trading day before the scheduled date of the General Shareholders' Meeting (i.e., by April 25, 2018), along with a copy of a valid identity document identifying the proxy granter or, if the proxy granter is a legal entity, its legal representative *pro tempore* or other person with appropriate powers, along with documentation appropriate to attesting to their position and powers, to Spafid S.p.A. i) for proxies with hand-written signatures, by delivery or dispatch by courier or registered mail (Foro Buonaparte 10, 20121 Milan "Rif. "Delega Assemblea Aquafil 2018") and ii) for proxies with qualified electronic signatures or digital signatures, by certified electronic mail to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it).

Proxy letters and voting instructions shall remain revocable through to the same deadline. Proxy Forms shall not be valid with respect to proposals for which voting instructions have not been

provided.

It bears recalling that shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the General Shareholders' Meeting. With regard to proposals for which no voting instructions are given, the shares concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be passed.

Notification of the Company by the authorized intermediary certifying entitlement to participate in the General Shareholders' Meeting is necessary even where a proxy is granted to the representative designated by the Company. Accordingly, if no such notification is provided, the proxy shall be considered ineffective.

#### **ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS**

Pursuant to Article 126-*bis* of TUF, Shareholders, who individually or jointly account for at least one fortieth of the share capital, may, within ten days of publication of this notice of calling (i.e., April 6, 2018), ask for additions to the Agenda, specifying in the request the additional proposed items, or present new proposed resolutions for items already on the Agenda. Moreover, no additional items may be placed on the Agenda in respect of matters regarding which, under law, the General Shareholders' Meeting may pass resolutions at the motion of the Directors or on the basis of a project or report drawn up by the latter and falling outside the scope of Article 125-*ter*, paragraph 1, of TUF.

The above requests must be submitted by registered mail with return receipt to the Company's registered office or by certified electronic mail to the address [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it), accompanied by a report that sets out the reasons for the proposed resolutions on the new items that the shareholders propose be discussed, or the reasons for additional proposals for resolutions submitted concerning items already on the Agenda, in addition to certification issued by an authorized intermediary attesting to entitlement to exercise voting rights.

Notice of any and all additional items placed on the Agenda or presentation of new proposed resolutions on items already on the Agenda shall be served to the Company, pursuant to the same publication procedures applicable to this notice, at least fifteen days prior to the scheduled date of the General Shareholders' Meeting (i.e., no later than April 12, 2018). When the notice of addition to the Agenda is published, or proposals for resolutions on items already on the Agenda are submitted, such proposals, along with the reports drafted by the shareholders submitting the proposals and the report by the shareholders requesting the addition of items to the Agenda, accompanied by any assessments by the Board of Directors, will be made available to the public, according to the same conditions as set out in Article 125-*ter*, paragraph 1, of TUF.

#### **RIGHT TO ASK QUESTIONS ABOUT THE ITEMS ON THE AGENDA**

Pursuant to Article 127-*ter* of TUF, shareholders with voting rights are entitled to submit questions regarding the items placed on the Agenda even before the General Shareholders' Meeting.

Questions may be submitted by registered mail with return receipt to the registered office or by e-mail to the certified e-mail address [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it), with attached certification issued by an authorized intermediary attesting to entitlement to the right to vote. Questions must be

delivered by the end of the third day before the scheduled date of the General Shareholders' Meeting, i.e., by April 24, 2018.

The Company will provide a response during the General Shareholders' Meeting, at the latest. A single response will be given to questions with the same content.

### **REMUNERATION REPORT**

Pursuant to Article 123-ter, paragraph 6, TUF, the Shareholders' Meeting called to approve the Financial Statements is asked to approve or reject the first section of the Remuneration Report, which presents the Company's policy for the remuneration of its governing bodies and key management personnel, in addition to the procedures whereby this policy is adopted and implemented. It bears recalling that pursuant to Article 123-ter TUF this resolution is non-binding.

### **LONG-TERM CASH INCENTIVE PLAN 2018-2020**

The Long-Term Cash Incentive Plan 2018-2020 included in item 4 on the Agenda has been submitted to the Shareholders' Meeting pursuant to Article 114-bis TUF since, even though the Plan does not provide for the assignment of Aquafil S.p.A. shares to the beneficiaries, it entails a possible payment to the beneficiaries of a cash incentive based on parameters that also include the Company's share performance.

### **DOCUMENTATION**

All documents pertaining to the General Shareholders' Meeting, including the illustrative reports on the items on the Agenda and any relevant proposed resolutions, will be made available to the public in accordance with the terms established by law at the Company's registered office in Arco (Trento), via Linfano 9, as well as on the corporate website [www.aquafil.com](http://www.aquafil.com), section "*Investor Relations – Shareholders' meetings – 2018*", and through the authorized storage system eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)). Shareholders are entitled to obtain a copy of the same. The corporate By-laws are available on the website [www.aquafil.com](http://www.aquafil.com), *Corporate Governance* section.

### **FURTHER INFORMATION**

Experts, financial analysts, accredited journalists and all those who intend to attend the General Shareholders' Meeting must have a specific request delivered to the Company by April 24, 2018:

- by mail, to the address

Aquafil S.p.A.

Via Linfano 9

38062 – Arco (Trento) - Italy

To: *Investor Relations*

Cf. "*Third-party request to attend the AGM*"

or

- by e-mail to the address [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it)

Those entitled to participate in the General Shareholders' Meeting are invited to arrive before the scheduled start of the meeting so as to facilitate the registration process, which will begin at 2.30 pm.

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This notice of calling is made available on the corporate website [www.aquafil.com](http://www.aquafil.com), in the section *Investor Relations – Shareholders' meetings – 2018*, and through the authorized storage system of eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as in excerpted form on the daily newspaper "Il Sole 24 Ore".

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Founded in 1969, **Aquafil** is one of the main players, in Italy and worldwide, in the production of Polyamide 6 (Nylon 6). The Group is present in eight countries and three continents, with a workforce of over 2,700 in over 15 production plants in Italy, Germany, Scotland, Slovenia, Croatia, United States, Thailand and China. For further information: [www.aquafil.com](http://www.aquafil.com)

Aquafil is a pioneer in the circular economy also thanks to the ECONYL® regeneration system, an innovative and sustainable process able to create new products from waste and give life to an endless cycle. The Nylon waste is collected in locations all over the world and includes industrial waste but also products (such as fishing nets and rugs) that have reached the end of their useful life. Such waste is processed so as to obtain a raw material (caprolactam) with the same chemical and performance characteristics as those from fossil sources. The polymers produced from ECONYL® caprolactam are distributed to the Group's production plants, where they are transformed into BCF yarn and NTF yarn.

#### **For further information**

##### **Investors Contact**

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