



SPAFID CONNECT

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Data/Ora Ricezione : 29 Marzo 2018 11:12:22
Data/Ora Inizio : 29 Marzo 2018 11:12:23
Diffusione presunta
Oggetto : Notice of convocation of ordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

NOTICE OF CONVOCATION OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Shareholders' Meeting at the registered office in Ospitaletto (BS) Via dei Carpini no. 1 at 10:30 am on 8 May 2018, in a single convocation, to discuss and resolve on the following

Agenda

- 1) Presentation of the 2017 Annual Report;
- 2) Financial report at 31 December 2017;
 - 2.1 Approval of the Financial statements at 31 December 2017; the Board of Directors' Management Report; Independent Auditors' Report and Report of the Board of Statutory Auditors; Related and consequent resolutions;
 - 2.2 Decisions on the dividend proposal;
- 3) Report on Remuneration; Resolution on the first section in accordance with Article 123-ter of Italian Legislative Decree 58/1998;
- 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
 - 4.3 Appointment of the Directors
 - 4.4 Determination of the annual remuneration of the members of the Board of Directors
- 5) Appointment of the Board of Statutory Auditors for the three-year period from 2018 to 2020
 - 5.1 Appointment of the members of the Board of Statutory Auditors
 - 5.2 Appointment of the Chairman of the Board of Statutory Auditors
 - 5.3 Determination of the annual remuneration
- 6) Authorisation to renew an insurance policy for the Company's directors, statutory auditors and executives for the period from 2018 to 2020;
- 7) Appointment of the independent auditors for the period from 2018 to 2026 and determination of their remuneration;
- 8) Authorisation to purchase and sell treasury shares, subject to revocation, for the unexecuted part of the resolution dated 27 April 2017; related and consequent resolutions;
- 9) Remuneration plan based on financial instruments in favour of directors and employees of the Company and its subsidiaries; Resolution in accordance with Article 114-bis of Italian Legislative Decree 58/1998; Granting of powers to the Board of Directors.

INFORMATION ON SHARE CAPITAL ON THE DATE OF NOTICE OF CONVOCATION

The share capital of Sabaf S.p.A., fully subscribed and paid-up, is Euro 11,533,450, consisting of 11,533,450 ordinary shares having the par value of Euro 1.00 each. At the publication date of this notice, the Company holds 479,587 treasury shares, equal to 4.158% of the share capital.

SUPPLEMENTATION OF AGENDA

In accordance with Article 126-bis of Italian Legislative Decree 58/1998, shareholders who, even jointly, represent at least one-fortieth of the share capital may request, within ten days from publication of the notice of convocation, the supplementation of the items to be discussed, indicating the proposed additional items within the request, or submit resolution proposals on items already on the agenda.

SABAF S.p.a.

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Cap. Soc. Euro 11.533.450 int.vers. - Reg. Imp. di Brescia N. 52821

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Within the aforementioned ten day period, the proposing shareholders must submit a report indicating the reasons for the resolution proposals on the new items that they propose to discuss or the reason behind the additional resolution proposals submitted on items already on the agenda.

The supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, at the proposal of the directors or based upon a project or report prepared by them.

Supplementations to the items on the agenda to be discussed or new proposals must be sent by registered post to the Company, in Ospitaletto (BS), Via dei Carpini no. 1, or by e-mail communication to the certified e-mail sabaf@legal.sabaf.it. The request must be accompanied by information relating to the identity of the shareholders who submitted it, indicating the total number of shares held and the respective percentage of the share capital, along with certificates attesting to the ownership of the shareholding and a report on the proposed issues to be discussed.

The supplementations of the agenda or the submission of additional resolution proposals on items already on the agenda will be notified, in the forms required for the publication of this notice of convocation, at least 15 days before the date set for the Shareholders' Meeting at single convocation. Additional resolution proposals on items already on the agenda shall be made available to the public by the methods set out in Article 125-ter, paragraph 1 of the Consolidated Law on Finance, at the same time as the publication of the notice of submission.

RIGHT TO ATTEND

In accordance with Article 83-*sexies* of Italian Legislative Decree 58/1998 and Article 9 of the Company's articles of association, persons authorised to attend the Meeting are those with voting rights based on communication made to the Company by a licensed intermediary pursuant to applicable legislation, on the basis of accounting entries as at the end of the accounting day on the seventh trading day preceding the date set for the Shareholders' Meeting at single convocation (26 April 2018). Registrations in credit or debit made on the accounts after that deadline are not significant for the purposes of legitimacy to exercise the right to vote at the Shareholders' Meeting.

Those who become entitled to vote after that date do not have a right to attend and vote at the Shareholders' Meeting.

Those entitled to vote at the Shareholders' Meeting may be represented by proxies, within the limits and in respect of the laws and regulations in force, by signing the proxy form available at the registered office at Via dei Carpini 1, 25035 Ospitaletto (BS), or in the Investor Relations section of the website www.sabaf.it.

The proxy may be sent by registered mail to Sabaf S.p.A., Via dei Carpini 1, 25035 Ospitaletto (BS) (for the attention of the Administration and Finance Department) or by e-mail to the certified mailbox: sabaf@legal.sabaf.it. If the representative delivers or sends to the Company a copy of the proxy form, even in electronic form, he/she must certify under his/her own responsibility the conformity of the copy with the original and the identity of the person who delegates.

The proxy shall only be effective with regard to the proposals for which voting instructions have been given.

The Company has not appointed any Shareholders' Representative, in accordance with Article 135-*undecies* of Italian Legislative Decree 58/1998.

It is not possible to vote by correspondence or by electronic means.

RIGHT TO ASK QUESTIONS

In accordance with Article 127-*ter* of Italian Legislative Decree 58/1998, holders of voting rights may submit questions in relation to the items on the agenda, even before the Shareholders' Meeting. Questions must be sent in writing by registered mail to the Company at Via dei Carpini 1, Ospitaletto (BS), or by email to the certified mailbox sabaf@legal.sabaf.it.

Shareholders providing proof of ownership of shares are entitled to receive a response: to this end, they must produce, even after submitting the question and by the same methods as established for sending the same,

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certification issued by the authorised intermediary regarding their share ownership, valid as of that date. If the shareholder has requested that the authorised intermediary issue a communication of his entitlement to attend the Shareholders' Meeting, it is sufficient to include in the request the reference details of such communication issued by the intermediary.

For questions received by 18:00 pm on 3 May 2018, once the pertinence of the question and the entitlement of the requesting party have been established, responses will be provided at the latest during the Shareholders' Meeting itself. The Company reserves the right to provide a single response to questions with the same content.

APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

Pursuant to articles 12 and 18 of the Articles of Association, the Board of Directors and the Board of Statutory Auditors are appointed on the basis of lists of candidates filed at the Company's registered office at least 25 days before the Shareholders' Meeting in single call (and therefore by 13 April 2018). Only holders of voting rights who, alone or together with others, hold all in all ordinary shares representing a percentage of not less than 2.5% of ordinary shares have the right to submit lists. This shareholding must result from the specific communications that must reach the Company, if not available on the day the lists are filed, at least 21 days before the Shareholders' Meeting (and therefore by 17 April 2018).

For the appointment of the Board of Statutory Auditors, if only one list has been submitted as of 13 April 2018, or only lists that are related to each other in accordance with applicable regulations, further lists may be submitted until 16 April 2018. In this case, the minimum shareholding required to submit a list is reduced to 1.25% of ordinary shares.

For the valid submission of the lists and the relevant documentation, please refer to the provisions contained in Article 12 and 18 of the Articles of Association for the appointment of the Board of Directors and the Board of Statutory Auditors, as well as the instructions provided in the Investor Relations section of the Company website www.sabaf.it. Lists or individual candidates for whom all legal and statutory requirements have not been observed will be considered as not having been submitted. The lists, together with the documentation required by the Articles of Association, will be made public within the time limits prescribed by the law by filing them at the company's registered office, at Borsa Italiana S.p.A. and in the Investor Relations section of the Company website www.sabaf.it.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the explanatory reports of the Board of Directors and resolution proposals on the agenda items, will be made available to the public by the deadline and in the manner established by the laws in force. Shareholders and holders of voting rights may obtain copies. This documentation will be available at the registered office of the Company and in the Investor Relations section of the company website www.sabaf.it, as well as on the authorised storage site emarketstorage.com.

Ospitaletto (BS), 29 March 2018

SABAF S.p.A.
The Chairman of the Board of Directors
Giuseppe Saleri

SABAF S.p.a.

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