



SPAFID CONNECT

Informazione Regolamentata n. 0746-55-2018	Data/Ora Ricezione 19 Aprile 2018 11:25:18	MTA - Star
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Societa' : IGD - Immobiliare Grande Distribuzione
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Informazione
Regolamentata
Nome utilizzatore : IGDN01 - Di Donato
Tipologia : REGEM
Data/Ora Ricezione : 19 Aprile 2018 11:25:18
Data/Ora Inizio : 19 Aprile 2018 11:25:19
Diffusione presunta
Oggetto : NOTICE OF CALL FOR ORDINARY
ANNUAL GENERAL MEETING

Testo del comunicato

Vedi allegato.

**IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETA' DI INVESTIMENTO
IMMOBILIARE QUOTATA S.P.A.**

Registered office in Ravenna (RA) via Agro Pontino, 13
Headquarters in Bologna, Via Trattati Comunitari Europei 1957-2007,13
Share capital subscribed and paid-in €599,760,278.16
Broken down into 81,304,563 ordinary shares
VAT and Ravenna Company Register no: 00397420399
Ravenna Chamber of Commerce (R.E.A.) no.: 88573
Company subject to the control and direction of Coop Alleanza 3.0 Soc. Coop.

NOTICE OF CALL FOR ORDINARY ANNUAL GENERAL MEETING

The shareholders entitled to attend and with voting rights are called to a general meeting in ordinary session in Bologna, at IGD headquarters in via Trattati Comunitari Europei 1957-2007, n. 13, on 3rd floor, on 1 June 2018 at 10:00 a.m. in first call, and, if necessary, in second call on 4 June 2018 at the same place and time, to discuss and resolve on the following

AGENDA

1. Separate financial statements at 31.12.2017; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2017; related and consequent resolutions;
2. Allocation of the net income and distribution of the dividend to Shareholders; related and consequent resolutions
3. Report on compensation in accordance with Art. 123-ter, paragraph 6, of Legislative Decree n. 58/98; related and consequent resolutions;
4. Authorization to purchase and dispose of treasury shares; related and consequent resolutions;
5. Appointment of the Board of Directors
 - 5.1. Determination of the number of directors
 - 5.2. Determination of the Board of Directors' term of office
 - 5.3. Appointment of the Board of Directors
 - 5.4. Determination of the Board of Directors' remuneration
6. Appointment of the Board of Statutory Auditors
 - 6.1. Appointment of three standing and two alternate auditors
 - 6.2. Appointment of the Chairman of the Board of Statutory Auditors
 - 6.3. Determination of the Board of Statutory Auditors' remuneration

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ADDING ITEMS TO THE AGENDA AND PRESENTING NEW RESOLUTIONS

In accordance with Art. 126-bis of Legislative Decree n. 58/98, Shareholders, including jointly, representing at least one fortieth of the share capital with voting rights may, within ten days of the publication of this notice, request that additional items be added to the meeting's agenda, indicating in the request the additional items proposed for discussion, or the proposed resolutions relating to items which are already part of the agenda as per this notice of call.

The requests for additional items and proposed resolutions must be submitted in writing by the Shareholders themselves, along with the certification, issued by the intermediaries that keep the accounting records on which the shares are registered, attesting to ownership of the above mentioned percentage of the share capital, to the company's registered office and/or company's headquarters or via e-mail to the certified e-mail address legal_igdsiiqspa@pec.gruppoigd.it. The Shareholder submitting the request must provide a report about the items proposed for discussion by the above mentioned ten day deadline. Such adding items to the agenda may not include those that by law must be presented in the form of a motion from the directors or discussed on the basis of a directors' plan or report. The amended agenda for the Shareholders' Meeting or the proposed resolutions relating to items which are already part of the agenda will be published at least fifteen days prior to the date set for the Shareholders' Meeting in accordance with the modalities used to publish this notice of call.

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PROCEDURES THAT SHAREHOLDERS MUST RESPECT IN ORDER TO PARTICIPATE AND EXERCISE VOTING RIGHTS AND PRESENT THE LISTS FOR THE RENEWAL OF THE CORPORATE BODIES

EXERCISE OF VOTING RIGHTS AND PROXIES

In accordance with Art. 83-*sexies* of Legislative Decree n. 58/98 and Art. 12.2 of the by-laws, the meeting may be attended by all shareholders with voting rights for whom the Company has received the certificate issued by an authorized intermediary in accordance with the law on the basis of its records as of the seventh trading session prior to the meeting in first call (i.e. 23 May 2018). Any movements of the shares (disposals or transfers) after this date will not be taken into consideration for the purposes of granting voting rights at the Shareholders' Meeting.

Those entitled to attend the Shareholders' Meeting are invited to arrive an hour before the meeting is to begin, in order to facilitate registration which will begin at 9.00 a.m..

In accordance with the law, all those shareholders holding voting rights may be represented via written proxy as per the current norms and regulations. Toward that end, the proxy form found on the company's website www.gruppoigd.it may be used. The proxy can be notified to the Company by sending it to IGD's

headquarters in Bologna, Via Trattati Comunitari Europei 1957-2007, n. 13 or via e-mail to the certified e-mail address legal_igdsiiqspa@pec.gruppoigd.it

In the event the proxy holder submits or sends a copy of the proxy to the company, the proxy agent is responsible for guaranteeing that the content of the copy corresponds to the original and the identity of the principal.

The proxy with the voting instructions, may also be granted, by way of the form found on the company's website www.gruppoigd.it or at the registered office of IGD SIIQ S.p.A., to Computershare S.p.A., designated by the company in accordance with Art. 135-*undecies* of Legislative Decree n. 58/98, as long as it is sent via certified mail to the registered office of Computershare S.p.A., in Milan, via Lorenzo Mascheroni n.19 - 20145 and first, if needed, via fax to 02-46776850, along with the declaration that it is an authentic copy, or via certified e-mail to ufficiomilano@pecserviziitolitoli.it, by the end of the second market trading session prior to the date in which the meeting is to be held, including in second call (by 30 May 2018 or 31 May 2018, respectively). The proxy granted to Computershare S.p.A. cannot be used for proposals for which voting instructions have not been provided. The proxy and the voting instructions may be voided within the time period referred to above.

There are no procedures established for voting by correspondence or by electronic means.

THE RIGHT TO ASK QUESTIONS

Those who are entitled to vote, and for whom the Company has received certification from the intermediary authorized in accordance with the applicable regulations, pursuant to Art. 127-*ter* of Legislative Decree n. 58/98 may submit questions relating to the items on the agenda even prior to the Shareholders' Meeting by sending a copy of same via mail to IGD's Headquarter in Bologna, via Trattati Comunitari Europei 1957-2007, n. 13, via fax to 051/509.247, to the attention of the Investor Relator or via certified e-mail to legal_igdsiiqspa@pec.gruppoigd.it. The interested parties must provide adequate identification. The Company must receive the questions by 29 May 2018. Any questions submitted will be answered, at the latest, during the meeting itself.

APPOINTMENT OF THE BOARD OF DIRECTORS

In accordance with the law, the Board of Directors is appointed on the basis of preference lists, in accordance with the procedures outlined in the corporate by-laws (Article 16).

The lists of candidates may be presented by individual shareholders or groups of shareholders who together hold voting shares representing at least 2.5% of the share capital, as established by Consob in Resolution n. 20273 of 24 January 2018 relating to the "*Holdings needed in order to be entitled to submit lists of candidates for members of administrative and control bodies*".

The lists may be:

- hand delivered (Monday to Friday, from 9:00 a.m. to 5:00 p.m.) to the Company's headquarters

and/or registered office;

- or sent certified registered mail to the Company's headquarters and/or registered office;
- or sent to the following certified e-mail address legal_igdsiiqspa@pec.gruppoigd.it

at least 25 days before the day in which the Shareholders' Meeting is to be held in first call, namely by 7 May 2018. The certification as to the ownership of the requisite number of shares issued by a licensed intermediary must be submitted in accordance with the above procedures by the deadline for the publication of the list (*i.e.* by 11 May 2018).

The lists must be prepared in accordance with the law and the corporate by-laws, as outlined in the Board of Directors' report published today on the Company's website www.gruppoigd.it, in the section *Governance – Shareholders' Meetings – Annual General Meeting 1-4 June 2018*, as well as on the authorized storage system eMarket STORAGE, www.emarketstorage.com managed by Spafid Connect S.p.A. and with further modalities set by law.

Each list must include at least two clearly indicated candidates who qualify as independent in accordance with the law.

Without prejudice to the above, in order to comply with the laws governing gender equality and Art. 16.3 of the corporate by-laws, the lists which include a number equal to or greater than three candidates must also include candidates of different genders; toward this end, the number candidates of the least represented gender included on the list must equal at least one third of the total number of candidates on the list, rounding up any fractions.

Any lists submitted that fail to observe the above conditions will be viewed as not submitted.

No shareholder, parent company, subsidiary, or jointly controlled entity as defined by Art. 93 of Legislative Decree 58/1998, including members of a shareholders' agreement belonging to a voting trust relevant under the terms of Art. 122 of Legislative Decree 58/1998, may submit or cause to be submitted by third parties or fiduciaries more than one list or vote for a list other than the one they submitted or caused to be submitted. Any votes cast in violation of this conditions will not be attributed to any list.

The lists must be submitted with the accessory documentation and information called for in the corporate by-laws and in accordance with the law. More in detail, these include: *(i)* information relating to the identity of the shareholders submitting the list and the total interest held; *(ii)* the candidates' irrevocable acceptance of office and statements confirming that, under his/her responsibility, there are no reasons for ineligibility and disqualification and that each candidate meets the requirements for the specific office set by law and the corporate by-laws, as well as *(iii)* the curriculum vitae of each candidate complete with information about the candidates' personal and professional background. In order to comply with regulations pertaining to the maximum number of directorships directors may hold, the Board of Directors adopted the regulations referred to as "*Limits on the maximum number of positions that may be held by directors*", made available to the public on the Company's website at:

<http://www.gruppoigd.it/Governance/Board-of-Directors>.

For those candidates indicated on the list as meeting the legal qualifications of independent, declarations must also be submitted confirming that, under their responsibility, they possess the requisites needed to act as an independent director called for at law. In light of Art. 16, paragraph 4, lett. d) of the Regulation adopted by Consob in Resolution 20249 of 28 December 2017, as amended (“**Market Regulations**”), pertaining to companies subject to the management and coordination of another non-listed company, shareholders are also requested to indicate which candidates qualify as independent as per the above article and provide statements in which the candidates declare, under their responsibility, that they possess the requisites to serve as an independent director referred to in Art. 16 of the Market Regulations.

Those who submit a “minority list” are also subject to the Consob recommendations found in Bulletin n. DEM/9017893 of 26 February 2009 and are, therefore, requested to submit, along with the above mentioned documentation, a statement attesting to “*the lack of a relationship, direct or indirect, pursuant to Art. 147-ter, paragraph 3, of TUF and Art. 144-quinquies of Regulations for Issuers, with shareholders holding, including jointly, a controlling interest or significant majority*”.

The Company will publish without delay and, at any rate, at least twenty-one days prior to the Shareholders’ Meeting called to resolve on the appointment of the Directors, make the candidate lists available to the public at its headquarters, on its website (www.gruppoigd.it, in the section *Governance – Shareholders’ Meetings – Annual General Meeting 1-4 June 2018*), at Borsa Italiana S.p.A., as well as on the authorized storage system eMarket STORAGE (www.emarketstorage.com), managed by Spafid Connect S.p.A., along with all the information referred to above, in accordance with the law.

No one can be a candidate on more than one list. Acceptance of candidacy on more than one list is grounds for disqualification.

Becoming and continuing to be a Director is subject to possession of the requisites established under the law and listed in the corporate by-laws.

The Directors will be appointed as per the procedures described herein. Each shareholder with voting rights may vote for one list only. The votes obtained by each list are divided by one, two, three, four, five—and so forth—according to the number of directors to be elected. These quotients are assigned to the candidates on the list, in the order in which they appear, and are then sorted into a single decreasing ranking.

The candidates obtaining the highest quotients are those elected. In case of a tie for the last directorship to be filled, the winning candidate is the one from the list with the highest number of votes; if the number of votes is equal, the eldest candidate shall prevail.

If just one list is submitted or if no list is submitted, the shareholders will disregard the above procedure and vote according to the majorities established by law. If more than one list is submitted, at least one director must be drawn from a minority list; therefore, if in accordance with the above criteria all of the

winning candidates come from a single list, the last candidate in the ranking will be replaced by the candidate from the minority lists who has obtained the highest quotient.

If the law relating to gender equality fails to be complied with as a result of the votes cast, the candidates belonging to the more represented gender with the least amount of votes on the list that receives the most votes will be replaced by the number of candidates of the least represented gender on the same list needed to ensure compliance with the laws governing gender equality without prejudice to the minimum number of independent directors required under the law. In the event that not enough candidates of the least represented gender appear on the list that receives the greatest number of votes, the shareholders will appoint the directors of the least represented gender with the majority of votes required by law.

For more information – with regard, particularly, to the lists, mandatory qualifications under the law and the by-laws for the Company’s Directors, the ways in which the Board of Directors is appointed and the deadlines for publication of the relative documentation – please refer to the by-laws made available at the Company’s registered office and on the website www.gruppoigd.it in the section *Governance – Shareholders’ Meetings – Annual General Meeting 1-4 June 2018*, as well as on the authorized storage system eMarket STORAGE (www.emarketstorage.com), managed by Spafid Connect S.p.A.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

In accordance with the law, the Board of Statutory Auditors is appointed on the basis of preference lists, in accordance with the procedures outlined in the corporate by-laws (Article 26).

The lists of candidates may be presented by individual shareholders or groups of shareholders who together hold voting shares representing at least 2.5% of the share capital, as established by Consob in Resolution n. 20273 of 24 January 2018 relating to the “*Holdings needed in order to be entitled to submit lists of candidates for members of administrative and control bodies*”.

The lists may be:

- hand delivered (Monday to Friday, from 9:00 a.m. to 5:00 p.m.) to the Company’s headquarters and/or registered office;
- or sent certified registered mail to the Company’s headquarters and/or registered office;
- or sent to the following certified e-mail address legal_igdsiiqspa@pec.gruppoigd.it

at least 25 days before the day in which the Shareholders’ Meeting is to be held in first call, namely by 7 May 2018. The certification as to the ownership of the requisite number of shares issued by a licensed intermediary must be submitted in accordance with the above procedures by the deadline for the publication of the list (*i.e.* by 11 May 2018).

The lists must be prepared in accordance with the law and the corporate by-laws, as outlined in the Board of Directors’ report published on the Company’s website www.gruppoigd.it, in the section

Governance – Shareholders’ Meetings – Annual General Meeting 1-4 June 2018, as well as on the authorized storage system eMarket STORAGE, www.emarketstorage.com, managed by Spafid Connect S.p.A..

The lists which include a number equal to or greater than three candidates must also include candidates of different genders in order to ensure that the composition of the Board of Statutory Auditors complies with the laws governing gender equality.

The candidates for the Board of Statutory Auditors must hold the qualifications required by law. More in detail, the candidates must possess the professional qualifications and integrity indicated in Ministerial Decree n. 162 of 30 March 2000, as adopted in Art. 26.9 of the corporate by-laws.

The candidates must also qualify as independent in accordance with the law. Matters relating to ineligibility and limits on the number of positions in administrative and control bodies that members of the Board of Statutory Auditors may hold are subject to current laws and regulations.

Those who submit a “minority list” are requested to submit a statement attesting to “*the lack of a relationship, direct or indirect, pursuant to Art. 147-ter, paragraph 3, of TUF and Art. 144-quinquies of Regulations for Issuers, with shareholders holding, including jointly, a controlling interest or significant majority*”.

The lists must be submitted with the accessory documentation and information called for in the corporate by-laws and in accordance with the law. More in detail, these include: (i) information relating to the identity of the shareholders submitting the list and the total interest held; (ii) extensive information about the candidates’ personal and professional background, as well as (iii) the candidates’ irrevocable acceptance of office and statements confirming that, under his/her responsibility, there are no reasons for ineligibility and disqualification and that each candidate meets the requirements for the specific office set by law, and (iv) a declaration made by shareholders other than those holding, including jointly, a controlling interest or significant majority, stating that they are not related parties, direct or indirect, pursuant to Art. 144-quinquies of Consob Resolution n. 11971 of 14 May 1999, of the former (including in light of the Consob recommendations included in Bulletin DEM/9017893 of 26 February 2009).

Furthermore, taking into account that in accordance with Art. 2400 of the Italian Civil Code upon nomination and before accepting the assignment statutory auditors must inform shareholders of positions held in other companies in administrative and control bodies and in light of the limits on the number of appointments that may be held under Art. 148-bis of Legislative Decree 58/98, all relative information should be found in the *curriculum vitae* for each candidate submitted along with the lists.

In the event that by the deadline for the submission of the lists (7 May 2018) only one list or only lists from related shareholders, as defined in Art. 144-quinquies of the Regulations for Issuers, have been filed with the company, lists will be accepted until the third day following the deadline (*i.e.* through 10

May 2018). In this instance the minimum share ownership required for the submission of lists for the election of statutory auditors is reduced by half, therefore to 1.25% of the share capital.

The Company will publish without delay and, at any rate, at least twenty-one days prior to the Shareholders' Meeting called to resolve on the appointment of the Board of Statutory Auditors, make the candidate lists available to the public at its headquarters, on its website (www.gruppoigd.it, in the section *Governance – Shareholders' Meetings – Annual General Meeting 1-4 June 2018*), at Borsa Italiana S.p.A., as well as on the authorized storage system eMarket STORAGE (www.emarketstorage.com), along with all the information referred to above, in accordance with the law. From the list obtaining the highest number of votes, two standing auditors and two alternate auditors will be taken in the order in which they appear on the list. The third standing auditor and the third alternate auditor will be drawn from the list with the second highest number of votes, in the order in which they appear. If the composition of the Board of Statutory Auditors fails to comply with the laws relating to gender equality as a result of the votes cast, the candidates belonging to the more represented gender with the least amount of votes on the list that receives the most votes will be replaced by the number of candidates of the least represented gender on the same list needed to ensure compliance with the laws governing gender equality. In the event that not enough candidates of the least represented gender appear on the list that receives the greatest number of votes, the shareholders will appoint the standing and alternate auditors of the least represented gender based on a simple majority. In the event that more than one lists obtains the same number of votes, a new ballot will be held by all the shareholders and the candidates of the list obtaining a simple majority of votes will be elected, in such a way as to ensure compliance with the laws governing gender equality.

If just one list has been submitted, shareholders will cast their votes on that list. If the list obtains the relative majority, the first three candidates appearing on it are elected as standing auditors, while the fourth, fifth and sixth names are appointed as alternates, in such a way as to ensure compliance with the laws governing gender equality.

With regard specifically to the appointment of the Chairman of the Board of Statutory Auditors, pursuant to Art. 148, paragraph 2-bis, of Legislative Decree n. 58 of 24 February 1998 and Art. 26.4 of the current corporate by-laws, Chairman of the Board of Statutory Auditors is the first candidate on the list receiving the second highest number of votes. If just one list has been submitted, the candidate at the top of the list becomes the chairman of the Board of Statutory Auditors. If no lists are submitted, the Board of Statutory Auditors and its Chairman are elected by the shareholders according to the majorities established by law and in such a way as to ensure compliance with the laws governing gender equality.

For more information – with regard, particularly, to the lists, mandatory qualifications under the law and the by-laws for the Company's Statutory Auditors, the ways in which the Board of Statutory Auditors is appointed and the deadlines for publication of the relative documentation – please refer to the by-laws made available at the Company's registered office and on the website www.gruppoigd.it in the section *Governance – Shareholders' Meetings – Annual General Meeting 1-4 June 2018*, as well as on the authorized storage

system eMarket STORAGE, www.emarketstorage.com, managed by Spafid Connect S.p.A..

DOCUMENTATION

The documentation related to the Shareholders' Meeting, including the Board of Directors' explanatory notes and the motions concerning items on the agenda, will be made available to the public in accordance with the deadlines and modalities set by law. Shareholders and parties with voting rights are entitled to obtain a copy. This documentation will be made available at the Company's registered office and on the Company's website, www.gruppoigd.it, in the section *Governance – Shareholders' Meetings – Annual General Meeting 1-4 June 2018*, as well as on the authorized storage system eMarket STORAGE available at www.emarketstorage.com managed by Spafid Connect S.p.A., and in accordance with the further modalities set by law.

On behalf of the Board of Directors
The Chairman of the Board of Directors
Elio Gasperoni

Bologna, 19 April 2018.

Fine Comunicato n.0746-55

Numero di Pagine: 11