



# SPAFID CONNECT

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Societa' : TESMEC

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Informazione  
Regolamentata

Nome utilizzatore : TESMECN05 - Turani

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Data/Ora Ricezione : 06 Marzo 2019 09:39:33

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Diffusione presunta

Oggetto : Tesmec - Call of the Shareholders Meeting  
April 16th 2019

*Testo del comunicato*

Vedi allegato.

TESMEC S.P.A.

Registered office

Piazza Sant' Ambrogio, 16 – 20123 Milan

Milan Register of Companies no. 314026

Tax and VAT code: 10227100152

Share capital Euro 10,708,400

Website: “www.tesmec.com”

## CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are convened to the ordinary meeting at Tesmec S.p.A. (“**Tesmec**” or “**Company**”) in Grassobbio (BG), Via Zanica 17/O, 24050, on 16 April 2019 at 14:30 p.m. in single call to discuss and deliberate on the following:

### AGENDA

1. **Presentation of the Tesmec Group’s consolidated financial statements and review and approval of the financial statements as at 31 December 2018 and relevant reports, including the Consolidated Non-Financial Statement; allocation of result for the period; related and consequent resolutions.**
2. **Consultation on the first section of report on remuneration pursuant to Article 123-ter paragraph 6 of Italian Legislative Decree no. 58/1998.**
3. **Proposal of authorisation to purchase and dispose of treasury shares, subject to the withdrawal of the resolution passed by the Shareholder’s Meeting of 6 April 2018; related 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 their term in office;*
  - 4.3 *appointment of the Board of Directors;*
  - 4.4 *appointment of the Chairperson of the Board of Directors;*
  - 4.5 *determination of directors’ compensation;*
  - 4.6 *related and consequent resolutions.*
5. **Appointment of the Board of Statutory Auditors:**
  - 5.1 *appointment of the Board of Statutory Auditors;*
  - 5.2 *appointment of the Chairperson of the Board of Statutory Auditors;*
  - 5.3 *determination of the compensation of the Board of Statutory Auditors;*
  - 5.4 *related and consequent resolutions.*
6. **Granting of the engagement to perform the legal audit of the accounts for the financial years 2019-2027 and determination of the relevant remuneration; related and consequent resolutions.**

### Attending the Shareholders’ Meeting

Pursuant to the law, those who have the right to vote may attend the Shareholder’s Meeting. The right to attend and vote at the Shareholders’ Meeting is certified by a notification to the Company, made by the intermediary, in favour of the person who has the right to vote, on the basis of evidences existing at the end of the accounting day of the seventh day of open market before the date scheduled for the Shareholders’ Meeting in single call (“*record date*”), coincident with 5 April 2019. Therefore, those who will be the holders of the shares only after the *record date* mentioned above will be not entitled to attend and vote at the Shareholders’ Meeting. The intermediary’s notification above must be received by the Company by the end of the third day of open market preceding the date set for the Meeting (i.e., by 11 April 2019). However, the Meeting and the voting shall be

lawful even if the notification is received after that date, provided it is received prior to the work of the Shareholders' Meeting pursuant to this notice of call begins.

### **Share capital**

The share capital of Tesmec totals Euro 10,708,400.00 constituted by 107,084,000 ordinary shares with a nominal value of Euro 0.10 each. The shares are nominative, indivisible, and freely transferable. Pursuant to Article 9 of the Articles of Association, each share gives right to one vote in the ordinary and extraordinary shareholders' meetings of the Company. At the time of this notice of call, the Company holds 4,711,879 treasury shares.

### **Representation**

Each person who is entitled to intervene in the Shareholders' Meeting may be represented by written proxy, in accordance with applicable law provisions, with the right to sign the proxy form available at the administrative office of Tesmec and on the website of the Company [www.tesmec.com](http://www.tesmec.com), under section "*Shareholders' Meetings*." The proxy may be granted through electronic document signed in electronic form pursuant to law. The proxy can be notified to the Company by means of registered letter sent to the headquarter in Grassobbio, Via Zanica 17/O or by e-mail to: [tesmecspa@pec.it](mailto:tesmecspa@pec.it). Any eventual notification of the proxy made in advance does not exonerate the representative, when the credentials to access the meeting are verified, from the obligation to certify the conformity of the notified copy with its original and the identity of the shareholder represented.

The Company, pursuant to Article 135-undecies of Italian Legislative Decree no. 58/1998 ("**TUF**"), appointed Ms. Silvia Fuselli as the representative to whom holders of voting rights may grant a written proxy, free of charge for them and accompanied with voting instructions for all or part of the draft resolutions on the agenda, provided that she receives it no later than the end of the second day of open market before the date scheduled for the Shareholders' meeting in single call (i.e. not later than 12 April 2019), in accordance with the modalities specified and by means of the specific proxy form, with relevant voting instructions, available on the website of the Company [www.tesmec.com](http://www.tesmec.com) and at the administrative office of the Company. The proxy thereby granted is effective only for those proposed draft resolutions in relation to which voting instructions are given. The proxy and voting instructions can be withdrawn within the same deadline specified above (i.e. not later than 12 April 2019). There are no procedures for postal votes or by electronic means.

### **Right to ask questions**

Pursuant to Article 127-ter of the TUF, those who have the right to intervene and vote in the Shareholders' Meeting are allowed to ask questions on the points on the agenda even before the meeting, by sending such questions, accompanied by the certification released by the intermediary proving their capacity as shareholders, by registered mail to the registered office or by e-mail to [tesmecspa@pec.it](mailto:tesmecspa@pec.it). Questions received before the Shareholder's Meeting are answered at the latest during the meeting. The Company can provide a unified response to questions with the same content.

In order to facilitate the proper course of the Shareholders' Meeting and its preparation, the Shareholders are invited to submit the questions not later than the third day before the date scheduled for the Shareholders' meeting in single call (i.e. not later than 13 April 2019).

### **Additions to the agenda and submission of new draft resolutions**

Pursuant to Article 126-*bis* of the TUF, shareholders who, individually or jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice (i.e. not later than 16 March 2019), additions to the agenda or submit new draft resolutions, specifying in the request the further arguments or the new draft resolutions proposed on points already on the agenda. The request must be submitted in writing by the proposing shareholders by registered mail to the registered office of the Company for the attention of the President or by e-mail to the address [tesmecspa@pec.it](mailto:tesmecspa@pec.it), accompanied by the relevant certification released by the intermediary proving the ownership of the above mentioned fraction of share capital. Within the above-mentioned term and through the same modalities, any proposing shareholder must deliver to the Board of Directors a report on the points they propose to treat or the reasons underlying the further draft resolutions submitted on points already on the agenda. No addition to the agenda is allowed for

those arguments on which the Shareholders' Meeting deliberates, in accordance with the law, upon proposals made by the directors or on the basis of a project or report prepared by them, other than those indicated under Article 125-ter, paragraph 1, of the TUF.

For any addition to the agenda and submission of new proposed draft resolutions, a notice is given through the same modalities used for the publication of this notice, at least fifteen days before the date scheduled for the Shareholders' Meeting.

### **Submission of lists for the appointment of Directors and Statutory Auditors**

Members of the Board of Directors and of the Board of Statutory Auditors shall be appointed based on lists submitted by shareholders pursuant to Articles 14 and 22, respectively, of the Articles of Association (to which reference is made). Only shareholders who, on the date the list is submitted, hold alone or with others shares with voting rights that in total represent at least 4.5% of the subscribed and paid-in capital with the right to vote at Ordinary Shareholders' Meetings for Company offices may submit a list. Each shareholder may submit (or submit with others) and vote for, including via an intermediary or trust company, no more than one list. A candidate may appear in only one list or such candidate will be ineligible.

Lists must be filed at the Company's headquarters or sent to the Company by e-mail to: [tesmecspa@pec.it](mailto:tesmecspa@pec.it) (Attn: Mr Marco Paredi), at least 25 (twenty-five) days before the date set for the Meeting, i.e., by 22 March 2019. For a detailed explanation of the procedures and deadlines for submitting lists, see Articles 14 and 22 of the Articles of Association.

The Company shall make the lists available to the public on the "*Shareholders' Meetings*" section of the website [www.tesmec.com](http://www.tesmec.com) and in the manner required by current law without delay and, in any event, at least 21 (twenty-one) days before the date set for the Shareholders' Meeting, i.e., 26 March 2019. Specifically in regard to the appointment of the Board of Statutory Auditors, in the event that by 22 March 2019 only one list has been submitted, or only lists submitted by shareholders who, based on the information provided and the documents filed in accordance with the above, are related pursuant to Article 144-*quinquies* of the Issuers' Regulation, the Company shall give notice thereof without delay and shareholders will be able to submit lists of candidates for appointment as statutory auditors until the third day after that date, i.e., by 25 March 2019. In that event: (i) the minimum ownership percentage necessary to submit lists shall be 2.25% of the subscribed and paid-in capital with the right to vote at Ordinary Shareholders' Meetings for Company offices; (ii) the documents evidencing that ownership interest at the time the list is submitted must be filed by 26 March 2019 in the manner set forth in Article 22 of the Articles of Association.

Articles 14 and 22 of the Articles of Association require the Board of Directors and the Board of Statutory Auditors be elected in accordance with the law on gender balance under Italian Law no. 120 of 12 July 2011 and applicable laws and regulations. Since this is the third mandate under that law, in accordance with that law and Article 148, paragraph 1-*bis* of the TUF, at least one-third of the Directors and Statutory Auditors elected is reserved for the least represented gender. Therefore, i) under Article 14 of the Articles of Association, shareholders who intend to submit a list for the election of the Board of Directors containing three or more candidates must include a number of candidates belonging to the least represented gender that is at least one-third of the candidates (with any rounding to the next higher number); and ii) under Article 22 of the Articles of Association, shareholders who intend to submit a list for the election of the Board of Statutory Auditors containing three or more candidates must include in the standing statutory auditors section a number of candidates belonging to the least represented gender that is at least one-third of the candidates (with any rounding to the next higher number) and, if the alternate statutory auditors section indicates two candidates, one of each gender.

For any matters not expressly set forth in this notice of call, see the Board of Directors' Report on the points on the agenda for the Shareholders' Meeting, which is available at the relevant section of the website [www.tesmec.com](http://www.tesmec.com) ("*Shareholders' Meetings*" section).

Lists for which all of the instructions above have not been followed will be treated as if they had not been submitted. Shareholders who intend to submit a list may contact Tesmec's Investor Relator, Mr Marco Paredi, in advance to obtain the necessary administrative details.

**Documents**

The documents relating to the points on the agenda of the Shareholders' Meeting will be made available to the public within the terms provided by law at the administrative office in Grassobbio, Via Zanica 17/O of the Company and on the website of Borsa Italiana S.p.A., with the storage mechanism "NIS-Storage" and also on the website of the Company [www.tesmec.com](http://www.tesmec.com), under section "*Shareholders' Meetings*".

Experts, financial analysts and journalists can attend the Shareholders' Meeting; to this end, they are invited to submit a request to attend the meeting at least two days before the meeting to the following number: fax +39 035 3844606.

The Articles of Association are available on the website of the Company [www.tesmec.com](http://www.tesmec.com).

Grassobbio, 6 March 2019

Tesmec S.p.A.

Fine Comunicato n.1155-9

Numero di Pagine: 6