



# SPAFID CONNECT

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| Informazione<br>Regolamentata n.<br>0554-6-2019 | Data/Ora Ricezione<br>15 Marzo 2019<br>11:25:51 | MTA - Star |
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Societa' : FALCK RENEWABLES

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Informazione  
Regolamentata

Nome utilizzatore : FALCKN01 - Nanni

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Diffusione presunta

Oggetto : Notice of Shareholders' Meeting and  
explanatory reports

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

### **NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING OF APRIL 15/16, 2019 AND EXPLANATORY REPORTS OF THE BOARD OF DIRECTORS**

Milan, March 15, 2019 - Falck Renewables S.p.A. informs that the extract of the Notice of the Ordinary Shareholders' Meeting of April 15/16, 2019 has been published today on the daily Italian newspaper "MF/Milano Finanza".

The full text of this notice and the explanatory reports of the Board of Directors relating to items on the agenda of the Shareholders' Meeting are available to the public at the Company's head office, on Falck Renewables' website (<https://www.falckrenewables.eu/corporate-governance/assemblee-degli-azionisti/15-aprile-2019>) and on the authorized storage system "eMarket STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)).

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*Falck Renewables S.p.A., listed on the Italian stock exchange in the STAR segment and included in the FTSE Italia Mid Cap Index, develops, designs, builds and manages power production plants from renewable sources, with an installed capacity of 970 MW in 2018 (933.5 MW according to the IFRS 11 reclassification) in the United Kingdom, Italy, United States, Spain and France, using wind power, solar power, WtE and biomass technologies. The Group is a global player in the renewable energy technical advisory and asset management services business, through its wholly owned subsidiary Vector Cuatro, providing asset management services to clients accounting for approximately 2400 MW of installed capacity and with experience in more than 30 countries.*

Contacts:

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## Estratto dell' Avviso di Convocazione di Assemblea Ordinaria

Gli aventi diritto al voto sono convocati in Assemblea, in sede ordinaria, presso i locali di Mediobanca in Milano, Via Filodrammatici n. 3, per il giorno **15 aprile 2019, alle ore 11.00**, in prima convocazione ed eventualmente occorrendo, in seconda convocazione per il giorno 16 aprile 2019, stesso luogo ed ora, per discutere e deliberare sul seguente

### Ordine del giorno

1. Proposta di approvazione del Bilancio di esercizio al 31 dicembre 2018 corredato dalle relative relazioni del Consiglio di Amministrazione sulla Gestione, del Collegio Sindacale e della Società di Revisione. Destinazione dell'utile di esercizio e distribuzione del dividendo agli Azionisti: deliberazioni inerenti e conseguenti. Presentazione del Bilancio consolidato al 31 dicembre 2018.
2. Presentazione della Relazione sulla Remunerazione ex artt. 123-*ter* del D. Lgs. 58/98 e art. 84-*quater* del Regolamento Consob n. 11971/1999 e voto consultivo dell'Assemblea sulla "Sezione I" della stessa.
3. Conferimento dell'incarico di revisione legale dei conti per il periodo 2020-2028.

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Per informazioni sul capitale sociale, sulla reperibilità delle relazioni inerenti agli argomenti all'ordine del giorno e, più in generale della documentazione relativa all'Assemblea, sulla legittimazione all'intervento in Assemblea e all'esercizio di voto (*record date* 4 aprile 2019), sul diritto di integrazione dell'ordine del giorno e di presentazione di proposte di deliberazioni su materie già all'ordine del giorno, sull'esercizio del voto per delega anche tramite il Rappresentante Designato da Falck Renewables S.p.A., si rinvia al testo integrale dell'avviso di convocazione, unitamente alla documentazione relativa all'Assemblea, disponibile sul sito internet della Società all'indirizzo <https://www.falckrenewables.eu/corporate-governance/assemblee-degli-azionisti/15-aprile-2019> nonché presso il meccanismo di stoccaggio autorizzato "eMarket STORAGE" (consultabile all'indirizzo [www.emarketstorage.com](http://www.emarketstorage.com)).

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Il presente estratto è pubblicato sul quotidiano "MF/Milano Finanza"

Milano, 15 marzo 2019

Il Presidente del Consiglio di Amministrazione  
Enrico Falck

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#### FALCK RENEWABLES S.P.A.

Sede Legale in Milano, Corso Venezia n. 16 - Capitale Sociale € 291.413.891 interamente versato - Codice fiscale e numero di iscrizione al Registro Imprese di Milano: 03457730962 - Società soggetta ad attività di direzione e coordinamento ai sensi dell'art. 2497-*bis* del Codice Civile da parte di *FALCK S.p.A.*  
Sito internet: [www.falckrenewables.eu](http://www.falckrenewables.eu)

## **FALCK RENEWABLES S.P.A.**

With registered offices in Milano, Corso Venezia 16  
Fully paid up share capital: € 291,413,891  
Milan Companies Register, Tax and VAT Code 03457730962  
Company subject to direction and coordination activity  
as per art. 2497-*bis* of the Italian Civil Code,  
by FALCK S.p.A.  
Website: [www.falckrenewables.eu](http://www.falckrenewables.eu)

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

Shareholders eligible to vote are invited at the Ordinary Shareholders' Meeting convened on **15<sup>th</sup> April 2019 at 11 a.m.**, on first call, at the Mediobanca offices in Milan, Via Filodrammatici 3, and, if necessary, on 16<sup>th</sup> of April 2019, on second call, same time and location, to discuss and resolve upon the following

### **AGENDA**

1. Proposed Approval of the Financial Statements at 31<sup>st</sup> December 2018, together with the Board of Directors' Report on Operations, the Statutory Auditors' Report and the Legal Auditing Firms' Report. Allocation of the profit for the year and dividend distribution to Shareholders: related and consequent resolutions. Presentation of the Consolidated Financial Statements at 31<sup>st</sup> December 2018;
2. Presentation of the Remuneration Report pursuant to Articles 123-*ter* of Legislative Decree No. 58/98, and 84-*quarter* of CONSOB Resolution No. 11971/1999 and advisory vote of the Shareholders on the First Section of the said Report.
3. Appointment of the Legal Auditing Firm for the period 2020-2028.

### **Share Capital and shares with voting rights (art. 125-*quarter* of Legislative Decree No. 58/98)**

To date, the share capital of Falck Renewables S.p.A. (hereinafter the "**Company**") subscribed and fully paid up, amounts to € 291,413,891.00, and is divided into 291,413,891 shares, with a par value of Euro 1 each. Each share entitles its owner to one vote. At today's date, the Company owns 2,210,000 shares with suspended voting rights.

### **Entitlement to participate and vote (art. 83-*sexies* of Legislative Decree No. 58/98)**

In relation to the intervention and vote from the entitled individuals, we are providing the following information (in compliance with art.125-*bis* of the Legislative Decree 58/98):

- Under art. 83-*sexies* of the Legislative Decree 58/98 the entitlement to attend and exercise voting rights at Shareholders' Meeting is established pursuant to a notice to be made to the Company by an authorised intermediary, based on the latter's accounting records at the end of the seventh trading day preceding the scheduled date of the Shareholders' Meeting on first call, i.e., 4<sup>th</sup> of April 2019 (*record date*). Any persons that prove to be shareholders of the Company following such date, based on accounting records, shall not be entitled to participate or vote at the Shareholders'

Meeting. The intermediary's notice must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting, i.e., no later than the 10<sup>th</sup> April 2019. This is without prejudice to legitimate attendance and voting, if the notice is received by Company after the specified term of the 10<sup>th</sup> April 2018, provided that it is received before the start of works of the meeting on single call;

- No voting procedures by correspondence or electronic message are foreseen.

The participation in the Shareholders' Meeting is governed by the applicable laws and regulations and by the provisions of the Corporate By-laws and Procedural Rules for Shareholders' Meetings, which are available on the corporate website [www.falckrenewables.eu](http://www.falckrenewables.eu) under Corporate Governance section.

**Proxy Voting (art. 135-novies of Legislative Decree No. 58/98)**

The owner of right of vote at the Shareholders' Meeting may be represented by a written proxy to be transmitted in accordance with the applicable laws provisions, with the possibility to sign the proxy form available in printable version on the Company's website <https://www.falckrenewables.eu/corporate-governance/assemblee-degli-azionisti/15-aprile-2019>.

The voting proxies can be forwarded to the Company, together with a copy of an identity document of the proxy grantor, by registered letter with acknowledgment of receipt or certified electronic mail at the following addresses: Falck Renewables S.p.A., Corso Venezia 16, 20121 Milano, e-mail: [FKR.societario@legalmail.it](mailto:FKR.societario@legalmail.it).

Any prior notification does not exempt the delegate, during the accreditation for access to the Shareholders' Meeting, from the obligation to attest under his own responsibility, the conformity of the notified proxy to the original and the identity of the delegator.

The proxy can be granted, without expenses for the proxy grantor (save for delivery expenses) with voting instructions on all or some of the items on the Agenda to Società per Amministrazioni Fiduciarie SPAFID S.p.A., with registered office in Milan, as Appointed Representative by the Company pursuant to Article 135-undecies of the Legislative Decree 58/98. The proxy must contain voting instruction on all or some of the items on the Agenda and only applies to proposals for which voting instructions are given. No powers may be granted to Spafid except in its capacity as designated representative of the Company.

The proxy shall be granted with execution of the specific proxy form available, with the related instructions for the filling and submission, at the registered office and on the Company's website <https://www.falckrenewables.eu/corporate-governance/assemblee-degli-azionisti/15-aprile-2019>

The form proxy must be delivered in original form to the aforementioned designated representative by the end of the second open market day preceding the date set for the Meeting, on first and second call (i.e. by April 11, 2019 or April 12, 2019 respectively) to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, Ref. "Proxy AGM Falck Renewables S.p.A. 2019", by hands in office time (from 9 a.m. to 5 p.m.) or sent via courier or by registered letter with acknowledgment of receipt.

Without prejudice to the sending of the original proxy with voting instructions, the proxy may be also notified electronically via certified email to the following address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). The sending, to the previously mentioned certified email address, of the proxy signed with a digital signature, in accordance with current legislation, satisfies the requirement of the written form.

The proxy and voting instructions may be revoked until the end of the second open market day preceding the date set for the Meeting, on first and second call (i.e. by April 11, 2019 or April 12, 2019 respectively) as

described above.

Please note that the shares, for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the Shareholders' shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions.

**Right to request integrations and to present new proposals of resolutions (art. 126-bis of Legislative Decree No. 58/98)**

Shareholders, who individually or jointly account for at least one fortieth of the share capital may request, within ten days of publication of this notice of calling (i.e. within March 25<sup>th</sup>, 2019), the integration of the list of items on the Agenda, specifying in the request the additional proposed items, or present proposals of resolutions on items already on the Agenda.

Are entitled to request integration of the list of items on the Agenda or present proposals of resolutions the Shareholder for whom the Company has received the notice from an authorised intermediary pursuant to the applicable laws.

The requests, together with the certificate attesting entitlement to participate, must be presented in writing and be submitted to the Company within to the deadline specified above, also by correspondence, at registered offices in Corso Venezia 16, Milan or via certified electronic email at the address [FKR.societario@legalmail.it](mailto:FKR.societario@legalmail.it).

By the said deadline and in the same manner, the Shareholders shall submit to the Board of Directors a report giving a report for the proposals of resolutions on the new items for which they require discussion or for the proposal of resolutions presented on items already on the Agenda.

The notice of additional items placed on the Agenda or the presentation of further proposals of resolutions on items already on the Agenda is given in the same form prescribed for the publication of this notice of calling, at least fifteen days prior to the scheduled date of the Shareholders' Meeting, in first call.

Simultaneously with the publication of the notice of additional items placed on the Agenda or presentation of further proposals of resolutions on items already on the Agenda, a report drawn up by the requesting Shareholders, accompanied by any and all observations by the Board of Directors, shall be made available to the public in the same form prescribed for the dissemination of documents pertaining to Shareholders' Meetings.

The Agenda cannot be integrated with items on which, in accordance with the law, the Shareholders' Meeting resolves on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1, of Legislative Decree No. 58/98.

**Right to ask questions on items on the Agenda (art. 127-ter of Legislative Decree No. 58/98)**

The shareholders with voting rights and in relation to whom the Company has received a specific notice (with relevant certification evidencing the capacity as shareholder from an authorised intermediary) within and no later than April 12<sup>nd</sup> 2019 may ask questions concerning the items on the agenda prior to the Shareholders' Meeting, by submitting them by registered letter with acknowledgement of receipt or by using the certified electronic mail to the following addresses: Falck Renewables S.p.A., Corso Venezia 16, Milan, e-mail: [FKR.societario@legalmail.it](mailto:FKR.societario@legalmail.it). The aforementioned certification is not necessary, if the specific notice is received from the authorised intermediary itself.

The questions received prior to the Shareholders' Meeting shall, at the latest, be answered during the Meeting, with the right for the Company to provide a unique answer for questions with the same contents.

The Company reserves the right to provide a single answer to questions with the same content. It should also be noted that the responses in paper format made available to each of the persons entitled to vote at the beginning of the Shareholders' Meeting will be considered provided in the Meeting.

### **Documentation**

The documents regarding the Shareholders' Meeting, as provided for by applicable laws, shall be made available to the public at the Company's registered office in Corso Venezia 16, Milan, on the Company's website <https://www.falckrenewables.eu/corporate-governance/assemblee-degli-azionisti/15-aprile-2019>, and on the authorised storage system "eMarket STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)) as follow:

- the Financial Statements for the year ended 31<sup>st</sup> December 2018, the Report on Operations, the 2018 Corporate Governance and ownership structure Report, the Statutory Auditors' Report and the Legal Auditing Firms' Report shall be made available to the public by 24 March 2019, as described above;
- the Remuneration Report pursuant to Article 123-ter of Legislative Decree No. 58/98, shall be made available to the public by 24 March 2019, as described above;
- the reports of the Board of Directors *i.e.* the report on the first point on the agenda including the related proposal; the report on the Remuneration Report relating to point two on the agenda and the report on the appointment of the Legal Auditing Firm for the period 2020-2028 relating to point three on the agenda pursuant to Article 125-ter of Legislative Decree No. 58/98 are available to the public as of today's date.

Those eligible to attend to the Shareholders' Meeting have the right to obtain copy of the documentation regarding the Shareholders' Meeting.

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Those eligible to attend the Shareholders' Meeting are invited to arrive sufficiently in advance of the scheduled starting time of the Meeting, to facilitate registration and admission procedures, which will start from 10.30 a.m. They are also invited to show copy of the notice received from the designated intermediary in order to facilitate the accreditation process.

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The full text of this notice of calling has been published on today's date, on the Company's website and on the authorized storage system "eMarket STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)), and for extract on the newspaper "MF/Milano Finanza".

Milano, March 15<sup>th</sup> 2019

The Chairman of the Board of Directors

Enrico Falck

The official text is the Italian version of the document. Any discrepancies or differences arisen in the translation are not binding and have no legal effect. In case of any dispute on the content of the document, the Italian original shall always prevail.

Fine Comunicato n.0554-6

Numero di Pagine: 8