



# SPAFID CONNECT

Informazione Regolamentata n. 0163-8-2019	Data/Ora Ricezione 15 Marzo 2019 17:57:45	MTA - Star
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Informazione  
Regolamentata  
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Data/Ora Ricezione : 15 Marzo 2019 17:57:45  
Data/Ora Inizio : 15 Marzo 2019 18:00:41  
Diffusione presunta  
Oggetto : Notice of General Meeting

*Testo del comunicato*

Vedi allegato.



Headquarters in Imola (BO) – Via Lasie n.12/A  
Share capital € 14,626,560 F.P., VAT n. 00707431201  
Bologna business register, Fiscal code 82001030384

#### NOTICE OF GENERAL MEETING

Our shareholders are called to participate in the General Meeting, with the first call on 30 April 2019 at 11,00 am, which will be held at the Registered office, the second call, if necessary, will be on 2 May 2019 at the same time and place. The following will be discussed and deliberated:

#### AGENDA

1. Balance sheet as of 31/12/2018 and relative reports of the Board of Directors and Board of Auditors; consequential deliberation;
2. Presentation of the consolidated balance sheet as of 31/12/2018;
3. Appointment of the Board of Directors for the years 2019-2020-2021 and determination of their annual remuneration;
4. Report on remuneration, related resolutions;
5. Proposal of authorization to the purchase and hold of own shares, how to purchase and to sale.

SHARE CAPITAL AND VOTING RIGHTS – The company's share capital is 14,626,560 euros, represented by 28,128,000 general shares. Each general share represents one vote in General and Extraordinary Company Meetings. To date, the Company holds 1.525.288 of its own shares representing 5,42% of the total share capital. The company's vote is suspended, according to article 2357 ter of the civil code.

RIGHT OF PARTICIPATION- According to article 83-*sexies* of legislative Decree 58/1998 the right to participate in the Meeting and to exercise voting rights is conditional upon the Company receiving notice of the subject's right to vote by an intermediary. This must be in conformity with the intermediary's accounting records and balances recorded at the end of the seventh trading day prior to the date established for the first call of the Meeting; credit or debit recordings made to the account after the said term do not influence the right to exercise a vote in the Meeting. Those who become shareholders in the Company after this date will not have the right to participate and to vote at the Meeting. The company must receive the above-mentioned notice sent by the intermediary at least two working days prior to the first call of the Meeting. The right to participate and vote stands if notice is received by the Company after the aforesaid term, provided that it arrives by the opening of the meeting at the first call.

VOTE BY PROXY - Each Shareholder may appoint a representative, according to the applicable laws, by undersigning the proxy form, released on request by those who have the right through enabled intermediaries, or it can be downloaded from the website [www.irce.it](http://www.irce.it).

The proxy may also be sent to the Registered office by registered letter with return receipt or sent by certified e-mail to the following address: [ircspa-pec@legalmail.it](mailto:ircspa-pec@legalmail.it). A copy of a currently valid identification card of the shareholder must be attached.

The Company has indicated the lawyer, Stefania Salvini, as its Designated Representative, according to article 135-undecies of Legislative Decree 58/1998 (TUF). The Designated Representative is given the proxy with voting instructions, on the condition that this documentation is sent by registered mail with return receipt to the legal office of Avv. Carlo Zoli, via Mengolina 18, 48018 Faenza. The documentation can also be sent to [avvstefaniasalvini@ordineavvocatibopec.it](mailto:avvstefaniasalvini@ordineavvocatibopec.it) through certified e-mail by the end of the second trading day prior to the date of the first call of the Meeting. Thus, the proxy is valid only for the proposals relating to those indicated in the voting instructions. The proxy and the voting instructions may be revoked within said time. The proxy and voting instructions form can be downloaded from the website [www.irce.it](http://www.irce.it).

APPOINTMENT OF THE BOARD OF DIRECTORS - The right to present lists for the appointment of the Board of Directors by shareholders who collectively hold a stake of at least 2.5%. The lists must be deposited at the registered office of the Company, by registered letter with return receipt addressed to the registered office of

the Company or sent via e-mail at [ircspa-pec@legalmail.it](mailto:ircspa-pec@legalmail.it) certified at least twenty five days before the date set for the meeting on first call, together with detailed information on the personal and professional characteristics of the candidates, the statements in which the individual candidates irrevocably accept the position, subject to their appointment, and attest, under their own responsibility, that there are no causes of ineligibility and incompatibility, the possession of the independence requirements provided for in Article 148, comma 3, of the Consolidated Law and the code of conduct of listed companies and the indication of 'identity of the shareholders who submitted the list and the percentage of shares owned.

**ADDING ITEMS TO THE AGENDA** – Shareholders who, even together, represent at least 2.5% of the share capital, may request in writing to put items on the agenda no later than ten days from the publication of this notice, with respect to that provided by article 126-bis of Legislative Decree 58/1998 (TUF). The additional items proposed must be indicated on the request. The request must be sent to the Registered office by registered letter with return receipt, or by certified e-mail addressed to [ircspa-pec@legalmail.it](mailto:ircspa-pec@legalmail.it). A report relating to the proposed items to be treated must be delivered to the Board of Directors in the same manner and by the aforementioned date. In accordance with article 126-bis, comma 3, of TUF, no items of business can be added to the agenda by Members for topics proposed by administrators, or on the basis of projects proposed by them, for which the Meeting is called to deliberate.

**DOCUMENTATION** – Documents relating to the Meeting will be made available to the public at the Registered office, at the Borsa Italiana SpA (Italian Stock Market) and on the website [www.irce.it](http://www.irce.it), within the terms set by the applicable laws. The shareholders have the right to obtain a copy of the deposited documentation.

This notice is also published on the company website and in the "Il Giornale" newspaper.

Imola, March 15, 2019

IRCE SPA

Fine Comunicato n.0163-8

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