



SPAFID CONNECT

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Oggetto : Call of Shareholders'Meeting 30 April

Testo del comunicato

Vedi allegato.

NOTICE OF ORDINARY MEETING OF SHAREHOLDERS

The Shareholders of EMAK S.p.A. (hereinafter referred to as “the Company”) are invited to the Ordinary General Meeting of Shareholders on 30 April 2019 at 10.00AM, called in single convocation, at the registered office in Bagnolo in Piano (RE), Via Fermi, 4, for the purpose of discussing and resolving on the following:

agenda

- 1) Presentation of the Financial Statements of the Company and the Consolidated Financial Statements at 31 December 2018, the reports of the Board of Directors, of the Board of Statutory Auditors and of the Auditing Firm:
 - 1.1) Approval of the report of the Board of Directors and of the Financial Statements of the Company;
 - 1.2) Proposal of allocation of the profit for the year and dividend distribution; related and consequent resolutions;
- 2) Remuneration report; resolutions as per art. 123-ter, paragraph 6, Leg. Dec. 24 February 1998, no. 58;
- 3) Appointment of the Board of Directors:
 - 3.1) Determination of the number of members of the Board of Directors;
 - 3.2) Determination of the term of the Board of Directors' office
 - 3.3) Appointment of the Board of Directors' members;
 - 3.4) Determination of the maximum total compensation of the members of the Board of Directors;
- 4) Appointment of the Board of Statutory Auditors:
 - 4.1) Appointment of the three Acting Auditors and of the two Alternate Auditors;
 - 4.2) Determination of the compensation of the members of the Board of Statutory Auditors;
- 5) Proposal for authorisation for the acquisition and disposal of treasury shares; relevant and consequent resolutions

Entitlement to participate and representation in the meeting

- pursuant to art. 83-sexies, Consolidated Law on Finance, the **entitlement to participate and vote** in the Meeting is certified by a communication to the Company made by the broker in favour of the interested party with the right to vote, on the basis of evidence relating to the end of the accounting day of the seventh open market day previous to the date fixed for the Meeting (coinciding with 17 April 2019, “**the record date**”). Crediting and debiting entries made on accounts after this term are not relevant for the purpose of entitlement to vote in the Meeting; those who are holders of shares only subsequent to the aforementioned “record date” shall not, therefore, have the right to participate and vote in the Meeting; the communication shall be forwarded to the Company, in conformity with the applicable legislation, before the start of meeting procedures
- every legitimate subject may be represented in the meeting by means of a written **proxy** in accordance with legal provisions in force; for this purpose, the shareholder may use the proxy form available on the Company's website (www.emakgroup.it, “Investor Relations > Corporate governance> Assemblea dei soci”); the representative may, in lieu of the original, submit or transmit a copy of the proxy, also by computerized means, certifying under their own responsibility, upon accreditation for access to the meeting, the conformity of the proxy to the original and the identity of the delegant. The proxy may also be notified to the Company via e-mail to the certified e-mail address address: emak@legalmail.it.
- the Company has appointed Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., with registered office in Milan, as **Appointed Representative**, in accordance with article 135-undecies, to which written proxy on the proposals on the Agenda may be assigned, without expenses for the proxy grantor (save for delivery expenses), with voting instructions on all or some of the items on the Agenda. The proxy must be granted by signing with handwritten signature or electronic signature or digital signature, in accordance with Italian regulations in force, the specific form available, with the relevant information for the compilation and transmission, on the Company's website(www.emakgroup.it, “Investor Relations > Corporate governance> Assemblea dei soci”) or at the registered office and must be received in original by the end of the second day of open market prior to the date set for the meeting (26 April 2019) together with a copy of an identity document of the Delegating Member with current validity or, if the Delegating Member is a legal person, of

the pro tempore legal representative or of another person with appropriate powers, together with documentation suitable to certify their qualifications and powers Spafid S.p.A. i) for proxies with an autograph signature: by hand delivery during office hours (from 9:00 to 17:00) or by courier or registered letter with acknowledgment of receipt (Foro Buonaparte 10, 20121 Milano, Rif. "Proxy AGM Emak 2019") ii) for proxy with a qualified electronic signature or digital signature: by certified e-mail to assemblee@pec.spafid.it. The proxy has no effect with regard to the proposals for which no voting instructions have been given

- **no procedures for participation in the meeting with the use of telecommunication means, nor for voting by correspondence or with electronic means are foreseen**

Other Shareholders' rights

- Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice (that is, by 1/4/2019, since the day 31/3/2019 is a holiday), **integration of the list of items to discuss**, or put forward **resolution proposals on the items to be discussed, already on the agenda**, indicating in the request their identity, proving their entitlement and illustrating the subject of their proposals; the request must be sent within the above term, forwarded by registered post furnished with acknowledgement of receipt, or by e-mail to the certified e-mail address "emak@legalmail.it"; pursuant to art. 126-bis, TUF, a report on the items with regards to which discussion is proposed, or a report setting out the motivation for the further resolution proposals presented, must be submitted within the above term on the part of the same Shareholders and with the same procedures. It should be noted that integration of the of the agenda is not admissible for matters for which the General Meeting of Shareholders resolves, according to the law, further to a proposal of the Directors or on the basis of a project or of a report drawn up by them, different from those as per article 125-ter, paragraph 1, TUF; those with the right to vote may submit voting proposals individually in the meeting.
- Those with the right to vote, proving their entitlement, may put forward **requests on the items on the agenda** also before the meeting, by means of written submission of the queries before 27 April 2019, by registered post furnished with acknowledgement of receipt or by e-mail to the certified e-mail address "emak@legalmail.it"; replies will be given to the queries at the latest during the meeting, with the Company having the right to furnish a joint reply to questions of the same tenor.

Appointment of the members of the Board of Directors and of the Board of Statutory Auditors

- Pursuant to articles 12 and 19 of the Company's by-laws, the Directors and Auditors will be appointed by list vote. The lists of candidates may be presented by Shareholders who, alone or together with other Shareholders, represent at least 2.5% of the shares with voting rights at the ordinary shareholders' meeting, pursuant to Consob's executive resolution no. 13 of 24/01/2019. The lists must be filed at the Company's registered office by hand delivery, or sent by registered post, with acknowledgment of receipt to the address of the registered office, or sent by certified e-mail to the address emak@legalmail.it, within the 25th day prior to the date set for the meeting on first call, ie by 6.00 pm on 5 April 2019, together with the additional documentation required by current legislation and the by-laws..
- **Each shareholder** may submit or participate in the submission of only one list and vote only one list. **Each candidate** may appear on only one list under penalty of ineligibility
- **Together with each list**, within the terms indicated above, declarations must be filed in which the individual candidates accept the nomination and attest to the inexistence of causes of ineligibility and incompatibility and the existence of the requisites prescribed by current legislation and the by-laws for the assumption of the office, as well as the professional *curriculum vitae* containing an exhaustive information on their personal and professional characteristics, including, for the case of Candidate Auditors, as per art. 148-bis, T.U.F. and art. 2400, of the civil code, the attestation of compliance with the maximum number of administration and control positions held in other companies and the relative list. This list must be updated by the interested parties until the day the meeting is actually held.

The lists of Candidates must be accompanied by the declarations, when prescribed, about the possession of the independence requirements, provided for in articles 147-ter and 148, paragraph 3, of the T.U.F. Candidates for the position of director must possess the requisites of integrity required by current legislation. Candidates for the office of statutory auditor must possess the requisites of integrity and professionalism required by the Decree of the Ministry of Justice n. 162 of 30 March 2000 and must comply with the limits on the number of positions set by current legislation.

- Articoli Articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, Legislative Decree 58/98 (TUF) provide that the renewal of the Board of Directors and the Board of Statutory Auditors must take place in compliance with the **discipline of balance between genders** as for the law 12 July 2011, n. 120.

According to the aforementioned law, the least represented gender is reserved for at least one third of the directors and auditors elected. Therefore it is prescribed that:

- Shareholders intending to present a list for the renewal of the Board of Directors, with a number of candidates equal to or greater than three, include in the same a number of candidates belonging to the less represented gender equal to at least one third of the candidates (with rounding off to higher unit);
 - Shareholders intending to present a list for the renewal of the Board of Statutory Auditors, with a number of candidates equal to or greater than three, include in the acting statutory auditors section a candidate belonging to the less represented gender, as well as in the section of alternate auditors, if two candidates appear, one for each gender.
- The lists must be accompanied by information relating to the identity of the Shareholders who present them, with an indication of the total percentage of shares held. It should be noted that the ownership of the **minimum shareholding required for the presentation of the lists** is determined with regard to the shares that are registered in favour of the Shareholder on the day on which the lists are filed with the Company. The relative certification may be produced to the Company even after the list has been filed, provided, in any case, by 6.00 pm of 9 April 2019.
 - The **minority lists** for the appointment of the Board of Directors and for the appointment of the Board of Statutory Auditors must be accompanied by the declaration certifying the absence of connection relationships as qualified by art. 144-quinquies of the Issuers Regulation, adopted with Consob resolution no. 11971 dated 14/5/1999 (hereinafter the "Consob Issuers Regulation"). The minority lists relating to the appointment of the Board of Statutory Auditors are subject to art. 144-sexies, paragraph 4, lett. b) of the Consob Issuers Regulation. For the purposes of the preparation of the minority lists, the Shareholders are invited to take into account the recommendations made by Consob with regard to the relationships
 - For the sole election of the Board of Statutory Auditors, note that **in case that only one list has been filed by April 5, 2019**, or more than one list, neither of which has qualified as a "minority list" pursuant to the law (see above), minority lists may be presented in the aforementioned forms up to eighteen o'clock on 8 April 2019. In this case, the minimum percentage of participation in the share capital for the presentation of lists of candidates for auditors is reduced to 1.25%.
 - The **lists** will be made **available to the public** at the registered office, on the company's website ("www.emakgroup.it, Investor Relations> Corporate governance> Assemblea dei soci"), as well as at the authorized storage mechanism "eMarket Storage", Available on the website www.emarketstorage.com, by 9 April 2019.
 - Shareholders intending to present a list are invited to consult the reports prepared by the Board of Directors in relation to points 3) and 4) of the agenda and to contact the Company's **Investor Relations Office** in advance (Andrea La Fata, tel. 0522-956332, andrea.lafata@emak.it) to which requests for information may be addressed.

Documentation

- The **documents that will be submitted to the Meeting**, including the financial statements of the Company, the consolidated financial statements, all the relative reports, as well as the full texts of resolution proposals and illustrative reports on the items on the agenda, the proxy forms and anything else prescribed, shall be made available to the public by 29 March 2019, at the registered office, on the Company's website "www.emakgroup.it", "Investor Relations > Corporate governance> Assemblea dei soci", as well as at the "eMarket Storage" authorized storage system, available at www.emarketstorage.com. With the same means, the reports of the Board of Directors regarding items 3) and 4) of the agenda are published today.
- **The Company's by-laws and the general meeting regulations** can be obtained at the registered office and on the Company's website www.emakgroup.it, "Investor Relations > Corporate governance> Assemblea dei soci".
- The Shareholders have the right to examine and obtain a copy of all the available documentation also directly at the Company.

Share capital and voting rights

- The nominal **share capital** of euro 42,623,057.10 is divided into 163,934,835 shares of a nominal unit value of 0.26 euro, each of which has the right to a vote. At the date of this notice, the company holds 397,233 treasury shares for which, in accordance with the law, the voting right is suspended. There are no forms of multiple voting shares or shares with increased voting rights

This notice is published, in accordance with art. 125-*bis*, Leg. Dec. 58/98, as well as with art. 7 of the articles of association, on the Company's website www.emakgroup.it, "Investor Relations > Corporate governance> Assemblea dei soci, and for extract on the newspaper MF – Milano Finanza. It is also made available to the public on the authorized storage system "eMarket STORAGE" (available at www.emarketstorage.com) and through the other procedures established by applicable regulations.

Bagnolo in Piano (RE), 21 March 2019

On behalf of the Board of Directors
The Chairman – Fausto Bellamico

Fine Comunicato n.0115-10

Numero di Pagine: 6