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Informazione Regolamentata n. 0868-58-2019	Data/Ora Ricezione 30 Aprile 2019 08:54:06	MTA - Star
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Societa' : SERVIZI ITALIA S.P.A.
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Regolamentata
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Data/Ora Ricezione : 30 Aprile 2019 08:54:06
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Diffusione presunta
Oggetto : Calling of Ordinary and Extraordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.



CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Those entitled to attend the Shareholders' meeting of Servizi Italia S.p.A. (the "**Company**") and to exercise the right to vote are called to an ordinary and extraordinary Shareholders' Meeting convened at the registered offices in Via San Pietro 59/b, 43019 Castellina di Soragna (PR), in first calling on **30 May 2019 at 10.30 a.m.** and, if necessary, in second calling on 31 May 2019, same time and place, to discuss and resolve on the following **agenda**:

ORDINARY PART

1. Separate financial statements as at 31 December 2018; Directors' report; Board of Statutory Auditors Report and Independent Auditors' Report; allocation of the profit for the year; related and consequent resolutions; presentation of the consolidated financial statements as at 31 December 2018.
2. Remuneration policy as per article 123-ter of Italian Legislative Decree No. 58 of 24 February 1998; related and consequent resolutions.
3. Authorisation to purchase and to avail of treasury shares and accomplishment of transactions on the same, subject to revocation of the previous resolution, with regard to the unused portion; related and consequent resolutions.

EXTRAORDINARY PART

1. Proposal to amend articles 2, 13, 15 and 20 of the Company's Articles of Association; related and consequent resolutions.

SHARE CAPITAL AND RIGHT TO VOTE

The Company's share capital is equal to Euro 31,809,451.00, divided up into 31,809,451 ordinary shares with a par value of Euro 1 each. Each share assigns the right to one vote. As at 29 April 2019, the Company holds 503,431 treasury shares, in relation to which – pursuant to the law – the voting right is suspended. This number could vary in the period between today's date and that of the shareholders' meeting. Any change in the treasury shares shall be communicated when the business of said meeting commences. The information on the composition of the share capital is available on the website www.si-servizitalia.com (Corporate Governance>2019 Shareholders' Meeting).

ENTITLED TO ATTEND THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies of Italian Legislative Decree No. 58/98 as amended (the "**Consolidated Finance Act**" or "**CFA**") and Article 13 of the Articles of Association, shareholders are entitled to attend if they have the right to vote and the Company has received the communication from the appointed intermediaries, bearing witness to their ownership of voting rights on the shares on the basis of its accounting records relating to the end of the accounting day of **21 May 2019 (record date)**, corresponding to the seventh open market day prior to the date fixed for the meeting in first calling. Those becoming owners of shares only after the record date will not be entitled to participate and vote during the meeting.

The Company shall receive the intermediary's communication by the end of the third open market day prior to the date set for the first call of the Shareholders' Meeting (i.e. by 27 May 2019); however, the right to attend and vote will remain in place if the communications made by the intermediary will be received by the Company after said term, provided that it is before the beginning of the single call of the meeting.

PROXY VOTING

Pursuant to Article 13.2 of the Articles of Association, each subject with the right to vote who has the right to participate in the meeting, may arrange for themselves to be represented by others via written proxy, in compliance with and within the limits of the matters laid down by law. The proxy may be granted also electronically or by means of an IT document signed in electronic form as per Article 20, paragraph 1-*bis* of Italian Legislative Decree No. 82 dated 7 March 2005, in accordance with current legislation.

A proxy form is available at the registered offices and on the Company website www.si-servizitalia.com (Corporate Governance>2018 Shareholders' Meeting), as well as care of the qualified intermediaries; the proxy can be sent to the Company by means of forwarding, via certified e-mail, to the following address si-servizitalia@postacert.cedacri.it, together with the communication issued by the appointed intermediaries in compliance with its accounting records.

Any prior notification does not excuse the proxy, at the time of accreditation for accessing the meeting, from the obligation to certify the compliance with the original of the copy notified and the identity of the delegating party. The Company's Articles of Association do not envisage voting procedures by mail or using electronic means.

Pursuant to Article 11.6 of the Articles of Association, the Company does not designate a party to which the shareholders can grant a proxy with voting instructions for participation in general meetings in pursuance of Article 135-*undecies* of the CFA.

RIGHT TO ASK QUESTIONS ON THE BUSINESS PLACED ON THE AGENDA

Pursuant to Article 127-*ter* of the CFA, those who have the right to vote can ask questions on the business placed on the agenda, also before the meeting, by submitting them to the Company by the deadline of 27 May 2019, by means of registered letter sent to the Company's registered offices, or via certified e-mail to the e-mail address si-servizitalia@postacert.cedacri.it. For exercising this right, the Company shall receive a specific communication issued by the intermediaries care of which the shares are deposited. The questions regularly submitted by 27 May 2019 shall be answered at the latest during the meeting, with the faculty of the Company to provide a single answer to questions with the same content. The answer by paper means provided to each of those entitled to vote at the beginning of the meeting is considered to be provided in the meeting.

SUPPLEMENTING OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-*bis* of the CFA, the Shareholders, which, also jointly, represent at least a fortieth of the Company's share capital, can request, within ten days of the publication of the notice of calling for the meeting (or by 10 May 2019), the integration of the list of business to be discussed, indicating the additional matters they propose in the request, or present new resolution proposals on the business already on the agenda. The request to add to the list of business to be discussed is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or a report prepared by them, other than the one envisaged by art. 125-*ter*, first paragraph, of the CFA. The requests must be presented in writing, forwarded via registered letter with acknowledgment of receipt, to the Company's registered offices, or by means of notification to the certified e-mail address si-servizitalia@postacert.cedacri.it and accompanied by a specific communication issued by the intermediaries care of which the shares owned by the Shareholders are deposited. The Shareholders who request the integration of the agenda must draw up a report which discloses the reason for the resolution proposals on the new business whose discussion they propose, or the reason relating to the additional resolution proposals presented on the business already on the agenda. The report must be delivered to the administrative body by the deadline for submitting the integration request. Disclosure shall be made of any

integration of the list of business which the meeting shall have to deal with or the presentation of additional resolution proposals on the matters already on the agenda, in the prescribed forms for the publication of this notice of calling, at least fifteen days before the date fixed for the meeting in first call. At the same time, the administrative body will make the report prepared by the Shareholders available to the public at the registered office, on the Company's website and on the authorized storage mechanism eMarket Storage at www.emarkestorage.com, accompanied by their own assessments. Please note that the person with the right to vote may individually present proposals of resolutions in the Shareholders' Meeting.

DOCUMENTATION

The illustrative report of the Board of Directors on the points on the agenda, drawn up pursuant to art. 125-ter of the CFA (including, among other things, the resolution proposals on the items on the agenda), is made available to the public today at the registered offices of the Company, on the website www.si-servizitalia.com, in the Corporate Governance section> 2019 Shareholders' Meeting, as well as on the authorized storage mechanism eMarket Storage at www.emarkestorage.com.

As of today, the Annual Financial Report at 31 December 2018, the Reports of the Board of Statutory Auditors and of the Independent Auditors, the annual Report on Corporate Governance and Ownership Structure, the Remuneration Report prepared pursuant to art. 123-ter of the CFA, the Consolidated Non-financial Statement pursuant to Legislative Decree no. 254/16 and the relative report of the Independent Auditors will be made available to the public at the Company's registered offices, published on the Company website www.si-servizitalia.com, in the section Corporate Governance>2019 Shareholders' Meeting, as well as on the authorized storage mechanism eMarket Storage at www.emarkestorage.com.

The remaining documentation useful for the meeting shall be published by the deadlines provided by law. The shareholders have the faculty to obtain a copy of the deposited documentation at their own expense.

It should furthermore be recalled that, pursuant to Article 125-*quater* of the CFA, the Company's website www.si-servizitalia.com (Corporate Governance>2019 Shareholders' Meeting) provides the following documents or information: (i) documents which will be submitted to the meeting; (ii) the form the Shareholders can use for voting by proxy and the relevant instructions; (iii) information on the amount of Company's share capital with indication of number and categories of shares which it is divided up into.

REQUEST FOR INFORMATION

With regard to any additional information relating to the Shareholders' meeting, and in particular the formalities for exercising the rights, it is possible to consult the Company's website www.si-servizitalia.com, in the section Corporate Governance>2019 Shareholders' Meeting or to write to the Corporate Affairs office at the following certified e-mail address si-servizitalia@postacert.cedacri.it.

This notice of calling is published as of today's date, pursuant to Article 125-*bis* of the CFA and pursuant to article 11 of the Articles of Association, on the Company's website www.si-servizitalia.com (Corporate Governance>2019 Shareholders' Meeting) and is available on the authorised storage mechanism eMarket Storage at www.emarkestorage.com and, in extract form, in the newspaper Italia Oggi of 30 April 2019.

The Shareholders are kindly requested to present themselves at least half an hour before the beginning of the meeting's business for the purpose of facilitating the registration procedures.

Castellina di Soragna, Parma, 30 April 2019.

*The Chairman of the Board of Directors
Signed Roberto Olivi*

Fine Comunicato n.0868-58

Numero di Pagine: 5