



## NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Persons entitled with voting rights are hereby convened, on a single call, in an extraordinary Shareholders' Meeting on **8 August 2019**, at 9.00 a.m., in Ozzano dell'Emilia (BO), Via Emilia n. 237, to discuss and deliberate the following:

### AGENDA

*Approval of the plan for the merger by incorporation of GIMA TT S.p.A. into I.M.A. Industria Macchine Automatiche S.p.A.; relevant and consequent resolutions.*

#### **Right to attend the Shareholders' Meeting**

Pursuant to Article 83-*sexies* of Italian Legislative Decree no. 58/1998, both individuals and legal entities which are entitled to voting right by the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting – i.e. by 29 July 2019, record date – and on behalf of which the Company has received, by the beginning of the work of the Shareholders' Meeting hereof, a notification made by an authorized intermediary certifying that such individuals and legal entities are entitled to participate in the Shareholders' Meeting and to exercise their voting rights, shall be entitled with the right to vote and to participate in the Shareholders' Meeting. Anyone whose shareholding has been recorded after the date above will not be entitled either to attend and to vote at the Shareholders' Meeting. The notification by the authorized intermediary shall be submitted to the Company by the end of the third trading day prior to the date of the Shareholders' Meeting, hence no later than 2 August 2019. The right to participate and to vote shall remain valid, should the notifications be received by the Company after the aforementioned deadline, as long as they are received by the start of the work of the Shareholders' Meeting.

#### **Proxy**

Notwithstanding any incompatibilities and within the limits set out under the applicable laws and regulations, Shareholders with voting rights are entitled to be represented at the Shareholders' Meeting by proxy in written form. For this purpose, Shareholders may use either the proxy form which may be found in the communication by the authorized intermediary or the proxy form available on the Company's website [www.gimatt.it](http://www.gimatt.it) (Investor Relations section). The proxy shall be either sent to the Company's registered office in Via Tolara di Sotto no. 121/A, Ozzano dell'Emilia (BO), to the attention of the Corporate Legal Affairs Department, or electronically notified by certified email to the address [gima.tt@legalmail.it](mailto:gima.tt@legalmail.it). Should the representative transmit or deliver to the Company, also electronically, a copy of the proxy, such representative shall declare, under its own responsibility, both the conformity of the copy to the original proxy form and the identity of the holder. No procedures for voting by correspondence or by electronic means are set out.

The proxy may be granted free of charge (save for delivery expenses), to Società per Azioni Fiduciarie Spafid S.p.A., with registered office in Milano, acting as Designated Representative on behalf of the Company, pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58/1998. The proxy shall include the voting instructions on the proposals concerning the items on the agenda. Spafid S.p.A. may be granted proxies solely in its capacity as Designated Representative of the Company. Any proxy shall be granted, by signing the specific proxy form available, together with the instruction for filling and sending, on the Company's website [www.gimatt.it](http://www.gimatt.it), in the Investor Relations section. The original proxy with the voting instructions must be received by the Designated Representative by the end of the second trading day before the date scheduled for the Shareholders' Meeting in single call, i.e. no later than 6 August 2019, 11:59 p.m., to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milano, ref. "Shareholder proxy GIMA TT 2019", through hand delivery during office hours (9:00 a.m. to 5:00 p.m.) or registered letter or express courier. Without prejudice for the sending of the original proxy together with the voting instruction, such documents may also be sent as an attachment to a certified e-mail message to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). The sending of the proxy, signed with digital signature, pursuant to the applicable laws and regulations, to the aforementioned certified e-mail address, shall meet the requirements of written form. Both proxy and voting instructions may be revoked within the second trading day before the date scheduled for the Shareholders' Meeting in single call, i.e. no later than 6 August 2019, 11:59 p.m. at the conditions set out above.

#### **Right to ask questions**

Pursuant to Article 127-*ter* of Italian Legislative Decree No. 58/1998, Shareholders may ask questions on items on the agenda before the Shareholders' Meeting. Such questions, together with the personal data of the requesting Shareholder and by the certification of the ownership of the shares, shall be submitted in written form – either by hand-delivery or by mail delivery to the Company's registered office in Via Tosarelli no. 184, Castenaso (BO), or by electronic notification to the certified email address [ima@legalmail.it](mailto:ima@legalmail.it) – and shall be received by the Company no later than 5 August 2019. The questions submitted by such deadline will be answered during the Shareholders' Meeting at the latest.

#### **Right to make additions to the agenda or to present new resolution proposals on items of the agenda**

Pursuant to Article 126-*bis* of Italian Legislative Decree No. 58/1998, Shareholders that, jointly or severally, hold at least 1/40 of the share capital may ask for additions to the list of the items on the Shareholders' Meeting agenda, either specifying in the request the additional subject-matters they propose or proposing new resolutions on any items already on the agenda, within ten (10) days as from the publication hereof, hence no later than 15 July 2019. Such questions, together with the personal data of the requesting Shareholder and by the certification of the ownership of the shares, shall be submitted in written form either by hand-delivery or by mail delivery to the Company's administrative office in Via Tosarelli no. 184, Castenaso (BO), or by electronic notification to the certified email address [ima@legalmail.it](mailto:ima@legalmail.it). Any addition to the agenda or proposal of any new resolutions on any items already on the agenda shall be disclosed pursuant to the same procedure applicable for the publication of the notice of call of the meeting, at least fifteen (15) days prior to the date scheduled for the Shareholders' Meeting.

Within such deadline, Shareholders requesting the addition to the agenda or proposing any new resolutions on items already on the agenda shall submit to the Company a report explaining either the reasons for the proposed resolutions on new items they are submitting for the discussion or the reasons for the additional resolution proposals on matters already on the agenda.

The report prepared by the requesting Shareholders will be made available to the public, in the same form prescribed for the documents relating to the Shareholders' Meeting and together with any additional evaluations by the board of directors, simultaneously to the publication of the notice of the additions to the agenda or the presentation of any new proposed resolution. Additions concerning matters to be resolved by the Shareholders' Meeting either upon sole proposal by the Board of Directors or according to a project or report by the Board of Directors, pursuant to the applicable laws and regulations, are not allowed.

#### **Information and documents**

The share capital of the Company is equal to Euro 20,415,200, fully paid-up, divided into 39,260,000 shares having a nominal value of 0.52 each. Each share shall entitle to express either one vote or two votes, pursuant to article 6 of the Company's by-laws with reference to loyalty shares, in case of verification of the requirements set out by the law and by article 6 of the Company's by-laws. As of the date of publication hereof, the total overall number of voting rights is equal to no. 62,643,032. As of the date hereof, the Company owns 107,000 treasury shares. Such information will be also made available on the Company's website [www.ima.it](http://www.ima.it), in the Investor Relations section, where the by-laws and the Shareholders' Meetings Regulations may also be consulted.

The documentation relating to the Shareholders' Meeting will be made available to the public, pursuant to the applicable laws and regulations, at the Company's registered office in Ozzano dell'Emilia (BO), Via Emilia 428-442. Shareholders are entitled to examine and obtain a copy of such documents. The documentation will be also made available on the Company's website [www.ima.it](http://www.ima.it), in the Investor Relations section, as well as on the website of the authorized central storage mechanism 1INFO ([www.1info.it](http://www.1info.it)).

Bologna, 8 July 2019

On behalf of the Board of Directors  
**The Chairman**  
**Dott. Sergio Marzo**