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Diffusione presunta
Oggetto : ITALIAONLINE: Notice of call of Special
meeting of saving shareholders on 2
October 2019

Testo del comunicato

Vedi allegato.



Registered office: Via del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori NordCasella
PEC: italiaonline@pec-italiaonline.it
Tax Reg.: 03970540963 Milan - Tax Code and VAT Number: 03970540963
Social security cap. euro 20,000,409.64 fully paid-up

NOTICE OF CALL OF THE SPECIAL MEETING OF SAVINGS SHAREHOLDERS

The savings shareholders (hereinafter also referred to as "Shareholders") are hereby called to a Special Meeting, in Via Del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori Nord, for 2 October 2019 at 5.00 p.m., (and in any case not before the end of the proceedings of the Extraordinary Shareholders' Meeting scheduled for the same date and place), in a single call, pursuant to Article 10, last paragraph, of the Articles of Association, to discuss and resolve upon the following

THE ORDER OF BUSINESS

1. Mandatory conversion of savings shares into ordinary shares. Amendment of Articles 5 and 6 of the Articles of Association. Related and subsequent resolutions.

Information on the share capital

The Company's fully paid-up capital of € 20,000,409.64 is divided into 114,761,225 ordinary shares and 6,803 savings shares, all of which have no par value.

Only savings shares (one vote per share) are entitled to vote at this Shareholders' Meeting.

Participation at the Shareholders' meeting

In accordance with the law and the Articles of Association, those who are Savings Shareholders at the end of the accounting day of the seventh trading day prior to the date set for this Shareholders' Meeting in a single call, i.e. 23 September 2019 (the so-called "*record date*"), for which the Company has received, within the legal terms, the appropriate communication issued by the authorized intermediary, will have the right to attend the Meeting. Those who become holders of the Savings Shares only after that date will not have the right to attend or vote at this Shareholders' Meeting.

Any person who has the right to vote at the Shareholders' Meeting may be represented by a written proxy in accordance with the law.

For this purpose, the proxy form available at the registered office of the Company and on the Company's website www.italiaonline.it, section "*Governance/Shareholder Area*" may be used.

The proxy, duly completed, may be sent to the Company by ordinary mail to the following address: Computershare S.p.A., Via Nizza 262/73, 10126, Turin, or by fax to +390110923202, or by electronic notification to the certified e-mail address italiaonline@pecserviziotoli.it.

It should be noted that the sending and/or prior notification of a copy of the proxy does not exempt the proxy, when accrediting the proceedings of the shareholders' meeting, from the obligation to certify the conformity of the notified copy to the original, as well as the identity of the delegating party.

Pursuant to the provisions of Article 135-undecies of Legislative Decree no. 58/1998 ("TUF") - for the Shareholders' Meeting referred to in this notice - Computershare S.p.A. has been appointed, with offices in Turin, via Nizza 262/73, as Appointed Representative, i.e. the person to whom the holders of voting rights may grant a proxy, free of charge, on all or some of the proposals on the agenda, giving specific voting instructions. The proxy form for the Appointed Representative for this Shareholders' Meeting will be available on the website www.italiaonline.it, in the section "*Governance/Shareholder Area*" and at the Company's registered office and secondary offices and must be sent to the Appointed Representative, duly completed, by the end of the second trading day prior to the date set for the meeting in a single call and, therefore, by 30 September 2019.

The above proxy to the Designated Representative, together with the voting instructions, must be received in its original form at the offices of Computershare S.p.A., via Nizza 262/73, 10126 Turin, or in an electronically reproduced copy (PDF) and sent to italiaonline@pecserviziotitoli.it provided that the proxy, even if a legal entity, uses its own certified e-mail address or, failing this, signs the electronic document with an advanced, qualified or digital electronic signature, or by fax at +390110923202. The proxy and voting instructions to the Appointed Representative may be revoked by the same deadline of 30 September 2019 with the same methods used for the conferment. The proxy issued to Computershare S.p.A. will not have effect with regard to proposals for which no specific voting instructions have been given.

It should be noted that the Articles of Association do not provide for voting procedures by correspondence or by electronic means.

Integration of the agenda and presentation of new proposals for resolutions

Shareholders who, either individually or jointly, represent at least one-fortieth of the share capital represented by savings shares may request, within ten days of the publication of this notice, the addition of the list of items to be discussed at this Shareholders' Meeting, indicating in their request the additional items proposed or submit proposals for resolutions on items already on the agenda.

Applications must be submitted in writing, including by correspondence, to the Company's registered office at Via del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori Nord - Corporate Affairs, or to the certified e-mail address _assembleaitaliaonline@pec-italiaonline.it, together with suitable documentation attesting to the ownership of the above-mentioned shareholding at the date of the request and the references of the communication issued by the depositary intermediary and sent to the Company at the certified e-mail address italiaonline@pecserviziotitoli.it.

The person who has the right to vote may individually submit proposals for resolutions to the Shareholders' Meeting.

The Company shall not give notice of any additions to the agenda received or the submission of further proposals for resolutions on items already on the agenda, in the same form as that prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting. Further proposals for resolutions on matters already on the agenda shall be made available to the public in accordance with the procedures laid down by law, at the same time as the publication of the notice of submission.

Shareholders who request additions to the list of items to be discussed or submit proposals for resolutions on items already on the agenda must prepare a report containing the reasons for the proposals for resolutions on the new items they propose to discuss at this Shareholders' Meeting or the reasons for the further proposals for resolutions submitted on items already on the agenda.

This report must be sent to the Board of Directors within the deadline for submitting the request for integration. The report will be made available to the public, accompanied by any evaluations of the Board of Directors, at the same time as the publication of the news of the integration of the agenda or the presentation of further proposals for resolution in accordance with the procedures of law.

It should be noted that the integration of the matters to be discussed is not permitted for those matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or the Common Representative of the Savings Shareholders or on the basis of a project or a Report prepared by the Directors or the Common Representative of the Savings Shareholders.

Right to put questions on the subject on the agenda

Pursuant to art. 127-ter of Legislative Decree no. 58/1998, those who have the right to vote may put questions on the item on the agenda even before the Shareholders' Meeting, sending them to the Company at the latest three days before the date of this Shareholders' Meeting, i.e. by 29 September 2019 by fax to the following no. +390116948178, +390229047033 or to the certified e-mail address assembleaitaliaonline@pec-italiaonline.it, or by registered mail with return receipt to Italiaonline S.p.A. - Via del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori Nord - Corporate Affairs.

Those who attest to the ownership of the shares as of 23 September 2019 (*record date*) are entitled to a reply. To this end, a communication must be produced by the intermediary depository, even after the application, effective until that date, addressed to italiaonline@pecserviziotitoli.it, certifying the ownership of the shares by the applicant himself. If the Shareholder has requested a notice of entitlement from its depository intermediary to attend the Shareholders' Meeting, it will be sufficient to include in the request the references of any such notice issued by the intermediary or, at least, the name of the intermediary itself.

Questions received before the Shareholders' Meeting will be answered at the latest during the meeting, with the right for the Company to provide a single answer to questions having the same content.

Right of withdrawal

The proposed resolution referred to in the only item on the agenda concerns the compulsory conversion of savings shares into ordinary shares. This conversion, if approved, will affect the participation and voting rights of the savings shareholders and will therefore legitimise the exercise of the right of withdrawal by the Company's savings shareholders who have not taken part in the adoption of the relevant resolution.

Therefore, these shareholders may exercise their right of withdrawal within fifteen days from the date of registration of the resolution of the Shareholders' Meeting in the Company Register; this date will be announced by means of a notice published on the Company's website and in accordance with the other procedures provided for by current legislation.

In this regard, it should be noted that the liquidation value of the savings shares in relation to which the right of withdrawal should be exercised by the shareholders of this category has been determined in Euro 498,00 for each savings share. The liquidation value of the shares was calculated in accordance with the provisions of Article 2437-ter, paragraph 3, of the Italian Civil Code, making exclusive reference to the arithmetic average of the closing prices in the six months preceding the date of publication of this notice of call.

More details on the terms and conditions of withdrawal will be made available to the public, including on the Company's website at www.italiaonline.it, within the terms and according to the procedures of law.

Documentation

The Report of the Common Representative of the Savings Shareholders on the only item on the agenda of this Shareholders' Meeting will be deposited - available to the public - at the registered office of the Company, on the website of Borsa Italiana S.p.A. at the address www.borsaitaliana.it, at the centralized storage mechanism, called "eMarketStorage", authorised by CONSOB with resolution no. 19879 of 15 February 2017, - available at www.emarketstorage.com and managed by Spafid Connect S.p.A., as well as on the website www.italiaonline.it, section "*Governance/Shareholder Area*" in accordance with the timescales and deadlines required by law, i.e. on the day of publication of this notice. The Board of Directors' evaluations, if any, of the resolution proposals of the Common Representative will be made available to the public at the Company's registered office, on the website of Borsa Italiana S.p.A. at the address www.borsaitaliana.it, at the centralized storage mechanism mentioned above, and on the Company's website www.italiaonline.it, section "*Governance/Shareholder Area*"

Shareholders have the right to obtain a copy of the above documentation on request to the Corporate Affairs Office (fax no. +390116948178; +390229047033; e-mail: assembleaitaliaonline@pec-italiaonline.it; ufficio.societario@italiaonline.it). This notice will also be available on the Company's website at: www.italiaonline.it, section "*Governance/Shareholder Area*"

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The minutes of the Shareholders' Meeting referred to in this notice will be made available to the public within the terms of the law, by November 2, 2019.

Assago (MI), 26 July 2019

For the Board of Directors
The Chief Executive Officer
(Roberto Giacchi)

Fine Comunicato n.0673-110

Numero di Pagine: 6