



# SPAFID CONNECT

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Oggetto : The BoD calls the Ordinary Shareholders'  
Meeting and resolves to adapt the Articles  
of Association

*Testo del comunicato*

Vedi allegato.

## **Servizi Italia: The Board of Directors calls the Ordinary Shareholders' Meeting and resolves to adapt the Articles of Association**

*Castellina di Soragna (PR), Italy, 5 March 2020*

Servizi Italia S.p.A. announced today that the Board of Directors has resolved to call the Ordinary Shareholders' Meeting at the Company's registered office, Via San Pietro 59/b, 43019 Castellina di Soragna (PR), on first call on **28 April 2020 at 10:30 a.m.** and, if necessary, on second call on 29 April 2020, at the same place and time, to discuss and resolve on the following **agenda**:

1. Separate Financial Statements as at 31 December 2019; Directors' Report; Board of Statutory Auditors and Independent Auditors' Reports; allocation of profit for the year related and consequent resolutions; presentation of the Consolidated Financial Statements as at 31 December 2019.
2. Remuneration policy pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998; Report on remuneration policy and remuneration paid pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998; related and consequent resolutions.
3. Authorization to purchase and avail treasury shares and accomplishment of transactions on the same, subject to revocation of the previous resolution, regarding the unused portion; related and consequent resolutions.
4. Integration of the Board of Directors through the appointment of a Director; determination of the term of office; related and consequent resolutions.
5. Appointment of the Board of Statutory Auditors for the years 2020-2021-2022; determination of the remuneration of the members of the Board of Statutory Auditors; related and consequent resolutions.

For what concerns the proposal for the renewal of the Shareholders' Meeting authorization to purchase and avail treasury shares, subject to the revocation of the resolution adopted by the Shareholders' Meeting on 30 May 2019 for any unused portion, please note that reasons for requesting the authorization are detailed in the aforementioned Explanatory Report as per Art. 125-ter of the CFA, which will be made available to the public, together with the notice of calling of the Shareholders' Meeting, by 6 March 2020, at Company's registered office, on website [www.servizitaliagroup.com](http://www.servizitaliagroup.com) and on eMarket Storage authorized storage system [www.emarkestorage.com](http://www.emarkestorage.com).

The proposal provides that: the maximum number of shares that may be purchased (taking into account the shares already held by the Company from time to time) is equal to 6,361,890 ordinary shares with a

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nominal value of Euro 1.00 each, corresponding to the fifth part of Company's share capital; the purchase authorization is valid for 18 months, while the duration of the authorization to avail them is unlimited in time; the purchase transactions may be carried out in accordance with procedures and terms to be determined from time to time by the Board of Directors in compliance with art. 5 of the EU Reg. no. 596/2014, art. 132 of the TUF, art. 144-bis of the Regulation adopted by Consob resolution no. 11971/99, accepted market practices and/or the guidelines of the Supervisory Authority (so as to benefit, where appropriate, from the protection provided by EU Regulation no. 596/2014 or accepted market practices), in any case so as to ensure equal treatment among Shareholders; the unit purchase price of the shares may not be 20% higher or lower than the weighted average official share price recorded by Borsa Italiana in the 3 days prior to the purchase or announcement of the transaction, depending on the technical methods used. Please note that as of today, the Company holds 1,091,528 treasury shares equal to 3.43% of the share capital. On the other hand, the Company does not hold its own shares through subsidiaries, fiduciary companies or third parties.

**PUBLICATION OF DOCUMENTATION**

The notice of calling of the Ordinary Shareholders' Meeting is going to be published on 6 March 2020 on the website [www.servizitaliagroup.com](http://www.servizitaliagroup.com) and on the eMarket Storage authorized storage system [www.emarkestorage.com](http://www.emarkestorage.com), as well as on the daily newspaper Italia Oggi.

The Explanatory Report of the Board of Directors drafted pursuant to Article 125-ter of the CFA (including, *inter alia*, the proposed resolutions on the second and third items on the agenda), will be made available to the public on 6 March 2020 at Company's registered office, published on the website [www.servizitaliagroup.com](http://www.servizitaliagroup.com) (Corporate Governance > Shareholders' Meeting > 2020), as well as on the eMarket Storage authorized storage system [www.emarkestorage.com](http://www.emarkestorage.com).

The following documentation will be also made available to the public in the same way described above:

(i) by 30 March 2020: The Annual Financial Report as at 31 December 2019 (including, *inter alia*, the Separate Financial Statements as at 31 December 2019, the Report on Operations of the Board of Directors and the proposed resolution about the first item on the agenda), the Reports of the Board of Statutory Auditors and the Independent Auditors, the Consolidated Non-Financial Statement pursuant to Legislative Decree no. 254/16, the Annual Report on corporate governance and ownership structure and the Report on remuneration policy and remuneration paid drafted pursuant to Article 123-ter of the CFA;

(ii) by 7 April 2020: the lists submitted for the renewal of the Board of Statutory Auditors.

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The remaining useful documentation for the Shareholders' Meeting will be published within the terms and in the manner required by law and regulations.

**OTHER RESOLUTIONS OF THE BOARD OF DIRECTORS**

**Amendments to the articles of association**

As of today, the Board of Director, respecting what stated in art. 2365, paragraph 2 of the Italian Civil Code and art. 17 of current Articles of Association, has also resolved to adapt articles 15 and 20 of the Articles of Association to the provisions of Law no. 160 of 27 December 2019, which amended the criteria relating to gender balance in the boards of directors and statutory auditors of listed companies and that will apply for six consecutive terms starting from the first renewal of the boards of directors and statutory auditors after 1 January 2020.

The minutes relating to the amendment of the Articles of Association and the updated Articles of Association, will be made available to the public in the manner and within the time limits provided by current legislation and regulations. The amendments to the Articles of Association approved by the Board of Directors will become effective upon registration in the Companies Register, in compliance with the provisions of Article 2436 of the Italian Civil Code.

**Appointment of the Director in charge of the internal control and risk management system**

Finally, today the Board of Directors appointed Roberto Olivi as interim Director in charge of the internal control and risk management system. This position was previously held by the resigning CEO.

*This press release is disclosed using eMarket SDIR system and it is now available on Company's website ([www.servizitaliagroup.com](http://www.servizitaliagroup.com)) as well as on eMarket STORAGE system ([www.emarketstorage.com](http://www.emarketstorage.com)).*

**Servizi Italia S.p.A.**, a company based in Castellina di Soragna (PR) and listed on the STAR segment of the MTA of Borsa Italiana S.p.A., has been a leader in Italy in the field of integrated rental, washing and sterilization services for textile materials and medical devices in the healthcare sector for over thirty years. The company, which together with its Italian and foreign subsidiaries forms the Servizi Italia Group, has also expanded its services to the industrial, community and hotel sectors. The Group has a highly technological production platform, articulated in over 50 production plants in 7 countries and counts about 3,700 employees and collaborators: these are the numbers with which Servizi Italia contributes daily to the health and safety of professionals, patients and workers, respecting ethics and the environment in which it operates.

**For further information:**

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