



SPAFID

CONNECT

Informazione Regolamentata n. 0868-29-2020	Data/Ora Ricezione 06 Marzo 2020 09:14:39	MTA - Star
--	---	------------

Societa' : SERVIZI ITALIA S.P.A.
Identificativo : 128365
Informazione
Regolamentata
Nome utilizzatore : SERVIZITAN03 - Manti
Tipologia : REGEM
Data/Ora Ricezione : 06 Marzo 2020 09:14:39
Data/Ora Inizio : 06 Marzo 2020 09:14:40
Diffusione presunta
Oggetto : Calling of the Ordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato.

CALLING OF THE ORDINARY 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 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 to perform transactions on them, subject to revocation of the previous resolution, with regard to 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.

SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital amounts to Euro 31,809,451.00 divided into 31,809,451 ordinary shares with a nominal value of Euro 1 each. Each share confers the right to one vote. As at 5 March 2020, the Company held 1,091,528 treasury shares, for which, in accordance with the law, voting rights are suspended. This number could vary in the period between today and the date of the Shareholders' Meeting. Any change in treasury shares will be communicated at the beginning of the Shareholders' Meeting. Information on the composition of the share capital is available on the website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2020).

ENTITLED TO ATTEND THE SHAREHOLDERS' MEETING

Pursuant to Article 83-*sexies* of Legislative Decree 58/98 as amended ("**CFA**") and Article 13 of the Articles of Association, the Shareholders who have the right to vote and for whom the Company has received notification from the intermediaries in charge, certifying ownership of voting rights on the shares based on their accounting records at the end of the accounting day of **17 April 2020 (record date)**, corresponding to the seventh trading day prior to the date set for the Shareholders' Meeting in first call, are entitled to attend the Shareholders' Meeting. Those who become owners of the shares only after the record date will not be entitled to attend and vote at the Shareholders' Meeting.



The intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (i.e. by 23 April 2020); however, the right to participate and vote shall remain unaffected if the communications made by the intermediary are received by the Company after that deadline, provided that they are received by the start of the Shareholders' Meeting on the single call.

VOTING BY PROXY

Pursuant to art. 13.2 of the Articles of Association, any person with the right to vote who is entitled to attend the Shareholders' Meeting may be represented at the Shareholders' Meeting by others by written proxy, in accordance with and within the limits of the law. The proxy may also be conferred by electronic means or by means of a signed electronic document, in compliance with the regulations in force.

A proxy form is available at Company's registered office and on Company's website (Corporate Governance > Shareholders' Meeting > 2020), as well as at authorized intermediaries; the proxy may be notified to the Company by sending a certified e-mail to the address si-servizitalia@postacert.cedacri.it, together with the communication issued by the appointed intermediaries in accordance with their accounting records, or also by registered letter with acknowledgement of receipt sent to Company's registered office.

Any prior notification does not exempt the delegate, at the time of accreditation for access to the meeting proceedings, from the obligation to certify the conformity of the notified copy to the original and the identity of the delegating party. The Articles of Association do not provide for voting procedures by correspondence or electronic means.

Pursuant to art. 11.6 of the Articles of Association, the Company does not designate a person to whom Shareholders may grant a proxy with voting instructions for participation in the Shareholders' Meeting pursuant to art. 135-*undecies* of the CFA.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Pursuant to art. 127-*ter* of the CFA, people entitled to vote may ask questions on the items on the agenda, even before the Shareholders' Meeting, by sending them to the Company by the deadline of 21 April 2020, by registered letter addressed to the registered office of the Company, or by certified e-mail to si-servizitalia@postacert.cedacri.it. In order to exercise this right, the Company must receive the appropriate communication issued by the intermediaries who are the curators of the shares. Questions duly received by 21 April 2020 will be answered at the latest during the Shareholders' Meeting, with the right of the Company to provide a single answer to questions having the same content. The answer in paper format made available to each of the persons entitled to vote at the beginning of the meeting shall be deemed to have been provided during the Shareholders' 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.

INTEGRATION OF THE BOARD OF DIRECTORS THROUGH THE APPOINTMENT OF A DIRECTOR

With reference to the fourth item on the agenda, it should be noted that the list voting mechanism will not be applied and the Shareholders' Meeting called to integrate the Board of Directors pursuant to art. 2386 of the Italian Civil Code and pursuant to art. 15.6 of the Articles of Association will resolve with the majorities required by law, in compliance with the criteria for the composition of the Board of Directors provided for by law, including regulations, in force from time to time and by art. 15 of the Articles of Association, respecting where possible the principles provided for in art. 15.5 of the Articles of Association and the principle of minority representation.

It is here reminded that Article 15.5 of the Article of Association provides that, should a Director cease to be a Director during the year, the replacement shall be identified from among the candidates belonging to the same list as the outgoing Director, taking care to ensure the presence on the Board of Directors of the necessary number of independent members provided for by the regulations in force from time to time and of members belonging to the less represented gender in compliance with Article 15.1 of the Article of Association. If for any reason there are no names available and eligible, the replacement will be identified without restriction in the choice and taking care to ensure the presence on the Board of Directors of the necessary number of Directors belonging to the less represented gender and independent Directors.

It should be noted that, in compliance with Article 15.1 of the Articles of Association and the regulations, including those applicable to date, within the current Board of Directors of the Company there must be (i) at least three Directors meeting the independence requirements set forth in Articles 147-ter, paragraph 4 and 148, paragraph 3 of the CFA, and (ii) at least four Directors belonging to the less represented gender (since the regulatory changes introduced by Law no. 160 of 27 December 2019 will apply to the Board of Directors of the Company as from the subsequent renewal of this body).

Without prejudice to the fact that candidacies may also be presented during the Shareholders' Meeting, in order to facilitate the proceedings of the Shareholders' Meeting, Shareholders are invited to submit



their proposals for candidacy for the position of Director, accompanied by candidates' names, to the Company's registered office well in advance: (i) information relating to the identity of the Shareholders presenting the candidature, with an indication of the percentage of the total shareholding held, as proven by suitable documentation issued by an intermediary authorised by law; (ii) declarations in which each candidate accepts the candidature and certifies, under his/her own responsibility, that there are no grounds for ineligibility and incompatibility provided for by law, as well as the existence of the requisites prescribed by law and the Articles of Association for the office of Director; and (iii) the curriculum vitae of each candidate containing exhaustive information regarding his or her personal and professional characteristics, indicating the positions of administration and control held in other companies and whether he or she is eligible to qualify as an independent Director pursuant to Articles 147-ter, paragraph 4 and 148, paragraph 3 of the CFA and, if applicable, art. 3 of the Corporate Governance Code for Listed Companies.

Applications must be submitted to the registered office of the Company or send by certified e-mail to si-servizitalia@postacert.cedacri.it.

Shareholders who are willing to submit nominations are recommended to also prepare and file a proposal for a resolution on the fourth item on the agenda of the Shareholders' Meeting (with reference to the appointment and, if applicable, the term of office).

For further information, please refer to the illustrative Report of the Board of Directors prepared in accordance with Art. 125-ter of the CFA, which is made available to the public today at Company's registered office, on Company's website www.servizitaliagroup.com (Corporate Governance> Shareholders' Meeting>2020), as well as at the authorized eMarket Storage mechanism at www.emarkestorage.com.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

With reference to the fifth item on the agenda, it should be noted that, pursuant to Article 20 of the Articles of Association, the Board of Statutory Auditors is composed of three standing members and two alternates, who remain in office for three financial years and may be re-elected.

In accordance with current legislation and Article 20 of the Articles of Association, the Board of Statutory Auditors is appointed on the basis of lists presented by the Shareholders in which the candidates are listed with a progressive number. The lists are made up of two sections: one for candidates for the office of Standing Auditor, the other for candidates for the office of Alternate Auditor. Each section of the lists that present a number of candidates equal to at least three must contain at least one male candidate and at least one female candidate, in compliance with the laws and regulations applicable to gender balance; candidates must be included in the list alternately by gender (one male, one female or vice versa, and so on).

Pursuant to art. 20.3 of the Articles of Association, the members of the Board of Statutory Auditors are chosen among those who meet the requirements of integrity, professionalism and independence provided for by law and regulations. For the purposes of the provisions of Ministerial Decree no. 162 of 30 March 2000, matters and sectors strictly related to Company's activities, such as those listed in the corporate purpose, are considered.

Shareholders who, alone or with other Shareholders, represent at least **2.5%** of the share capital with voting rights at the Ordinary Shareholders' Meeting are entitled to present lists. Lists must be filed at



Company's registered office or by certified email at si-servizitalia@postacert.cedacri.it by **3 April 2020**, corresponding to the twenty-fifth day prior to the date set for the Shareholders' Meeting in first call.

If by the deadline of 3 April 2020 only one list has been deposited, or only lists submitted by Shareholders who are connected with each other pursuant to art. 144-quinquies of Consob Regulation no. 11971/1999 ("**Issuers' Regulation**"), further lists may be submitted until the third day after that date, i.e. by **6 April 2020**. In this case, the share capital threshold required to submit further lists will be reduced to **1.25%** (Article 144-sexies, paragraph 5, Consob Regulation no. 11971/1999).

The Shareholders presenting the lists must prove ownership of the minimum shareholding required for the presentation of the lists by means of specific documentation issued by an authorized intermediary in compliance with the regulations in force, taking into account the shares registered in their favor on the day on which the relative list is deposited with the Company. If such documentation is not available at the time the list is deposited, it must reach the Company by 7 April 2020.

Together with each list, the documentation required by law and regulations in force and by art. 20 of the Articles of Association must be deposited: (i) information relating to the identity of the Shareholders submitting the list, with an indication of the percentage of the total shareholding held; (ii) the declaration of the Shareholders submitting any minority list attesting the absence of liaison relationships pursuant to applicable laws and regulations; (iii) the curriculum vitae containing an exhaustive description of the personal and professional characteristics of each candidate, with an indication of the positions of administration and control held in other companies, as well as (iv) the declarations in which the individual candidates accept the candidature and attest, under their own responsibility, that there is no cause for ineligibility and incompatibility, also with reference to the limits to the accumulation of offices provided for by current legislation and art. 20.2 of the Articles of Association, and the possession of the requirements provided for by law and the Articles of Association for the office of Statutory Auditor.

Please note that, pursuant to art. 20.5 of the Articles of Association and in compliance with art. 144-sexies, paragraph 6 of the Issuers' Regulations: (i) each Shareholder, (ii) Shareholders belonging to the same group and (iii) Shareholders who adhere to a shareholders' agreement concerning the Company's shares, may not submit or vote for more than one list, even if through a third party or trust companies; any endorsements and votes cast in violation of this prohibition shall not be attributable to any list. Each candidate may be included in only one list on pain of ineligibility.

Pursuant to art. 20.5 of the Articles of Association, lists for which the above provisions are not observed are considered as not submitted.

Reference is also made to Consob Communication no. DEM/9017893 of 26 February 2009, with which the Supervisory Authority recommended to Shareholders that they submit a minority list, declaring the absence of liaison relationships as per art. 144-quinquies of the Issuers' Regulations, to certify in the aforesaid declaration also the absence of significant relationships indicated in the same Communication with the Shareholders who hold, even jointly, a controlling or relative majority interest, or if this is not the case, to indicate the existing significant relationships and the reasons why they have not been considered decisive for the existence of the relationships of liaison referred to in Article 148, paragraph 2 of the CFA and Article 144-quinquies of the Issuers' Regulations.

Considering that, pursuant to Article 2400, last paragraph, of the Italian Civil Code, at the time of the appointment and before accepting the appointment, the Shareholders' Meeting must be informed of the



administration and control positions held by the Statutory Auditors in other companies, we invite you to update this information, included in the curricula filed at the Company's registered office, until the day of the appointment to the Shareholders' Meeting.

Further information on the appointment of the Board of Statutory Auditors is contained in the Report of the Board of Directors prepared in accordance with art. 125-ter of the TUF, to which reference should be made and which is made available to the public today at the Company's registered office, on the Company's website at www.servizitaliagroup.com (Corporate Governance> Shareholders' Meeting>2020), as well as at the authorized eMarket Storage mechanism at www.emarkestorage.com, in accordance with the terms and conditions required by law.

Shareholders who intend to submit a list are recommended to prepare and file, together with the list, a proposal for the Shareholders' Meeting resolution on the fifth item on the agenda, also with regard to the compensation to be awarded to the Statutory Auditors.

DOCUMENTATION

The illustrative 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) is made available to the public today at Company's registered office, published on Company's website www.servizitaliagroup.com (Corporate Governance>Shareholder Meeting>2020), as well as at the authorized eMarket Storage mechanism at www.emarkestorage.com. In the same way, what follows will be also available:

The same methods will be made available to the public:

(i) by 30 March 2020: 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 on the first item on the agenda), Reports of the Board of Statutory Auditors and 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 prepared 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.

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

Shareholders are entitled to obtain copies of the documentation deposited at their own expense.

It should also be remembered that, pursuant to art. 125-quater of the CFA, the following documents or information are made available on Company's website www.servizitaliagroup.com (Corporate Governance> Shareholders' Meeting>2020): (i) documents that will be submitted to the Shareholders' Meeting; (ii) the form that Shareholders have the right to use for proxy voting and the related instructions; (iii) information on the amount of Company's share capital, indicating the number and categories of shares into which it is divided.

REQUEST FOR INFORMATION

For any further information regarding the Shareholders' Meeting, and in particular on how to exercise the rights, you can consult the website www.servizitaliagroup.com (Corporate Governance> Shareholders'



Meeting>2020) or write to the attention of the Corporate Services Office at the following certified email address si-servizitalia@postacert.cedacri.it.

This notice of call is published today, pursuant to Art. 125-bis of the CFA and Art. 11 of the Articles of Association, on website www.servizitaliagroup.com (Corporate Governance>Shareholder Meeting>2020) and is available at the authorized eMarket Storage mechanism at www.emarkestorage.com, as well as on Italia Oggi daily newspaper on 6 March 2020.

Shareholders are requested to report at least half an hour before the start of the Shareholders' Meeting in order to facilitate registration operations.

Castellina di Soragna, Parma, 6 March 2020

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

Fine Comunicato n.0868-29

Numero di Pagine: 9