



SPAFID CONNECT

Informazione Regolamentata n. 0163-5-2020	Data/Ora Ricezione 20 Marzo 2020 10:45:19	MTA - Star
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Societa' : IRCE
Identificativo : 129126
Informazione
Regolamentata
Nome utilizzatore : IRCEN01 - CASADIO
Tipologia : 1.1
Data/Ora Ricezione : 20 Marzo 2020 10:45:19
Data/Ora Inizio : 20 Marzo 2020 10:55:19
Diffusione presunta
Oggetto : Notice of general meeting

Testo del comunicato

Vedi allegato.



Headquarters in Imola (BO) – Via Lasie n.12/A
Share capital € 14,626,560 F.P., VAT n. 00707431201

NOTICE OF GENERAL MEETING

Our shareholders are called to participate in the General Meeting with the first call on 29 April 2020 at 11,00 am, which will be held at the Registered office and on the second call, if necessary, on 4 May 2020 at the same time and place except for any updates, which will be promptly communicated, following the developments related to the health emergency COVID-19 as well as any regulatory provisions that may be issued in relation to this emergency, to discuss and resolve the following

AGENDA

1. Balance sheet as of 31/12/2019 and relative reports of the Board of Directors and Board of Auditors; consequential deliberation;
2. Presentation of the consolidated balance sheet as of 31/12/2019;
3. Election of the Board of Auditors and its President for the year 2020-2021-2022 and determination of relative annual compensation;
4. Report on remuneration, related resolutions;
5. Proposal of authorization to the purchase and hold of own shares, how to purchase and to sale.

SHARE CAPITAL AND VOTING RIGHTS – The company's share capital is 14,626,560 euros, represented by 28,128,000 general shares. Each general share represents one vote in General and Extraordinary Company Meetings. To date, the Company holds 1.546.988 of its own shares representing 5,5% of the total share capital. The company's vote is suspended, according to article 2357 ter of the civil code.

RIGHT OF PARTICIPATION- According to article 83-*sexies* of legislative Decree 58/1998 the right to participate in the Meeting and to exercise voting rights is conditional upon the Company receiving notice of the subject's right to vote by an intermediary. This must be in conformity with the intermediary's accounting records and balances recorded at the end of the seventh trading day prior to the date established for the first call of the Meeting; credit or debit recordings made to the account after the said term do not influence the right to exercise a vote in the Meeting. Those who become shareholders in the Company after this date will not have the right to participate and to vote at the Meeting. The company must receive the above-mentioned notice sent by the intermediary at least two working days prior to the first call of the Meeting. The right to participate and vote stands if notice is received by the Company after the aforesaid term, provided that it arrives by the opening of the meeting at the first call.

VOTE BY PROXY - Each Shareholder may appoint a representative, according to the applicable laws, by undersigning the proxy form, released on request by those who have the right through enabled intermediaries, or it can be downloaded from the website www.irce.it.

The proxy may also be sent to the Registered office by registered letter with return receipt or sent by certified e-mail to the following address: ircspa-pec@legalmail.it. A copy of a currently valid identification card of the shareholder must be attached.

The Company has indicated the lawyer, Stefania Salvini, as its Designated Representative, according to article 135-undecies of Legislative Decree 58/1998 (TUF). The Designated Representative is given the proxy with voting instructions, on the condition that this documentation is sent by registered mail with return receipt to the legal office of Avv. Carlo Zoli, via Mengolina 18, 48018 Faenza. The documentation can also be sent to avvstefaniasalvini@ordineavvocatibopec.it through certified e-mail by the end of the second trading day prior to the date of the first call of the Meeting. Thus, the proxy is valid only for the proposals relating to those indicated in the voting instructions. The proxy and the voting instructions may be revoked within said time. The proxy and voting instructions form can be downloaded from the website www.irce.it.

ELECTION OF THE BOARD OF EXTERNAL AUDITORS - The Shareholders, who, even together, represent at least 2.5% of the share capital, are entitled to present lists to elect the External Auditors. The lists must be delivered directly to the Registered office or sent by registered mail with return receipt or by certified e-mail addressed to ircespa-pec@legalmail.it, along with a currently valid identification document of the shareholder delegating the proxy, at least 25 days prior to the date of the first call for the Meeting. The lists must include information on the identity of the Shareholders presenting them, with the indication of the overall percentage of share capital held; a declaration of the shareholders other than those who hold, even jointly, a controlling or relative-majority equity interest, certifying the absence of relations of connection as defined by article 144-quinquies of the Issuer's Regulations with such shareholders; a complete report on the personal and professional characteristics of the candidates; a declaration of such candidates, certifying the possession of the requisites prescribed by the applicable laws; and their acceptance of the nominations.

QUESTIONS ON THE SUBJECTS ON THE AGENDA - Pursuant to Article 27-ter of Legislative Decree 58/1998, Shareholders can ask questions on the items on the agenda even before the Shareholders' Meeting by sending a registered letter with return receipt addressed to the Company's registered office or via certified e-mail to the address ircespa-pec@legalmail.it. The questions, accompanied by the personal data of the requesting shareholder and by the certification certifying the ownership of the participation, must be received by the Company by 10.00 am on the day before the date of the first call of the Shareholders' Meeting.

ADDING ITEMS TO THE AGENDA – Shareholders who, even together, represent at least 2.5% of the share capital, may request in writing to put items on the agenda no later than ten days from the publication of this notice, with respect to that provided by article 126-bis of Legislative Decree 58/1998 (TUF). The additional items proposed must be indicated on the request. The request must be sent to the Registered office by registered letter with return receipt, or by certified e-mail addressed to ircespa-pec@legalmail.it. A report relating to the proposed items to be treated must be delivered to the Board of Directors in the same manner. In accordance with article 126-bis, comma 3, of TUF, no items can be added to the agenda by Shareholders for topics proposed by Directos or on the basis of projects proposed by them, for which the Meeting is called to deliberate.

DOCUMENTATION – Documents relating to the Meeting will be made available at the Registered office, at the Borsa Italiana SpA (Italian Stock Market) and on the website www.irce.it, within the terms set by the applicable laws. The shareholders have the right to obtain a copy of the deposited documentation.

The terms and methods of participation in the shareholders' meeting described in the notice of meeting may be subject to changes and / or additions in relation to the health emergency from CODIV-19. Any changes and / or additions to the information contained in the notice of meeting will be made available via the company website www.irce.it and in the other ways provided for by law.

This notice is also published on the company website and in the "Italia Oggi" newspaper.

Imola, March 13, 2020

IRCE SPA

Fine Comunicato n.0163-5

Numero di Pagine: 4