



SPAFID CONNECT

Informazione Regolamentata n. 0077-9-2020	Data/Ora Ricezione 27 Marzo 2020 12:11:26	MTA
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Societa' : BUZZI UNICEM

Identificativo : 129681

Informazione
Regolamentata

Nome utilizzatore : BUZZIN01 - Giovanni Buzzi

Tipologia : REGEM

Data/Ora Ricezione : 27 Marzo 2020 12:11:26

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Diffusione presunta

Oggetto : Notice of call of the Special Meeting of
Savings Shareholders

Testo del comunicato

Vedi allegato.

BUZZI UNICEM SpA
Registered Office: Via Luigi Buzzi 6 – Casale Monferrato (AL)
Share capital: Euro 123,636,658.80 fully paid up
Company Register of Alessandria: 00930290044

NOTICE OF CALL OF THE SPECIAL MEETING OF SAVINGS SHAREHOLDERS

The Shareholders are hereby convened to a Special Meeting of Savings Shareholders to be held at the registered offices in Casale Monferrato (Alessandria) – Via Luigi Buzzi no. 6, on May 8, 2020 at 4:30 p.m., in single call, to resolve on the following

AGENDA

- Appointment of the common representative of savings shareholders and determination of assignment's length and related compensation.

Information about the Company's share capital and the shares with voting rights

The company's share capital amounts to euro 123,636,658.80 subdivided into 165,349,149 ordinary shares and 40,711,949 savings shares with a par value of 0.60 euro each.

As at March 25, 2020, the number of savings shares with voting rights is equal to 40,682,659, net of 29,290 savings shares held in treasury, whose voting rights are suspended in accordance with the law.

Right of attendance and representation by proxy

The subjects legitimized to participate to the Shareholders' Meeting are those who are entitled to the voting right at the end of the accounting day of April 28, 2020 and for whom the company has received the relevant notice made by the authorized intermediary according to its accounting entries.

Therefore, those proved to be holders of the shares only after April 28, 2020 have no legitimacy to attend and vote during the Shareholders' Meeting.

Shareholders who own savings shares that have not been dematerialized must previously deliver share certificates to an Intermediary, in time to be centralized in a dematerialization system.

Pursuant to Article 106, paragraph 4, of the Decree-Law no. 18 of 17 March 2020 attendance and exercise of voting right in the Shareholders' Meeting is allowed exclusively through Computershare S.p.A., Representative appointed by the Company in accordance to Article 135 undecies of the Consolidated Law on Finance (TUF).

Directors and Statutory Auditors, the Representative appointed by the Company and other persons entitled pursuant to law, other than those who have the right to vote (who must mandatorily grant the proxy to the Representative appointed by the company), may participate in the Shareholders' Meeting also by means of telecommunication that allow identification, participation and exercise of voting right. The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company to the interested parties.

Those who are entitled to the voting right who wish to attend the Shareholders' Meeting must grant a proxy, at no charge for the delegating party with voting instructions on all or a number of items on the Agenda, by using the proxy form, prepared by the same Representative in agreement with the Company and following the instructions, both available on the Company website www.buzziunicem.com no later than April 17, 2020.

The proxy may be notified by sending it to the certified e-mail address buzziunicem@pecserviziotitoli.it, provided that the delegating party, even if it is a legal person, uses its own certified e-mail or, failing that, uses its own ordinary e-mail and by any other means that may be indicated on the proxy form.

The proxy must reach Computershare S.p.A., by May 6, 2020. The proxy and voting instructions can be revoked within the above mentioned deadline.

The proxy granted to the Representative appointed by the Company has not effect for proposals on which voting instructions were not conferred.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been granted, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.

It is further specified that proxies or sub-delegations pursuant to Article 135 novies of the TUF, in derogation of Article 135 undecies, paragraph 4 of the TUF, may be granted to the Representative appointed by the Company, for which it's possible to use the form that will be made available on the company's website www.buzziunicem.com.

The Representative appointed by the Company will be available for clarification or information at the number +390110923216 or at the e-mail address sedeto@computershare.it.

Shareholders are hereby reminded that votes may not be cast by mail or electronically.

Questions about the items on the Agenda

Those who are entitled to the voting right may submit questions about the items on the Agenda before the Shareholders' Meeting by sending them, by April 30, 2020, by registered letter with return receipt addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 – 15033 Casale Monferrato (AL), to the attention of the Corporate Affairs Department or by sending them to the certified e-mail address buzziunicem@pec.buzziunicem.it. Question received before the Shareholders' Meeting will be answered at the latest during the Shareholders' Meeting, with the right for the company to answer all the questions having the same content together.

Further instructions are available on the company's website www.buzziunicem.com.

Additions to the Meeting's Agenda/presentation of resolutions on items already on the Agenda

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital with voting rights in the Special Meeting of Savings Shareholders may request, within ten days from the publication of this notice, i.e. by April 6, 2020, that the Meeting's Agenda be amended to include additional items that they are suggesting or submit additional resolution proposals on items already on the Agenda.

No additions are allowed to items on which the Shareholders' Meeting resolves, in compliance with Law provisions, upon proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors other than those referred to in Article 125 ter, 1st paragraph of the TUF.

Requests must be submitted in writing to the Company, by the above mentioned deadline, by registered letter with return receipt addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 – 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address buzziunicem@pec.buzziunicem.it together with a report stating the reasons for the resolution proposals on the new items that are being submitted for discussion or the reasons for the additional resolution proposals on the items already on the Agenda.

Additions to the Agenda or presentation of additional resolution proposals on items already on the Agenda, if any, shall be disclosed, at least 15 days prior to the date fixed for the Shareholders' meeting in the same manner used for the publication of the present notice of call. At the same time, the above report or the additional resolution proposals on items already on the Agenda and any comments of the Board of Directors, shall be disclosed in the same manner as provided for the Shareholders' Meeting documents.

Further instructions are available on the company's website www.buzziunicem.com.

Documents

Documents and the report concerning the items on the Agenda shall be made available, according to legal deadlines, at the company's registered office, on the company's website www.buzziunicem.com as well as on the authorized storage system managed by Spafid Connect S.p.A., available on www.emarketstorage.com; shareholders may obtain copies of them.

Shareholders are strongly encouraged to make use of the form of transmission of the documentation by electronic means indicated in this notice.

Please note that the date, place and/or manner of attendance and holding the Shareholders' Meeting indicated in the present notice of call may be subject to variations or clarifications depending on the existing situation and on the measures and rules in relation to the health emergency COVID-19 effective on the date the Meeting is held. Any changes will be promptly notified in the same manner used for the publication of the present notice of call.

Casale Monferrato, March 27, 2020

On behalf of the Board of Directors
The Chairman
Enrico Buzzi

Fine Comunicato n.0077-9

Numero di Pagine: 4