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Diffusione presunta
Oggetto : Notice calling of the Ordinary Shareholders'
Meeting of Servizi Italia S.p.A.

Testo del comunicato

Vedi allegato.

NOTICE 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 Company's registered office, in Via San Pietro 59/b, 43019 Castellina di Soragna (PR), on first call on **20 April 2021 at 10:30 a.m.** and, if necessary, on second call on 21 April 2021, at the same place and time, to discuss and resolve on the following

AGENDA

1. Separate Financial Statements as at 31 December 2020; Directors' management report; Board of Statutory Auditors and Independent Auditors' Reports; allocation of the result for the year; related and consequent resolutions; presentation of the Consolidated Financial Statements as at 31 December 2020:
 - 1.1. approval of the separate financial statements as at 31 December 2020 and Board of Directors' Management Report;
 - 1.2. allocation of the result for the year.
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:
 - 2.1. approval of the remuneration policy as set out in the first section of the Report on Remuneration Policy and Remuneration Paid;
 - 2.2. advisory vote on the second section of the Report on Remuneration Policy and Remuneration Paid.
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. Renewal of the Board of Directors; related and consequent resolutions:
 - 4.1. determination of the number of members of the Board of Directors;
 - 4.2. determination of the term of office of the Board of Directors;
 - 4.3. appointment of members and Chairman of the Board of Directors;
 - 4.4. determination of the overall remuneration of the members of the Board of Directors.

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 4 March 2021, the Company held 1,657,760 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 > 2021).



ENTITLED TO ATTEND THE MEETING

Taking into account the containment measures imposed by facing the exceptional emergency situation caused by Covid-19, pursuant to Article 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020 (the so-called "**Decreto Cura Italia**", converted to Law No. 27 of 24 April 2020, as last amended by Decree-Law No. 183 of 31 December 2020), intervention by those entitled to vote at the Shareholders' Meeting is **exclusively allowed through the appointed representative** by the Company pursuant to Article 135-*undecies* of Legislative Decree 58/98 as amended ("**TUF – Consolidated Law on Finance**"), to whom a proxy or sub-proxy must be conferred, in accordance with the procedures and conditions indicated below.

Pursuant to Article 83-*sexies* of the TUF and Article 13 of Company's Articles of Association, Shareholders who are entitled to attend and vote at the Shareholders' Meeting, exclusively through the representative designated by the Company, and for whom the Company has received the communication from the appointed intermediaries certifying the ownership of the voting rights on the shares on the basis of their accounting records relating to the end of the accounting day of **9 April 2021 (record date)**, corresponding to the seventh trading day prior to the date set for the Shareholders' Meeting in first call. 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 communication from the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 15 April 2021); however, the right to attend and vote shall remain intact if the communications made by the intermediary are received by the Company after that deadline, provided that they are received before the start of the meeting proceedings of the individual call.

PROCEDURES FOR PARTICIPATING TO THE MEETING AND HOW TO GRANT THE PROXY TO THE DESIGNATED REPRESENTATIVE

Pursuant to art. 106, paragraph 4 of the Cura Italia Decree, participation in the Shareholders' Meeting by those who have the right to vote takes place **exclusively through the Company appointed representative** pursuant to art. 135-*undecies* of the TUF, to whom a proxy or sub-delegation must be granted, in the manner and under the conditions indicated below.

In this regard, the Company appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni 19, 20145 – to represent the Shareholders according to art. 135-*undecies* of the TUF and the mentioned "Cura Italia" decree (the "**Appointed representative**").

In addition, given the current Covid-19 epidemiological emergency situation and in compliance with the fundamental principles of health protection, the Directors, Statutory Auditors, the Designated Representative, as well as other legitimate parties other than those who have the right to vote (who must grant proxy to the Designated Proxy Holder), may participate in the Shareholders' Meeting by means of telecommunications that also ensure their identification, in accordance with the provisions of Article 106, paragraph 2 of the "Cura Italia" Decree. The instructions for participating in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the interested parties. The persons with voting rights who intend to attend the Shareholders' Meeting must therefore alternatively grant the Designated Proxy Holder:



(i) a proxy - with voting instructions - on all or some of the proposed resolutions regarding the items on the agenda using the specific proxy form, also electronic, prepared by the Designated Proxy Holder in agreement with the Company, available on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021) where a link to a procedure for the electronic submission of the proxy is provided. This proxy form with the voting instructions, together with a copy of a valid document, must be sent to the Designated Representative at the certified email address ufficiomilano@pecserviziotitoli.it or by following the instructions on the form itself and on Company's website, by the end of the second trading day prior to the Shareholders' Meeting (i.e. by 16 April 2021 in relation to the first call, or by 19 April 2021 in relation to the second call) and within the same terms the proxy may be revoked. The proxy conferred in this way shall be effective only for the proposals in relation to which voting instructions have been given;

(ii) proxy or sub-proxy pursuant to Article 135-*novies* of the TUF and as an exception to Article 135-*undecies*, paragraph 4 of the TUF. To this end, a form to be used for conferring the proxy/sub-delegation to attend and vote at the Shareholders' Meeting may be found on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021). Proxies or sub-proxies, together with a copy of a valid document and the necessary voting instructions, must be sent to the Designated Representative at the certified email address ufficiomilano@pecserviziotitoli.it or by following the instructions on the form itself by 19 April 2021 (or by 20 April 2021 in relation to the second call).

It should be noted that the shares for which proxy has been conferred, even partially, are calculated for the purpose of duly constituting the Shareholders' Meeting. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions.

The granting of a proxy to the Designated Representative shall be free of charge to the delegating party (except for any postage costs).

The Appointed Representative will be available for clarification or information at 02-46776819 or by e-mail at ufficiomi@computershare.it.

RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 127-*ter* of the TUF, persons entitled to vote may submit questions on the items on the agenda, even before the Shareholders' Meeting, by sending them to the Company by 9 April 2021, corresponding to the seventh trading day prior to the date set for the Shareholders' Meeting on first call (*record date*). Questions can be sent by registered letter addressed to Company's registered office, or by certified email to si-servizitalia@postacert.cedacri.it. For exercising this right, the Company must receive the appropriate communication issued by authorised intermediaries in accordance with their accounting records. Questions duly received by 9 April 2021 will be answered within 16 April 2021 at 1:00 p.m. by publication on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021) in order to enable those entitled to vote to express themselves in an informed manner on the items on the agenda. The Company may provide a single response to questions having the same content.



SUPPLEMENTING OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to Article 126-bis of the TUF, 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 15 March 2021), 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 TUF. 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.

SUBMISSION OF INDIVIDUAL PROPOSALS FOR RESOLUTIONS

Since the participation in the Shareholders' Meeting and the exercise of voting rights may only take place through the Designated Proxy Holder, in order to grant to those interested their right pursuant to art. 126-bis, paragraph 1, third sentence, of the TUF, those who have the right to vote are allowed to submit individual proposals for resolutions on the items on the agenda of the Shareholders' Meeting, by sending them to the Company by **9 April 2021** through their own certified e-mail address to si-servizitalia@postacert.cedacri.it; the aforementioned proposals must be formulated in a clear and complete manner, and accompanied by information allowing the identification of the person submitting them, including - where possible - a telephone number.

Entitlement to formulate proposals must be certified by the communication made by an authorised intermediary pursuant to current legislation, issued pursuant to Article 83-sexies of the TUF as specified in the previous paragraph "Entitled to participate in the Shareholders' Meeting".

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable regulations, as well as the legitimacy of the proposers.

The resolution proposals duly received (and any accompanying illustrative reports) will be published on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021) by 13 April 2021, in order to allow those entitled to vote to express themselves in an informed



manner, also taking into account such new proposals, and allowing the Designated Proxy Holder to collect any voting instructions on the same.

APPOINTMENT OF THE BOARD OF DIRECTORS

With reference to the fourth item on the agenda, it should be noted that, pursuant to current legislation and Article 15 of the Articles of Association, the Board of Directors is appointed on the basis of lists submitted by the Shareholders, in which the candidates are listed using a progressive number, and that must be filed at Company's registered office no later than the twenty-fifth day prior to the date of the Shareholders' Meeting, i.e. by **26 March 2021**.

The filing of lists may also be done by sending a certified e-mail to si-servizitalia@postacert.cedacri.it.

Pursuant to Article 15.3 of the Articles of Association and in compliance with current legislation, lists of candidates for the office of Director may be submitted by Shareholders who, alone or together with other Shareholders, hold a total of shares with voting rights representing at least **2.5%** of the share capital with voting rights at the Ordinary Shareholders' Meeting (in consideration of what was determined by Consob with Executive Determination no. 44 published on 29 January 2021).

Ownership of the minimum shareholding required for the submission of lists is determined by considering the shares registered in favour of the Shareholder on the day on which the lists are filed at the Company. Together with each list, within the deadline for filing it, the documentation required by laws and regulations in force and by Article 15.3 of the Articles of Association must be filed as well, including: (i) declarations by which each candidate accepts his/her candidacy and attests, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requisites prescribed by law in force and by the Articles of Association to hold the position of Director of the Company; (ii) the appropriate certification issued by an intermediary qualified according to the law proving the ownership of the number of shares necessary for the presentation of the lists (iii) information on the identity of the Shareholders who have submitted the list and the percentage of shareholding held by them; (iv) the *curriculum vitae* of each candidate regarding his/her personal and professional characteristics, with an indication of the administration and control positions held in other companies and with an indication of his/her suitability to qualify as independent pursuant to Articles 147-ter, paragraph 4 and 148 of the Italian Civil Code. 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance and/or Article 2 of the Corporate Governance Code.

The appropriate documentation from the intermediary proving the ownership of the number of shares required to submit the list may also be produced after the filing provided that it is within the term of twenty-one days before the date of the Shareholders' Meeting, i.e. by 30 March 2021.

Pursuant to Article 15.3 of Company's Articles of Association, each list must expressly indicate the candidature of at least one person who meets the independence requirements prescribed by current legal provisions; lists containing more than seven candidates must include at least three candidates who meet the independence requirements prescribed by current legal provisions.

Pursuant to Article 15.3 of Company's Articles of Association, lists with a number of candidates equal to or greater than three must contain a number of candidates belonging to the lesser represented gender of not less than one third - or the greater share required by the laws and regulations in force from time to time - of the number of members to be elected to the Board of Directors. In this regard, it is recalled that, pursuant to Article 147-ter, paragraph 1-ter, of the TUF and Law No. 160 of 27 December 2019, for six consecutive terms starting from the first renewal of the administrative body after 1 January 2020, within



the Board of Directors the less represented gender must obtain a quota equal to at least two fifths of the Directors elected.

Since this is the first renewal of the Board of Directors after 1 January 2020, each list containing a number of candidates equal to or greater than three must therefore be composed so as the less represented gender obtains a quota equal to at least two fifths of the elected Directors. If the application of the gender distribution criterion does not result in a whole number of members of the Board of Directors belonging to the least represented gender, this number shall be rounded up to the nearest whole number.

It should be noted that, pursuant to Article 15.3 of the Articles of Association, each Shareholder and Shareholders who are party to the same shareholders' agreement pursuant to Article 122 of the TUF may submit, or participate in submitting, and vote for one list only. Adhesions and votes cast in violation of this prohibition shall not be attributable to any list. Each candidate may stand for election on only one list, on pain of ineligibility.

Pursuant to Article 15.3 of the Articles of Association, lists for which the above provisions are not observed will be considered as not submitted.

Reference is also made to Consob Communication No. DEM/9017893 of 26 February 2009, in which the Supervisory Authority recommended that Shareholders submitting a minority list should file, together with the list, a statement certifying the absence of any relationship, even indirect, as referred to in Article 147-ter, paragraph 3, of the TUF and Article 144-*quinquies* of the Regulation adopted by Consob resolution No. 11971/99 ("**Issuers' Regulation**"), with Shareholders who hold, even jointly, a controlling interest or a relative majority, where identifiable on the basis of communications on significant shareholdings pursuant to Article 120 of the TUF or the publication of shareholders' agreements pursuant to Article 122 of the TUF, as well as the absence of significant relationships indicated in the aforementioned Communication, or specifying, where existing, the significant relationships indicated in the aforementioned Communication and the reasons why they were not considered decisive for the existence of relationships of connection.

The Company will make available to the public the lists, together with the documentation and information on the characteristics of the candidates, within the twenty-first day prior to the date of the Shareholders' Meeting (i.e. by 30 March 2021) at Company's registered office, on the website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021) and on the authorised storage mechanism eMarket Storage at www.emarkestorage.com.

Further information on the appointment of the Board of Directors is contained in the Report of the Board of Directors drafted pursuant to Article 125-*ter* of the TUF, to which reference should be made; the report is made available to the public today at Company's registered office, on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021), as well as at the authorised storage mechanism eMarket Storage at www.emarketstorage.com, in accordance to terms and procedures set forth by law.

Shareholders who intend to submit a list are recommended to prepare and deposit, together with the list, proposals for a shareholders' meeting resolution on the fourth item on the agenda concerning at least the remuneration to be attributed to the Board of Directors.

DOCUMENTATION

The illustrative Report of the Board of Directors drafted pursuant to Article 125-*ter* of the TUF (including the proposed resolutions on items 2, 3, 4.1 and 4.2 of 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>2021), as well as at the authorized eMarket Storage mechanism at www.emarkestorage.com. In the same way, the following documentation will be available by 30 March 2021: Annual Financial Report as at 31 December 2020 (including, inter alia, the Separate Financial Statements as at 31 December 2020, 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 TUF, as well as the lists submitted for the renewal of the Board of Directors.

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 TUF, the following documents or information are made available at this address on Company's website <https://www.servizitaliagroup.com/corporate-governance-en/shareholders-meeting?year=2021>: (i) documents that will be submitted to the Shareholders' Meeting; (ii) forms 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 on the Shareholders' Meeting, and in particular on how to exercise the rights, you can consult the website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021) or write to the attention of the Corporate Services Office at the following certified email: si-servizitalia@postacert.cedacri.it.

This notice of call is published today, pursuant to Article 125-bis of TUF and pursuant to Article 11 of the Articles of Association, on www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2021), on the authorised storage mechanism eMarket Storage at www.emarkestorage.com, as well as, in extract, in the daily newspaper Italia Oggi of 5 March 2021.

The Company reserves itself the right to communicate any change to the information contained in this notice in view of measures that may be necessary or appropriate in relation to current Covid-19 epidemiological emergency situation and its currently unforeseeable developments.

Castellina di Soragna, Parma, 5 March 2021

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

Fine Comunicato n.0868-27

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