

Informazione Regolamentata n. 0868-6-2023	Data/Ora Ricezione 06 Marzo 2023 17:10:36	Euronext Star Milan
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Societa' : SERVIZI ITALIA

Identificativo : 173078

Informazione
Regolamentata

Nome utilizzatore : SERVIZIITAN03 - Giliotti

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Diffusione presunta

Oggetto : Notice calling of the Ordinary Shareholders'
Meeting

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 2023 at 10:30 a.m.** and, if necessary, on second call on 21 April 2023, at the same place and time, to discuss and resolve on the following

AGENDA

1. Separate financial statements as at 31 December 2022; Board of Directors' management report; Board of Statutory Auditors' Report and Independent Auditors' Report; allocation of the profit for the year; related and consequent resolutions; presentation of the consolidated financial statements as at 31 December 2022:
 - 1.1. approval of the separate financial statements as at 31 December 2022 and of the Directors' Report on Operations of the Board of Directors;
 - 1.2. allocation of the result for the year.
2. Report on the "Remuneration policy and remuneration paid" pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998: advisory vote on the second section; 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. Appointment of the Board of Statutory Auditors for fiscal years 2023-2024-2025; resolutions pertaining thereto and resulting therefrom:
 - 4.1 Appointment of the Board of Statutory Auditors and its President;
 - 4.2 determination of the relevant remuneration.

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 6 March 2023, the Company held 2,377,351 treasury shares, for which, in accordance with the law, voting rights are suspended. Information on the composition of the share capital is available on the website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2023).

ENTITLED TO ATTEND THE MEETING

Pursuant to Article 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020 (the so-called "**Cura Italia Decree**") converted by Law No. 27 of 24 April 2020, as subsequently amended and most recently extended by Law No. 14 of 24 February 2023 converting with amendments Law Decree No. 198 of 29 December 2022, attendance at the Shareholders' Meeting by those entitled to vote is permitted **exclusively through the representative designated** by the Company pursuant to Article 135-undecies of



Legislative Decree No. 58/98 ("TUF - Consolidated Law on Finance"), to whom a proxy or sub-delegation must be given, in the manner and under the 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 appointed 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 **11 April 2023 (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 17 April 2023); 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 APPOINTED REPRESENTATIVE

Pursuant to Article 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020 (the so-called "**Cura Italia Decree**") converted by Law No. 27 of 24 April 2020, as subsequently amended and most recently extended by Law No. 14 of 24 February 2023 converting with amendments Law Decree No. 198 of 29 December 2022, participation in the Shareholders' Meeting by those who have the right to vote takes place **exclusively through Company's 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 Appointed Representative, as well as other legitimate parties other than those who have the right to vote (who must grant proxy to the Appointed Representative), 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 Appointed Representative:

(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 Appointed Representative in agreement with the Company, available on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2023) 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 Appointed 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 18 April 2023 in relation to the first call, or by 19 April 2023 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 > 2023). Proxies or sub-proxies, together with a copy of a valid document and the necessary voting instructions, must be sent to the Appointed Representative at the certified email address ufficiomilano@pecserviziotitoli.it or by following the instructions on the form itself by 18 April 2023 (or by 19 April 2023 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 Appointed 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 02-46776814 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 the deadline of 11 April 2023, 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 11 April 2023 will be answered within 18 April 2023 at 3:00 p.m. by publication on Company's website www.servizitaliagroup.com (Corporate Governance > Shareholders' Meeting > 2023) 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 16 March 2023), 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.

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 Appointed Representative, 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 **11 April 2023** 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 > 2023) by 13 April 2023, 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 Appointed Representative to collect any voting instructions on the same.

APPOINTMENT OF THE STATUTORY AUDITORS' BOARD

With reference to the fourth item on the agenda, it is recalled that, in accordance with Article 20 of the Articles of Association, the Board of Statutory Auditors consists of three standing members and two alternate members, who hold office for three fiscal years and are eligible for re-election.



Pursuant to current legal provisions and Article 20 of the Articles of Association, the appointment of the Board of Statutory Auditors takes place on the basis of lists submitted by Shareholders in which candidates are listed by means of a sequential number. The lists consist 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 have at least three candidates must contain at least one candidate of the male gender and at least one candidate of the female gender, in compliance with the applicable legislation, including regulations, as well as in compliance with the statutory provisions on gender balance; candidates must be included in the list alternately by gender (one male, one female or vice versa, and so on).

Pursuant to Article 20.3 of the Articles of Association, the members of the Board of Statutory Auditors are chosen from among those who meet the requirements of honourability, professionalism and independence provided by law and regulations. For the purposes of the provisions of Ministerial Decree No. 162 of 30 March 2000, matters and sectors, which are closely related to the Company's business such as those listed in the corporate purpose, are considered.

Lists may be submitted by Shareholders who, alone or with other Shareholders, represent at least **2.5%** of the share capital entitled to vote at the Ordinary Shareholders' Meeting.

Lists must be deposited at the Company's registered office or by certified e-mail at si-servizitalia@postacert.cedacri.it by **26 March 2023**, corresponding to the twenty-fifth day preceding the day set for the Shareholders' Meeting on first call.

In the event that only one list has been filed by the deadline of 26 March 2023, or only lists submitted by Shareholders who are related to each other pursuant to Article 144-quinquies of Consob Regulation No. 11971/1999 ("**Issuers' Regulations**"), additional lists may be submitted until the third day following that date, i.e., by **29 March 2023**. In this case, the share capital threshold required for the submission of additional lists will be reduced to **1.25%** (Article 144-sexies, paragraph 5, Consob Regulation No. 11971/1999).

Presenting Shareholders have the burden of proving ownership of the minimum shareholding required for the submission of lists by means of appropriate documentation issued by an authorized intermediary in compliance with current regulations, having regard to the shares that are registered in their favour on the day the relevant list is filed with the Company. If not available at the time the list is filed, such documentation must be received by the Company by 30 March 2023.

Together with each list, the documents required by the laws - including regulations - in force and by Art. 20 of the Articles of Association, including: (i) the information regarding the identity of the Shareholders who submitted the list, with an indication of the total percentage of shareholding held; (ii) the declaration of the Shareholders submitting the minority list, if any, certifying the absence of any relationship of affiliation pursuant to the 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 with which the individual candidates accept the candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, also with reference to the limits on the accumulation of positions provided for by current legislation and by art. 20.2 of the Articles



of Association, and the possession of the requirements provided by law and the Articles of Association for assuming the office of Statutory Auditor.

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

Pursuant to Article 20.5 of the Articles of Association, lists for which the above provisions are not complied with, are considered as not submitted.

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

Taking into account that, pursuant to Article 2400, last paragraph, of the Civil Code, at the time of appointment and prior to the acceptance of the appointment, the administrative and control positions held by the Statutory Auditors in other companies must be disclosed to the Shareholders' Meeting, we invite you to take care of updating this information, included in the curricula filed at the Company's registered office, until the day of the Shareholders' Meeting's appointment.

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 > 2023), 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 file, together with the list, a proposal for a shareholders' meeting resolution on the fourth item on the agenda, including on the remuneration to be awarded to the Statutory Auditors.

DOCUMENTATION

The illustrative Report of the Board of Directors drafted pursuant to Article 125-ter of the TUF (including the proposed resolution on items 2 and 3 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 > 2023), 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 2023: Annual Financial Report as at 31 December 2022 (including, *inter alia*, the Separate Financial Statements as at 31 December 2021, 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. The candidatures submitted for the integration of the Board of Statutory Auditors will be made available to the public by the same means.

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 on Company's website <https://www.servizitaliagroup.com/corporate-governance-en/shareholders-meeting>: (i) documents that will be submitted to the Shareholders' Meeting; (ii) specific proxy/sub-proxy forms drafted by the Appointed Representative in agreement with the Company; (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 > 2023) 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 > 2023), on the authorised storage mechanism eMarket Storage at www.emarkestorage.com, as well as, in extract, in the daily newspaper Italia Oggi of 7 March 2023.

Castellina di Soragna, Parma, 6 March 2023

The Chairman of the Board of Directors
Signed by Roberto Olivi

Fine Comunicato n.0868-6

Numero di Pagine: 9