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Societa' : SERVIZI ITALIA

Identificativo Informazione Regolamentata : 187174

Utenza - Referente : SERVIZIITAN03 - Giliotti

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Oggetto : Notice of ordinary and extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato



NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Those entitled to attend the Shareholders' Meeting of Servizi Italia S.p.A. (the "**Company**") and to exercise their voting rights are called to the Ordinary and Extraordinary Shareholders' Meeting at the registered office, Via San Pietro 59/b, 43019 Castellina di Soragna (PR), on first call for **April 22, 2024 at 10:30 a.m.** and, if necessary, on second call for April 23, 2024, same place and time, to discuss and resolve on the following

AGENDA

ORDINARY PART

1. Separate Financial Statements as of December 31, 2023; Board of Directors' Report on Operations; Report of the Board of Statutory Auditors and the Independent Auditors; allocation of the result for the year; related and consequent resolutions; presentation of the Consolidated Financial Statements as of December 31, 2023:
 - 1.1. Approval of the separate financial statements as of December 31, 2023 and the Board of Directors' Management Report;
 - 1.2. allocation of operating income;
2. Remuneration policy pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998; Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998; related and consequent resolutions ;
 - 2.1. Approval of the remuneration policy outlined in the first section of the Report on Remuneration Policy and Compensation Paid;
 - 2.2. Advisory vote on the second section of the Report on Remuneration Policy and Compensation Paid;
3. Authorization to purchase and dispose of treasury shares and to perform acts on them, subject to revocation of the previous resolution, to the extent not used; inherent and consequent resolutions;
4. Renewal of the Board of Directors; inherent 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 the members of the Board of Directors and the Chairman;
 - 4.4 Determining the compensation in total terms of the members of the Board of Directors ;
5. Appointment of statutory auditors for the period 2024-2032 and determination of the corresponding fee; resolutions pertaining thereto.

EXTRAORDINARY PART

1. Proposed amendment to Articles 2 and 11 of the Articles of Incorporation; inherent and consequent resolutions.

SHARE CAPITAL AND VOTING RIGHTS



The Company's capital is 31,809,451.00 euros divided into 31,809,451 ordinary shares with a par value of 1 euro each. Each share entitles the holder to one vote. As of today, the Company holds 2,566. 602 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](http://www.servizitaliagroup.com) (Corporate Governance>Shareholders' Meeting>2024).

ENTITLED TO ATTEND THE MEETING

Pursuant to Article 106, Paragraph 4 of Decree Law No. 18 of March 17, 2020 (the "Cure Italy Decree"), converted by Law No. 27 of April 24, 2020, as subsequently amended and most recently extended by Decree Law No. 215 of December 30, 2023 (the "Thousand-Extensions Decree 2024"), converted by Law No. 18, the Company has decided that **attendance at the Shareholders' Meeting by those entitled to vote shall take place exclusively through the representative designated by the Company** pursuant to Article 135- *undecies* of Legislative Decree No. 58/98 ("TUF"), 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 the Articles of Association, those for whom the authorized intermediaries have made - within the terms of the law and regulations - the appropriate communication to the Company, in accordance with its accounting records, attesting the ownership of the voting right at the end of the accounting day of **April 11, 2024 (record date)**, corresponding to the seventh open market day preceding the date set for the Shareholders' Meeting on first call, are entitled to attend the Shareholders' Meeting, exclusively through the representative designated by the Company and as specified below. Pursuant to current regulations, those who become owners of the shares only after the *record date* will not be entitled to attend and vote at the Meeting.

Notice from the intermediary must be received by the Company by the end of the third open market day preceding the date set for the Shareholders' Meeting on first call (i.e., by **April 17, 2024**); however, eligibility to attend and vote will remain unaffected if notices made by the intermediary are received by the Company after that deadline, provided that they are received by the start of the Shareholders' Meeting proceedings of the individual call.

MODALITIES OF PARTICIPATION IN THE MEETING AND GRANTING OF PROXY TO THE DESIGNATED REPRESENTATIVE

Pursuant to Article 106, Paragraph 4 of the Cura Italia Decree as subsequently amended and most recently extended by the Milleproroghe Decree 2024, converted by Law No. 18 of February 23, 2024, intervention and voting 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 the TUF, to whom a proxy or sub-delegation must be given, in the manner and under the conditions indicated below.

Consequently, the Company has appointed Computershare S.p.A.-with registered office in Milan, Via Mascheroni No. 19, 20145-to represent the Shareholders pursuant to Article 135-*undecies* of the TUF and the aforementioned Cura Italia Decree, (the "**Designated Representative**").

In addition, the Directors, the Statutory Auditors, the Designated Representative, as well as other eligible persons other than those who are entitled to vote (who must grant proxy to the Designated Representative), may attend the Shareholders' Meeting through telecommunication means that also ensure their identification, in compliance with the provisions of Article 106, Paragraph 2 of the Cura Italia Decree. Instructions for attending the Shareholders' Meeting through telecommunication means will be made known by the Company to those concerned.



Persons entitled to vote who intend to attend the Meeting shall therefore confer with the Designated Representative alternately:

(i) proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, in compliance with the provisions of Article 135-undecies of the TUF, using the specific proxy form prepared by the Designated Representative himself in agreement with the Company, available on the Company's website at www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024). Such proxy form with the voting instructions, together with a copy of a valid document, must be transmitted to the Designated Representative at the certified e-mail address ufficiomilano@pecserviziotitoli.it or by following the instructions on the form itself and on the Company's website, by the end of the second open market day preceding the Shareholders' Meeting (i.e., by April 18, 2024 in relation to the first call, or by April 19, 2024 in relation to the second call), and within the same terms the proxy may be revoked. The proxy, so conferred, shall be effective only for the proposals in relation to which voting instructions have been given;

(ii) proxy or sub-delegation 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 granting proxy/subdelegation to attend and vote at the Shareholders' Meeting can be found on the Company's website at www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024). Proxies or sub-delegations, together with a copy of a valid document and the necessary voting instructions, must be sent to the Designated Representative at the certified e-mail address ufficiomilano@pecserviziotitoli.it or by following the instructions on the form itself by April 21, 2024 (or by April 22, 2024 in connection with the second call).

It should be noted that shares for which proxies have been given, even partial proxies, are counted for the purpose of duly constituting the Shareholders' Meeting. In relation to proposals for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and capital share required for the approval of resolutions.

Providing a proxy to the Designated Representative does not incur any expenses for the delegating party (except for any postage).

The Designated Representative will be available for clarification or information at 02-46776819/14 or e-mail ufficiomi@computershare.it.

RIGHT TO ASK QUESTIONS ON AGENDA ITEMS

Pursuant to Article 127-ter of the TUF, persons entitled to voting rights may ask questions on the items on the agenda prior to the Shareholders' Meeting by submitting them to the Company by the deadline of **April 11, 2024 (record date)** - by registered mail addressed to the Company's registered office, or by certified email to si-servizitalia@postacert.cedacri.it. For the purpose of exercising this right, the appropriate notice issued by authorized intermediaries in accordance with their accounting records must be received by the Company. Questions duly received by April 11, 2024 will be answered by 3:00 p.m. on **April 18, 2024** by means of publication on the Company's website at www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024) in order to enable those entitled to vote to make an informed opinion on the items on the agenda. The Company may provide a unified response to questions with the same content.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS.

Pursuant to Article 126-bis of the TUF, Shareholders who, even jointly, represent at least one fortieth of the Company's capital, may request, within ten days of the publication of the notice of the Shareholders' Meeting (i.e., by March 18, 2024), to supplement the list of items to be discussed, indicating in the request the additional items they propose or submit new proposals for resolutions on the items already on the agenda. The request for supplementation of the list of items to be discussed is not allowed for items 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 that referred to in Article 125-ter, first paragraph, of the TUF. Requests must be submitted in writing, sent by registered mail with return receipt addressed to the Company's registered office, or by certified e-mail to the address si-servizitalia@postacert.cedacri.it and accompanied by appropriate notice issued by the intermediaries with whom the shares owned by the Shareholders are deposited. Shareholders requesting additions to the agenda must prepare a report stating the reasons for the proposed resolutions on the new matters they propose to discuss, or the reasons for the additional proposed resolutions on matters already on the agenda. The report must be delivered to the governing body by the deadline for submission of the request for supplementation. Notice of any additions to the list of matters to be dealt with by the Shareholders' Meeting, or of the submission of further proposed resolutions on matters already on the agenda, shall be given in the form prescribed for the publication of this Notice of Shareholders' Meeting at least fifteen days prior to the date set for the Shareholders' Meeting on first call; at the same time, the administrative body shall make available to the public, at the registered office, on the Company's *website* and on the authorized eMarket Storage mechanism at www.emarkestorage.com, the report prepared by the Shareholders, accompanied by its own evaluations, if any.

SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS

Since attendance at the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the Appointed Representative, in order to make it possible for those entitled to vote to exercise the right set forth in Art. 126-bis, paragraph 1, third sentence, of the TUF, those entitled 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 April 7, 2024 through their certified e-mail address to the following certified e-mail address siservizitalia@postacert.cedacri.it; the said proposals must be formulated clearly and completely, and accompanied by the information that allows the identification of the person submitting them, including - where possible - a telephone number.

Entitlement to formulate proposals must be attested by the communication made by an authorized intermediary in accordance with current regulations, issued pursuant to Article 83-sexies of the TUF in the manner specified in the preceding 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 to the items on the agenda, their completeness and compliance with applicable regulations, and the legitimacy of the proposers.

The duly received resolution proposals (and any accompanying explanatory reports) will be posted on the Company's *website* at www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024) and on the authorized eMarket Storage mechanism at www.emarkestorage.com by April 9, 2024, in order to allow those entitled to vote to make an informed decision, also taking into account these new proposals, and for the Designated Representative to collect any voting instructions on them as well.

APPOINTMENT OF THE BOARD OF DIRECTORS

With reference to the fourth item on the agenda of the ordinary part, it is recalled that pursuant to Article 15 of the Articles of Association, the appointment of the Board of Directors will be made on the basis of lists submitted by the Shareholders in which the candidates are listed by a progressive number, which must be deposited at the Company's registered office by the twenty-fifth day prior to the date of the Shareholders' Meeting on first call, i.e., by **March 28, 2024**.

The filing of lists for the renewal of the Board of Directors may also be made through a certified e-mail address at si-servizitalia@postacert.cedacri.it.



Pursuant to Article 15.3 of the Articles of Association and in accordance with current regulations, lists of candidates for the office of Director may be submitted by Shareholders who, alone or together with other Shareholders, collectively hold voting shares representing at least **2.5 percent** of the share capital entitled to vote at the Ordinary Shareholders' Meeting (in view of the determination made by Consob in Executive Determination No. 92 of January 31, 2024).

Ownership of the minimum shareholding required for the submission of lists is determined by taking into account the shares that are registered in favor of the Shareholder on the day the lists are filed with the Company.

Together with each list, by the filing deadline for that list, the documents required by current laws, including regulations, and Art. 15.3 of the Articles of Association, including: (i) the declarations with which each of the candidates accepts his/her candidacy and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by current regulations and by the Company Bylaws to hold the office of Director of the Company; (ii) the appropriate certification issued by an intermediary qualified in accordance with the law proving the ownership of the number of shares necessary for the submission of the lists; (iii) the information regarding both the identity of the Shareholders who have submitted the list and the percentage of shareholding held by them; (iv) the *curriculum vitae* regarding the personal and professional characteristics of each candidate, with an indication of the positions of administration and control held in other companies and with any indication of the suitability of the same to qualify as independent pursuant to Articles. 147-ter, paragraph 4 and 148, paragraph 3 of the TUF and/or Article 2 of the *Corporate Governance Code*.

The appropriate documentation from the intermediary proving ownership of the number of shares required for the submission of the lists may also be produced after the filing, as long as it is within the deadline of twenty-one days before the date of the Shareholders' Meeting (i.e., by **April 1, 2024**).

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

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

Since this is the second renewal of the Board of Directors after January 1, 2020, each list containing a number of candidates equal to or greater than three must therefore be composed in such a way that the less represented gender obtains a share equal to at least two-fifths of the Directors elected. If the application of the gender distribution criterion does not result in a whole number of Board members belonging to the least represented gender, such number shall be rounded up to the next higher unit.

Please note that, pursuant to Article 15.3 of the Articles of Association, each Shareholder and Shareholders who are members of the same shareholders' agreement pursuant to Article 122 of the TUF may submit, or concur to submit, and vote for only one list. Endorsements and votes cast in violation of this prohibition will not be attributable to any list. Each candidate may only run on one list, under penalty 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 February 26, 2009, in which the Supervisory Authority recommended that Shareholders submitting a minority list file, together with the list, a statement certifying the absence of any relationship of connection, even indirect, as referred to in Article 147-ter, paragraph 3, of the TUF and Article 144-quinquies of the Regulations adopted by Consob Resolution No. 11971/99 ("**Issuers' Regulations**"), with Shareholders who hold, even jointly, a controlling or relative majority interest, where identifiable on the basis of the notifications of 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 the 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 lists, accompanied by the documents and information on the characteristics of the candidates, will be made available to the public, by the Company, by the twenty-first day prior to the date of the Shareholders' Meeting at the Company's registered office (i.e., by **April 1, 2024**), on the *website* www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024), and on the authorized eMarket Storage mechanism at www.emarkestorage.com.

Further information regarding the appointment of Directors is contained in the Report on Agenda Items prepared pursuant to Article 125-ter of the TUF, to which reference is made, which is being made available to the public today at the registered office, on the Company's *website* at www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024), and at the authorized eMarket Storage mechanism at www.emarkestorage.com, within the terms and in the manner prescribed by law.

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

DOCUMENTATION

The Explanatory Report of the Board of Directors prepared in accordance with Article 125-ter of the TUF in connection with item 4 on the agenda of the ordinary part of the Shareholders' Meeting (including the proposed resolution on items 4.1 and 4.2 on the agenda of the ordinary part) is made available to the public today at the Company's registered office, published on the *website* www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024), as well as at the authorized eMarket Storage mechanism at www.emarkestorage.com. The Board of Directors' Explanatory Report prepared pursuant to Article 125-ter of the TUF on the remaining items on the agenda of the Shareholders' Meeting (including proposed resolutions on items 2, 3 and 5 on the agenda of the ordinary part, as well as on item 1 on the agenda of the extraordinary part), will be made available to the public by March 23, 2024 at the Company's registered office, published on the *website* www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024), as well as at the authorized eMarket Storage mechanism at www.emarkestorage.com.

In the same manner will be made available to the public by **April 1, 2024**, the Annual Financial Report as of December 31, 2023 (including, inter alia, the Separate Financial Statements as of December 31, 2023, the Board of Directors' Report on Operations, and the proposed resolutions on the first item on the agenda of the ordinary part), the Reports of the Board of Statutory Auditors and the Independent Auditors, the Consolidated Non-Financial Statement pursuant to D. Legislative Decree No. 254/16, the Annual Report on Corporate



Governance and Ownership Structure and the Report on Remuneration Policy and Compensation 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 documents useful for the Assembly will be published in the terms and manner prescribed by law and regulations.

Members are entitled to obtain copies of filed documents at their own expense.

Please also note that, pursuant to Article 125-quater of the TUF, on the Company's website at <https://ir.servizitaliagroup.com/corporate-governance/assemblea-dei-soci> the following documents or information are made available: (i) the documents that will be submitted to the Shareholders' Meeting; (ii) the form that Shareholders are entitled to use for proxy and sub-proxy voting and the related instructions; and (iii) information on the amount of the Company's share capital with an indication of the number and categories of shares into which it is divided.

INQUIRY

For any further information regarding the Shareholders' Meeting, and in particular on how to exercise your rights, you can consult the website www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024) or write to the attention of the Corporate Services Office at PEC address si-servizitalia@postacert.cedacri.it.

This notice of meeting is published today, pursuant to Article 125-bis of the TUF and in accordance with Article 11 of the Articles of Association, on the website of www.servizitaliagroup.com (Corporate Governance>Shareholders' Meeting>2024) and is available at the authorized eMarket Storage mechanism at www.emarkestorage.com, as well as, in excerpts, in the daily newspaper Italia Oggi of [March 8, 2024].

Castellina di Soragna, Parma, March 8, 2024.

*The Chairman of the Board of Directors
F.to Roberto Olivi*

Fine Comunicato n.0868-31-2024

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