



Società per Azioni - Capitale Sociale € 22.470.504,68  
Sede in Ozzano dell'Emilia (BO), Via Emilia 428/442  
Registro Imprese di Bologna e C. F. 00307140376  
Partita I.V.A. 00500931209

## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The voting rights holders are hereby convened, on a single call, in an Ordinary Shareholders' Meeting on **27 October 2020**, at **10.30 a.m.**, at the premises of the Company in Ozzano dell'Emilia (BO), Via Emilia no. 237, to discuss and resolve on the following:

### AGENDA

Appointment of the Board of Directors, upon the condition precedent of the closing of the sale and purchase transaction of SO.FI.M.A. S.p.A. shares, communicated to the market on 28 July 2020:

- (i) decision of the number of the members of the Board of Directors;
- (ii) appointment of the directors;
- (iii) decision of the term of the office of the Board of Directors;
- (iv) decision of the annual remuneration for the directors.

### **Right to attend the Shareholders' Meeting**

Pursuant to article 83-*sexies* of Italian Legislative Decree No. 58/1998 (TUF), anyone who will result as voting right holders at the end of the accounting day of 16 October 2020 (record date), i.e. the seventh trading day prior to the date scheduled for the Meeting, shall be entitled to attending the Meeting and to exercising the voting right. Anyone whose shareholding has been recorded after the date above will not be entitled either to attending and to voting at the Shareholders' Meeting. The notification by the authorized intermediary shall be submitted to the Company by the end of the third trading day prior to the date of the Shareholders' Meeting, hence no later than 22 October 2020. The right to participate and to vote shall remain valid, should the notifications be received by the Company after the aforementioned deadline, as long as they are received by the start of the work of the Shareholders' Meeting.

### **Proxy**

Notwithstanding any incompatibilities and within the limits set out under the applicable laws and regulations, Shareholders with voting rights may be represented at the Shareholders' Meeting by proxy in written form. For this purpose, Shareholders may use the proxy form available at the Company's registered office and on the Company's website [www.ima.it](http://www.ima.it) (Investor Relations section). The proxy may be granted by means of digital document with digital signature, pursuant to article 135-*novies*, para. 6, of Italian Legislative Decree No. 58/1998 (TUF). The proxy may be either sent to the Company's administrative office in Via Tosarelli no. 184, Castenaso (BO), to the attention of the Corporate Legal Affairs Department, or electronically notified by certified email to the address [ima@legalmail.it](mailto:ima@legalmail.it). Should the representative send or deliver to the Company, also electronically, a copy of the proxy, such representative shall declare, under its own responsibility, both the conformity of the copy to the original proxy form and the identity of the holder. No procedures for voting by correspondence or by electronic means are set out.

### **Right to ask questions**

Pursuant to article 127-*ter* of Italian Legislative Decree No. 58/1998, voting right holders in favour of whom the Company has received a specific notification by an intermediary authorized under the applicable laws and regulations are entitled to asking questions on items on the agenda prior to the Shareholders' Meeting. Such questions shall be posed in writing and shall be received no later than seven trading days prior to the Meeting - i.e. no later than 16 October 2020 - exclusively by electronic notification to the certified email address [ima@legalmail.it](mailto:ima@legalmail.it). The Company will answer to questions concerning the items on the agenda within 23 October 2020 on the Company's website. The company may provide a single reply to questions with the same content.

### **Right to make additions to the agenda or to present new resolution proposals on items of the agenda**

Pursuant to article 126-*bis* of Italian Legislative Decree No. 58/1998, Shareholders that, jointly or severally, hold at least 1/40 of the share capital may ask for additions to the list of the items on the Shareholders' Meeting agenda, either specifying in the request the additional subject-matters they propose or proposing new resolutions on any items already on the agenda, within ten (10) days as from the publication hereof, hence no later than 26 September 2020. Such questions, together with the personal data of the requesting Shareholder and by the certification of the ownership of the shares, shall be submitted in written form exclusively by electronic notification to the certified email address [ima@legalmail.it](mailto:ima@legalmail.it). Any addition to the agenda or proposal of any new resolutions on any items already on the agenda shall be disclosed pursuant to the same procedure applicable for the publication of the notice of call of the meeting, at least fifteen (15) days prior to the date scheduled for the Shareholders' Meeting. Within such deadline, Shareholders requesting the addition to the agenda or proposing any new resolutions on items already on the agenda shall submit to the Company a report explaining either the reasons for the proposed resolutions on new items they are submitting for the discussion or the reasons for the additional resolution proposals on matters already on the agenda. Voting right holders may submit individually any resolution proposals to the Meeting. The report issued by the requesting Shareholders, together with any possible evaluations by the administrative body, will be made available to the public under the same conditions set out for the documents concerning the Meeting, simultaneously with the publication of the notice of addition or presentation. Additions concerning matters to be resolved by the Shareholders' Meeting either upon sole proposal by the Board of Directors or according to a project or report by the Board of Directors, pursuant to the applicable laws and regulations, are not allowed.

### **Appointment of the Board of Directors**

Pursuant to article 15 of the Company's by-laws, to which express reference is made for any matter not specifically indicated herein, the members of the Board of Directors will be appointed by the Meeting on the basis of any lists submitted by the shareholders. The rules and procedures governing the candidates lists, as well as the documents to be attached thereto, are indicated in article 15 of the Company's by-laws. The candidates lists, accompanied by the professional curriculum of each designated individual and underwritten by the submitting shareholders, shall be filed at the premises of the Company or sent by mail at the administrative office, Via Tosarelli no. 184, Castenaso (BO), or sent by registered e-mail at [ima@legalmail.it](mailto:ima@legalmail.it), within 2 October 2020, i.e. within the twenty-fifth day before the date of the Meeting. Shareholders who - alone or together with any other shareholders - hold at least 1% of the share capital as set out by the Company's by-laws and by CONSOB executive decision no. 28 of 30 January 2020. Shareholders shall submit, together with the list, the document evidencing the identity of the shareholder or shareholders who submit the list, as well as the overall shareholding held as at the date of the submission of the list. The intermediary certificates evidencing the ownership of the shares as at the date of the submission of the list shall be received by the Company within 6 October 2020, i.e. within the twenty-first day before the date of the Meeting. Within such term, the Company will make the candidates list available to the public upon the terms and conditions set out by the applicable laws and regulations. Each list shall contain a number of candidates equal to 15, listed in progressive order; together with the list, the statements of each candidate accepting the candidature and stating, under their personal responsibility, that there are no ineligibility and incompatibility causes, as well as they meet the eligibility criteria set out by the applicable laws and regulations.

Each list shall contain:

- candidates of different genders, for the purpose of compose the Board pursuant to the laws and regulations applicable thereto and therefore, two-fifths of the appointed directors shall be of the less represented gender;
- the candidature of at least two individuals meeting independence criteria set out by the applicable laws and regulations.

Any lists that do not comply with the rules set out by the Company's by-laws will be considered as not submitted.

Shareholders are invited to read the provisions under CONSOB communication no. DEM/9017893 of 26 February 2009.

### **Information and documents**

The share capital of the Company is equal to Euro 22,470,504.68, fully paid-up, divided into 43,212,509 shares having a nominal value of 0.52 each. Each share shall entitle to express either one vote or two votes, pursuant to article 6 of the Company's by-laws with reference to loyalty shares, in case of verification of the requirements set out by the law and by article 6 of the Company's by-laws. As of the date of publication hereof, the total overall number of voting rights is equal to no. 66,596,241. As of the date hereof, the Company owns 107,000 treasury shares. Such information will be also made available on the Company's website [www.ima.it](http://www.ima.it) (Investor Relations section), where the by-laws and the Shareholders' Meetings Regulations may also be consulted. The documents relating to the Shareholders' Meeting, together with the report on the agenda, will be made available to the public, pursuant to the applicable laws and regulations, at the Company's registered office in Ozzano dell'Emilia (BO), Via Emilia no. 428-442. Shareholders are entitled to examine and obtain a copy of such documents. The documentation will be also made available on the Company's website [www.ima.it](http://www.ima.it) (Investor Relations section), as well as on the authorised storage system eMarketSTORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)).

### **COVID-19 outbreak emergency**

The date, the place of, and/or the ways of attendance to, the meeting set out herein may be amended or specified according to the COVID-19 outbreak emergency. The Company reserves the right to integrate and/or amend the content hereof in case of need because of the health emergency and communicates that any possible amendment will be timely notified upon the same conditions for the notification hereof.