

## TESMEC S.P.A.

Registered office  
Piazza Sant' Ambrogio, 16 – 20123 Milan  
Milan Register of companies no. 314026  
Tax and VAT code: 10227100152  
Share capital Euro 10,708,400  
Website: [www.tesmec.com](http://www.tesmec.com)

In order to minimise the risks related to the current health emergency and to limit as much as possible movements and gatherings, the Company decided to avail itself of the right established by Law Decree no. 18 of 17 March 2020, containing "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency*" (the "*Cura Italia Decree*"), and to envisage that attendance at the Shareholders' Meeting shall take place exclusively through the appointed representative referred to in article 135-*undecies* of Legislative Decree no. 58/98 (the "*TUF*"), excluding access to the meeting premises of the Shareholders or their representatives other than the appointed representative mentioned above.

The directors, statutory auditors, representatives of the independent auditors, the notary public, the Appointed Representative and other persons who are allowed to attend the Shareholders' Meeting in accordance with the law and the Articles of Association, other than those who have the right to vote, may attend the Shareholders' Meeting through the use of remote connection systems that ensure the identification of members, their attendance, in compliance with the provisions in force and applicable, in the manner that will be made known by the Company to the persons mentioned above.

### CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders are convened to the ordinary and extraordinary meeting of Tesmec S.p.A. ("**Tesmec**" or "**Company**") at Studio Notarile SNPZ Notai a Milano, in Piazza della Repubblica 28, Milan, on 21 May 2020 at 10:30 a.m. in single call, to discuss and deliberate on the following:

#### AGENDA

##### In the ordinary part of the Meeting

1. **Approval of the financial statements as at 31 December 2019 and presentation of the Tesmec Group's consolidated financial statements and relevant reports, including the Consolidated Disclosure of Non-Financial Information; allocation of result for the period; related and consequent resolutions.**
  - 1.1 **Approval of the financial statements as at 31 December 2019 and the Directors' report;**
  - 1.2 **Allocation of result for the period.**
2. **Resolutions related to the report on remuneration policy and remuneration paid pursuant to Article 123-ter of Italian Legislative Decree 58/1998 and Article 84-quater of the Issuers' Regulation no. 11971/1999; related and consequent resolutions.**
  - 2.1 **Binding vote on the remuneration policy for 2020 set out in the first section of the report;**
  - 2.2 **Consultation on the second section of the report on remuneration paid in or relating to the 2019 financial period.**
3. **Revocation of authorization to purchase and dispose of treasury shares, subject to the withdrawal of the previous resolution passed by the Shareholder's Meeting of 16 April 2019; related and consequent resolutions.**

##### In the extraordinary part of the Meeting

- 1. Elimination of the indication of the nominal value of the shares and adaptation to the new regulatory provisions on gender quotas; consequent amendments to articles 5, 14 and 22 of the Articles of Association; related and consequent resolutions.**
- 2. Assigning the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the proxy to increase the share capital for a maximum total amount not exceeding the amount of Euro 50,000,000.00 (the "Maximum Total Amount"), including any share premium, against payment and through splitting shares, in one or more tranches, but with the right of the Board of Directors to establish the inseparability of individual tranches of use of the proxy, with or without warrant, also with the exclusion of the right of option pursuant to Article 2441, paragraphs 4 and 5, of the Italian Civil Code and of the proxy, pursuant to Article 2420-ter of the Italian Civil Code, within the same Maximum Total Amount, to issue bonds, convertible or otherwise, with or without warrant, also by excluding the right of option pursuant to Article 2441 of the Italian Civil Code; amendment to Article 5 of the Articles of Association; related and consequent resolutions.**

### **COVID-19 (CoronaVirus) health emergency information disclosures**

In accordance with the provisions of Article 106, paragraph 4, of the Cura Italia Decree, in compliance with the fundamental principles of health protection, Shareholders may not physically attend the Shareholders' Meeting and their attendance may only take place through the appointed representative referred to in Article 135-undecies of the TUF, in compliance with the provisions of law and current regulations, as further specified in this notice of call in the paragraph "Attending the Shareholders' Meeting and assigning the proxy to the Appointed Representative".

Note that the information contained in this notice - and, in particular, date, place and/or time of the meeting, the terms for Shareholders to exercise their rights, the methods for attending the meeting and/or the way in which the meeting is held - may be subject to change, updates or clarifications in view of the current emergency situation related to COVID-19 and the consequent measures adopted from time to time by the competent Authorities, and in order to allow strict compliance with the fundamental principles of protecting the safety and health of Shareholders, employees, representatives and consultants of the Company. Any changes, updates or clarifications to the information contained in this notice of call will be promptly made available through the Company's website ([www.tesmec.com](http://www.tesmec.com)) and in the other ways required by law.

### **Information on share capital on the date of notice of call**

The share capital of Tesmec totals Euro 10,708,400.00 constituted by 107,084,000 ordinary shares with a nominal value of Euro 0.10 each. The shares are nominative, indivisible, and freely transferable. Pursuant to Article 9 of the Articles of Association, each share gives right to one vote in the ordinary and extraordinary shareholders' meetings of the Company. At the time of this notice of call, the Company holds 4,711,879 treasury shares.

### **The right to attend and to vote at the Shareholders' Meeting**

Pursuant to the law, those who have the right to vote may attend the Shareholder's Meeting. The right to attend and vote at the Shareholders' Meeting - which, as further specified in this notice of call in the paragraph "Attending the Shareholders' Meeting and assigning the proxy to the Appointed Representative" may only take place through the appointed representative - is certified by a notification made by the intermediary to the Company in favour of the person who has the right to vote, on the basis of evidences existing at the end of the accounting day of the seventh day of open market before the date scheduled for the Shareholders' Meeting in single call ("record date"), coincident with 12 May 2020. Therefore, those who will be the holders of the shares only after the record date mentioned above will be not entitled to attend and vote at the Shareholders' Meeting. The notification of the above intermediary must reach the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting (i.e. no later than Monday 18 May 2020). The right to attend and vote in any event is unaffected if the notification is received by the Company after the said deadline provided that it is received by the start of the meeting works of this call.

The directors, statutory auditors, representatives of the independent auditors, the notary public, the Appointed Representative and other persons who are allowed to attend the Shareholders' Meeting in accordance with the law and the Articles of Association, other than those who have the right to vote, may attend the Shareholders' Meeting through the use of remote connection systems that ensure the identification of members, their attendance, in compliance with the provisions in force and applicable, in the manner that will be made known by the Company to the persons mentioned above.

Considering the ways in which the Shareholders' Meeting will be held, it will be considered conventionally called and held at the registered office of Studio Notarile SNPZ Notai a Milano, in Piazza della Repubblica 28, Milan.

There are no procedures for postal votes or by electronic means.

### **Attending the Shareholders' Meeting and assigning the proxy to the Appointed Representative**

Taking account of the containment measures imposed in view of the exceptional emergency situation resulting from the COVID-19 epidemic, in accordance with the provisions of the Cura Italia Decree, the attendance at the Shareholders' Meeting of those with voting rights will take place without access to the meeting premises. In fact, the Company has chosen to avail itself of the option envisaged by Article 106, paragraph 4, of the Cura Italia Decree, which allows companies with listed shares to envisage in the notice of call that attendance at the shareholders' meeting is to take place exclusively through the appointed representative referred to in Article 135-*undecies* of the TUF. Consequently, the Company appointed Computershare S.p.A. - with registered office in Via Lorenzo Mascheroni 19, 20145 - Milan (MI) - to represent the Shareholders pursuant to Article 135-*undecies* of the TUF and the provisions of the Cura Italia Decree (the "**Appointed Representative**"). Therefore, all those entitled to attend and vote who want to attend the Shareholders' Meeting must mandatorily grant a proxy to the Appointed Representative.

#### *Granting of proxies to the Appointed Representative pursuant to Article 135-undecies of the TUF*

The proxy referred to in article 135-*undecies* of the TUF can be granted, without charge to the shareholder represented (except for any shipping costs), by means of the specific form, prepared by the Appointed Representative in agreement with the Company, and made available, with the relevant instructions for filling in and transmission, on the Company's website at [www.tesmec.com](http://www.tesmec.com) (Governance / Shareholders' Meetings section) in the section dedicated to this Shareholders' Meeting as well as at the registered office and/or administrative.

The proxy with voting instructions must be sent following the instructions indicated in the proxy form and on the website of the Company, by the end of the second open market day prior to the date of the Shareholders' Meeting (i.e. by Tuesday **19 May 2020**) and in the same term and with the same modalities of the conferment, the proxy can be revoked.

The ordinary proxy, thus conferred, will be effective only for those draft resolutions in relation to which voting instructions will be given.

#### *Granting of ordinary proxies or sub-delegations to the Appointed Representative pursuant to Article 135-novies of the TUF*

Note also that, pursuant to the Cura Italia Decree, the Appointed Representative, by way of derogation of Article 135-*undecies*, paragraph 4, of the TUF, can also be granted ordinary proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, and following the instructions indicated in the form available on the Company's website at [www.tesmec.com](http://www.tesmec.com) (Governance / Shareholders' Meetings section) in the section dedicated to this meeting as well as at the registered office and/or administrative.

Therefore, those who do not make use of the proxy as per article 135-*undecies* of the TUF, alternatively, may grant the ordinary proxies or sub-delegations as per article 135-*novies* of the TUF, with relative written voting instructions, exclusively by using the appropriate proxy/sub-delegation form to be sent to the Appointed Representative following the instructions on the form itself and on the Company's website by 12:00 a.m. on Wednesday **20 May 2020** (it being understood that the Appointed Representative may accept proxies and/or instructions even after the aforesaid deadline and before the opening of the Shareholders' Meeting) in the

manner indicated above) and in the same term and with the same modalities of the conferment, the proxy can be revoked.

The ordinary proxy, thus conferred, will be effective only for those draft resolutions in relation to which voting instructions will be given.

For any clarifications concerning the granting of the proxy to the Appointed Representative (and in particular concerning the filling in of the proxy form and the voting instructions and their transmission) as well as to request the proxy form, the Appointed Representative will be available for clarification or information at the number +39 02 -46776818 or at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Company reserves the right to supplement and/or modify the above instructions in consideration of the intervening needs following the current COVID-19 epidemiological emergency situation and its developments that cannot be foreseen at the moment.

### **Right to ask questions before the Shareholders' meeting**

Pursuant to Article 127-ter of the TUF, those who have the right to intervene and vote in the Shareholders' Meeting are allowed to ask questions on the points on the agenda by the end of the *record date* (i.e. by Tuesday 12 May 2020). Questions must be submitted - taking into account the ongoing emergency -, by sending such questions, accompanied by the certification released by the intermediary proving their capacity as shareholders, by registered mail to the registered office or by e-mail to [tesmecspa@pec.it](mailto:tesmecspa@pec.it), with indication, in the subject of the e-mail, of the wording "*Shareholders' Meeting 2020 - Questions on the items on the agenda pursuant to article 127-ter of Legislative Decree 24 February 1998 n. 58*". The ownership of the right to vote can also be certified after the submission of the questions provided within the third day following the date of registration (i.e. by Friday 15 May) by indication of the communication issued by the intermediary to the Company.

All the questions received by the deadlines aforementioned, will be answered by 12:00 on Tuesday 19 May 2020 also by publication in the appropriate section of the Company's website.

The Company can provide a unified response to questions with the same content.

An answer is not due, even during the Shareholders' Meeting, to the questions asked before the same when the answer was published in the manner prescribed by law.

The Company will not answer to questions that do not comply with the methods, terms and conditions indicated above.

### **Additions to the agenda and submission of new draft resolutions**

Pursuant to Article 126-*bis* of the TUF, the shareholders who, individually or jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice (i.e. no later than Friday 1 May 2020), additions to the agenda, specifying in the request additional items proposed by them or submit draft resolutions on items already on the agenda. The request must be submitted in writing by the proposing shareholders by email to the address [tesmecspa@pec.it](mailto:tesmecspa@pec.it), accompanied by the relevant certification released by the intermediary proving the ownership of the above mentioned fraction of share capital. Within the above-mentioned term and in the same manner, any proposing shareholder must submit to the Board of Directors a report containing the reasons for the draft resolutions on the new items on the agenda or the reasons for further draft resolutions on items already on the agenda. No addition to the agenda is allowed for items on which the Shareholders' Meeting resolves, in accordance with the law, upon proposals made by the directors or on the basis of a project or report prepared by them, other than those indicated under Article 125-*ter*, paragraph 1, of the TUF.

Any additions to the agenda and submission of new draft resolutions on items already on the agenda of the Shareholders' Meeting will be notified in the same manner prescribed for the publication of this notice, at least fifteen days before the date scheduled for the Shareholders' Meeting (i.e. by Wednesday 6 May 2020). On the same date, the Company makes available to the public, in accordance with the procedures set out in Article

125-ter, paragraph 1, of the TUF, additional draft resolutions on items already on the agenda, the reports submitted by the Shareholders, as well as any evaluations of the Board of Directors.

### **Documents**

The documents relating to the items on the agenda of the Shareholders' Meeting, including explanatory reports containing draft resolutions on them, will be made available to the public within the terms provided by law at the administrative office in Grassobbio, Via Zanica 17/O of the Company and on the website of Borsa Italiana S.p.A., in the eMarketStorage centralised storage mechanism available at [www.emarketstorage.it](http://www.emarketstorage.it) and also on the Company's website [www.tesmec.com](http://www.tesmec.com), "*Shareholders' meetings*" section within the terms envisaged by the regulations in force, with the right of shareholders and those entitled to vote to obtain a copy.

Following the restrictive provisions issued by the competent Authorities, the Shareholders are advised that access to the registered office and / or administrative headquarters can be authorized with methods and terms to be defined.

The Articles of Association are available on the website of the Company [www.tesmec.com](http://www.tesmec.com).

Grassobbio, 21 April 2020

Tesmec S.p.A.