



SARAS S.p.A.

Registered office in Sarroch (CA), SS. 195 Sulcitana, Km 19
Share Capital equal to Euro 54,629,666.67, fully paid-up
Number of registration with the Company Register, tax code and VAT number 00136440922
www.saras.it

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Those entitled to take part and to exercise their voting right are called to the Ordinary Shareholders' Meeting in Milan, at the Palazzo Giureconsulti in via Mercanti n. 2, on the **27 April 2018**, at **10.00** am in the first call and then, if necessary, on the 28 April 2018, at the same place and time, in second call, to discuss and deliberate upon the following

AGENDA

- 1) *Approval of the financial statements for the year ending 31 December 2017; presentation of the consolidated financial statements for the year ending 31 December 2017 and of the Consolidated Non-Financial Report pursuant to Legislative Decree no. 254 of 30/12/2016 - Sustainability Report. Allocation of annual result and distribution of dividends.*
- 2) *Appointment of the Board of Directors:*
 - 2.1 *Determination on the number of members;*
 - 2.2 *Determination of the term of office;*
 - 2.3 *Appointment of members;*
 - 2.4 *Determination of remuneration;*
 - 2.5 *Any exemptions from the non-compete rules pursuant to article 2390 of the Civil Code.*
- 3) *Appointment of the Board of Statutory Auditors for the financial years 2018-2020:*
 - 3.1 *Appointment of members;*
 - 3.2 *Determination of remuneration;*
- 4) *Proposal of adjustment of remuneration to external auditors EY S.p.A.; related and consequent resolutions;*
- 5) *Remuneration report. Resolution on the first section of the Remuneration report, pursuant to paragraph 6 of Art. 123-ter, of Legislative Decree no. 58/98.*
- 6) *Authorization to purchase and dispose of own shares. Relative and subsequent resolutions.*

The subscribed and paid-up share capital is Euro 54,629,666.67 divided into 951,000,000 ordinary shares. Each share gives right to one vote, except for the 14,989,854 shares held by the Company at the time of the current notice whose voting rights are suspended in accordance with the law. Any change in the holding of own shares will be reported when the proceedings of the meeting commence. Information on share capital is available on the Company's website, www.saras.it, under the Investor Relations, Shareholder Services, AGM, 2018 heading.

ELIGIBILITY TO ATTEND THE SHAREHOLDERS' MEETING

Pursuant to art. 83-sexies, Legislative Decree. n. 58/98, the eligibility to attend the Shareholders' Meeting and to exercise the right to vote is certified by a communication to the Company, issued by a legally authorised intermediary, in accordance with the data in its accounting records, certifying the party entitled to vote on the basis of the shareholder information applicable at the end of the accounting day for the seventh trading day before the date fixed for the Meeting on first call, namely on **18 April 2018**. Shareholders of records after 18 April 2018 will not be eligible to attend and to exercise the right to vote at the Shareholders' Meeting. The above-mentioned communication shall be sent by the intermediary to reach the Company by the end of the third trading day prior to the date fixed for the Meeting on first call, namely by 24 April 2018. However,



shareholders will be eligible to attend the Shareholders' Meeting and vote even if the communication has been delivered after the above-mentioned deadline, provided that it is before the start of meeting proceedings in the single call.

PROXY VOTING RIGHTS

Shareholders entitled to attend and vote in the General Meeting may be represented through written proxy issued in compliance with the current laws and regulations. Proxy forms are available from the Company's registered office, its head office, on the Company's website (www.saras.it, under the Investor Relations, Shareholder Services, AGM, 2018 heading) and from authorised intermediaries. The proxy may be sent by registered post to the administrative head office of the Company in Milan, Via dell'Unione 1, for the attention of the Corporate and Legal Affairs Department or by electronic mail to the certified electronic mail address assemblea.saras@pec.grupposaras.it.

Previous notification will not exempt the delegate to certify that the notified copy is a true copy of the original and the identity of the delegating party on accreditation for access to the Shareholders' Meeting. In accordance with Art. 135-*novies* of Legislative Decree No. 58/98, it is permitted for the proxy to be granted with an electronic document, electronically signed.

The proxy can be granted, at no cost to the delegating party (excluding any delivery costs), with instructions on voting for all or some of the proposals on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. ("**Spafid S.p.A.**") with registered office in Milan, as Delegate Representative in accordance with Art. 135-*undecies* of Legislative Decree No. 58/98, on condition that the original proxy is received, by the above entity, by the end of second trading day prior to the date of the Shareholders' Meeting in first and also second call (respectively by 25 April 2018 and 26 April 2018).

The original proxy form must be sent to the Delegated Representative at the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, with ref. "*Proxy for Saras 2018 General Shareholders' Meeting*", by hand delivery during office hours (from 9.00 am to 5.00 pm) or by registered post or courier. Provided that the proxy must be sent in original, the same can also be notified electronically by the same deadline, together with the declaration attesting that it is true to the original, to the certified email address of the Designated Representative: assemblee@pec.spafid.it. Dispatch to the above-mentioned certified electronic mail address satisfies the written form requirement.

The proxy must contain voting instructions relating to all or some of the proposals on the agenda and it is valid only for those proposals for which voting instructions have been provided.

Any proxy granted to Spafid S.p.A. has no effect with regard to proposals for which there are no voting instructions. Spafid S.p.A. may not be granted proxies except as the Company's Designated Representative.

Proxy forms, with instructions for their compilation and transmission, are available from the Company's registered office and the Company's website, www.saras.it, under the Investor Relations, Shareholder Services, AGM, 2018 heading.

The proxy and voting instructions can be revoked by the end of the second trading day prior to the date of the Shareholders' Meeting in first and second call (namely by 25 April 2018 and 26 April 2018) in the manner indicated above.

It should be noted that the shares for which a proxy, even a partial one, has been granted are counted towards the quorum of the General Meeting; with regard to those proposals for which no voting instructions have been given, shares are not counted for the purpose of calculation of the majority and the percentage of capital required for the resolutions to be adopted.

The Company's Articles of Associations do not allow the option of voting by post or by electronic means.

ADDING ITEMS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION

In accordance with Art. 126-*bis*, Legislative Decree no. 58/98, shareholders who, on their own or with others, represent at least one fortieth of the share capital can request, within 10 days from the publication of the current notice (by 26 March 2018) topics to be added for discussion at the Shareholders' Meeting indicating the additional topics proposed and the proposed resolutions on topics already on the agenda. The application must be made in writing, signed in original, and delivered by hand or by registered mail to the registered office or administrative head office in Milan, Via dell'Unione 1, for the attention of the Corporate and Legal Affairs



Department, or by electronic notification to the certified electronic mail address assemblea.saras@pec.grupposaras.it, together with a specific communication, certifying their entitlement to exercise the said right, issued by legally authorised intermediaries. The applicant must deliver, by the deadline indicated above, a report on the topics proposed for discussion and a report on new resolution proposals, with their relative justifications. Such reports, together with the possible evaluations of the Board of Directors, will be published at least two weeks before the date of the Shareholders' Meetings, using the same mode of publication used by the current notice.

Additions cannot include matters for which, by law, the Shareholders' Meeting resolves on the basis of proposals from the directors or based on a project or report prepared by the directors other than those included in Art. 125-ter, paragraph 1, of Legislative Decree no. 58/98.

RIGHT TO SUBMIT QUESTIONS ON TOPICS ON THE AGENDA

In accordance with Art. 127-ter of Legislative Decree no. 58/98, those who have the right to do so may submit questions on topics on the agenda even before the Shareholders' Meetings, and in any case by 24 April 2018, submitting them in writing by registered post to the administrative head office in Milan, Via dell'Unione 1, for the attention of the Corporate and Legal Affairs Department, or by electronic post to the certified email address assemblea.saras@pec.grupposaras.it. Entitlement to the exercise of this right is certified by transmission to the Company, at the addresses indicated above, of a specific communication issued by legally authorised intermediaries, establishing entitlement to this right. Questions submitted before the Shareholders' Meeting will be answered, at the latest, during the meeting itself. The Company can provide a single answer to questions on the same topic. Please note that answers are deemed to have been given during the meeting when provided on paper material made available to all voting shareholders at the start of the Meeting itself.

APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

The elections of the members of the Board of Directors and of standing and alternate members of the Board of Statutory Auditors will take place, in respect of the applicable regulations relating to gender balance, on the basis of slates of candidates. For the election of each of the two boards, each shareholder can file a single slate of candidates and every candidate can be included in only one list.

- **Minimum shareholding required for the presentation of slates of candidates**

Shareholders have the right to file a slate (both for the election of the Board of Directors and of the Board of Statutory Auditors) if, referring to the shares that are recorded in their name on the day the slate is filed with the company, they represent at least 1% of the ordinary voting share capital (in pursuance of articles 8 and 26 of the Articles of Association and Consob Resolution no. 20273 of 24 January 2018).

- **Terms and procedures for filing slates of candidates**

The slates of candidates must be filed, by the shareholder(s) filing them, at least 25 calendar days before the date fixed for the Shareholders' Meeting on first call, namely **2 April 2018**.

Slates can be filed in the following ways:

- by registered post or hand delivery to the administrative head office of the Company in Milan, Via dell'Unione 1, for the attention of the Corporate and Legal Affairs Department, during normal working hours, or
- by certified electronic mail to the email address assemblea.saras@pec.grupposaras.it.

Evidence of the ownership of a sufficient number of shares to file slates can be delivered after the slates have been filed, as long as this is done by the deadline set for the publication of slates by the company (**6 April 2018**), via notification issued by a legally authorized intermediary.

It should be noted that, with regard to the slates for the appointment of the Board of Statutory Auditors, if – at the deadline for the filing of slates (2 April 2018) – only one slate has been filed, or slates have been filed only by shareholders who are connected to each other pursuant to art. 144-quinquies of the of the Issuers' Regulations, slates can be filed until the third day after the deadline (namely until **5 April 2018**). In this case,



the minimum required for the presentation of slates will be halved and will therefore be 0.5% of the share capital.

The publicity of the slates of candidates to be appointed as directors or statutory auditors, accompanied by the declarations and information required by the Articles of Association and the current legislation, will be undertaken by the Company in pursuance of the provisions of art. 144-*octies* of the Issuers' Regulations.

▪ **Slates for the appointment of the Board of Directors:**

In pursuance of art. 18 of the Articles of Association, to which express reference is made for anything not reported below, the Company's Board of Directors is to be made up of no less than three and no more than 15 members, as determined by the Shareholders' Meeting at the time of their nomination.

Each shareholder can file a single slate of candidates and every candidate can be included in only one slate, under penalty of ineligibility. Each shareholder can vote for a single slate and therefore automatically all the candidates listed therein, without possibility of variations, additions or exclusions.

Each slate should include at least three and no more than 15 candidates, progressively numbered, who meet the integrity criteria set out in the current legislation; the number of members of the Board of Directors will be equal to the number of candidates in the slate with the largest number of votes.

Slates must include candidates of both genders, so that a proportion (rounded up) of candidates belongs to the gender less represented, equal to that applicable by applicable regulations relating to gender balance in the composition of the Board of Directors (namely a third).

Each slate should further include, in accordance with the provisions of art. 147-*ter* of Legislative Decree no. 58/1998, at least one director who meets the independence requirements, or two if the Board of Directors is made up of more than seven members, to ensure the minimum required by the law.

The following must also be filed with each slate by the deadline indicated above: (i) information relating to the identity of shareholders who have filed the slates, with an indication of the total percentage of share capital held, provided that suitable documentation is made available by a legally authorised intermediary; (ii) exhaustive information about the personal and professional background of each candidate; (iii) declarations in which the individual candidates accept their nomination and attest, under their own responsibility, that there are no grounds for ineligibility and incompatibility and that they meet the integrity requirements, and whether they meet the independence criteria set forth in articles 147-*ter*, paragraph 4, and 148, paragraph 3, of Legislative Decree no. 58/98. Furthermore, shareholders are invited to take into account the independence requirements and the number of independent directors required by art. 3 of the Corporate Governance Code.

It is also to be noted that those who submit a "minority slate" are also subject to the recommendations given by Consob with Notice No. DEM/9017893 dated February 26, 2009.

In accordance with the recommendations of the Corporate Governance Code, the Company has expressed its views to the shareholders with regard to the size and composition of the board and the appropriate professional and managerial profile of board members. This information is available on the Company's website, www.saras.it, under the Investor Relations, Shareholder Services, AGM, 2018 heading.

For further information on the appointment of the Board of Directors please see the Explanatory notes on the related item on the agenda, drawn up by the Board of Directors in pursuance of art. 125-*ter* of Legislative Decree no. 58/98 and made available to the public according to the terms and in the manners required by the law.



▪ **Slates for the appointment of the Board of Statutory Auditors**

In pursuance of art. 26 of the Articles of Association, to which express reference is made for anything not reported below, the Board of Statutory Auditors is made up of three standing members and two alternate members.

Each slate must include two sections: one for the nomination of standing auditors and one for the nomination of alternate auditors.

No shareholder may file or vote for more than one slate, not even through a third party or a fiduciary company. Shareholders who belong to the same group and shareholders who are parties to a shareholders' agreement involving the Company's shares may not file or vote for more than one slate, not even through a third party or a fiduciary company. Candidates may not appear in more than one slate, under penalty of ineligibility.

Slates with a number of candidates equal to or higher than three must include candidates of both genders, so that a proportion (rounded up) of candidates to the office of standing Auditor and of candidates to the office of alternate Auditor belongs to the gender less represented, equal to that applicable regulations relating to gender balance in the composition of the Board of Statutory Auditors (namely a third).

If more than one slate is submitted, the Chairman of the Board of Statutory Auditors will be the first candidate to the position of standing auditor of the minority list with the most votes.

For further information on candidate requirements, filing of the slates and documentation to be included with the same, including that relating to individual candidates, and the manners of appointment, reference should be made to article 26 of the Articles of Association and the applicable laws and regulations, with particular reference to the provisions of art. 144-*sexies*, fourth paragraph, of the Issuers' Regulations.

The following must also be filed with each slate by the deadline indicated: (i) information relating to the identity of shareholders who have filed the slate, with an indication of the total percentage of share capital held, provided that suitable documentation is made available by a legally authorised intermediary; (ii) exhaustive information about the personal and professional background of each candidate, including the list of directorships and managerial positions held by each candidate in other companies; (iii) declarations in which the individual candidates accept their nomination and attest, under their own responsibility, that there are no grounds for ineligibility and incompatibility (including not exceeding the regulatory limits regarding the number of offices held), and that they meet the requirements laid down by law and the Articles of Association for the office of company auditor; (iv) a declaration from shareholders other than those who do not hold, alone or jointly, a controlling interest or a relative majority, declaring the absence of links referred to in art. 144-*quinquies* of the Issuers' Regulations with the latter, also taking into account the indications given by Consob with Notice no. DEM/9017893 on 26 February 2009.

For further information on the appointment of the Board of Statutory Auditors please see the Explanatory notes on the related point on the agenda, drawn up by the Board of Directors in pursuance of art. 125-*ter* of Legislative Decree no. 58/98 and made available to the public according to the terms and in the manners required by the law.

DOCUMENTATION

The documentation relative to topics on the agenda required by current legislation, together with draft resolutions, will be made available to the public, in the manner required by current legislation, at the Company's registered office and administrative head office, with the option for shareholders to obtain a copy, as well as on the Company's website, www.saras.it, in the section on Investor Relations, Shareholder Services, AGM, 2018, as well as with the 1Info authorised storage system, www.1info.it.

In particular, the following are made available:

- from today, the illustrative report of the Board of Directors, in relation to items 2 and 3 of the agenda;



- within the 30th day before the date of the Shareholders' Meeting in first call (namely by 28 March 2018), the report by the Board of Directors on item 4 of the agenda relating to the proposal of adjustment of remuneration of the independent Auditing Company EY S.p.A. prepared in accordance with art. 125-*ter* of Legislative Decree no. 59/98;
- within the 21st day before the date of the Shareholders' Meeting in first call (namely by 5 April 2018), the Board of Directors' report on items 1 and 5 of the agenda, as well as the annual financial statements and the other documents required by Art. 154-*ter* of Legislative Decree no. 58/98, as well as Consolidated non-financial report in pursuance of Legislative Decree no. 254 of 30/12/2016 - Sustainability Report and the report on remuneration, prepared in accordance with Art. 123-*ter* of Legislative Decree no. 59/98;
- within the 21st day before the date of the Shareholders' Meeting in first call (namely by 6 April 2018), in relation to item 6 of the agenda, the report of the Board of Directors on the authorisation to acquire and dispose of the Company's own shares, prepared in accordance with Art. 73 of the Issuers' Regulations.

The present notice of call is published according to Art. 125-*bis* of Legislative Decree no. 58/1998 and Art. 84 of the Issuers' Regulations, on the Company's website, www.saras.it, in the section on Investor Relations, Shareholder Services, AGM, 2018 and in part on the daily newspaper "Il Sole 24 Ore" as well as being available through the 1Info authorised storage system, on the www.1info.it website.

REQUEST FOR INFORMATION

For further information on the Shareholders' Meeting and how to exercise shareholders' rights, please consult the Company's website, www.saras.it, in the section on Investor Relations, Shareholder Services, AGM, 2018. In accordance with Art. 2 of the Shareholders' Meetings Regulations, journalists wishing to attend the Meeting should send a request for participation to the location where the Shareholders' Meeting is convened by 18.00 of the second day prior to the date of the Shareholder's Meeting in first call (or to the email address ir@saras.it). Those who are entitled to take part in the Shareholders' Meeting and exercise their right to vote are requested to arrive at least one hour before the start of the proceedings of the Shareholders' Meeting to facilitate registration.

Milan, 16 March 2018

for the Board of Directors
Chief Executive Officer
Massimo Moratti