



**OVS S.p.A.**

**Registered Offices in Venezia - Mestre (Italy), Via Terraglio, no. 17, 30174**

**Share Capital Euro 227.000.000,00 fully paid-in**

**T: +39 041-2397500 – F: +39 041-2397630 – Website: [www.ovscorporate.it](http://www.ovscorporate.it)**

**Registration with the Companies Register of Venezia and Tax Code Number 04240010274**

**Economic and Administrative Repertory number 378007**

## **NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

All the shareholders entitled to participate and vote in the Shareholders' Meeting of OVS S.p.A. are summoned to the Ordinary Shareholders' Meeting on May 25, 2016, at 9:00am (CET), with a single call, at the BEST WESTERN PLUS Quid Hotel Venice Airport, via Terraglio no. 15, 30174 Venezia-Mestre (Italy), to discuss and resolve upon the following

### **AGENDA**

1. Approval of the Financial Statements as at 31 January 2016, accompanied by the Management Report by the Board of Directors, the Report by the Board of Statutory Auditors and the Report by the Auditing Firm. Any relevant and consequent resolutions. Presentation of the Consolidated Financial Statement as of January 31, 2016.
2. Allocation of the net result for the year 2015 of OVS S.p.A.. Related and subsequent resolutions.
3. Report on Remuneration pursuant to article 123-ter of Legislative Decree of 24 February 1998, no. 58 and article 84-quater of the CONSOB Regulation no. 11971/1999. Resolutions on the remuneration policy of the Company referred to in the first section of the report.
4. Proposal of confirmation of a Director pursuant to article No. 2386 of the Italian Civil Code and article No. 13 of the Company's By-laws. Related and subsequent resolutions.

### **SHARE CAPITAL AND SHARES WITH POWER TO VOTE**

The share capital of OVS S.p.A., subscribed and fully paid-in, is equal to Euro 227,000,000.00, divided into 227,000,000 ordinary shares, with no expressed par-value. Each share gives the right to express one vote. The information on the share capital and its composition is published on the internet website [www.ovscorporate.it](http://www.ovscorporate.it) Section Governance/Shareholders' Meeting.

### **RIGHT TO INTERVENE AND VOTE**

The right to intervene in the Shareholders' Meeting and to exercise the right to vote is assessed by a communication made by the approved intermediary to the Company, based on the accounting records as of the end of accounting day of the seventh trading day prior to the Shareholders' Meeting date, with a single call, that is May 16, 2016 (*record date*). Those resulting to own shares of the Company after such date, based on the accounting records, will not be entitled to intervene and vote in the Shareholders' Meeting. The communication



by the intermediary must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting. Nevertheless, the right to intervene and vote will be granted also to those whose relevant communication will have been received by the Company after the aforementioned term, if received prior to the beginning of the Shareholders' Meeting works, with single call.

Intervention into the Shareholders' Meeting is governed by the applicable laws and regulations as well as the provisions of the By-laws and the Shareholders' Meeting Regulation, made available on the Company website (<http://www.ovscorporate.it>, under the section "Governance" respectively, By-laws and Procedures and Regulations").

### **PROXY VOTING**

Those entitled to vote may be represented by proxy at the Shareholders' Meeting by means of a written proxy issued according to the applicable laws, with faculty to execute the proxy form made available in printable form on the Company's Website (<http://www.ovscorporate.it>, under the section "Governance/Shareholder's Meeting").

Proxies can be sent to the Company together with an identity document of the person granting the proxy by registered mail or certified e-mail to the following address: OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venezia - Mestre (Italy), e-mail [corporate@pec.ovs.it](mailto:corporate@pec.ovs.it).

Prior notifications will not exempt the delegate from the obligation to certify the conformity of the notified proxy to the original one and the identity of the delegator at the time of his accreditation to access the meeting, under his/her own responsibility. The delegate representative must keep the original proxy and all received voting instructions (if any) for one year as of the end of the Shareholders' Meeting.

No procedures for voting via correspondence or electronic means are available. Pursuant to article 10.2 of the Bylaws, the Company does not avail itself of the faculty to appoint the representative to whom Shareholders can confer a proxy with voting instructions regarding all or any of the items on the Meeting's agenda.

### **RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO PRESENT NEW PROPOSALS FOR RESOLUTIONS**

Within ten days as of the publication of this notice, shareholders representing (even jointly) at least one-fortieth of the share capital can request to integrate the list of the items to be discussed, indicating also the further items proposed by them or presenting proposals for resolutions regarding the items that have already been included in the agenda.

Only those Shareholders in favour of whom a communication by an authorized intermediary was made and received by the Company pursuant to the applicable laws will have the right request integrations to the agenda or to present new proposals for resolutions.

Said requests must be made in writing and be received by the Company no later than the above-mentioned term via registered mail or certified e-mail to the following addresses: OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venezia - Mestre (Italy), e-mail [corporate@pec.ovs.it](mailto:corporate@pec.ovs.it). By the same term

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and using the same methods, Shareholders making proposals are obliged to supply the Board of Directors with a report outlining the reasons why they are proposing new items to be discussed or the motivation for their proposed different resolutions regarding the items that have already been included in the agenda. Shareholders may present such proposals on an individual basis.

An information on the agenda's integrations or on the presentation of proposal for further resolutions on the items that have already been included on the agenda is provided in the same form required for the publication of this notice of call, at least fifteen days prior to the date of the Shareholders' Meeting, with a single call. Together with the publication of the integration notice or of such presentation, the report by the applying Shareholders will be made available to the public, with the same form provided for the documents regarding the Meeting, accompanied by the Board of Directors' possible relevant notes.

No integrations to the agenda are permitted for the items upon which the Shareholders' Meeting resolves upon proposal by the Directors or based on a draft or report prepared by the latter pursuant to the applicable laws, except for those referred to under article 125-ter, paragraph 1, of Legislative Decree of 24 February 1998, no. 58.

## **RIGHT TO MAKE QUESTIONS UPON THE ITEMS ON THE AGENDA**

Those entitled to vote and whose communication made by an authorized intermediary was received by the Company pursuant to the applicable laws are entitled to make questions regarding the items on the agenda even prior to the Meeting, but anyway not later than 3 days before, sending their questions by registered mail or certified e-mail to the following address: OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venezia - Mestre (Italy), e-mail [corporate@pec.ovs.it](mailto:corporate@pec.ovs.it).

Questions received by the Company prior to the Shareholders' Meeting will be answered not later than during the meeting itself. Answers provided in writing and made available to each of those entitled to vote at the beginning of the meeting shall be deemed as provided during the Meeting. If the requested information has already been made available by the Company in the "Question & Answer" form on the Company's website (<http://www.ovscorporate.it>, section "Governance/Shareholders' Meeting") or if the answer has already been published in the said section, no answer to the questions made prior to the Meeting will be provided, neither before nor during the same Meeting. The Company may provide single answers to questions having the same contents.

## **REPORT ON REMUNERATION**

Pursuant to article 123-ter, paragraph 6, of Legislative Decree. no. 58/98, the Shareholders' Meeting called for the approval of the financial statement is required to resolve in favour or against the first section of the report on remuneration, which regards the illustration of the Company's remuneration policy for the directors and key managers, as well as the procedures followed for the adoption and implementation of such policy. It is hereby kindly reminded that such resolution, pursuant to said article 123-ter, paragraph 6, of Legislative Decree no. 58/98, is not binding.



## **PROPOSAL OF CONFIRMATION OF A DIRECTOR**

Reference is made to what is illustrated under the directors' report regarding this item of the agenda, which will be made available to the public simultaneously with the publication of this notice of call.

It is specified, in particular, that, in relation to the appointment of only one member of the Board of the Directors, the "voting list" mechanism set forth in article 13 of the Company's By-laws shall not be applicable, and, therefore, the appointment will take place through a resolution adopted in accordance with the majorities set forth by the law.

## **DOCUMENTS**

The reports by the Directors and full text of the proposed resolutions and the further documents regarding the Shareholders' Meeting set forth by the applicable laws, including the annual financial report, will be made available to the public within the terms provided for the law at the Company's offices at Via Terraglio, n. 17, 30174 Venezia - Mestre (Italy), and on the Company's website (<http://www.ovscorporate.it>, Section "Governance/Shareholders' Meeting"), as well as at the mechanism for the central storage of regulated information "1Info".

The By-laws and Shareholders' Meeting Regulation are available on the Company's website (<http://www.ovscorporate.it>, Section "Governance", respectively, By-laws and Procedures and Regulations).

This notice of call is published in full today, according to article 125-bis of Legislative Decree of 24 February 1998, no. 58 and article 8.3 of the By-laws, on the Company's website (<http://www.ovscorporate.it>, Section "Governance/Shareholders' Meeting") and at the mechanism for the central storage of regulated information "1Info", as well as, as an abstract, on the newspaper "IlSole24Ore".

Those entitled to participate in the Meeting are kindly requested to show-up in due time before the time of call of the meeting in order to facilitate the accreditation and recording operations.

Venezia-Mestre, April 22, 2016

For the Board of Directors

Nicholas Stathopoulos

Chairman of the Board of Directors