



## PRESS RELEASE

### SHAREHOLDERS' MEETING OF OVS S.P.A. APPROVED THE 2014 FINANCIAL STATEMENTS

The Shareholders' Meeting also approved:

The section I of the Report on the Remuneration

A New Stock Option Plan titled "2015-2020 Stock Option Plan"

To grant to the Board of Director the power to proceed with a share capital increase serving the above-mentioned Stock Option Plan

Venezia-Mestre, May 26, 2015 – The Shareholders' Meeting of OVS S.p.A. (MTA: OVS) held ordinary and extraordinary meetings today, in a single call.

#### **Financial Statements as at January 31, 2015**

The Ordinary Shareholders' Meeting approved the OVS S.p.A. financial statements as at January 31, 2015. The consolidated financial statements as at January 31, 2015, were also presented at the Shareholders' Meeting. For the financial statements' results, reference is made to the press release on April 22, 2015.

#### **Report on Remuneration**

The Ordinary Shareholders' Meeting approved, with a no binding resolution, the first section of the Report on Remuneration prepared in accordance with Articles 123-ter of Italian Legislative Decree no. 58/1998 (the "TUF") and 84-quater of CONSOB Regulation no. 11971/1999 (the "Issuers' Regulation").

#### **2015-2020 Stock Option Plan**

The Ordinary Shareholders' Meeting approved, *ex* Article 114-bis of the TUF, the adoption of an equity-based incentive plan titled "2015-2020 Stock Option Plan" (the "Plan") with the characteristics described in the Board of Directors' report and in the Plan's explanatory document prepared *ex* Article 84-bis of the Issuers' Regulation, which are available on the Company's website ([www.ovscorporate.it](http://www.ovscorporate.it)) in the section *Governance / Shareholders' Meeting*.

The Plan, aimed at achieving the strategic objectives of the Company, is reserved to employees and Managers with Strategic Responsibilities of OVS S.p.A. and subsidiaries *ex* Article 93 of the TUF, that will be determined by the Board of Directors based on the opinion of the Nomination and Remuneration Committee, in consideration of the significance of their role (the "Beneficiaries").

The Plan provides for the attribution, to each of the Beneficiaries, of no. 5,107,500 options maximum, which give the right to subscribe or purchase OVS ordinary shares in the ratio of no. 1 share per each option exercised, with a strike price of the shares equal to Euro 4.88 each, equal to the final unit price to which the OVS shares have been placed - increased by 19.1% - in the context of the global offering, in the light of the listing of OVS shares, on the Electronic Stock Market managed by Borsa Italiana S.p.A..

The Plan will end on June 8, 2025 and provides for a vesting period variable between three and five years for the options granted to the Beneficiaries, that may exercise the options assigned, during the different assignment cycles, provided that certain annual performance objectives connected to consolidated EBITDA of OVS have been attained.

#### **Power to proceed with a capital increase serving the Plan**

The Extraordinary Shareholders' Meeting granted to the Board of Directors, the power to proceed with a paid divisible capital increase, *ex* Article 2443 of the Italian Civil Code, for 5 years, with exclusion of the option right *ex* Article 2441, paragraph 8, of the Italian Civil Code, for an overall maximum amount of nominal Euro 35,000,000.00, through the issuing, including in more than one tranche, of a maximum of no. 5.107.500 new ordinary shares with no par value, to be reserved to the Beneficiaries, with the characteristics described in the Board of Directors' report prepared in accordance with Articles 125-ter of the TUF and 72 of the Issuers' Regulation, available on the Company's website [www.ovscorporate.it](http://www.ovscorporate.it) in the section *Governance / Shareholders' Meetings*.

#### **OVS SpA**

Sede legale: via Terraglio, 17  
30174 Venezia Mestre, Italy  
T +39 041 2397500 F +39 041 2397630

N. Iscrizione Reg. Imprese Venezia  
C.F. e P.I. 04240010274

[ovscorporate.it](http://ovscorporate.it)

Capitale sociale euro 227.000.000,00 i.v.





The Company will promptly inform the public on the execution of the above-mentioned power.

\*\*\* \*\*\*\*\* \*\*\*

*The summary statement of voting will be made available on the Company's website pursuant to Article 125-  
quater, of the TUF, within 5 days as of the Shareholders' Meeting.*

*The minutes of the Shareholders' Meeting will be made available to the public, on the Company's website and  
at the Company's offices, as well as at the mechanism for the central storage of regulated information  
"1Info", by the means and within the due time prescribed by current legislation.*

*With reference to the Financial Statements of OVS S.p.A. as at January 2015, in consideration of the fact that  
the Annual Shareholders' Meeting did not make any amendment, it is made reference to the documentation  
available on the Company's website.*

\*\*\* \*\*\*\*\* \*\*\*

**For more information:**

**Federico Steiner**

**Barabino & Partners SpA**

**E-mail: [f.steiner@barabino.it](mailto:f.steiner@barabino.it)**

**Cell. +39 335.42.42.78**

**Investor Relations**

**[investor.relations@ovs.it](mailto:investor.relations@ovs.it)**

**Via Terraglio n. 17, 30174,**

**Venezia – Mestre**

**OVS SpA**

Sede legale: via Terraglio, 17

30174 Venezia Mestre, Italy

T +39 041 2397500 F +39 041 2397630

N. Iscrizione Reg. Imprese Venezia

C.F. e P.I. 04240010274

[ovscorporate.it](http://ovscorporate.it)

Capitale sociale euro 227.000.000,00 i.v.

OVS

OVS  
KIDS



Bukids