



## ORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL

The Shareholders of FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A. (hereafter the "**Company**") are called to the Ordinary Shareholders' Meeting at the Company's registered office in Zingonia-Verdellino (BG), Via Berlino 39, on **30 April 2020 at 10 am** on first call to discuss and resolve on the following:

### AGENDA

- 1) Meeting regulations proposal.
- 2) 31 December 2019 Financial Statements, related and consequent resolutions:
  - approval of the 31 December 2019 Financial Statements, accompanied by the Directors' Annual Report; Report of the Board of Statutory Auditors and of the Auditing Company;
  - allocation of net profit and dividend distribution.
- 3) Proposal to authorise the buyback and disposal of treasury shares under articles 2357 and 2357-ter of the Civil Code, subject to the revocation of the unexecuted part of a previous Shareholders' Meeting authorisation dated 14 December 2018. Related and consequent resolutions.
- 4) Proposal to revoke for "just cause" the Deloitte & Touche S.p.A. audit assignment and simultaneously confer a nine-year appointment for the 2020-2028 period and determination of the related compensation. Related and consequent resolutions.

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### MEETING PARTICIPATION

#### SHARE CAPITAL AND VOTING RIGHTS

As of 31 March 2020, the FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A. share capital amounts to Euro 22,590,304.

The following table shows the breakdown of the Company's share capital into shares as of that specific date.

	Share Capital			Voting rights
	Euro	Number of shares	Nominal Value	
<b>Total of which:</b>	22,590,304	23,455,540	Without nominal value	29,954,949
<b>Ordinary shares</b> (regular dividend rights)	18,015,523.6	18,705,540	Without nominal value	18,254,949
<b>Redeemable shares*</b> (regular dividend rights)	1,155,734	1,200,000	Without nominal value	1,200,000
<b>Multiple voting shares**</b> (regular dividend rights)	3,370,890.8	3,500,000	Without nominal value	10,500,000
<b>Special shares***</b>	48,155.6	50,000	Without nominal value	No voting rights

\*not admitted to trading. Each redeemable share gives the right to one vote in the same way as the ordinary shares.

\*\*not admitted to trading. Each multiple voting share gives the right to three votes.

\*\*\*not admitted to trading. Special shares have no voting and profit rights, under Article 6.4 of the Company's Articles of Association, "Special Shares [...] (a) without prejudice to the provisions of letter (b) below, they have no voting rights during ordinary and extraordinary Company Shareholders' Meetings; (b) until the 31 December 2020 Financial Statements approval date or, if earlier, on the date on which all Special Shares are converted into ordinary shares [...], they jointly grant their holders the right to appoint 3 (three) Directors; (c) are excluded from the right to receive the profits which the Company approves to distribute from these Articles of Association effective date up to the 36th (thirty-sixth) month following the effective date [of the merger by incorporation of Fine Foods (formerly Innova Italy 1 S.p.A.), resolved by the extraordinary Shareholders' Meeting on 10 July 2018], while they grant their holders the right to receive distributed reserves."

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## ENTITLEMENT TO ATTEND THE MEETING AND VOTE

Entitlement to participate and vote in the Shareholders' Meeting is certified by a notice to the Company (the "**Notice**") made, under Article 83-sexies of Legislative Decree no. 58/1998, by authorised intermediaries for the parties concerned. The notice must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting first call (by 27 April 2020). Entitlement to participate and vote is unaffected if the Company receives the notice after that deadline but before the Shareholders' Meeting.

The Notice is made by authorised intermediaries based on their accounting records on the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting first call, i.e. by the 21 April 2020 deadline (*record date*). Credit and debit entries made in the accounts after this deadline are not relevant for Shareholders' Meeting voting right purposes.

## REPRESENTATION AT THE SHAREHOLDERS' MEETING

As a result of the measures adopted by the relevant authorities to contain, combat and manage the epidemiological emergency caused by the Covid-19 virus, under art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 ("Decree"), **participation in the Shareholders' Meeting will take place through the Designated Representative (in this case Computershare S.p.A.)** under art. 135-undecies of Legislative Decree no. 58 of February 24, 1998 ("TUF").

The Designated Representative may be granted proxies or sub-delegations under art.135-novies of the Consolidated Law on Financial Intermediation (TUF), as an exception to art. 135-undecies, paragraph 4, of the TUF.

The physical participation of individual shareholders or their delegates other than the Designated Representative is precluded.

Any person entitled to attend the Shareholders' Meeting must grant proxy and related voting instructions to the Designated Representative by completing and signing the appropriate form, which will be made available on the Company's website ([www.finefoods.it](http://www.finefoods.it)) in the "Investor Relations – Shareholders' Meetings" section.

The Designated Representative may be granted proxies or sub-delegations under art.135-novies of Legislative Decree no. 58 of 24 February 1998, as an exception to art.135-undecies paragraph 4 of the Decree.

Below are the procedures for granting proxy to the Designated Representative.

#### **INSTRUCTIONS FOR GRANTING PROXY AND VOTING DIRECTIONS TO THE DESIGNATED REPRESENTATIVE**

The proxy with voting instructions must be conferred, free of charge, by the person legally entitled to vote to Computershare S.p.A., as Designated Representative, by completing and signing the appropriate form, which will be made available on the Company's website ([www.finefoods.it](http://www.finefoods.it)) in the "Investor Relations – Shareholders' Meetings" section or to be sent, in the manner indicated on the form, by the end of the second trading day prior to the Shareholders' Meeting (i.e. by 28 April 2020). The proxy granted shall be valid only for proposals for which voting instructions have been given.

Please note that the communication certifying the right to attend the Shareholders' Meeting and exercise the voting right sent to the Company by the intermediary, is necessary when a proxy is granted to the Designated Representative. The shares for which full or partial proxy has been conferred, are calculated for the Shareholders' Meeting constitution purposes. For proposals for which no voting instructions have been given, the shares are not considered for majority and capital calculation purposes for resolution approval.

Proxy and voting instructions can be revoked by the same deadline as above (i.e. by 28 April 2020).

There are no postal or electronic voting procedures.

Those entitled to participate in the Shareholders' Meeting (members of the Board of Directors and Board of Statutory Auditors, Designated Representatives and the secretary) may only participate using telecommunication media which allow their identification, as provided for by art. 106, paragraph 2, of the Decree.

#### **DOCUMENTATION**

As required by law, the Shareholders' Meeting documentation will be publicly available at the Company's registered office (Via Berlino, no. 39 - Zingonia (BG)) and on the Company's website ([www.finefoods.it](http://www.finefoods.it)) in the "Investor Relations - Shareholders' Meetings" section. Shareholders are entitled to copies.

This notice of call is published on the Company's website ([www.finefoods.it](http://www.finefoods.it)) in the "Investor Relations - Shareholders' Meetings" section and excerpted in Il Sole24Ore daily newspaper.

#### **POSSIBLE CHANGES AND SHAREHOLDER ATTENDANCE**

The Company states that the date or place of the Shareholders' Meeting indicated in this notice of call may be subject to change if authority measures require it for the date of the Shareholders' Meeting, or in the next few days, due to the COVID-19 emergency. Any changes will be promptly notified.

As the COVID-19 emergency and its developments cannot be foreseen, and where permitted or imposed by law, the Company complies with their limits by:

- postponing the Shareholders' Meeting date and the deadlines for the exercise of the Company's rights indicated in this notice;
- showing additional procedures for shareholders meeting participation;
- adopting necessary and adequate measures and initiatives to allow the meeting to be safely held under the regulations mentioned above.

The notice of call, as amended if necessary, will be brought to the attention of the Shareholders and made available to the public in the ordinary legal forms and under the Articles of Association, unless otherwise provided for by updated regulations.

Zingonia-Verdellino, 15 April 2020

For the Board of Directors

Chairman

Marco Francesco Eigenmann

*This Ordinary Shareholders' Meeting Notice of Call has been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the report and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.*