

## NOTICE OF CONVOCATION OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Shareholders' Meeting at the registered office in Ospitaletto (BS) Via dei Carpini no. 1 at 10:30 am on 7 May 2019, in a single convocation, to discuss and resolve upon the following

### Agenda

- 1) Presentation of the 2018 Annual Report;
- 2) Financial report at 31 December 2018;
  - 2.1 Approval of the Financial statements at 31 December 2018; Management Report prepared by the Board of Directors; Independent Auditors' Report; Report of the Board of Statutory Auditors; Related and consequent resolutions;
  - 2.2 Resolution as to the dividend proposal;
- 3) Report on Remuneration; Resolution on the first section in accordance with Article 123-ter of Italian Legislative Decree 58/1998;
- 4) Appointment of a director to supplement the Board of Directors; related and consequent resolutions;
- 5) Authorisation for the purchase and disposal of treasury shares, upon revocation, for the non-executed part of the resolution of 8 May 2018; Related and consequent resolutions.

### INFORMATION ON SHARE CAPITAL ON THE DATE OF NOTICE OF CONVOCATION

The share capital of Sabaf S.p.A., fully subscribed and paid-up, is €11,533,450, consisting of 11,533,450 ordinary shares having the par value of €1.00 each.

Each share has one vote. However, pursuant to Article 5-bis of the Articles of Association, the holder of ordinary shares has two votes per share, if the assumptions and conditions envisaged by the laws and regulations in force are met, in relation to shares held continuously for at least twenty-four months and subject to registration on the special list referred to in Article 5-quarter of the Articles of Association (known as increased vote). The regulations on increased vote and the list of shareholders with holdings greater than 5% who have applied for inclusion in the special list are published on the website [www.sabaf.it](http://www.sabaf.it), under the section "*Investors / Corporate Governance / Increased Vote*"

To date, the figures relating to the number of shares outstanding and the number of voting rights exercisable are as follows:

Shares	No. of shares making up the share capital	Number of voting rights
Ordinary shares	11,133,450	11,133,450
Ordinary shares with increased vote	400,000	800,000
<i>TOTAL</i>	<i>11,533,450</i>	<i>11,933,450</i>

At the publication date of this notice, the Company holds 514,506 treasury shares, equal to 4.461% of the share capital.

#### **SABAF S.p.a.**

Via Dei Carpini, 1 - 25035 Ospitaletto - Brescia - Italia

Cap. Soc. Euro 11.533.450 int.vers. - Reg. Imp. di Brescia N. 52821

Tel: +39 030 6843001 - Fax +39 030 6848249 - [info@sabaf.it](mailto:info@sabaf.it) - [sabaf@legal.sabaf.it](mailto:sabaf@legal.sabaf.it) - [www.sabaf.it](http://www.sabaf.it)

## **SUPPLEMENTATION OF AGENDA**

In accordance with Article 126-*bis* of Italian Legislative Decree 58/1998, shareholders who, even jointly, represent at least one-fortieth of the share capital may request, within ten days from publication of the notice of convocation, the supplementation of the items to be discussed, indicating the proposed additional items within the request, or submit draft resolutions on items already on the agenda.

Within the aforementioned ten day period, the proposing shareholders must submit a report indicating the reasons for the draft resolution on the new items that they propose to discuss or the reason behind the additional draft resolutions submitted on items already on the agenda.

The supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, at the proposal of the directors or based upon a project or report prepared by them.

Supplementations to the items on the agenda to be discussed or new proposals must be sent by registered post to the Company, in Ospitaletto (BS), Via dei Carpini no. 1, or by e-mail communication to the certified e-mail [sabaf@legal.sabaf.it](mailto:sabaf@legal.sabaf.it). The request must be accompanied by information relating to the identity of the shareholders who submitted it, indicating the total number of shares held and the respective percentage of the share capital, along with certificates attesting to the ownership of the shareholding and a report on the proposed issues to be discussed.

The supplementations of the agenda or the submission of additional draft resolutions on items already on the agenda will be notified, in the forms required for the publication of this notice of convocation, at least 15 days before the date set for the Shareholders' Meeting at single convocation. Additional draft resolutions on items already on the agenda shall be made available to the public by the methods set out in Article 125-*ter*, paragraph 1 of the Consolidated Law on Finance, at the same time as the publication of the notice of submission.

## **RIGHT TO ATTEND**

In accordance with Article 83-*sexies* of Italian Legislative Decree 58/1998 and Article 9 of the Company's articles of association, persons authorised to attend the Meeting are those with voting rights based on communication made to the Company by a licensed intermediary pursuant to applicable legislation, on the basis of accounting entries as at the end of the accounting day on the seventh trading day preceding the date set for the Shareholders' Meeting at single convocation (25 April 2019). Registrations in credit or debit made on the accounts after that deadline are not significant for the purposes of legitimacy to exercise the right to vote at the Shareholders' Meeting.

Those who become entitled to vote after that date do not have a right to attend and vote at the Shareholders' Meeting.

Those entitled to vote at the Shareholders' Meeting may be represented by proxies, within the limits and in respect of to the laws and regulations in force, by signing the proxy form available at the registered office at Via dei Carpini 1, 25035 Ospitaletto (BS), or in the Investor Relations section of the website [www.sabaf.it](http://www.sabaf.it).

The proxy may be sent by registered mail to Sabaf S.p.A., Via dei Carpini 1, 25035 Ospitaletto (BS) (for the attention of the Administration and Finance Department) or by email to the certified mailbox: [sabaf@legal.sabaf.it](mailto:sabaf@legal.sabaf.it). If the representative delivers or sends to the Company a copy of the proxy form, even in electronic form, he/she must certify under his/her own responsibility the conformity of the copy with the original and the identity of the delegator.

The proxy shall only be effective with regard to the proposals for which voting instructions have been given.

The Company has not appointed any Shareholders' Representative, in accordance with Article 135-*undecies* of Italian Legislative Decree 58/1998.

It is not possible to vote by correspondence or by electronic means.

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## **RIGHT TO ASK QUESTIONS**

In accordance with Article 127-*ter* of Italian Legislative Decree 58/1998, holders of voting rights may submit questions in relation to the items on the agenda, even before the Shareholders' Meeting. Questions must be sent in writing by registered mail to the Company at Via dei Carpini 1, Ospitaletto (BS), or by email to the certified mailbox [sabaf@legal.sabaf.it](mailto:sabaf@legal.sabaf.it).

Shareholders providing proof of ownership of shares are entitled to receive a response: to this end, they must produce, even after submitting the question and by the same methods as established for sending the latter, certification issued by the authorised intermediary regarding their share ownership, valid as of that date. If the shareholder has requested that the authorised intermediary issue a communication of his entitlement to attend the Shareholders' Meeting, it is sufficient to include in the request the reference details of such communication issued by the intermediary.

For questions received by 6:00 pm on 2 May 2019, once the pertinence of the question and the entitlement of the requesting party have been established, responses will be provided at the latest during the Shareholders' Meeting itself. The Company reserves the right to provide a single response to questions with the same content.

## **DOCUMENTATION**

The documentation relating to the Shareholders' Meeting, including the explanatory reports of the Board of Directors and draft resolutions on the agenda items, will be made available to the public by the deadline and in the manner established by the laws in force. Shareholders and holders of voting rights may obtain copies. This documentation will be available at the registered office of the Company and in the Investor Relations section of the company website [www.sabaf.it](http://www.sabaf.it), as well as on the authorised storage site [emarketstorage.com](http://emarketstorage.com).

Ospitaletto (BS), 5 April 2019

SABAF S.p.A.  
The Chairman of the Board of Directors  
Giuseppe Saleri

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