

# GRUPPO SANFAUSTINO

PRINT&MULTICHANNEL COMMUNICATION

## POLIGRAFICA S. FAUSTINO S.P.A.

Registered Office: Via Valenca No. 15, 25030 Castrezzato (BS) – Fiscal Code and number of Brescia Firms' Register 01251520175 – P. IVA 00614280980 - REA BS No. 250377 – Capital stock € 6,161,592.12 full paid

### NOTICE OF SHAREHOLDERS' MEETING

The Shareholders' Meeting of Poligrafica S. Faustino S.p.A. ("Company") is convened in ordinary and extraordinary session in a single call on **April 24, 2015** at 10:30 a.m. in Castrezzato (BS) Via Valenca No. 15 to vote on the following

#### AGENDA

##### Extraordinary part

1. Amendments to Articles 7 of the Company's By-laws in order to predict the increase of the vote in accordance with the art. 127-quinquies of TUF.

##### Ordinary part

1. Approval of the Financial Statements for the year 2014; Reports from the Board of Directors, the Board of Statutory Auditors and the Independent Auditor. Related resolutions. Presentation of Consolidated Financial Statements.

2. Report on Remuneration as per Article 123-ter of Legislative Decree No. 58/98. Related resolutions.

3. Fee determination for the members of the Board of Directors.

4. Authorization as per Articles 2357 and 2357-ter of the Italian Civil Code to acquire and to dismiss own shares.

**ADDITION TO THE AGENDA** – Pursuant to Article 126-bis of Legislative Decree No. 58/98, Shareholders representing, also jointly, at least 2.5% of the Company's share capital with the right to vote may request, within ten days of the publication of this notice (or rather by March 26, 2015), additions to the agenda regarding the items to be discussed, indicating such items in the request. The request shall be submitted in writing by the Shareholders, after proving their entitlement, by sending it by registered letter to the registered office of the Company to the attention of the Office of Corporate Affairs, or by mail to certified e-mail notification [affarisocietari@psfpec.it](mailto:affarisocietari@psfpec.it). Within the same period with the same way, the Shareholders requesting additions to the agenda shall also submit a report on the items proposed for discussion in the Shareholders' Meeting.

# GRUPPO SANFAUSTINO

PRINT&MULTICHANNEL COMMUNICATION

No additions are admitted for those items on which the Meeting resolves at the proposal of the Directors or on the basis of a project or report prepared by the directors. The integrated list of the items to be discussed in the Meeting, if any, shall be made available to the public by the same means of publication of this notice, at least fifteen days prior to the date of the Shareholders' Meeting (or rather by April 9, 2015).

**TITLE TO PARTICIPATE** – Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98 and Article 10 of the Company's By-laws. The right to participate in the Assembly and the exercise of the voting right is established by a notice to the Company, carried out by the intermediary in accordance with his accounting records, in favour of the person who has the right to vote, according to the evidence at the end of the accounting day of the seventh trading day preceding the date of the Shareholders' Meeting (April 15, 2015 – *record date*); recordings made on credit and debit accounts after that time are not relevant to the legitimate exercise of the right to vote at the meeting. Those who are holders of shares of the Company only after that date will not be entitled to attend and vote at the Meeting. The communication of the to above mentioned intermediary must reach the company by the end of the third trading day preceding the date of the Shareholders' Meeting (April 21, 2015). The entitlement to attend and vote is legitimate if all communications are received by the Company beyond that date, provided that it happens by the beginning of the meeting of the single convocation.

**PROXY VOTING** - Those who are entitled to participate in the Meeting may appoint a representative by way of a proxy given in writing means, pursuant to the applicable laws, by signing the proxy form issued at the request of the person entitled by the authorized intermediaries or the form available at the Company's registered office, as well as on the company website, at [www.psf.it](http://www.psf.it).

The proxy may be transmitted to the Company by registered mail at the Company's registered office to the attention of Company Affairs Department or by certified electronic mail, at [affarisocietari@psfpec.it](mailto:affarisocietari@psfpec.it).

If the representative delivers or transmits a copy of the proxy to the Company, he/she shall certify, under his/her own responsibility, the conformity of the proxy to the original document, as well as the identity of the delegating person.

**DESIGNATED REPRESENTATIVE** - The Company appointed pursuant to Article 135 *undecies* of Legislative Decree No. 58/98 the lawyer Emanuele Nugnes (referred to as "Designated Representative") as a subject to which the person entitled to vote, entitled by the law, may delegate for free with instructions to vote as long as it is received by the same person, by registered mail at the Company's registered office to the attention of Company Affairs Department or by certified electronic mail, at [e.nugnes@psfpec.it](mailto:e.nugnes@psfpec.it) within the end of the second day of open market prior to the date of the Shareholders' Meeting, on first call (April 22, 2015).

Any proxy given to Designated Representative shall not have effect with regard to those proposals, for which no voting instructions have been given.

Within the same term, the proxy voting and the vote instructions are revocable.

# GRUPPO SANFAUSTINO

PRINT&MULTICHANNEL COMMUNICATION

The proxy form is available at the Company's registered office as well as on the company website at [www.psf.it](http://www.psf.it).

**QUESTION TO THE ITEMS ON THE AGENDA** – Pursuant to Article 127-ter of Legislative Decree No. 58/98 and Article 11 *bis* of By-laws, the Shareholders may ask questions relating to the items on the agenda even before the Meeting, by sending them by registered mail, at the Company's registered office to the attention of Company Affairs Department, or by certified electronic mail, at [affarisocietari@psfpec.it](mailto:affarisocietari@psfpec.it) or fax number +39.030.7049913. Those who ask questions relating to the items on the agenda shall give information about their identity.

Questions must be received by the Company no later than April 21, 2015, the Company does not provide answers to questions that are received after this deadline.

Questions received prior to the meeting will be answered in the special section "Questions and Answers" available on the Internet at [www.psf.it](http://www.psf.it) or, at the latest, during the same, whereas the Company has the right to provide a single response to all the questions with the same content.

**DOCUMENTATION** - Documents relevant to the Agenda of the meeting, shall be made available to the public at Borsa Italiana S.p.A. as well as at the registered office of the Company and on the website of the Company at [www.psf.it](http://www.psf.it). Shareholders shall have the right to obtain a copy thereof.

It should be noted, in particular, that the annual financial report will be made available to the public at our offices and on the website [www.psf.it](http://www.psf.it) / investor relations / shareholders meetings on March 31, 2015.

**FURTHER INFORMATION** – It is the Chairman who has to direct the Shareholders' Meeting and check the results of the voting (Article 11, paragraph 3 of By-laws).

Please note that the Company has not adopted a Shareholders' meeting regulation as the laws, By-laws and the normal procedure calls addressed to present by the Chairman, have been considered appropriate to ensure the efficient execution thereof.

Those who are entitled to attend the Shareholders' meeting are invited to arrive before the scheduled starting time of the meeting, so as to facilitate admissions procedures; registration operations shall be performed at the venue of the Shareholders' Meeting starting from 9:30 a.m.. For every request for information: [ir@psf.it](mailto:ir@psf.it).

This notice, published in abridged form in the newspaper "Il Giornale", is also available on the company website at [www.psf.it](http://www.psf.it) / investor relations / Shareholder's' meeting.

Castrezzato, March 16, 2015

On behalf Board of Directors  
The Chairman  
Alberto Frigoli