

**TREVI – Finanziaria Industriale S.p.A.**

Registered Office: Via Larga, 201, Cesena (FC),

Share Capital: Euro 82,391,632.50 fully paid up

Register of Companies of Forlì – Cesena, Tax code and VAT No.

01547370401 - Chamber of Commerce of Forlì-Cesena No. 201.271

Website: [www.trevifin.com](http://www.trevifin.com)

**CALLING OF AN EXTRAORDINARY SHAREHOLDERS' MEETING**

Taking into consideration:

- (i) the necessary impairment loss following the acceptance of the binding offer received by the Indian group Megha Engineering & Infrastructures Limited, relating to the acquisition of the group companies which are part of the Oil & Gas sector (namely Drillmec SpA and Petreven SpA) and the related capital impacts, which determine the occurrence of the situation referred to in art. 2447 c.c. (in this regard, reference is made to the information already communicated to the market on December 4, 2019, available on the Company's website [www.trevifin.com](http://www.trevifin.com), in the Investor Relations / Press Releases section);
- (ii) the timing that is reasonably foreseeable to date: (a) for the definition of binding agreements relating to the equity strengthening and debt restructuring transaction, for approval by the competent bodies of the financing banks of such agreements, and for the consequent filing of a debt restructuring agreement pursuant to Article 182 bis of the Bankruptcy Law; and (b) for the approval, by the Board of Directors of the Company, of the financial statements for the years 2017 and 2018 on a going concern basis,

Shareholders are called to attend an Extraordinary Shareholders' Meeting at the Registered Office in Via Larga, 201 Cesena (FC) on April 24, 2019 at 11.00, in first call and, if necessary, on April 30, 2019, at the same time and place, in second call, to discuss and approve the following

## AGENDA

### **1. Measures pursuant to Art. 2447 c.c. Relevant and ensuing resolutions.**

#### **Information on Share Capital**

The fully paid up issued share capital is Euro 82,391,632.50 composed of No. 164,783,265 ordinary shares without nominal value indication. At today's date, the Company holds No. 204,000 treasury shares representing 0.124% of the share capital.

#### **Right to attend and vote in the Shareholders' Meeting**

In accordance with Article 17 of the Company's Articles of Association and Article 83-*sexies* of Legislative Decree No. 58/1998 ("TUF") all persons in possession of voting rights are authorised to attend and vote in the Shareholders' Meeting. The right of persons to attend the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company made by an authorised intermediary, in compliance with the issuer's own accounting records, on behalf of the persons having the right to vote, on the basis of evidence relating to the close of business on the seventh open market trading day preceding the date set for the first convocation of the Shareholders' Meeting, that is, April 11, 2019 (the "Record date"). Therefore, no persons who become shareholders after that date will have the right to attend and vote in the Shareholders' Meeting.

The communication by the intermediary must arrive at the Company by the end of the third open market day preceding the date fixed for the first convocation of the Shareholders' Meeting and therefore, by 17 April 2019. Without prejudice to the rights to attend and vote whenever such communication is received after April 17, 2019, if it is before the commencement of the meeting works in first convocation.

No measures or facilities have been made available for voting by mail or by electronic means.

### **Questions regarding items on the Agenda**

Pursuant to Article 127-ter of the TUF, Shareholders in possession of voting rights may table questions about items on the Agenda also before the Shareholders' Meeting, by delivering them to the Company at its Registered Office either by hand or by registered letter with return receipt, for the attention of the Investor Relations Department or via fax to the number 0547 319594 or by e-mail to [trevifinanziaria@legalmail.it](mailto:trevifinanziaria@legalmail.it) until 3 days preceding the date set for the first convocation of the Shareholders' Meeting, i.e. by April 21, 2019. The right to exercise votes is certified by the transmission to the Company of the appropriate communication released by intermediaries who maintain the records in which shares are registered, according to the procedures and terms set forth in the paragraph " Right to attend and vote in the Shareholders' Meeting".

The Company will reply to questions received prior to the Shareholders' Meeting, at the latest, during said Meeting. The Company may provide a single reply to questions that relate to the same subject. Information regarding the exercise of the aforementioned voting rights is available in the *Investor Relations – Notices to Shareholders* section of the Company website [www.trevifin.com](http://www.trevifin.com).

### **Additions to the items on the Agenda and presentation of additional proposals regarding items that are already on the Agenda**

Pursuant to Article 126-bis of the TUF, Shareholders who, singly or jointly with other shareholders, represent at least a fortieth of the share capital may request additions to the items on the Agenda, indicating in their request the matters proposed, or by presenting proposals to be discussed regarding items that are already on the Agenda.

Requests for items to be added to the existing Agenda or for additions to the items already on the Agenda must be presented in writing by registered letter with return receipt addressed to the Registered Office of the Company, for the attention of the Board of Directors or by e-mail to the address [trevifinanziaria@legalmail.it](mailto:trevifinanziaria@legalmail.it), together with information that allows the

Shareholder making the request to be identified, within ten days of the publication of the present notice of meeting.

Shareholders making such requests must also send the following to the Board of Directors, within the same times and in the same manner:

- i) suitable reports providing the reasons for the proposals of the new items that the Shareholders wish to discuss or reasons for proposed integrations to the items already on the Agenda;
- ii) suitable communications confirming the ownership of the aforementioned shareholding quota necessary for the exercise of the aforementioned rights released by intermediaries who maintain the records in which the holdings of shareholders making such requests are registered according to the procedures and terms set forth in the paragraph " Right to attend and vote in the Shareholders' Meeting".

The Company will provide notice of additional items on the Agenda or presentation of additions to items already on the Agenda, in the same way as that required for the publication of the present notice of meeting, at least fifteen days prior to the date fixed for the Shareholders' Meeting, i.e. by April 9, 2019.

At the same time, the Company will also arrange to make publicly available at its Registered Office and in the "*Investor Relations – Notices to shareholders*" section of the Company website [www.trevifin.com](http://www.trevifin.com), and in the other ways provided for the explanatory reporting of items on the Agenda referred to in Article 125 ter of the TUF, the reports submitted by Shareholders requesting the addition of items or integrations to the items already on the Agenda, accompanied by evaluations in their regard made by the Board of Directors where necessary.

It should be noted that additions to the items on the Agenda is not permitted if regarding matters to be discussed by the Shareholders' Meeting, in accordance with the applicable law, regarding proposals of the Board of Directors or on the basis of a project or a report prepared by it (other than the explanatory reports on each item on the Agenda referred to in Article 125-ter, paragraph 1, of the TUF).

Shareholders with voting rights may present, individually, proposals for discussion in the Shareholders' Meeting.

Shareholders who intend to propose additions to the items on the Agenda or proposals for discussion regarding items that are already on the Agenda for the Shareholders' Meeting may contact the Investor Relations Department of the Company in advance at the following telephone number: +390547319411 or at the following e-mail address: [investorrelations@trevifin.com](mailto:investorrelations@trevifin.com) to establish operational details if required.

The "*Investor Relations – Notices to Shareholders*" section of the Company's website [www.trevifin.com](http://www.trevifin.com) contains information on the exercise of the aforementioned rights.

### **Proxy voting**

In accordance with Article 18 of the Articles of Association, persons with voting rights in accordance with the applicable regulations may arrange to be represented pursuant to Article 2372 of the Italian Civil Code and the provisions of Articles 135-*novies* and subsequent of the TUF and related regulations of implementation regarding proxy-voting and solicitation of proxies, through a written proxy mandate communicated to the Company by registered letter with return receipt addressed to the Company's Registered Office for the attention of the Investor Relations Department or sent by electronic means also through an information document with electronic signature in accordance with Article 21, paragraph 2, of the Legislative Decree 7.3.2005 No. 82. In accordance with Article 18 of the Articles of Association, the electronic notification of a proxy-voting mandate may be sent by certified e-mail to the address [trevifinanziaria@legalmail.it](mailto:trevifinanziaria@legalmail.it). Shareholders may use the proxy mandate made available in the "*Investor Relations – Notices to shareholders*" section of the Company's website [www.trevifin.com](http://www.trevifin.com), or in the paper format available at the Company's Registered Office.

If the representative, in place of the original, sends or transmits to the Company a copy of the mandate, even on electronic storage, the representative must take the responsibility for certifying that the mandate conforms to the original and to the identity of the delegator.

If the representative finds that there is a conflict of interest between him/herself and the person represented, the proxy mandate must contain specific voting instructions for each resolution and the representative will have the duty to prove that he/she has provided the shareholder with a written communication of the circumstances that give rise to the conflict of interest.

### **Shareholder representatives**

For the Shareholders' Meeting to which this notice relates the Company has appointed the Company *Società per Amministrazioni Fiduciarie* "SPAFID" S.p.A. "Designated Representative" as the subject to which persons with voting rights may freely confer a proxy. The proxy must be conferred by signing, in writing or by secured electronic or digital signature, in compliance with the prevailing Italian laws, the specific proxy form available in the "*Investor Relations – Notices to shareholders*" section of the Company website [www.trevifin.com](http://www.trevifin.com), or at the Registered Office and it must be received by the Company in original by the end of the second open Market trading day preceding the date set for the Shareholders' Meeting (i.e. by h. 23:59 of April 18, 2019 or, should the Shareholders' Meeting be held in second convocation, by h. 23:59 of April 26, 2019) together with a copy of a currently valid identity document of the Delegating Shareholder or, if the Delegating Shareholder is a legal person, of the *pro tempore* legal representative or of any other person in possession of the suitable authority, together with adequate documentation certifying their qualifications and authority to Spafid S.p.A. i) for proxy forms signed in writing by hand delivery or by courier or registered letter with return receipt (Foro Buonaparte 10, 20121 Milan) (Rif. "Delega Assemblea\_TREVI anno 2019"); ii) for proxy forms with secured electronic or digital signature, by registered e-mail to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). The proxy and voting instructions are

revocable within the same time. The proxy is inapplicable with regard to proposals for which voting instructions have not been conferred.

### **Documentation**

The documents concerning the items on the agenda envisaged by the applicable provisions of law and regulations will be made available to the public, at the Company's headquarters, at the centralised archive service "EMarket STORAGE" accessible at [www.emarketstorage.com](http://www.emarketstorage.com) and in the *Investor Relations* section of the Company's website [www.trevifin.com](http://www.trevifin.com), according to the time limits referred to in the prevailing regulations. Shareholders and those entitled to vote will be able to obtain copies. Documentation and information pursuant to Article 125-*quater* of the TUF are publicly available in the *Investor Relations* section of the Company website [www.trevifin.com](http://www.trevifin.com).

The Company's Registered Office is open to the public for all interested parties in order to access and obtain copies of the aforementioned documents on working days from Monday to Friday from 09.00 to 18.00.

Further information may be obtained by contacting the Company's *Investor Relations* Department at the following telephone number: +39 0547 319411 or at the following e-mail address: [investorrelations@trevifin.com](mailto:investorrelations@trevifin.com).

Cesena, January 3, 2019

The Chairman of the Board of Directors

Cav. Davide Trevisani