



**LU-VE S.p.A.**

Registered office – Via Vittorio Veneto 11, Varese  
Share capital €62,704,488.80, fully paid in  
Tax code and Varese Register of Companies no. 01570130128  
Varese Economic and Administrative Index no. 191975

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**NOTICE OF CALL TO THE ORDINARY SHAREHOLDERS' MEETING**

Persons eligible to vote at the Shareholders' Meeting of LU-VE S.p.A. are hereby called to the Ordinary Shareholders' Meeting to be held on single call at **10:00 on 29 April 2019** at the Company's administrative offices, Via della Liberazione 53, Uboldo (VA), to resolve upon the following

**AGENDA**

1. Annual Financial Report as at 31 December 2018:
  - 1.1 presentation of the Financial Statements as at 31 December 2018, the Director's Report, the Report by the Board of Statutory Auditors, the Independent Auditors' Report and the Report by the Financial Reporting Officer. Related and contingent resolutions;
  - 1.2 proposal for allocation of the profit for the year and distribution of the dividend. Related and contingent resolutions.
2. Presentation of the Annual Remuneration Report of LU-VE S.p.A.. Resolutions pursuant to art. 123-ter, Italian Legislative Decree 58/98.
3. Proposed authorisation to purchase and dispose of treasury shares, subject to cancellation of the resolution adopted by the Shareholders' Meeting of 27 April 2018. Related and contingent resolutions.

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**RIGHT TO PARTICIPATE AND VOTE AT THE SHAREHOLDERS' MEETING**

Pursuant to art. 83-*sexies*, Italian Legislative Decree no. 58 of 24 February 1998, as amended (Legislative Decree 58/98), and related implementing provisions, those eligible to attend the Shareholders' Meeting and exercise the right to vote are the persons for which the authorised intermediaries - in accordance with the law and regulations - have issued specific notice to the Company in compliance with their own accounting records, based on proof relating to the accounting deadline of the seventh market trading day prior to the date established for the Shareholders' Meeting (i.e. the record date, **16 April 2019**). In accordance with current regulations, persons proving to hold shares only after that date will not be eligible to attend and vote at the Shareholders' Meeting. The notice from the aforementioned intermediary must reach the Company by the end of the third trading day prior to the date established for the Shareholders' Meeting (i.e. by close of trading on **24 April 2019**). This without prejudice, however, to the entitlement to attend and vote if the notification reaches the Company beyond the above deadline, provided it is before the Shareholders' Meeting opens.

The communication to the Company is carried out by the intermediary upon request by the party who has the voting rights. Persons with voting rights should give instructions to the intermediary who has the relative accounts to make the above-mentioned communication to the Company.

#### **▪ ADDITION TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION**

Pursuant to art. 126-*bis* of Legislative Decree 58/98, within ten days of publication of the notice of call to the Shareholders' Meeting (i.e. by **8 April 2019**), Shareholders who individually or jointly represent at least one fortieth of the share capital can request additions to the list of matters to be discussed, in the application indicating the additional topics proposed, or submit resolution proposals on matters already on the agenda. The questions, together with certification confirming eligibility to attend, must be submitted in writing by recorded delivery mail sent to the Company's registered office (for the attention of the Legal & Corporate Affairs Manager) or also through his/her certified e-mail address, sending it to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it), and must be accompanied by a report indicating the reasons for the resolution proposals on new matters for discussion or the reasons for additional resolution proposals submitted on items already on the agenda. Shareholders are also reminded that additions to the agenda are not permitted for topics on which, by law, the Shareholders' Meeting resolves upon a proposal of the Directors or on the basis of a project or report other than those referred to in art. 125-*ter*, paragraph 1, Italian Legislative Decree 58/98 prepared by them. Any additions to the agenda and/or additional resolution proposals submitted on items already on the agenda, together with the report prepared by the Shareholders and any assessments made by the Board of Directors, will be made available to the public by the same publication methods as this notice, at least 15 days before the date scheduled for the Shareholders' Meeting (i.e. by **14 April 2019**).

Each person who has a right to vote should make proposals for issues to resolve at the Shareholders' Meeting on an individual basis.

#### **▪ ATTENDANCE AT THE SHAREHOLDERS' MEETING**

Pursuant to art. 12 of the Articles of Association and in compliance with applicable regulations, Shareholders and other persons entitled to attend the Shareholders' Meeting can be represented by authorising another person by proxy in accordance with the methods envisaged in current legal and regulatory provisions. A template of the form to be used to grant proxy for attendance at the Shareholders' Meeting can be found on the Company's web site at [www.luvegroup.com](http://www.luvegroup.com) (section "*Investor Relations*" – "*Documentation of shareholders' meeting*" – "*Shareholders' Meeting of 29 April 2019*"). The proxies can be notified to the Company by recorded delivery mail sent to the Company's registered office (for the attention of the Legal & Corporate Affairs Manager) or through their own certified e-mail address, sending it to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it).

It should be emphasised that the Board of Directors has not appointed representatives to which persons with voting rights can grant proxy with voting instructions.

#### **▪ VOTING BY CORRESPONDENCE**

There are no provisions for voting by correspondence or voting by electronic means.

▪ **RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING ON THE ITEMS ON THE AGENDA**

Persons eligible to vote can submit questions on items on the agenda also before the Shareholders' Meeting, sending them by recorded delivery mail to the Company's registered office (for the attention of the Legal & Corporate Affairs Manager) or through their own certified e-mail address sending it to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it), accompanied by suitable documentation to prove the right to exercise votes as issued by the authorised intermediaries in compliance with their own accounting records.

The questions must be received by **26 April 2019** (the third day before the date scheduled for the Shareholders' Meeting). Questions reaching the Company by that deadline and by the methods indicated above will be answered at the latest during the Shareholders' Meeting. The Company can provide a single reply to questions with the same content. The printed reply made available at the beginning of the meeting to all those entitled to vote is considered to be provided at the Shareholders' Meeting.

▪ **INFORMATION ON THE SHARE CAPITAL**

Pursuant to art. 125-*quater*, paragraph 1, letter c of Legislative Decree 58/98, note that, as of today's date, the share capital (fully subscribed and paid in) of LU-VE S.p.A. amounts to € 62,704,488.80, divided into 22,234,368 ordinary shares all without a nominal value, each of which granting the right to one vote at the Shareholders' Meeting (there are no shares that have accrued, as of today's date, nor that will have accrued by **16 April 2019**, the record date, the benefit of the increased voting right in accordance with article 127-*quinquies* of the Consolidated Law on Finance or article 6-*bis* of the Articles of Association).

It should be emphasised that there are no share categories other than ordinary shares and as at today's date the Company holds 157,716 treasury shares (equal to 0.7093% of the share capital), on which voting rights are suspended in accordance with law.

▪ **INFORMATIVE DOCUMENTATION**

The documentation relating to items on the agenda as envisaged in current legal and regulatory provisions will be filed and made available to the public by the prescribed legal and regulatory deadlines at the administrative offices, Via della Liberazione 53, Uboldo (VA), and on the web site of the Company at [www.luvegroup.com](http://www.luvegroup.com) (section "*Investor Relations*" – "*Documentation of shareholders' meeting*" – "*Shareholders' Meeting of 29 April 2019*") and on the authorized storage device *eMarket Storage* [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders and other parties entitled to attend the Shareholders' Meeting have the right to receive a copy, submitting a request to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it).

In particular, the following will be made available to the public:

- **today**, the Explanatory Report of the Directors on matters on the agenda pursuant to art. 125-*ter* of Legislative Decree 58/98, also prepared in accordance with articles 73 and 84-*ter* of Consob Regulation no. 11971/1999, including resolution proposals on all items on the Shareholders' Meeting agenda;

- on **8 April 2019**, the 2018 Annual Financial Report (including, *inter alia*, the financial statements and the consolidated financial statements as at 31 December 2018 and the Directors' Report) with additional reports as required by art. 154-*ter*, Legislative Decree 58/98, the statement by the Financial Reporting Officer pursuant to art. 154-*bis*, paragraph 5 of Legislative Decree no. 58/98,

the Remuneration Report pursuant to art. 123-ter, Legislative Decree 58/98, the 2018 Report on Corporate Governance and Ownership Structures and the consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016, including the related statement;

- on **14 April 2019**, the document referred to in art. 77, paragraph 2-bis of the Issuers' Regulation and art. 15, paragraph 1.a) of the Markets Regulation adopted by Consob Resolution no. 20249 of 28 December 2017, warning that this documentation will only be made available at the Company's administrative offices at Via della Liberazione 53, Uboldo (VA).

The Articles of Association and Shareholders' Meeting Regulations are available on the Company's web site at [www.luvegroup.com](http://www.luvegroup.com) (in the section "*Investor Relations*" – "*Corporate Governance*" – "*Corporate documents*").

The additional documentation required by current legal and regulatory provisions, including the minutes of the Shareholders' Meeting, will be published in accordance with legal and regulatory methods and deadlines.

Shareholders have to right to obtain a copy of the documentation filed.

Note that information regarding the Shareholders' Meeting and eligibility to attend, also in reference to the provisions of art. 125-quater of Legislative Decree 58/1998, is in any event published on the Company's web site at [www.luvegroup.com](http://www.luvegroup.com) (section "*Investor Relations*" – "*Documentation of shareholders' meeting*" – "*Shareholders' Meeting of 29 April 2019*").

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Shareholders and other parties entitled to attend the Shareholders' Meeting are kindly invited to arrive sufficiently in advance of the starting time of the Shareholders' Meeting to facilitate registration procedures.

On behalf of the Board of Directors  
The Chairman

Mr Iginio Liberali

(Notice published on **29 March 2019** on the web site of the Company at [www.luvegroup.com](http://www.luvegroup.com) section "*Investor Relations*" – "*Documentation of shareholders' meeting*" – "*Shareholders' Meeting of 29 April 2019*", on the authorized storage device *eMarket Storage* [www.emarketstorage.com](http://www.emarketstorage.com), as well as in abstract form in the daily newspaper "**Milano Finanza**").