

# **Bolzoni S.p.A.**

*Registered office in Podenzano (Piacenza), Località I Casoni*

*Share capital amounting to € 6.498.478,75 fully paid*

*Enrolled in the Company Register of Piacenza at the n° 00113720338*

## **SUMMONING OF THE ORDINARY SHAREHOLDER MEETING**

The Shareholders are summoned to the ordinary Shareholders' meeting at the registered offices of the Company in Podenzano (Piacenza), Località I Casoni, at the first call on Friday April 27, 2012 at 10 a.m. and, if necessary, at the second call on April 28, 2012, same time and place, to discuss and pass resolutions on the following

### **Agenda**

1. Presentation of the Bolzoni Group's Consolidated Financial Statement at 31 December 2011 and the examination and approval of Bolzoni S.p.A.'s Company Financial Statement at 31 December 2011; related and resulting resolutions;
2. Remuneration Report in accordance with article 123-ter of the Leg.Decree n. 58/1998; related and resulting resolutions;
3. Election of the members of the Board of Directors prior to the determination of the number of its components and the related remuneration; related and resulting resolutions.
4. Appointment of the company for the legal auditing of accounts for the financial years 2012-2020 and the determination of the related fees and resulting resolutions.

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### **INFORMATION ON SHARE CAPITAL AT THE DATE OF THIS NOTICE OF SUMMONING**

The fully-paid share capital amounts to € 6.498.478,75 and is divided into 25,993,915 ordinary shares without nominal value each one giving a single voting right. At today's date the Company does not own treasury shares either directly or through subsidiary companies.

### **ADDITIONS TO THE AGENDA**

In accordance with article 126-bis of the Leg.Decree n. 58/1998, those Shareholders who, even jointly, represent at least a fortieth of the share capital with voting right may request, within 10 days from the publication of this notice, additions to the points to be discussed, indicating in the request the proposed further topics and preparing a specific report. The request may be presented, subject to proving the related legitimacy. The request must be presented in writing and sent by registered post to the company's registered office or by e-mail to [investor.relator@bolzoni-auramo.com](mailto:investor.relator@bolzoni-auramo.com) as long as it arrives within the above-indicated period of 10 days. Additions are not permitted for those topics which the Shareholders will discuss and which have been proposed by the directors or based on a project or report which the directors have prepared. The new list with the additions for discussion by the Shareholders will be published following the same methods applied to the publication of the present notice.

### **RIGHT TO ASK QUESTIONS**

In accordance with article 127-ter of the Leg. Decree n. 58/1998, Shareholders may ask questions on the topics in the agenda even before the Shareholders' meeting, by sending them by registered post, to the Company's registered office, or by e-mail to [investor.relator@bolzoni-auramo.com](mailto:investor.relator@bolzoni-auramo.com). The subjects concerned will have to provide information enabling their identification. In order to facilitate the proper running of the Meeting and its preparation, the Shareholders are invited to deliver the questions to the Company by April 24, 2012. The Company reserves the right to provide a single reply to questions having the same content. Answers to questions received before the Meeting will be given, at the latest, during the Meeting itself.

## **ENTITLEMENT TO ATTEND**

In accordance with article 83-*sexies* of the Leg.Decree n. 58/1998, entitlement to attend the Shareholders' meeting is subject to the Company receiving the communication, issued by a qualified intermediary according to applicable regulations, certifying the ownership of the shares based on evidence taken from book keeping at the end of the accounting period of the seventh trading day prior to the date of the Shareholders' meeting at first call (i.e. 18 April 2012). Those resulting as owners of shares after 18 April 2012 will not be entitled to attend and vote at the meeting. The above intermediary's communication must reach the Company by the end of the third trading day prior to the date established for the Shareholders' meeting at the first call (i.e. by 24 April 2012). Entitlement to attend and vote remains however valid when the communications reach the Company after the above date, but in any case before the start of the Meeting at each call.

## **VOTING BY PROXY**

All those entitled to attend the meeting can be represented by means of a written proxy, in compliance with the current law. For this purpose, the proxy form issued by the authorized intermediaries can be used or else the proxy form available from the registered office of the Company and on the Company's website, see "*modulo di delega*"). The Company can be notified of the proxies by registered post sent to the Company's registered office or by e-mail to [investor.relator@bolzoni-auramo.com](mailto:investor.relator@bolzoni-auramo.com). If the proxy holder delivers or sends the Company a copy of the proxy he/she must certify, on his/her own responsibility, that the proxy complies with the original and the identity of the party assigning the proxy.

## **PROXY HOLDER APPOINTED BY THE COMPANY**

Proxy can be conferred, at no cost to the party assigning the proxy, with voting instructions, to Avv. Guido Garettini, appointed by the Company for the purpose in accordance with article 135-*undecies* of the Leg. Decree n. 58/1998, provided that it reaches Studio Legale Baldi – via G. Gutenberg 7 – 42124 Reggio Emilia by registered post, or via e-mail to the certified address [legalebaldi@registerpec.it](mailto:legalebaldi@registerpec.it) within the end of the second trading day prior to the date set for the first call of the Shareholders' meeting (i.e. within the end of 25 April 2012). The proxy given in this way is valid only for the proposals for which voting instructions have been given. The proxy and voting instructions may be revoked within the end of the second trading day prior to the first call of the Shareholders' meeting (i.e. within the end of 25 April 2012). The proxy form is available from the Company's registered office and on the Company's website at the address [www.bolzoni-auramo.it](http://www.bolzoni-auramo.it) (see "*modulo di delega rappresentante della società*").

## **ELECTION OF THE BOARD OF DIRECTORS**

In addition to the outgoing Board of Directors, a list may be submitted by shareholders who, either individually or together with other shareholders, at the time the list is presented, are globally in possession of 2.5% of the share capital. Ownership of the minimum stake required to present a list is determined with regards to the shares recorded under the name of the shareholder on the date in which the lists are presented in the Company.

Each list must distinctly indicate the candidates, in progressive order, and must include and distinctly identify, on pain of invalidation, a sufficient number of candidates, as set forth by the existing provisions, who possess the necessary requirements of independence prescribed ~~by~~ the laws and regulations in force, one of whom must be put at the top of the list.

Within April 2<sup>nd</sup>, 2012 the lists must be deposited at the Company's registered office together with the further documentation required by law and current regulations. In particular, in accordance with article 14 of the bylaws, it is necessary to submit:

- (i) information regarding the identity of the shareholders presenting the list, with the amount of shares owned;
- (ii) detailed description of the personal and professional characteristics of the candidate indicating, where appropriate, the suitability of the candidate to qualify as independent as defined by the law; and
- (iii) the declarations with which the single candidates accept the candidacy and certify, under their own responsibility, that there are no grounds for ineligibility and incompatibility and

confirm they possess the conditions required by the law, regulations and corporate by-laws for their respective offices.

Furthermore, within April 6th 2012, the deadline established by the applicable rules for the publication by the Company of the lists, the specific certificate proving ownership, at the time the list is presented, of the number of shares required for submitting the list, as issued by the authorised intermediary must be deposited at the Company.

Each shareholder, or shareholders involved in a shareholders' agreement, or controller, or subsidiary companies and those under common control pursuant with article 93 of the Legisl. Decree n° 58 may not submit or participate in submitting more than one list, not even through a third party or trust company. Each candidate may present himself in one list only, or risk ineligibility. Lists submitted and/or votes exercised in violation of these prohibitions shall not be accepted.

Those who present a "minority list" must also follow the guidelines contained in Consob's Memo n. DEM/9017893 dated 26 February 2009.

Further information on the presentation, deposit and publication of the lists is to be found in article 14 of the Company by-laws available at the Company's website [www.bolzoni-auramo.it](http://www.bolzoni-auramo.it) and in the Memorandum by the Board of Directors available on the same website.

The lists which have been properly submitted will be available to the public at the Company's registered office, Borsa Italiana S.p.A., and on the Company's website [www.bolzoni-auramo.it](http://www.bolzoni-auramo.it) at least 21 days before the Shareholders' meeting, namely not later than 6 April 2012.

## **DOCUMENTATION**

The documentation related to the Shareholders' meeting, including the memorandum by the Board of Directors containing the proposed resolutions on the topics in the agenda and the proxy forms, will be available to the public according to the terms and methods established by current regulations, copies of which may be requested by Shareholders and the subjects entitled to vote. The documentation will also be available at Borsa Italiana S.p.A., at the Company's registered office and on the Company's website at the address [www.bolzoni-auramo.it](http://www.bolzoni-auramo.it).

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The Shareholders' Meeting can also be attended by experts, financial analysts and journalists who, to this end, are invited to send an attendance request by fax to the number +390523524270, at least 2 working days before the date of the first call.

The present notice is also available on the Company's website [www.bolzoni-auramo.it](http://www.bolzoni-auramo.it).

Podenzano, March 16th, 2012

The Chairman of the Board of Directors

Emilio Bolzoni