



Technical Publications Service S.p.A.

• PRESS RELEASE •

## PUBLICATION OF NOTICE CONVENING THE EXTRAORDINARY MEETING OF TPS

**Gallarate (VA), 20 September 2018 – TPS S.p.A.** (“TPS” or the “Company” or “Issuer”), *operational* holding company of the TPS Group, *leader* in the technical services and engineering sector for the aeronautical industry and listed with the Multilateral Trading Facility **AIM Italia / Mercato Alternativo del Capitale**, hereby informs of the publication of the notice convening the Ordinary Meeting of Shareholders of TPS in the Gazzetta Ufficiale Part II no. 110 of 20/09/2018.

The Meeting of Shareholders of TPS S.p.A. is convened at the Associated Legal Firm, in association with Simmons & Simmons LLP in Milan, at via Tommaso Grossi no. 2, for the 5th day of October 2018 at 09:00, in the first instance and, if necessary, for the 8th day of October 2018, in the same place and at the same time, to discuss and decide the following

### Agenda

1. Increase in company capital against payment in stages, to be to be released in kind, for a maximum of Euro 320,000.00 (including premium), via issue of a maximum of 80,000 ordinary shares without par value expressed at a subscription price of Euro 4.00 each (of which Euro 0.50 face value and Euro 3.50 premium), with exclusion of option rights, pursuant to art. 2441, section 4, first subsection of the civil code, since they are reserved to subscription by shareholders in Satiz Technical Publishing & Multimedia S.r.l. Relevant and ensuing resolutions;
2. Increase in company capital against payment in stages, for a maximum payment price of Euro 4,999,999.00 (including premium), via issue of a maximum of 1,250,000 ordinary shares without par value and with the same characteristics as those in circulation, to offer in option to those with the right, pursuant to art. 2441, section 1 of the civil code. Relevant and ensuing resolutions;
3. Increase in company capital against payment in stages, for a maximum payment price of Euro 1,000,000.00 (including premium), via issue of a maximum of 250,000 ordinary shares without par value and with the same characteristics as those in circulation, with the exclusion of option rights, pursuant to art. 2441, section 5 of the civil code. Relevant and ensuing resolutions.



### **COMPANY CAPITAL AND VOTING RIGHTS**

Company stock is Euro 950,505.00 divided into 5,911,050 ordinary shares with no par value; each share entitles the holder to one vote at the ordinary and extraordinary meetings of the Company.

### **RIGHT TO ACTION AND TO VOTE**

Pursuant to article 83-*sexies* of Lgs. decree no. 58 of 24 February 1998, the right to intervene at the Meeting and the use of the right to vote, is certified by notification to the company, made by the proxy for the subject with the voting rights, based on the evidence of the accounts concerning the 7th (*seventh*) day of open market prior to the date of first convocation of the Shareholder’s Meeting (i.e., 26 September 2018 – *record date*). Credit and debit records for accounts after the above term will not apply for the purpose of legitimising the exercise of voting rights at the Meeting and therefore, those who become an owner of shares only after the above term will not have the right to take part in or vote at the Meeting. Notification shall arrive at the company no later than the end of the 3rd (*third*) day of open market before the date of the Meeting (i.e. before 02 October 2018). This is without prejudice to the legitimisation to

attend the Meeting and use the right to vote in the event that said notice arrives at the Company after the aforementioned term, provided that it is before the commencement of the meeting.

## REPRESENTATION AT THE MEETING

Those who have the right to attend the Meeting may be represented, by submitting written proxy, compliant with the current regulations. For this purpose, the *website* of the Company, at the address: [www.tps-group.it](http://www.tps-group.it), in the *Investor Relations* section, *Meetings* there is a special form available to appoint a proxy for the Meeting. There are no voting processes by post or electronic means.

## ORGANISATIONAL ASPECTS

Shareholders (or the proxies of same) are invited to arrive before the time for which the meeting is called in order to make the registration process easier. The participant accreditation process will commence half an hour before the time for which the Shareholders' Meeting is called. For the meeting procedures, attendees are invited to view the Meeting Regulations, available at the Issuer's website [www.tps-group.it](http://www.tps-group.it), in the *Investor Relations* section, *Governance, Documents*.

## DOCUMENTS

At the same time as the publication of this notice convening the meeting, the public will have access, at the registered offices in Gallarate, at via Olanda no. 5, on the *website* of the company at [www.tps-group.it](http://www.tps-group.it), *Investor Relations* section, *Meetings* as well as with other methods envisaged by law and regularly applied: (i) the form that the subjects entitled to intervene at the meeting have the right to use proxy and (ii) the illustrated report of the Board of Directors for the proposals concerning the items on the agenda. Shareholders are entitled to a copy.

This press release is available to read online at [www.tps-group.it](http://www.tps-group.it) and [www.tps-group.it](http://www.tps-group.it) in the *Investors/Press Release* section).



*TPS S.p.A. is an operational holding company of TPS Group, leader in the technical services field for the aeronautical industry, with specific focus on helicopters. TPS is a Borsa Italiana "Elite" company. Founded in 1964, Technical Publications Service was one of the first Italian businesses to offer an outside service to analyse and edit technical publications for the aeronautical industry, working with the main national companies since the mid-1960s, publishing technical documents and on-board unit user manuals. The TPS Group can include leaders in the field of aircraft design and production, as well as the manufacture of aeronautical parts among its client base.*

ISIN code ordinary shares: IT0005246142 – Ticker ordinary shares: TPS

ISIN Code Warrant: IT0005246225 – Ticker Warrant: WTPS20

For more information:

### • IR Top Consulting •

Investor Relations

Maria Antonietta Pireddu

email: [m.pireddu@irtop.com](mailto:m.pireddu@irtop.com)

Media Relations

Domenico Gentile, Antonio Buozzi

email: [ufficiostampa@irtop.com](mailto:ufficiostampa@irtop.com)

tel: +39 02/45473884

Via C. Cantù, 1 - 20123 Milan

### • Integrae SIM S.p.A. •

Nominated Adviser

tel: +39 02/87208720

e.mail: [info@integraesim.it](mailto:info@integraesim.it)