



Technical Publications Service S.p.A.

• **PRESS RELEASE** •

**PUBLICATION OF NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY MEETING OF
TPS S.p.A.**

Gallarate (VA), 08 April 2021 – 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 and automotive industry and listed with the Multilateral Trading Facility **AIM Italia**, hereby informs of the publication of the notice on today’s date convening the Ordinary and Extraordinary Meeting of Shareholders of TPS in the Official Gazette Part II no. 42 of 08/04/2021.

The Ordinary and Extraordinary Meeting of Shareholders is convened at the studio of notary Paolo Maria Smirne in Turin, Corso Montevecchio, no. 48, for the **26 April 2021** at 4:00 p.m., in the first instance and, if necessary, for the **29 April 2021**, in the same place and at the same time, to discuss and decide the following

agenda

Ordinary Session

1. Approval of the financial statement and presentation of the consolidated balance sheet for the group as at 31 December 2020 Relevant and ensuing resolutions.

Extraordinary Session

1. Motion to amend articles 7 (Contributions and capital increases), 11 (Takeover bids), 12 (Obligations for communication of Relevant participations), 15 (Intervention and voting), 17 (Competencies and majority), 18 (Minutes taking), 19 (Number, time in office, and compensation of the directors), 20 (Appointment of the directors), 21 (Chairman and delegated bodies), 22 (Board meetings), 26 (Board of Statutory Auditors) of the company by-laws and addition of the new articles 11a (Obligation and right to buy) and 11b (Revocation of admission to negotiate shares). Relevant and ensuing resolutions.



The date and/or place and/or intervention and/or voting procedure and/or holding of the Meeting mentioned in the notice of call shall still be subject to compliance with current regulations or provisions issued by the competent authorities due to the COVID-19 emergency, besides the fundamental principles of protecting the health of shareholders, employees, members and consultants of the company. Any changes and/or additions to the information given in this notice of call shall be made available on the company website (www.tps-group.it) and by any other means required by law or the applicable regulations.

COMPANY CAPITAL AND VOTING RIGHTS

Company stock is Euro 1,613,910.00 divided into 7,259,860 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 83e of Legislative 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., 15 April 2021 – *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 21 April 2021). 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.

FURTHER INSTRUCTIONS FOR REMOTE INTERVENTION

Considering the COVID-19 health emergency and with regard to the provisions under art.106 of decree law of 17 March 2020, no.18 (as extended by Law 26 February 2021 no.21), intervening at the meeting and exercising the right to vote may be done **exclusively over video conference** by connecting at this *link*: <https://zoom.us/join>. Those who wish to attend the meeting must send – by 12 PM on April 22, 2021 – an ad hoc request to the email address of the company tpsgroup.spa@pec.it attaching (i) a copy of the bank certification in the last paragraph (*Right to intervene and to vote*), (ii) a copy of the valid ID of the attending party with photograph, if it is the representative of a legal person or a proxy as set forth in the next paragraph (*Representation at the Meeting*) proof of the powers necessary to participate at the Meeting or the granting of the proxy, as well as (iii) any proxy form duly filled out and signed. By the deadline on the day April 23, 2021, the company will tell the parties that duly submitted the documentation above (and to the same email address for sending) the designated PIN for attending the Meeting. Parties that did not follow the instructions above precisely shall not be entitled to attend or to vote.

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, 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 connect by video-conference in a timely manner to guarantee the Meeting is carried out. 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, in the Investor Relations section, 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. 12, on the *website* of the company – www.tps-group.it –, *Investor Relations section, Meetings* as well as with other methods envisaged by law and regularly applied: (i) the financial statement and the consolidated financial statement as at 31 December 2020, accompanied by a report on the management by the Board of Statutory Auditors and the Auditing Firm, (ii) the form that the persons legitimised to intervene at the Meeting have the faculty to use for the proxy vote (iii) the illustrated report that the Board of Directors has issued on the proposals concerning the subjects on the agenda. Shareholders are entitled to a copy.



This press release is available to read online – www.tps-group.it –, Investor Relations section, Press releases.



TPS S.p.A. is the operating holding company of TPS Group, a leader in technical and engineering services for the aeronautical industry, with a particular focus on the helicopter segment. TPS has been a Borsa Italiana “Elite” company since 2016.

TPS Group operates in the aeronautical, automotive, defence, railway, naval and cable transport systems sectors, providing Technical Publishing & Training, Engineering, Design and Cost Engineering, Avionic Software Development and Systems Integration, Digital Content Management TPS Group’s clients include leading businesses in the design and production of aircraft and aeronautical components, as well as leaders in the automotive, railway, defence and cable transport systems manufacturing sector.

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

For further information:

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