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• PRESS RELEASE •

PUBLICATION OF NOTICE CONVENING GENERAL MEETING OF TPS S.p.A.

Gallarate (VA), 13th April 2023 – 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 industries, and listed with the Multilateral Trading Facility **Euronext Growth Milan**, hereby informs of the publication of the notice on today’s date convening the Ordinary Meeting of Shareholders of TPS in the Official Gazette Part II no. 44 of 13th April 2023.

The Ordinary Meeting of Shareholders is convened at the registered headquarters at Via Lazzaretto 12 - 21013, Gallarate, for the **28th day of April 2023** at 11:00 a.m., in the first instance and, if necessary, in second instance, for the **29th day of April 2023**, in the same place and at the same time, to discuss and decide the following

agenda

1. Approval of the financial statement and presentation of the consolidated balance sheet for the group as at 31st December 2022 Relevant and ensuing resolutions;
2. Appointment of members of the Board of Directors after determining the number of members, term of office and relevant remuneration. Relevant and ensuing resolutions;
3. Appointment of members of the Board of Statutory Auditors and determination of the relevant remuneration. Relevant and ensuing resolutions;
4. Proposal for authorisation to purchase and dispose of treasury shares. Relevant and ensuing resolutions•



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 ATTEND AND TO VOTE

Pursuant to article 83e of Legislative decree no. 58 of 24th 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., 19th April 2023 – *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 25th April 2023). 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

Attendance of the Meeting and use of voting rights is possible **exclusively by video-conference**, by means of connection to the following link <https://zoom.us/join>. Those who wish to attend the Meeting must send - no later than 12:00 p.m. on 26th April 2023 – a specific request to the Company email address tpsgroup.spa@pec.it attaching (i) a copy of the bank certification as named in the previous paragraph (*Right to intervene and to vote*), (ii) a copy of a valid ID document, with photograph, of the attending party, if 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 attend the Meeting or the granting of proxy, as well as (iii) any proxy form duly completed and signed. By the deadline of 27th April 2023, the Company will inform the parties that have duly submitted the documentation above (and to the same email address for sending) of the designated PIN for attending the Meeting. Parties that did not follow the instructions above precisely will not be entitled to attend or to vote.

APPOINTMENT OF THE BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS

Pursuant to Articles 20 and 26 of the articles of association, the members of the Board of Directors and Board of Statutory Auditors will be appointed through election by list, according to the methods set down in the articles of association. Shareholders may present a list if, at the time of said presentation, they hold shares for at least 5% (*five per cent*) of company capital, either individually or jointly. To be accepted, lists must: (i) be presented, pursuant to the articles of association, no later than 1:00 p.m. On the 5th (*fifth*) day preceding the date of the Meeting (i.e., 21st April 2023); (ii) include no more than 9 (nine) candidates to be appointed to the Board of Directors (each one with a progressive number), of which 1 (*one*) candidate eligible as independent director on lists with a number of candidates of no more than 7 (*seven*), and 2 (*two*) candidates eligible as independent directors in the other lists. The lists to appoint members of the Board of Statutory Auditors must be divided into 2 (*two*) sections: one for candidates for statutory auditor and the other for candidates for alternate auditor (in each section, candidates must be listed with a progressive number); and (iii) contain, including as annexes, information details about the Shareholders who have presented nominations, with indication as to the percentage stock held in total (proven by specific declaration issued by the broker), a detailed information statement of the personal and professional characteristics of the candidates and a statement from the candidates containing their acceptance of the nomination and certification of possession of the requisites envisaged by law, as well as the requisites of independence for independent directors. A Shareholders cannot present or vote for more than one list per Corporate Body, even through intermediaries or through trust companies. A candidate may be present on one list only, otherwise the candidacy will be rejected. If a single list is presented to appoint members of the Board of Directors, the Meeting will vote on this list and the candidates on the list, will only be elected in the event of a majority vote as required by law, according to progressive numbers until the number set by the Meeting has been achieved. In the event of a single list being presented for the members of the Board of Statutory Auditors, the Meeting will vote on this list. Should the list achieve the majority required by articles 2368 et seq of the Italian Civil Code, the 3 (three) candidates listed in progressive order will be elected from the relevant section and the 2 (two) candidates listed in progressive order in the relevant section will be appointed as alternate auditors. The Presidency of the Board of Statutory Auditors will be given to the person listed in 1st (first) place in the candidate' section for statutory auditors on the sole list presented. If there are no lists, i.e., when the number of members of the Board of Directors and Board of Statutory Auditors is lower than that stated by the Meeting and the articles of association respectively, the members of the Board of Directors and Board of Statutory Auditors will be appointed or added to by the Shareholders' Meeting, with majority vote.

In conformity with the provisions set down by the Euronext Growth Milan Rules for Issuers, shareholders intending to submit a list of candidates for the board are asked to obtain a positive evaluation from Euronext Growth Advisor for the board member with the requirements of independence. For this purpose, the proposed candidates shall be submitted to the Euronext Growth Advisor for evaluation in the period between 15 and 10 days before the expiry of the term for presentation of the lists. Notification to the Euronext Growth Advisor must be sent integraesim@legalmail.it to the certified email below.

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 headquarters at Via Lazzaretto no.12, Gallarate, on the website of the Company – www.tps-group.it –, in the 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 2022, 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 online at www.tps-group.it (Investor Relations/Communications Section)



TPS S.p.A. is the operational holding company of the 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" listed company since 2016.

The TPS Group works 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. The TPS Group's clients include leaders 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 – Ordinary Share Ticker: TPS

For further information:

• **Investor Relations** •

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• **Integrae SIM S.p.A.** •

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