



## NOTICE

### **ROSETTI MARINO: NOTICE CONVENING ORDINARY GENERAL MEETING AND NOTICE OF FILING OF DRAFT FINANCIAL STATEMENT AND CONSOLIDATED FINANCIAL STATEMENT AS AT 31ST DECEMBER 2014**

**Ravenna, 13th April 2015** - Rosetti Marino S.p.A. (hereinafter referred to as the "Company"), a company operating at a worldwide level in the design, construction and supply of platforms and plants for the Oil&Gas industry, as well as the design and construction of supply vessels, quoted on the AIM Italia – Italian Alternative Investment Market operating under the Italian Stock Exchange, makes known:

- that it has published the notice convening – the Ordinary General Meeting to be held on 29th April 2015, in first call, at 11.00 a.m., at the Company's registered office in Ravenna, Via Trieste no. 230 and, if necessary, in second call, on 8th May 2015, at 11.00 a.m., at the same location, to discuss and deliberate on the following order of business:

1. Confirmation of the appointment by co-option of two Board members.
2. Examination and approval of the Financial Statement for the year ended 31.12.2014, accompanied by Management Report drawn up by the Board of Directors, the Report of the Panel of Auditors and the Independent Auditors' Report. Related and resulting resolutions.
3. Approval of the proposal of the Board of Directors dated 30/03/2015, to revise the Corporate Governance Rules currently in force.
4. Setting-up of new Board of Directors, having established the number of components, for the three-year period 2015, 2016 and 2017, and fixing of relevant fees.
5. Setting-up of new Panel of Auditors for the three-year period 2015, 2016 and 2017, and fixing of relevant fees.
6. Defining, on the basis of the proposals put forward by the Appointment and Remuneration Committee, previously approved by the Board of Directors dated 30/03/2015, of the rules regulating additional, variable remuneration based on the Company's performance, to be allocated to members of the Board of Directors with delegated tasks or operational positions on the basis of the three-year period 2015-2017 as reference period.

- that the Draft Financial Statement and Consolidated Financial Statement as at 31<sup>st</sup> December 2014 will, in accordance with the law, be available to the public, at the Company's registered office and in the Investor Relations section on the Company's Internet site [www.rosetti.it](http://www.rosetti.it), accompanied by Management Report drawn up by the Board of Directors, the Report of the Panel of Auditors and the Independent Auditors' Report.

The Notice convening the Ordinary General Meeting, published on 4<sup>th</sup> April 2015 in the Official Gazette of the Republic of Italy, is attached.

For further information:

**Issuer**

**Rosetti Marino S.p.A.**

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**Nomad**

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**ROSETTI MARINO S.P.A.***Convening of Ordinary General Meeting*

A General Meeting of Rosetti Marino S.p.A. (hereinafter referred to as the "Company") is convened at the registered office in Ravenna, Via Trieste no. 230, in first call on 29<sup>th</sup> April 2015, at 11.00 a.m., and, if necessary, in second call, on 8th May 2015, at 11.00 a.m., at the same location, to discuss and deliberate on the following

Order of Business:

- 1) Confirmation of the appointment by co-option of two Board members.
- 2) Examination and approval of the Financial Statement for the year ended 31.12.2014, accompanied by Management Report drawn up by the Board of Directors, the Report of the Panel of Auditors and the Independent Auditors' Report. Related and resulting resolutions.
- 3) Approval of the proposal of the Board of Directors dated 30/03/2015, to revise the Corporate Governance Rules currently in force.
- 4) Setting-up of new Board of Directors, having established the number of components, for the three-year period 2015, 2016 and 2017, and fixing of relevant fees,
- 5) Setting-up of new Panel of Auditors for the three-year period 2015, 2016 and 2017, and fixing of relevant fees.
- 6) Defining, on the basis of the proposals put forward by the Appointment and Remuneration Committee , previously approved by the Board of Directors dated 30/03/2015, of the rules regulating additional, variable pay based on the Company's performance, to be allocated to members of the Board of Directors with delegated tasks or operational positions on the basis of the three-year period 2015-2017 as reference period.

Pursuant to art. 83 - sexies of Legislative Decree no. 58/1998, all those in whose favour the Company has received specific notification through an authorised intermediary on the basis of the accounting entries applying at the close of the 7th (seventh) open market day prior to the date of the meeting (20<sup>th</sup> April 2015-record date) are entitled to attend the meeting and to exercise their right to vote. Credit and debit entries made in the accounts after that date are not recognised for the purpose of establishing entitlement to exercise the right to vote at the meeting.

The share capital of the Company is divided into 4,000,000 ordinary shares having a face value of Euro 1 each; every share confers the right to one vote, apart from the following shares:

- 200,000 (two hundred thousand) treasury shares, held on the date of this notice, by Rosetti Marino S.p.A. This number may alter by the date of the general meeting.

The right to vote is suspended in relation to the shares indicated in the previous paragraph, in accordance with the law.

Every Shareholder may have himself represented by another person by written proxy, who need not be a Shareholder, adopting the methods and within the limits envisaged by the law.

The documentation relating to the items contained in the order of business will be filed at the registered office and made available to the Shareholders, subject to the terms envisaged by the law.

The Shareholders are entitled to receive a copy.

Ravenna, 01/04/2015

The Chairman  
Medardo Ranieri

T15AAA5147 (subject to payment).