

# **REGULATORY COMMUNICATION SHAREHOLDER DIRECTIVE II FEES TRANSPARENCY**

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## Introduction

This document is intended to comply with the regulatory transparency obligations introduced by the Shareholder Rights Directive II (Directive (EU) 2007/36/EC, amended by Directive (EU) 2017/828) (“SRD II”) and by Regulation 2018/1212, relating to the rights of institutional investors/shareholders and to asset servicing services offered by SGSS S.p.A.

Article 3 (d) of “SRD II” requires SGSS S.p.A., as an intermediary in the so-called “Custody chain”, to publish the costs applied for the services.

## Scope of services impacted by the regulation

As a custodian, SGSS S.p.A. has taken the necessary steps to upgrade its services to meet the new regulatory framework set by the directive:

- I. Shareholders’ identification (Article 3a)
- II. Corporate Action (Article 3b)
- III. General meeting (Article 3c)

All costs listed below are subject to VAT.

Please note that these costs will be updated periodically based on the evolution of the services provided by SGSS S.p.A., both with reference to the new services offered and to the regulatory updates.

## Services and related economic impacts

Consistently with the provisions of the regulation and considering its evolutions, SGSS S.p.A. will continue to implement its services, in order to facilitate clients’ business.

The perimeter outlined by the regulation refers to the “custody” service and includes the monitoring of information distributed by the Issuers through the “first intermediary”, the notification of corporate events and, within the markets where proxy voting is allowed and procedurally possible, the facilitation of voting in shareholders’ meetings on behalf of its clients, in compliance with the instructions received.

### I. Shareholders’ identification

At direct or indirect request of the issuer or delegated agent, SGSS S.p.A. will promptly transmit information regarding the identity of its depositors/shareholders if known.

To carry out this activity SGSS S.p.A. will not charge any additional cost to the depositor.

### Shareholders’ identification

Response to requests from issuers relating to shareholders according to the provisions of “SRD II” and IR (UE) 2018/1212

waived

### II. Corporate Action

“SRD II” encourages investors to make long-term investments and requires intermediaries to improve the dialogue between issuers and the companies in which investments are channelled, standardizing the layouts and contents of the communications.

To this end, SGSS S.p.A. adapts its processes to the contents of table 8 of regulation 2018/1212 taking into account the formats suggested by the best practices agreed in the various task forces at European level.

No additional cost will be applied to the depositor for the notification of Corporate Events, except for Corporate Meetings.

<b>Corporate Action</b>		
For all countries	<u>Corporate Action on stock</u>	
	Notification/circular	waived
	Coupon/dividend/redemption payments	waived
	Corporate operation management	waived

### **III. General meeting**

SGSS S.p.A. provides its clients with a simplified solution allowing a complete and standardized notification for all General meetings and facilitates the exercise of shareholders' voting rights.

The offer covers 38 markets, both at European and global level. It is understood that the choice of markets will be the subject of a specific agreement between SGSS S.p.A. and its clients.

The services offered cover both the disclosure phase of essential information, the so-called "notice", and the phase of collecting requests for active participation in General meetings, where provided and permitted by local law.

SGSS S.p.A. has teamed up with its partner Broadridge to facilitate the exercise of voting rights. Proxy voting service is not included.

To carry out this activity, SGSS S.p.A. applies to the depositor the additional costs listed below.



<b>General Meeting</b>		<b>Unit commission in €</b>	
Access to Broadridge tool (ProxyEdge)		waived	
<b>Meetings notification</b>			
All countries	For notification	10	
<b>Participation and voting</b>			
Zone 1	Italy	For communication to the issuer (Admission ticket)	25
		For participating and voting	50
Zone 2	Argentina, Australia, Austria, Belgium, Canada, Chile, China, Clearstream, Croatia, Denmark, Egypt, Euroclear Bank, France, Germany, Greece, Hong-Kong, Indonesia, Ireland, Luxembourg, Malaysia, Mexico, Netherlands, Norway, Spain, Singapore, Sweden, United Kingdom, USA	For participating and voting	100
Zone 3	Estonia, Hungary, Japan, Philippines	For participating and voting	200
Zone 4	Finland, Israel, Jordan, Portugal, Switzerland	For participating and voting	300

We further specify the following:

- The abovementioned services are ancillary services to the “custody” service provided by SGSS S.p.A. and the related “fees” are not included in the custody “fees” agreed with the client.
- For General meetings, the cost of proxy voting (to manage directly with the provider) is not included. Any other ancillary costs specific to each individual market (for example: registration, postage, travel, translation) will be recorded as “out of pocket”.
- The standard conditions applied by SGSS S.p.A. have been reported in relation to the basic scope of services identified by the directive.
- Different “fees” may be applied to clients using additional personalized services or value-added services.

For further information, you can contact your usual contact person or write to [sgssbankcss@socgen.com](mailto:sgssbankcss@socgen.com).