

Italmobiliare S.p.A.

Registered office in Milan, Via Borgonuovo 20

20121 MILAN

Website [www.italmobiliare.it](http://www.italmobiliare.it)

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**Notice of call of Ordinary and Extraordinary Shareholders' Meeting**

**(published on the Company's website on March 15, 2019)**

Those entitled to vote at the Italmobiliare S.p.A. Shareholders' Meeting are hereby called to attend the Ordinary and Extraordinary Shareholders' Meeting in a single call on **April 17, 2019, at 10.30 a.m.**, at the Intesa Sanpaolo Meeting Room, Piazza Belgioioso 1, Milan, to resolve upon the following

**Agenda**

**Extraordinary Meeting**

1. Proposed cancellation of 5,133,800 treasury shares without reduction of the share capital and consequent amendment of article 5 of the Company's by-laws.

**Ordinary Meeting**

1. Financial statements at 31 December 2018 and allocation of the net income.
2. Appointment of a director.
3. Appointment of the external auditor for the years 2019-2027.
4. Authorization to buy back and dispose of treasury shares, subject to revocation of the authorization given by the Ordinary Shareholders' Meeting held on April 18, 2018.
5. Consultation on the first section of the remuneration report pursuant to article 123-ter, subsection 6, Legislative Decree 58/1998.

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**Entitlement to participate and vote at the Shareholders' Meeting**

Those who hold voting rights at the end of the seventh market trading day prior to the date scheduled for the Shareholders' Meeting in a single call (8 April 2019 – Record date) are entitled to participate in the Shareholders' Meeting.

Those who prove to be holders of ordinary shares of the Company after said date will not be entitled to participate or vote at the Shareholders' Meeting.

Credit and debit entries registered in the accounts after the above-mentioned deadline shall not be considered for the purpose of legitimising the exercise of voting rights at the Shareholders' Meeting.

Entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is attested by a notice served by the authorized intermediary to the Company, in compliance with the intermediary's accounting records, in favour of the person/entity entitled to vote. Said notice must reach the Company before the end of the third market trading day (i.e. by 12 April 2019) prior to the scheduled date of the Shareholders' Meeting. The right to participate and vote shall not be affected if the Company receives the notice after the above-mentioned deadline, provided that it is received before the start of the shareholders' meeting.

Procedures for voting by correspondence or by means of electronic devices are not provided

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for.

The regular constitution of the Shareholders' Meeting and the validity of the resolutions on the items on the agenda are governed by law.

## **Vote by proxy**

Those entitled to participate in the Shareholders' Meeting may be represented by means of written proxy pursuant to current law, using the form available at the registered offices (**via Borgonuovo 20, 20121 Milan**) and on the Company's website [www.italmobiliare.it](http://www.italmobiliare.it), in the *Governance/ Shareholders' Meetings* section.

The Company may be notified of the proxy by registered letter sent to the registered offices (*Corporate Affairs Department*, at the address indicated above) or by email to the certified email address [affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it). The proxy-holder may also deliver or send to the Company a copy of the proxy in substitution of the original, on an electronic support if preferred, attesting under his/her own responsibility that the proxy is a copy of the original and the identity of the delegating party.

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## **Supplementation of the agenda and presentation of new resolution proposals**

Shareholders who own, even jointly, at least one fortieth of the share capital represented by shares with voting rights may request, in writing, within ten days of publication of this call notice, that the agenda of the Shareholders' Meeting be supplemented, indicating in the request the additional topics they are proposing or submitting proposals for resolutions on topics that are already on the agenda. The requests must be sent by registered letter to the registered offices (*Corporate Affairs Department* - at the address indicated above) or by email to the certified email address [affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it), accompanied by the appropriate documentation attesting ownership of the aforementioned shareholding issued by the authorized intermediary and proving entitlement to exercise the aforementioned right. By said deadline and using the same procedures, the Board of Directors must be given a report on the proposed topics for discussion or the reason for the additional resolution proposals submitted on the topics already on the agenda.

Those entitled to vote may individually submit resolution proposals at the shareholders' meeting.

Any supplements made to the agenda or the submission of additional resolution proposals on items already on the agenda will be announced in the same forms laid down for the publication of this call notice, at least fifteen days prior to the date scheduled for the Shareholders' Meeting (namely 2 April 2019); at the same time, the report prepared by the shareholders making the proposal, accompanied by any assessments by the Board of Directors, will be made available to the public.

Supplements to the agenda are not accepted for items on which the Shareholders' Meeting resolves, by law, on the proposal of the directors or on the basis of a project or a report drawn up by the directors.

## **Right to submit questions on the items on the agenda**

Those entitled to vote may submit questions on the items on the agenda even before the Shareholders' Meeting. The requests should be received by 14 April 2019, sent by registered letter to the registered offices (*Corporate Affairs Department* - at the address indicated above) or by email to the certified email address [affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it) accompanied

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by the appropriate documentation attesting entitlement to exercise voting rights issued by the authorized intermediary.

Questions submitted by the deadline indicated shall be answered at the latest at the Shareholders' Meeting. The Company may provide a sole answer to questions with the same content.

## **Appointment of a Director**

On 25 July 2018 Massimo Tononi resigned from the office of director with immediate effect. Thereafter, on 31 July 2018, the Board of Directors co-opted Paolo Domenico Sfameni as the new director. The Shareholders' Meeting is therefore called upon to resolve on the replacement with a relative majority of the capital represented at the Shareholders' Meeting, pursuant to art. 16 of the By-laws.

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## **Documentation**

The documentation relating to the items on the agenda, the directors' report to the Shareholders' Meeting with the proposed resolutions, along with the other information required by current legislation, will be made available to the public within the deadlines set by law at the registered offices, on the Company's website [www.italmobiliare.it](http://www.italmobiliare.it) in the Governance/Shareholders' Meetings section, and on the authorised storage system *eMarket-STORAGE* at the address [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders are entitled to examine all the documents filed at the registered offices and to obtain a copy of them at their own expense.

Documents required by article 2429 of the civil code, paragraph 3 and 4, will be made available within the deadlines set by law at the registered office.

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## **Information on the share capital and shares with voting rights**

It is specified that at the date of publication of this notice:

the Company's share capital is divided into 47,633,800 ordinary shares without par value;

each ordinary share attributes the right to one vote;

the Company directly holds 5,685,870 treasury shares with suspended voting rights.

Any subsequent change to the number of treasury shares held will be published on the Company's website and announced at the start of the Shareholders' Meeting.

For the Board of Directors

Laura Zanetti  
Chairperson

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