



SOGEFI S.p.A.  
Via Ciovassino 1/A - Milano  
Share Capital Euro 62,461,355.84 fully paid-up  
Milan Monza Brianza Lodi Company Register N° and Tax Code 00607460201  
Company subject to the direction and coordination of CIR S.p.A.

### **Notice of Annual General Meeting**

Shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders meeting to be held at the Palazzo delle Stelline Congress Centre, Corso Magenta 61 in Milan, on 26 April 2019 at 4 p.m. in first call and, if a second call should be necessary, on 27 April 2019, at the same place and time, to discuss and resolve upon the following

#### Agenda

##### Ordinary Session

1. Annual report for the year ended 31 December 2018. Related resolutions.
2. Determination of the number and appointment of the members of the Board of Directors for the financial years 2019-2020-2021. Decisions as to their remuneration.
3. Approval of the purchase of own shares subject to revocation of the previous one and related approval on this matter.
4. Report on Remuneration.
5. Approval of 2019 Stock Grant Plan.
6. Review of the fees of the External Auditors KPMG S.p.A..

##### Extraordinary Session

1. Proxy in favour of the Board of Directors, pursuant to art. 2420-ter and 2443 of the Italian Civil Code, after revocation of existing proxy. Consequent change of art. 8 of Company Bylaws.

#### *INFORMATION ON THE SHARE CAPITAL*

As of today the share capital subscribed and fully paid amounts to Euro 62,461,355.84 and is represented by no. 120,117,992 ordinary shares of par value Euro 0.52 each all having voting right, except the own shares whose voting right is suspended.

#### *ATTENDANCE TO AND PROXIES FOR THE SHAREHOLDERS MEETING*

Entitlement to take part in the Meeting and exercise the vote is attested by a notification made by an authorized intermediary as per the terms of Art. 83-*sexies* of D. Lgs 58/1998 and subsequent amendments and additions (TUF), in favour of the person entitled to vote on the basis of evidence at the end of the accounting day of Monday 15 April 2019, seventh open-market day preceding the date established for the meeting in first call.

Those who are holders only after such date shall not be entitled to take part and vote in the Meeting.

In order to facilitate the ascertainment of their entitlement to take part in the Meeting proceedings, the participants are invited to show the copy of the notice provided to the Company, which the authorized intermediary, pursuant to applicable laws, is obliged to place at their disposal.

Shareholders with not yet dematerialised shares should entrust them to an authorized intermediary to introduce them into the centralized management dematerialisation system, in accordance to art. 36 of the joint Consob and Banca d'Italia post-trading disposition dated 13 August 2018, and ask the transmission of the above-mentioned notice.

Persons with the right to vote may be represented at the Meeting pursuant to art. 2372 of the Italian Civil Code, and other applicable provisions or regulations. The proxy form at the bottom of the notification issued by the intermediary may be used or alternatively there is a proxy form which can be downloaded from the Company's website [www.sogefigroup.com](http://www.sogefigroup.com) (Investor – Shareholders' meeting section). The proxy may be notified, by the start of the meeting proceedings, by registered mail with advice of receipt (A.R.) sent to the Company registered office or, alternatively, may be sent to the certified email address [segre@legalmail.it](mailto:segre@legalmail.it). Where the representative delivers or sends to the Company a copy of the proxy, he shall certify under his own responsibility, the conformity of the proxy and the identity of the delegator.

In compliance with applicable regulations, Shareholders can grant proxy, without any costs to their charge, to Studio Segre S.r.l. as Appointed Representative of the Company pursuant to art. 135-undecies of the TUF. The proxy must be granted by signing the specific form available on the Company's website in the above mentioned section. The signed form must be sent to the Appointed Representative by registered mail with advice of receipt (A.R.) to Studio Segre S.r.l. – Via Valeggio n. 41 – 10129 Turin, or sent by certified email to the address [segre@legalmail.it](mailto:segre@legalmail.it), by the end of the second open-market day preceding the date established for the meeting also in second call (that is by Wednesday 24 April 2019 for the first call or Thursday 25 April 2019 for the second call). The proxy shall not be effective for the proposals in relation to which voting instructions have not been granted. The proxy and the voting instructions can be revoked within the terms by which they can be granted.

The notice to the Company sent by the authorized intermediary certifying the right to take part in the Meeting is also required in case of granting of the proxy to the Company's Appointed Representative; consequently, if the aforementioned notice is lacking, the proxy shall be deemed without effect.

#### *RIGHT TO ASK QUESTIONS ON THE ITEMS OF THE AGENDA*

The Shareholders who intend asking questions on the items of the agenda of the Shareholders meeting may send these by registered mail with advice of receipt (A.R.) to the Company registered office or by certified email to the address [sogefi@legalmail.it](mailto:sogefi@legalmail.it) attaching documentation proving the entitlement to exercise such right. The questions must arrive by the end of the third day preceding the date established for the meeting in first call, i.e., by 23 April 2019.

The Company shall provide an answer during the meeting at the latest. The questions having the same contents may receive a common answer.

#### *ADDITIONS TO THE AGENDA*

##### *AND PRESENTATION OF NEW RESOLUTION PROPOSALS*

Pursuant to art. 126-bis of the TUF the Shareholders who represent, also jointly, at least a fortieth of the share capital, may ask, within ten days from the publication of this notice, an addition to the items of the agenda to be dealt with, indicating in the request the further proposed items or may present resolution proposals on the items of the agenda. It should be noted however that the addition of the items to be dealt with is not allowed for the matters on which the Meeting, by law, resolves on a proposal of the Directors or on the basis of a project or a report prepared by them, other than those indicated in art. 125-ter, paragraph 1 of the TUF.

The requests must be sent by registered mail with advice of receipt (A.R.) to the Company registered office or by certified email to the address [sogefi@legalmail.it](mailto:sogefi@legalmail.it) and must be completed with a report on the items which have been proposed for discussion as well as by the certification(s) issued by an authorized intermediary attesting the person's entitlement to exercise this right. About any addition to the agenda or the presentation of new resolution proposals on the items of the agenda, information will be given in the same

way of this notice, at least fifteen days preceding the date established for the meeting on the first call. Within this term the report prepared by proposing shareholders will be made available to the public.

#### *APPOINTMENT OF THE BOARD OF DIRECTORS*

The appointment of the Board of Directors will proceed pursuant to art. 147-ter of the TUF and art. 17 of the Articles of Association to which reference is made.

The Directors are appointed by the Shareholders' meeting on the basis of lists presented by the Shareholders where candidates are listed in numerical order.

List may only be presented by Shareholders who, either individually or jointly with others, hold shares that represent at least 2.5% of the share capital.

The lists, signed by the Shareholder or by the Shareholders who are presenting them, even delegating one of them to do so, and accompanied by the required documentation must be filed by the same presenting Shareholders at the Company registered office or sent by email to the certified address [sogefi@legalmail.it](mailto:sogefi@legalmail.it) by 1 April 2019 and they will be published according to current regulations.

The lists must be completed with:

- information regarding the identity of the Shareholders who have presented them, with an indication of the percentage of their share holding interest and with one (or more) certificate(s) to be filed at the Company registered office at the same time or anyway by 5 April 2019, which prove that they own such interest(s) as of the date on which the lists were presented;

- a declaration by the Shareholders other than those holding, even jointly, a controlling interest or a relative majority, that the former have no connection with the latter as indicated by current legislation and regulations on this subject;

- an exhaustive description of the personal and professional characteristics of the candidates together with a declaration made by the same candidates that they possess the requisites required by current regulations and by the Company Articles of Association and attesting the activities in competition, if any, and the acceptance of their candidature and also the list of positions as director or statutory auditor that they hold in other companies.

Lists which include a number of candidates equal to or higher than three must include candidates belonging to both genders, in at least the proportion specified in current legislation on the subject of gender balancing.

Lists which fail to comply with the above rules shall be considered inadmissible.

No Shareholder may present or contribute to the presentation of more than one list, even via an intermediary or trustee. Shareholders subject to the same control pursuant to art. 93 of the TUF or belonging to the same voting syndicate may present or contribute to the presentation of only one list.

Each Shareholder can vote for just one list.

Nobody can be a candidate on more than one list and acceptance of candidature on more than one list means that the person cannot be elected.

Shareholders are also invited to consult the recommendations contained in the Consob Communications DEM/9017893 of 26 February 2009.

*DOCUMENTATION*

The documentation relating to the agenda, envisaged by applicable regulations, including, *inter alia*, the integral text of the resolution proposals, is at disposal of the public as per the terms of the law, at the Company registered office, on the authorized storage system eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) as well as on the Company's website [www.sogefigroup.com](http://www.sogefigroup.com) (Investor – Shareholders' meetings section). The Shareholders are entitled to obtain a copy of such documentation.

The financial statements for the year 2018 will be made available to the public in the same way.

The Articles of Association are available on the website [www.sogefigroup.com](http://www.sogefigroup.com) (Investor – Corporate Governance section).

Milan, March 14, 2019

For the Board of Directors  
The Chairman  
Monica Mondardini

(Translation into English of the original Italian version)