



SOGEFI S.p.A.
Via Ulisse Barbieri 2 - Mantua
Share Capital Euro 60,404,755.84 Fully paid-up
Mantua Companies Register N° and Tax Code 00607460201
Company subject to the direction and coordination of CIR S.p.A.

Notice of the Ordinary and Extraordinary Shareholders Meeting

Shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders meeting to be held at Palazzo Giureconsulti, Piazza dei Mercanti n. 2 – Milan, on 20 April 2010 at 4 p.m. in first call and, if a second call should be necessary, on 21 April 2010, at the same time and place, to discuss and resolve upon the following

Agenda

Ordinary Section

1. The Board of Directors' Report and annual report for the period ending 31 December 2009. Board of Auditors' Report. Related resolutions.
2. Approval of the purchase of own shares subject to revocation of the previous and related approval on this matter.
3. Determination of the number and appointment of the members of the Board of Directors for the three-year period 2010-2012. Determination of the related fees.
4. Award, in accordance with the terms of D.Lgs 58/98, for financial years 2010-2018, of audit mandates for the audit of the annual financial statements, of the consolidated accounts, of the semi-annual interim accounts and the ongoing check that the accounts are being kept correctly. Decision on the fees for the same.
5. Approval of 2010 stock option Plan for Company's Managing Director and employees of the Company and its subsidiaries.

Extraordinary section

1. Share capital increase by payment in cash, in divisible way, with the exclusion of the pre-emptive right pursuant to art. 2441, paragraphs 5 and 8 of the Italian Civil Code, by maximum par value euro 1,300,000, to be carried out up to and no later than 30 September 2020, through the issue of nr. 2,500,000 Sogefi ordinary dividend-bearing shares to only and irrevocably service the 2010 stock option Plan; related and consequent resolutions.
2. Supplementing of the proxy granted by the Shareholders' meeting dated 23 April 2009 to the Board of Directors pursuant to articles 2443 and 2420-ter of the Italian Civil Code. Consequent amendment of the second paragraph of art 8. of Company's bylaws.

Appointment of the Board of Directors

The Board members are appointed by the Shareholders' meeting on the basis of lists presented by the Shareholders in which the candidates must be in consecutive order; the lists signed by the presenting Shareholders, must be filed at the Company's registered office at least fifteen days prior to the date of the first call of the Shareholders' meeting.

Lists may only be presented by Shareholders who, either individually or jointly with others, hold shares that represent at least one fortieth of the share capital. Proof of ownership of the required number of shares must be presented within two workdays prior to the first call of the Shareholders' meeting; Shareholders who, individually or with others, hold voting shares representing less than 20% of the share capital may present lists of no more than 3 candidates.

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

Further procedure for the preparation and presentation of lists as well as for putting them to the vote are contained in the above mentioned article 17 of the Company's bylaws whose current text is available to Shareholders at the Company's registered office and can be viewed on the Company's website www.sogefi.it.

Shareholders who intend to present lists for the appointment of the members of the Board of Directors are invited to take note of the recommendations of Consob Communication DEM/9017893 of 26 February 2009.

Attendance at the Shareholders' meeting

Shareholders may attend the Shareholders' meeting if, at least two workdays prior to the meeting, an authorised intermediary has supplied the Company with the communication on

their behalf required under current regulations for attendance at meetings; the shares indicated in the notice are restricted until the end of the meeting.

Shareholders with not yet dematerialized shares should entrust them to an authorised intermediary to introduce them in the administration in accordance with art. 38 of Consob/Banca d'Italia disposition of 22 February 2008 and to ask the transmission of the above mentioned notice.

Every Shareholder entitled to attend the meeting may be represented by another person holding a written proxy as provided by law. A fac-simile of the proxy is available from authorized intermediaries.

In order to facilitate the ascertainment of their legitimation the entitled Shareholders are invited to show the copy of the notice provided by the Company, that the intermediary, pursuant to the law in force, is obliged to put at their disposal.

Information about the share capital and shares with voting right

The share capital subscribed and fully paid amounts to Euro 60,404,755.84 and is represented by nr. 116,162,992 ordinary shares. Each of them is entitled of one vote. Today the Company owns nr. 1,956,000 Company shares.

Documentation

Shareholders may obtain a copy of the documentation about the items on the agenda from the offices of the Company's registered office and from Borsa Italiana S.p.A. starting on 1 April 2010.

The Financial Statements and the Consolidated Financial Statements of Sogefi Group as at 31 December 2009 will be both available for Shareholders at Company's registered office and at Borsa Italiana S.p.A. starting on 15 March 2010.

The above mentioned documents will be available on the Company's web site www.sogefi.it.

Chairman
Rodolfo De Benedetti