



SOGEFI S.p.A.
Via Ulisse Barbieri 2 - Mantua
Share Capital Euro 60,569,179.84 fully paid-up
Mantua Company Register N° and Tax Code 00607460201
Company subject to the direction and coordination of CIR S.p.A.

Notice of the Extraordinary and Ordinary Shareholders Meeting

Shareholders are hereby invited to attend the Extraordinary and Ordinary Shareholders meeting to be held in Via Palestro, 2 – Milan, on 19 April 2011 at 4 p.m. in first call and, if a second call should be necessary, on 20 April 2011, at the same time and place, to discuss and resolve upon the following

Agenda

Extraordinary Section

1. Proposal to amend the Articles of Association also for complying to the provisions of Law Decree no. 27 dated 27 January 2010: in particular, amendment of articles 10, 12, 13 and 20 of the Articles of Association. Related resolutions.

Ordinary Section

1. The Board of Directors' Report and annual report for the period ending 31 December 2010. Board of Auditors' Report. Related resolutions.
2. Approval of the purchase of own shares subject to revocation of the previous one and related approval on this matter.
3. Approval of 2011 Stock Grant Plan in favour of the Company's Managing Director and employees of the Company and its subsidiaries.
4. Amendment to Shareholders Meeting Regulations.

ATTENDANCE OF THE SHAREHOLDERS MEETING

Shareholders may attend the Shareholders' meeting and are entitled to vote if an authorised intermediary has provided notice in favour of the person entitled to vote on the basis of evidence at the end of the accounting day of Friday 8 April 2011, 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 intermediary, pursuant to applicable laws, is obliged to place at their disposal.

Shareholders with not yet dematerialized shares should entrust them to an authorised intermediary to introduce them into the centralised management dematerialization system, in accordance to art. 17 of the joint Consob/Banca d'Italia disposition dated 24 December 2010 and to ask the transmission of the above-mentioned notice.

PROXIES AND VOTING RIGHTS

Persons with the right to vote may be represented by proxy by another person pursuant to the law, by signing the proxy form issued by authorised intermediaries or the proxy form available on the Company's website. The proxy may be notified, by the start of the meeting proceedings, by registered mail sent to the company's headquarters or, alternatively, by Certified Email to the address sogefi@legalmail.it.

In compliance with applicable regulations, Shareholders can grant proxy, without any costs to their charge, to Compagnia Fiduciaria Nazionale S.p.A. as Appointed Representative of the Company pursuant to art. 135-undecies of Law Decree 58/98 and its subsequent amendments and supplements ("TUF"). The proxy may be granted by signing the specific

form available on the Company's website. The signed form must be sent to the Appointed Representative by registered mail to Compagnia Fiduciaria Nazionale S.p.A. – Galleria De Cristoforis n. 3 – 20122 Milano, or sent by Certified Email to the address elena.fusina@compagniafiduciaria.it, by 15 April 2011, second open-market day preceding the date established for the meeting in first 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 until 15 April 2011.

The notice to the Company sent by the authorised 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 on the agenda may send these by registered mail to the headquarters of the company or by means of an email message to the address sogefi@legalmail.it, attaching documentation proving the entitlement to exercise such right. The questions must arrive by the end of the third open-market day preceding the date established for the meeting in first call, i.e., by 14 April 2011.

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

INTEGRATION OF THE AGENDA

The Shareholders who represent, also jointly, at least a fortieth of the share capital, can ask, within ten days from the publication of this notice, the integration of the matters to be addressed, indicating in the question the further items proposed. It should be noted however that such integration is not allowed for items 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, sub-section 1 of the TUF.

The question must be sent by registered mail to Company headquarters or by email to the address sogefi@legalmail.it and must be completed with a report on the items which have been proposed for discussion.

INFORMATION RELATING TO THE SHARE CAPITAL

The share capital subscribed and fully paid amounts to Euro 60,569,179.84 and is represented by nr. 116,479,192 ordinary shares of par value Euro 0.52, each of which entitles to one vote. As at today the Company owns nr. 1,956,000 Company shares.

DOCUMENTATION

The documentation relating to the items on the agenda, envisaged by applicable regulations, including, *inter alia*, the integral text of the resolution proposals, together with the forms which those entitled have the right to use for voting by proxy, is at the disposal of the public, together with this notice, at the Company headquarters and at Borsa Italiana S.p.A., as well as from the Company website www.sogefi.it – Shareholders and investors – Meeting section; the shareholders are entitled to obtain a copy of such documentation. The Financial statements at 31 December 2010 and the other documents indicated in art. 154-ter of the TUF will be at the disposal of the public, according to the same procedures, starting on 28 March 2011.

The Articles of Association are available on the website www.sogefi.it – Investor relations section.

Chairman
Rodolfo De Benedetti