



SOGEFI S.p.A.  
Via Ulisse Barbieri 2 - Mantua  
Share Capital Euro 61,605,260.60 fully paid-up  
Mantua Company Register N° and Tax Code 00607460201  
Company subject to the policy guidance and coordination of CIR S.p.A.

### **Notice of the Extraordinary Shareholders meeting**

Shareholders are hereby invited to attend the Extraordinary Shareholders meeting to be held in Via Palestro, 2 – Milan, on 26 September 2014 at 11 a.m. in first call and, if a second call should be necessary, on 29 September 2014, at the same place and time, to discuss and resolve upon the following

#### Agenda

1. Share capital increase upon payment and in tranches, for the exclusive purpose of the conversion of the equity linked bond loan, for a total amount equal to 100 million of Euro, with maturity on 21 May 2021, reserved to qualified investors, with the exclusion of any option as per art. 2441, paragraph 5, of the Italian Civil Code, for a total nominal amount of up to Euro 9,657,528.92, via the issue up to no. 18,572,171 ordinary shares of a nominal value of 0.52 each. Modification of Article 5 of the Articles of Association. Pertinent and consequent resolution.

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

Shareholders may attend the Shareholders meeting and are entitled to vote if an authorized 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 Wednesday 17 September 2014, 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. 17 of the joint Consob/Banca d'Italia disposition dated 22 October 2013 and ask the transmission of the above-mentioned notice.

Persons with the right to vote may be represented by proxy by another person pursuant to art. 2372 of the Italian Civil Code, and may do so by signing the proxy form issued by the authorized intermediaries or the one available on the Company's website [www.sogefigroup.com](http://www.sogefigroup.com) – Investor – Shareholders' meeting. 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, by certified email to the address [sogefi@legalmail.it](mailto:sogefi@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 Legislative Decree 58/98 and its subsequent amendments and additions ("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 September 2014 for the first call or Thursday 25 September 2014 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 may send these by registered mail 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 September 2014.

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 question 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 questions 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.

#### *INFORMATION ON THE SHARE CAPITAL*

The share capital subscribed and fully paid amounts to Euro 61,605,260.60 and is represented by no. 118,471,655 ordinary shares of par value Euro 0.52 each. As of the date of the publication of this notice the Company owns no. 3,446,883 Company shares whose voting right is suspended.

#### *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, as well as on the authorized storage system Info and on the Company website [www.sogefigroup.com](http://www.sogefigroup.com) – Investor – Shareholders' meetings section.

The Shareholders are entitled to obtain a copy of such documentation.

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

Milan, 22 August 2014

For the Board of Directors  
The Chairman  
Rodolfo De Benedetti

(Translation into English of the original Italian version)