



SOGEFI S.p.A.
Via Ulisse Barbieri 2 - Mantua
Share Capital Euro 61,386,167.44 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 Ordinary and Extraordinary Shareholders meeting

Shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders meeting to be held in Via Palestro, 2 – Milan, on 23 April 2014 at 4 p.m. in first call and, if a second call should be necessary, on 24 April 2014, at the same place and time, to discuss and resolve upon the following

Agenda

Ordinary section

1. Annual report for the year ended 31 December 2013. Related resolutions.
2. Approval of the purchase of own shares subject to revocation of the previous one and related approval on this matter.
3. Report on Remuneration.
4. Approval of 2014 Stock Grant Plan.

Extraordinary section

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

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 Thursday 10 April 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 – 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. 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, by the end of the second open-market day preceding the date established for the meeting also in second call (that is by Thursday 17 April 2014 for the first call or Tuesday 22 April 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 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 20 April 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 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 61,386,167.44 and is represented by no. 118,050,322 ordinary shares of par value Euro 0.52 each. As of the date of the publication of this notice the Company owns no. 3,678,722 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 Company website 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 – Investor – Corporate Governance section.

Milan, March 21, 2014

For the Board of Directors
The Chairman
Rodolfo De Benedetti

(Translation into English of the original Italian version)