

MITTEL S.p.A.

Offices in Milan - Piazza A. Diaz 7

Share capital EUR 87,907,017 fully paid-in

Tax code – Milan Register of Companies – VAT no. 00742640154

R.E.A. (Economic and Administrative Register) of Milan no. 52219

Calling of Ordinary Shareholders' Meeting

Shareholders are called to the Ordinary Shareholders' Meeting on 25 February 2015, at 4:30 pm, at Congress Centre and Services di Palazzo Mezzanotte – Piazza degli Affari no. 6, Milan – on first call and, if necessary, on second call on 12 March 2015, at the same time and place, to resolve on the following:

agenda

1. Directors' Report on Operations, Report of the Board of Statutory Auditors, financial statements for the year ended 30 September 2014 and inherent and consequent resolutions.
2. Report on Remuneration pursuant to art. 123-ter of Legislative Decree no. 58 of 24 February 1998
3. Replacement of members of the Board of Directors pursuant to art. 5 and 15 of the Articles of Association: inherent and consequent resolutions.

Participation in the Shareholders' Meeting

Holders of voting rights are entitled to take part in the Shareholders' Meeting, in accordance with the conditions set out in the regulations and applicable legislation. In this regard, in accordance with art. 83-sexies of TUF (Consolidated Law on Finance), the legitimate right to participate in the Shareholders' Meeting and exercise voting rights is certified by a communication sent to the Company by an intermediary on behalf of the party holding the voting rights, in compliance with the intermediary's accounting records, based on the evidence at the close of business on the seventh market trading day prior to the date set for the Shareholders' Meeting, i.e. 16 February 2015 (record date); those who only hold Company shares after that date shall not be entitled to attend and vote at the Shareholders' Meeting. The communication from the intermediary must reach the Company by the end of the third market trading day prior to the date set for the Shareholders' Meeting on first call (i.e. 20 February 2015). However, this is without prejudice to the legitimate right to attend and vote if communications are received after said term, provided that they are received by the time the shareholders' meeting begins on single call.

Each party entitled to participate in the Shareholders' Meeting may be represented by means of proxy conferred in writing pursuant to the applicable legal provisions, by signing the proxy form

issued upon request of the entitled party by the qualified intermediary, or the proxy form available on the website www.mittel.it, in the "Investor Relations/Shareholders' Meeting" section.

The Company can be notified of the proxy by means of registered letter to the Company's offices (in Milan, Piazza Armando Diaz no. 7) or via e-mail to the certified e-mail address mittel@actaliscertymail.it.

The proxy can be conferred, with voting instructions on all or some of the items on the agenda, to Omniservizi Finanziari e Amministrativi S.r.l., appointed for the purpose by the Company in accordance with art. 135-undecies of TUF, by signing the proxy form which can be obtained from the website www.mittel.it, "Investor Relations/Shareholders' Meeting" section, which will be made available by the term for the publication of the call notice, provided that said Company receives the proxy via registered letter to the registered office in Via Circonvallazione no. 5 – 10010 Banchette d'Ivrea (Turin), or via e-mail to the e-mail address assemblea@legalmail.it, by the end of the second open market day prior to the date set for the Shareholders' Meeting, including on second call. The proxy conferred in this way is only valid for proposals for which voting instructions have been conferred. The proxy and voting instructions are revocable within the same term referred to above. Proxies cannot be conferred to the designated representative unless in compliance with the provisions of art. 135-undecies of TUF.

Right to request additions to the agenda and present new resolution proposals

Pursuant to art. 126-bis of TUF, shareholders who, including jointly, represent at least one fortieth of share capital may request, within ten days from publication of the call notice of the Shareholders' Meeting (i.e. by 5 February 2015) additions to the list of subjects to be dealt with, by indicating in the request, the additional subjects proposed by them, or present resolution proposals on items already on the agenda. The entitlement to exercise said rights is certified by a communication to the Company from the authorised intermediary pursuant to art. 23, paragraph 1, of the Measure of the Bank of Italy-Consob of 22 February 2008, as subsequently amended. Requests must be presented in writing, via registered letter to the registered office of Mittel S.p.A. (in Milan, Piazza Armando Diaz no. 7), or via e-mail to the e-mail address mittel@actaliscertymail.it. Additions to the agenda are not permitted for subjects on which the Shareholders' Meeting resolves, in accordance with legal regulations, on the proposal of the administrative body or on the basis of a project or a report prepared by them, different from those indicated in art. 125-ter, paragraph 1, of TUF. Shareholders who request additions to the agenda prepare a report which outlines the reason for the resolution proposals on the new items they would like to have discussed or the reason relating to the additional resolution proposals presented on items already on the agenda. The report is sent to the administrative body within the final deadline for presenting the addition request. The reports on the additions to the list of subjects

that the Shareholders' Meeting is required to discuss as a result of the above requests, are made available to the public at the same time as publication of the addition notice.

Right to pose questions on the items on the agenda

Pursuant to art. 127-ter of TUF, those with voting rights can pose questions on the items on the agenda, also before the Shareholders' Meeting, and, in any case, before 12:00 pm of 23 February 2015, via registered letter to the registered office of (in Milan, Piazza Armando Diaz no. 7), or via e-mail to the e-mail address mittel@actaliscertymail.it. The entitlement to exercise said right is certified by a communication to the Company from the authorised intermediary pursuant to art. 23, paragraph 1, of the Measure of the Bank of Italy-Consob of 22 February 2008, as subsequently amended. A response will be provided to the questions received prior to the start of the Shareholders' Meeting at the latest during the Shareholders' Meeting itself. The Company may provide a single response to questions with the same theme.

Replacement of members of the Board of Directors: inherent and consequent resolutions

As regards the third item on the agenda, it should be noted that, in accordance with art. 15 of the Articles of Association, in the event it does not concern the election of the entire Board of Directors, the Shareholders' Meeting shall resolve on the basis of the majorities required by law, as the list voting mechanism is inapplicable and there are no candidates remaining on the lists presented that were not elected previously.

For more information please refer to the Directors' Report on item 3 on the agenda of the Ordinary Shareholders' Meeting (available to the public as specified below) and, in general, to the applicable legal provisions and provisions of the Articles of Association.

Documentation

The documentation relating to the Shareholders' Meeting, envisaged by the applicable legislation, shall be made available to the public, in accordance with the legal terms, at the registered office, Borsa Italiana S.p.A. and on the Company's website www.mittel.it, "Investor Relations/Shareholders' Meeting" section. Shareholders are entitled to view all documents filed at the registered office and obtain a copy of them at their own expense. More specifically, the following documents shall be made available:

- (i) the financial report and other documents pursuant to art. 154-ter of TUF, at least 21 days before the Shareholders' Meeting, while, in accordance with art. 77, paragraph 2-bis, of the Issuers' Regulation, the documentation indicated therein shall be published solely at the registered office at least 15 days before the Shareholders' Meeting;
- (ii) the Directors' Report on items 2 and 3 on the agenda, by the term for the publication of the call notice, in accordance with art. 125-ter of TUF and art 84-ter of the Issuers' Regulation;

(iii) the Directors' Report on item 2 on the agenda, at least 21 days before the Shareholders' Meeting, pursuant to art. 123-ter of TUF and art 84-quater of the Issuers' Regulation.

on behalf of the Board of Directors

The Chairman

(Franco Dalla Sega)