

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

Milan Economic and Administrative Index no. 52219

The Shareholders are called to an Ordinary Shareholders' Meeting on **28 January 2019 at 11.00 am** at the auditorium of Banca Profilo S.p.A., via Cerva 28, Milan, in single call, to approve the following:

agenda

- 1. Irrevocable waiver of the social action of liability pursuant to Article 2393 of the Italian Civil Code in favour of engineer Rosario Bifulco: related and consequent resolutions**
- 2. Integration of the board of statutory auditors: related and consequent resolutions**
- 3. Appointment of the board of directors upon establishing the number of the Board's members and their fees.**

Attending the Shareholders' Meeting

The holders of voting rights are entitled to attend the Shareholders' meeting as laid down by current regulations. In this regard, pursuant to Article 83-sexies of Italian Legislative Decree no. 58 of 24 February 1998 (the Consolidated Law on Finance), the right to attend and vote in the Shareholders' Meeting is established by a notification to the Company, carried out by the intermediary, in compliance with its own accounting records, in favour of the person who has the right to vote, on the basis of evidences at the end of the accounting day of the seventh trading day prior to the date fixed for the Shareholders' Meeting, i.e. **17 January 2019 ("record date")**; those who will be shareholders of the Company only after that date will not be entitled to attend and vote in the Meeting. The notification of the intermediary must reach the Company by the end of the third opening trade day prior to the date set for the Shareholders' Meeting in first call (i.e. **23 January 2019**). If the notifications are received by the Company after the deadline above but before the beginning of the meeting works of the single call, the party will have the right to attend and vote in the meeting.

All persons entitled to attend the Shareholders' meeting may be represented by written proxy in accordance with current law provisions by signing (i) the proxy form issued by the authorised intermediaries at the request of the person entitled or (ii) the proxy form available on the website www.mittel.it, "Investor Relations/Shareholders' Meeting" section.

The proxy can be notified to the Company by means of registered letter sent to the registered office of the Company (Milan, Piazza Armando Diaz n. 7, 20123) or by sending through certified email to the certified email address mittel@actaliscertymail.it.

The proxy can be granted, with voting instructions on all or some of the proposals on the agenda, to Aholding S.r.l., appointed for this purpose by the Company pursuant to Article 135-undecies of the Consolidated Law on Finance, signing the proxy form available on the website www.mittel.it, "Investor Relations/Shareholders' Meeting" section, which will be made available within the period of publication of the

notice of call provided that it is received by it by notification via email to assemblea@legalmail.it, by the end of the second opening trade day prior to the date fixed for the Shareholders' Meeting, i.e. by **24 January 2019**. The proxy assigned in this way is effective only for the proposals in relation to which voting instructions were given. The proxy and voting instructions can be revoked within the same deadline as above. Proxies cannot be assigned to the person appointed as representative except in compliance with the provisions of Article 135-undecies of the Consolidated Law on Finance.

Right to request the addition to the agenda and submit new draft resolutions

Pursuant to Article 126-bis of the Consolidated Law on Finance, the Shareholders who, jointly or otherwise, represent at least one fortieth of the share capital can request, within ten days from the publication of the notice of call of the Shareholders' Meeting (i.e. no later than **29 December 2018**, to add items to the agenda, specifying in the request the further items proposed by them or submitting draft resolutions on items already on the agenda. The entitlement to exercise these rights is certified by a notification to the Company by the authorised intermediary pursuant to Article 23, paragraph 1, of the Bank of Italy–Consob Measure of 22 February 2008 (“Regulation concerning the rules of central management and payment services of the guarantee systems and related management companies”, hereinafter referred to as the “Measure”) as subsequently amended. The requests must be submitted in writing by notification via certified email to mittel@actaliscertymail.it. Additions to the agenda are not allowed for items on which the shareholders' meeting resolves, in accordance with the law, upon proposal of the board of directors or on the basis of a project or report prepared by them, other than those indicated in Article 125-ter, paragraph 1, of the Consolidated Law on Finance. The Shareholders requesting additions to the agenda prepare a report stating the reason of the draft resolutions on the new items whose discussion they propose i.e. the reason related to further draft resolutions submitted on items already on the agenda. The report will be submitted to the board of directors within the deadline for the submission of the request for additions. The reports on the additions to the list of items that the Shareholders' Meeting must discuss as a result of the above-mentioned requests are made available to the public together with the publication of the notice of the additions.

Right to ask questions on the items on the agenda

Pursuant to Article 127-ter of the Consolidated Law on Finance, those who have the right to vote may ask questions on the items on the agenda also before the Shareholders' Meeting, and in any case no later than 12.00 am of **25 January 2019**, by means of registered letter sent to the registered office (Milan, Piazza Armando Diaz n. 7, 20123) or by notification via certified email to mittel@actaliscertymail.it. The entitlement to exercise this right is certified by a notification to the Company by the intermediary authorised pursuant to Article 23, paragraph 1, of the Measure. Questions received before the Shareholders' Meeting will be answered at the latest during the meeting. The Company can provide a unitary answer to questions having the same content.

Integration of the board of statutory auditors

With reference to the second item on the agenda, it is recalled that, pursuant to article 32 of the by-laws, the effective and/or alternate auditors will be appointed without the obligation to use the presentation of lists.

Appointment of the Board of Directors

With reference to the third point on the agenda, note that, pursuant to Article 15.4 of the Articles of Association, the shareholding percentage required to present lists for the appointment of the Board of Directors of the Company corresponds to the share capital percentage with voting right in the ordinary shareholders' meeting determined by Consob pursuant to the temporary regulatory provisions in force, which, given Consob Manageria Determination no. 12 of 19 December 2018, is equal to 2.5%.

Pursuant to Article 147 ter of the Consolidated Law on Finance, the lists must be filed at the premises of the Company (Milan, Piazza Armando Diaz n. 7) no later than Monday **3 January 2019**. The lists can be filed within the same period also by notification via certified email to mittel@actaliscertymail.it, in which case a copy of a valid identity card of those presenting the lists must also be sent.

Pursuant to Article 147-ter, paragraph 1-bis, of the Consolidated Law on Finance, the ownership of the total shareholding of the shareholders presenting the list is certified also after the filing of the lists, provided at least twenty-one days before the date of the Shareholders' meeting in a single call (and therefore no later than Monday **7 January 2019**). Note that the ownership of the shareholding is determined taking into consideration the shares registered in favour of the shareholder on the day on which the lists are filed with the Company.

Should only one list be presented, or should no lists be presented, the Shareholders' Meeting resolves with the majorities prescribed by the law, without applying the above procedure, in compliance with the pro tem regulations on gender balance in force.

Note that the composition of the Board of Directors must ensure gender balance in compliance with the applicable law and regulatory provisions as well as articles of association in force pro tem. Pursuant to Article 15.7 of the Articles of Association, the portion of the least represented gender is equal to at least one third (rounded up to the nearest whole number) of the members of the Board of Directors and the lists that have a number of candidates equal to or greater than three must include at least one third of candidates to the office of Director belonging to the least represented gender (rounded up to the nearest whole number).

For further information, reference is made to the Directors' Report on the specific point 3 on the agenda of the ordinary Shareholders' Meeting (available to the public as specified below) and, in general, to applicable law provisions and articles of association.

Documents

The documents relating to the Shareholders' Meeting will be made available to the public within the timeframe set by the law at the registered office (Milan, Piazza Armando Diaz n. 7, 20123) as well as at Borsa Italiana S.p.A. and on the Company's website: www.mittel.it, "Investor Relations/Shareholders' Meeting" section. Shareholders have the right to examine all the documents filed at the registered office and

obtain copies at their own expense. More precisely, the Directors' Reports on items 1,2,3 of the agenda will be made available within the period of publication of the notice of call.

on behalf of the Board of Directors

The Chairman

(Michele Iori)