

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 10 March 2014, at 4:00 pm, at the conference room of Intesa Sanpaolo – Piazza Belgioioso no. 1 - Milan – on first call and, if necessary, on second call on 11 March 2014, at 2:00 pm, in the same place, to resolve on the following:

agenda

1. Appointment of the Board of Directors, based on prior determination of the number of members and determination of the associated fee

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. 27 February 2014 (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. by 5 March 2014). 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.

Appointment of the Board of Directors

With reference to the only item on the agenda, it should be pointed out that, pursuant to art. 15 of the Articles of Association, a 2.5% stake in share capital with voting rights at the Ordinary Shareholders' Meeting is required for presenting lists for the appointment of the Company's Board of Directors.

The lists must be deposited at the Company's registered office (in Milan, Piazza Armando Diaz no. 7) by Thursday, 13 February 2014. The lists can also be filed by the same deadline via e-mail to the certified e-mail address mittel@actaliscertymail.it, in which case, a copy of a valid identity document must also be sent for those submitting the lists.

Pursuant to art. 147-ter, paragraph 41-bis, of TUF (Consolidated Law on Finance), ownership of the total shareholding held by shareholders presenting the list is also certified after the lists are filed, provided that this occurs at least twenty-one days before the date of the Shareholders' Meeting on first call (Monday, 17 February 2014). It should be noted that ownership of said shareholding is determined on the basis of the shares registered in the shareholders' name on the day the lists are filed with the Company.

In the event in which, on expiry of the deadline for the submission of lists, only one list is presented, or in the event no lists are presented, the Shareholders' Meeting resolves on the basis of the legal majorities, without observing the procedure envisaged above, without prejudice to compliance with the *pro-tempore* regulations in force regarding the gender balance.

It should be noted that the composition of the Board of Directors must ensure a balance between men and women in compliance with the *pro-tempore* legal, regulatory and statutory provisions in force. Pursuant to the combined provisions of articles 15 and 28 of the Articles of Association, the share reserved to the least represented gender is at least one-fifth (rounded up to the nearest unit) of members of the Board of Directors and the lists with a number of candidates equal to or

higher than three must be composed in such a way as to ensure at least one-fifth (rounded up to the nearest unit) of the candidates for the office of Director belong to the least represented gender. For more information please refer to the Directors' Report on the item of the agenda of the Ordinary Shareholders' Meeting (available to the public as stated below) and, in general, to the applicable legal provisions and those of the Articles of Association.

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 Saturday, 8 February 2014) 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, by 7 March 2014, 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.

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 Directors' Report on the item 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.

on behalf of the Board of Directors

The Chairman

(Franco Dalla Sega)