

## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting (the "**Meeting**") of Equita Group S.p.A. (the "**Company**") is convened, at the Company's registered office in Milan, Via Filippo Turati no. 9, **in single call**, on **30<sup>th</sup> April 2019**, at **11:00 a.m.**, to resolve upon the following items of the

### Agenda

1. Approval of the Financial Statements as of 31<sup>st</sup> December 2018, accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Allocation of the fiscal year profits and distribution of reserves. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as of 31<sup>st</sup> December 2018.
2. Remuneration policies:
  - 2.1 Remuneration and incentive policies applicable to the Equita Group starting from 2019: related and consequent resolutions;
  - 2.2 Cap on the ratio between the variable and fixed component of the remuneration of maximum 2:1: related and consequent resolutions;
  - 2.3 Remuneration Report: resolution pursuant to article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24<sup>th</sup> February 1998 as amended and supplemented;
3. 2019-2021 Equita Group Compensation Plan based on financial instruments: related and consequent resolutions.

### Share Capital

The share capital of the Company, subscribed and fully paid-in, is equal to Euro 11,376,344.50, represented by no. 50,000,000 ordinary shares with no expressed par-value.

Pursuant to article 6 of the Company's Bylaws, each share gives the right to one vote, except as provided under article 6bis (Increased voting rights) of the above-mentioned Bylaws. At the date of publication of this notice of call (the "**Notice**"), no shareholder has acquired increased voting rights.

At the date of publication of this Notice, the Company owns no. 4,548,025 treasury shares, representing 9.1% of the Company's share capital.

### Right to intervene

Those having voting rights are entitled to attend the Meeting. Under article 83-sexies of Legislative Decree no. 58/1998 ("**TUF**"), the right to attend the Meeting and exercise voting rights shall be attested by a communication made to the Company by the intermediary, in compliance with its own accounting records, in favour of the person having the voting right, on the basis of the accounting registrations relating to the end of the accounting day of the seventh open trading day prior to the date of the Meeting (*record date* **17<sup>th</sup> April 2019**). Those being Company's shareholders after such date, based on the accounting registrations, shall not be entitled to attend and vote in the Meeting.

The communication of the intermediary shall be received by the Company by the end of the third open trading day prior to the date of the Meeting (i.e. by **25<sup>th</sup> April 2019**). Nevertheless, the right to intervene and vote shall not be affected if the communication will be received by the Company after the aforementioned term, as long as such communication is received by the beginning of the Meeting.

### Proxy voting

Under article 10.3 of the Company's Bylaws, those having voting rights may be represented at the Meeting, pursuant to the law, by a written proxy voting issued according to the applicable legal and regulatory provisions.

The proxy form is available on the Company's website [www.equita.eu](http://www.equita.eu) (*Corporate Governance* section, *Shareholders' Meetings* area).

The proxy voting, together with a copy of an identity document of the principal, can be notified to the Company by registered mail addressed to Equita Group S.p.A., Corporate and Legal Affairs Office, Via Filippo Turati no. 9, 20121 Milan, or by certified e-mail to the address [equitagroupspa@legalmail.it](mailto:equitagroupspa@legalmail.it).

Any prior notification of a copy of the proxy voting shall not exempt the agent, at the time of his/her registration at the Meeting, from the obligation to certify, under his/her own responsibility, the conformity of the copy of the proxy voting to the original one and the identity of the principal. The agent shall preserve the original proxy voting and the voting instructions eventually received for one year after the end of the Meeting.

#### **Integration of the Agenda and proposal of new resolutions**

Pursuant to article 126-*bis* of TUF, shareholders representing, also together with other shareholders, at least one-fortieth of the share capital may request, within ten (10) days of the publication of this Notice (i.e. by **8<sup>th</sup> April 2019**), to integrate the Agenda with new items to be discussed, by indicating in the request the additional items proposed by them, or present proposals for new resolutions regarding the items included in the Agenda.

The requests, together with the certification attesting such shareholders' ownership – issued by the intermediaries depository of the shares owned by the shareholders – shall be made in writing and submitted to the Company (in particular to the Board of Directors, for the attention of the Corporate and Legal Affairs Office, Via Filippo Turati no. 9, 20121 Milan), by the above-mentioned term, by registered mail or by certified e-mail to the address [equitagroupspa@legalmail.it](mailto:equitagroupspa@legalmail.it).

Shareholders asking the integration of the Agenda shall also draft a report outlining the reason for such integration or for the proposals for new resolutions regarding items already included in the Agenda. The report shall be submitted, by the same modalities for the submission of the request for integration, to the Board of Directors of the Company by the term provided for the submission of the above-mentioned request for integration (i.e. **8<sup>th</sup> April 2019**).

Information regarding the Agenda's integration or the proposals for new resolutions on items already included on the Agenda will be provided to the market by the same modalities required for the publication of this Notice, at least fifteen (15) days prior to the date of the Meeting (i.e. by **15<sup>th</sup> April 2019**). This further proposal for resolutions on items already included on the Agenda will be made available to the public, at the registered office of the Company in Milan, Via Filippo Turati no. 9, on the Company's website [www.equita.eu](http://www.equita.eu) (*Corporate Governance* section, *Shareholders' Meetings* area) and on the authorized storage mechanism *eMarket Storage* [www.emarketstorage.com](http://www.emarketstorage.com), simultaneously with the publication of the news for the market. Moreover, simultaneously with the publication of the news to the market, the report drafted by the shareholders accompanied by its eventual evaluations will be made available to the public by the Board of Directors, at the registered office of the Company in Milan, Via Filippo Turati no. 9, on the Company's website [www.equita.eu](http://www.equita.eu) (under *Corporate Governance* section, *Shareholders' Meeting* area) and on the authorized storage mechanism *eMarket Storage* [www.emarketstorage.com](http://www.emarketstorage.com).

No integration of the Agenda shall be permitted for items upon which the Meeting resolves, under the laws, upon proposal by the Board of Directors or upon a project or a report made by the Board of Directors other than those referred to under article 125-*ter*, paragraph 1, of TUF.

### Right to raise questions on items of the Agenda

Pursuant to article 127-ter of TUF, those having voting rights may raise questions on items of the Agenda, even before the Meeting. Those wishing to exercise such right shall deliver their questions to the Company – at the latest – three days prior to the Meeting' date (i.e. **27<sup>th</sup> April 2019**).

Questions, together with the communication issued by the authorized intermediary in compliance with the applicable law, attesting the entitlement to exercise such right, shall be submitted to the Company (Corporate and Legal Affairs Office, Via Filippo Turati no. 9, 20121 Milan), by registered mail or by registered e-mail address to [equitagroupspa@legalmail.it](mailto:equitagroupspa@legalmail.it), by the above-mentioned term. Questions received before the Meeting will be answered, at the latest, during the Meeting itself.

Please note that *i)* no answer is due, even during the Meeting, to the questions submitted before the Meeting, if the requested information is already available in a "Q&A" format on the Company's website [www.equita.eu](http://www.equita.eu) (*Corporate Governance section, Shareholders' Meetings area*); *ii)* answers provided in a paper form and made available at the beginning of the Shareholders' Meeting to those entitled to vote shall be considered provided during the Meeting; *iii)* the Company may, in any case, provide single answers to questions having the same content.

### Documentation

The documentation related to the Meeting, set forth by the applicable laws, is made available to the public at the Company's registered office in Milan, Via Filippo Turati no. 9, on the Company's website [www.equita.eu](http://www.equita.eu) (*Corporate Governance section, Shareholders' Meetings area*) and on the authorized storage mechanism *eMarket Storage* [www.emarketstorage.com](http://www.emarketstorage.com).

Milan, 29<sup>th</sup> March 2019

*For the Board of Directors  
The Chairman  
(Francesco Perilli)*

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*This Notice is published on the Company's website [www.equita.eu](http://www.equita.eu) (Corporate Governance section, Shareholders' Meetings area) on 29<sup>th</sup> March 2019 and, in abstract, on the newspaper Milano Finanza on 30<sup>th</sup> March 2019.*