



*Tiscali S.p.A. Registered office: Cagliari, Località Sa Illetta, s.s. 195 km.2,3. Subscribed and paid-in share capital EUR 91.200.922,89
Tax Code, VAT number and Cagliari Register of Companies no. 02375280928. REA registration no. 191784*

NOTICE OF CALL OF SHAREHOLDERS' MEETING

Shareholders are hereby informed that the Ordinary and Extraordinary Shareholders' Meeting is convened, **on a single call**, for **June 16 2016 at 3.00 pm** at the registered office of the Company to discuss and resolve upon the following.

Agenda

Ordinary session

1. 2016 – 21 Stock Option Plan concerning ordinary Tiscali S.p.A. shares reserved for the CEO and the management of the Group. Related and consequent resolutions.

Extraordinary session

2. Proposal to increase the share capital against payment, in one or more tranches, by means of the issue of a maximum total of 314.528.189 ordinary shares lacking par value, to serve a maximum of 314.528.189 options valid for the subscription of ordinary shares of the Company to be reserved for the CEO and the management of the Group as beneficiaries of the 2016 - 21 Stock Option Plan as per point 1 of the agenda above, with exclusion of the purchase option, pursuant to Article 2441, sections 5 and 6 of the Italian Civil Code. Consequent amendment of Article 5 of the Articles of Association, related and consequent resolutions, delegation of powers.

Participation and representation

Subjects for whom the company has received a communication from an authorized intermediary certifying, based on the evidence relating to the close of the accounting day of June 7 2016 (record date), ownership of voting rights, are entitled to take part in the Shareholders' Meeting. Those who are holders of shares after the aforementioned date shall not be entitled to attend and vote at the Shareholders' Meeting.

Each party entitled to participate may be represented by means of proxy, conferred in accordance with the legal provisions, with the right to use the proxy form available on the company website www.tiscali.com section Governance/Shareholders' Meetings which shall be sent to those that request it via fax to the number 070.4601482.

As regards the notification of proxies, including electronically, the instructions on said form must be followed.

Right to ask questions before the Shareholders' Meeting

Shareholders may ask questions on the items on the agenda also before the shareholders' meeting, by sending a letter addressed to Tiscali S.p.A., Località Sa Illetta, s.s. 195 km. 2300 09123 Cagliari or by registered email at the address ufficiolegale.tiscali@legalmail.it. The question must be accompanied by the personal details of the requesting shareholder (name and surname or name of entity or company, place and date of birth and tax code).

Those who certify that they own shares as at June 7 2016 (record date) are entitled to obtain a reply. To this end, the depositary intermediary must produce, also after the question, a communication effective up until the aforementioned date certifying that said requesting party owns shares, addressed to tiscali@pecserviziotitoli.it. In the event the shareholder has asked his/her depositary intermediary for a communication attesting to the legitimate right to participate in the shareholders' meeting, it will be sufficient to include in the request the references of said communication issued by the intermediary or, at the very least, the name of said intermediary.

A response shall be provided to the questions received by June 13 2016, after having verified their pertinence and the requesting party's right to participate, via the means indicated by the requesting party (fax or e-mail) or, at the latest, at the Shareholders' Meeting.

Right to add items to the agenda

Shareholders who, including jointly, represent at least one fortieth of share capital may request, by May 23 2016, additions to the list of items to be dealt with or present further proposals on items already on the agenda.

Requests must be presented in writing via registered letter with return receipt addressed to Tiscali S.p.A., Località Sa Illetta, s.s. 195 km. 2300 09123 Cagliari – attention of the Legal Office, or by certified email to ufficiolegale.tiscali@legalmail.it, and must reach the company within the above terms, accompanied by a report on the subjects they would like to have discussed or on the additional proposals.

Certification of ownership of the shares by the requesting shareholders and of the interest necessary to request additions must be provided via a specific communication produced by the depositary intermediary, effective as at the date of said request, addressed to tiscali@pecserviziotitoli.it.

Documentation

The full text of the proposed resolutions, together with the reports describing the agenda items, is available to the public at the company's registered office, on the company's website (www.tiscali.com) and on the authorized SDIR-NIS storage circuit, managed by BitMarket Service. The annual financial report, as well as all the documents submitted to the Shareholders' Meeting, will be published within May 26 2016. An extract of this notice will be published in the daily newspaper Milano Finanza on 13 May 2015.

Information on share capital

Share capital amounts to EUR 91.200.922,89 and is divided into 3.145.281.893 ordinary shares with no par value.

Cagliari, 13 May 2016

On behalf of the Board of Directors

The CEO

Riccardo Ruggiero