

# tiscali:

*Tiscali S.p.A. Registered office in Cagliari, Sa Illetta, S.S. 195 km.2.3. Subscribed and Paid-in Share Capital Euro 92,022,830.47  
Tax Identification, VAT and registration in Cagliari Companies' Register no. 02375280928. REA Economic and Administrative Index Register  
no. 191784*

## **CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

Shareholders are informed that the Ordinary Shareholders' Meeting is convened in **single call** on **18 July 2014 at 11:00 am** at the registered office of the Company to discuss and decide on the following

### **Agenda**

1. Approval of the financial statements at 31 December 2013. Related and consequent decisions;
2. Review of the first section of the Remuneration Report. Related and consequent decisions.

### **Participation and representation**

Individuals for whom the Company has received notice from the broker attesting, on the basis of the evidence at the end of the accounting day of 9 July 2014 (*record date*), ownership of voting rights. Those who confirm ownership of the shares after such date shall not have the right to take part in the Meeting and vote.

Each individual entitled to take part may arrange for themselves to be represented during the meeting in accordance with the law by means of proxy, possibly using the proxy form available on the company website [www.tiscali.com](http://www.tiscali.com) section *Governance/Shareholders' Meetings* which will be sent to anyone requesting it via fax no. 070.4601482.

For the notification of proxies, also electronically, the instructions on the form shall be followed.

### **Right to submit questions before the Shareholders' Meeting**

The Shareholders can submit questions on the issues on the agenda also before the meeting by sending a letter addressed to Tiscali S.p.A., Località Sa Illetta, s.s. 195 km. 2300 09123 Cagliari. The request must be accompanied by the personal details of the requesting party (name and surname or company name in the event of an entity or company, place and date of birth and tax identification number).

Those who confirm ownership of shares as of 9 July 2014 (*record date*) have the right to obtain an answer. To this end, the depository intermediary shall provide, even after the application, a notice effective until the above date attesting the ownership of shares by the same applicant, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it). If the shareholder has requested that the depository intermediary provide communication of legitimacy to participate in the meeting, it will be sufficient to indicate in the application reference of such notice issued by the intermediary or at least the intermediary's name.

Applications received by 15 July 2014, having checked their relevance and the requesting party's right, shall be answered with the means indicated by the same requesting party (fax or e-mail) or, at the latest, during the meeting itself.

### **Right to supplement the agenda**

The Shareholders who, also jointly, represent at least one fortieth of the share capital may request, by 23 June 2014, the integration of the issues to be dealt with, or make additional proposals on the issues already in the agenda.

Requests must be made in writing and sent via registered letter with return receipt to Tiscali S.p.A., Sa Illetta, s.s. 195 km. 2300 09123 Cagliari – to the kind attention of the Legal Department, and must reach the Company by the above deadlines, accompanied by a report on the issues proposed to be discussed or additional proposals.

The certificate of ownership of shares by the Shareholder applicants and the shareholding required to request integration shall be based on specific communication provided by the depositary, with effect from the date of the request, addressed to [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it).

### **Documentation**

The full text of the resolution proposals – together with the explanatory report – and the document regarding the first item on the agenda are available to the public at the Company offices and on the Company website ([www.tiscali.com](http://www.tiscali.com)). The Annual Financial Report and the documentation under the second item on the agenda will be published on 27 June 2014. An extract of this notice was published in the newspaper l'Unità on 17 June 2014.

### **Information on the share capital - Warrant Tiscali S.P.A. 2009 - 2014**

The share capital, amounting to Euro 92,022,830.47, is represented by 1,861,498,844 ordinary shares lacking par value.

The holders of "Warrants Tiscali S.p.A. 2009 – 2014" (the "Warrants") are informed that, pursuant to article 4.1 of the Regulations, the exercise of the Warrants is suspended from 14 June 2014 (included), the day following the date of the meeting of the Board of Directors of Tiscali S.p.A. that resolved to call the Shareholders' meeting (the "Call Day") until 19 July 2014 (included), the day following the one when the Shareholders' meeting will be held (the "Meeting Date").

You are reminded that the requests to exercise the Warrants presented before the Call Day shall be effective by the Meeting Date and in any case in time to reasonably allow participation in the same Meeting. The holders of Warrants are also informed that, in consideration of the resolution proposals of the Meeting being called, no adjustment is envisaged of either the number of conversion shares that can be subscribed at the time of exercising the warrants or the relevant strike price.

***Cagliari, 13 June May 2014***

***For the Board of Directors  
Chairman  
Renato Soru***