



*Tiscali S.p.A. Registered Office in Cagliari, Località Sa Illetta, s.s. 195 km.2,3. Share Capital subscribed and paid-in Euro 92,019,513.67
Tax Code, VAT reg. no. and no. of registration in Cagliari Companies' Register no. 02375280928. Economic and Administrative Register no.
191784*

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Shareholders are informed that the Ordinary Shareholders' Meeting is convened in **single call** per on **30 April 2013 at 11:00 am** at the registered office of the Company to discuss and deliberate on the following

Agenda

1. Integration of the Board of Directors. Related and consequent decisions;
2. Approval of the financial statements at 31 December 2012. Related and consequent decisions;
3. Examination of the first section of the Remuneration report. Related and consequent decisions.

Participation and representation

Each individual entitled to take part in the Meeting must have a communication from their broker be received, stating, based on the evidence as of the end of the accounting day of 19 April 2013 (record date), the existence of the right to vote. 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, Governance/Shareholders' Meetings section, which will be sent to anyone requesting it via fax using no. +39 070.4601482.

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, Italy. 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 code).

Those who confirm ownership of shares as of 19 April 2013 (record date) have the right to obtain an answer. For such purposes, a communication must be issued by the depositary broker, also after the request made, effective until the date mentioned above, certifying that the party making the request is the owner of the shares, to be addressed to tiscali@pecserviziotitoli.it. In the event the shareholder has requested his/her depositary broker for a communication proving the right to take part in the meeting, it will be sufficient to include the reference to this communication in the request, which may be made by the broker or, at least, the corporate name of said broker.

The questions received by 27 April 2013, 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 9 April 2013, the integration of the issues to be dealt with, or make additional proposals on the issues already in the agenda.

The requests must be made in writing and sent via registered letter with advice of receipt to Tiscali S.p.A., Località Sa Illetta, s.s. 195 km. 2300 09123 Cagliari, Italy, 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 ownership of the shares by the requesting shareholders as well as the shareholding needed to request the integration must be confirmed by a specific certificate issued by the depositary broker, effective from the date of the same request and to be addressed to tiscali@pecserviziolitoli.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). The annual financial report and the documentation under the third item on the agenda will be published on 8 April 2013. An extract of this notice was published in the newspaper ItaliaOggi on 30 March 2013.

Integration of the Board of Directors. Related and consequent decisions

As regards the first item on the agenda, it is specified that when resolving on the appointment of just one member of the Board of Directors, the voting list appointment mechanism is not applicable as it only applies in the event of integral renewal of the Board, in compliance with the provisions of Article 11 (Board of Directors) of the Articles of Association.

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

The share capital, amounting to EUR 92,019,513.67, is represented by 1,861,494,698 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 30 March 2013 (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 1 May 2013 (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 within the Meeting Date and in any case in time to reasonably allow the participation in the same Meeting. The holders of Warrants are also informed that, in consideration of the proposals of resolution 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, 30 March 2013

**On behalf of the Board of Directors
The Chairman
Renato Soru**