



NOTICE OF CALL OF SHAREHOLDERS' MEETING

In relation to the epidemiological emergency from COVID-19, pursuant to the exceptional discipline contained in the Law Decree of 17 March 2020, no. 18 ("Decree"), the ordinary Shareholders' Meeting of Tiscali S.p.A. is convened on May 28, 2020, at 11.00 am (single call) in Cagliari Via Sidney Sonnino n.84, at the Office of the Notary *Sechi and Pavan Notai Associati*, with the following

AGENDA

1. Annual financial statement at December 31 2019

a. Approval of the financial statement documentation

b. Destination loss for the year: carry forward.

2. Report on the remuneration policy and on the remunerations provided

a. Approval of the first section (remuneration policy 2020)

b. Non-binding vote on the second section (2019 fees).

Designated Representative

According to the Art. 106, paragraph 4, of the "Decreto Legge 17 marzo 2020, n. 18" ("Decree"), the participation in the Shareholders' Meeting by those who have the right to vote is entrusted only through the designated representative.

Consequently, the Company commissioned Computershare S.p.A. - with offices in Torino, via Nizza 262/73, 10126 - of represented shareholders pursuant to art. 135-undecies of Legislative Decree no. 58/98 (TUF) and the aforementioned Decree (the "Designated Representative"). Shareholders wishing to attend the Shareholders' Meeting will therefore have to delegate to the

Designated Representative - with voting instructions - on all or some of the resolution proposals regarding the items on the agenda.

The delegation pursuant to art. 135-undecies of the TUF to the Designated Representative has effect only for the proposals in relation to which voting instructions are given and is conferred by filling in and signing the appropriate form, available in printable version on this web page.

The duly completed and signed proxy form must be sent by following the instructions on the form itself within the second open market day prior to the meeting, or by May 26, 2020. Within the same term, proxy and voting instructions can be revoked.

As permitted by art. 106 of the Decree, the Designated Representative may also be granted, by 12.00 AM CET on 27 May 2020, also proxies or sub-proxies pursuant to article 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4, TUF, following the instructions indicated in the form available on this web page. In the same way, those entitled can revoke the delegation/subdelegation and the voting instructions given within the aforementioned term.

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 May 19 2020 (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.

Presentation of proposed resolutions / integration of the work agenda

The shareholders who, even jointly, represent at least one fortieth of the ordinary share capital and who, when exercising the right, are legitimized in the forms provided for by the applicable discipline, can present resolution proposals on the matters already on the agenda as well as request the integration of the 'agenda. The request and a report explaining the reasons, together with a copy of an identity document of the applicant, must be received within 10 days from the publication of this notice and therefore by 8 May 2020, by pec at the address: ufficiolegale.tiscali@legalmail.it.

The attestation of ownership of the shares held by the requesting Shareholders as well as the shareholding necessary to request the integration must result from a specific communication produced by the depository intermediary, effective on the date of the request itself, addressed to tiscali@pecserviziotitoli.it.

Members wishing to exercise the right are invited to contact the Company's Legal Affairs office in advance at the e-mail address ufficiolegaleitalia@it.tiscali.com to define any necessary operational details.

In relation to the fact that attendance at the Shareholders' Meeting is envisaged exclusively through the Designated Representative, legitimate shareholders who intend to formulate resolution and voting proposals on the items on the agenda must present them by May 13, 2020. These proposals will be published without delay on the Company's website, in order to enable those entitled to vote to express themselves consciously also taking into account these new proposals and allow the Designated Representative to collect voting instructions, possibly also on the same.

Participation of legitimate subjects

The participation of legitimate subjects at the Shareholders' Meeting (only the members of the corporate bodies, the appointed Secretary and the Designated Representative), in consideration of the limitations that may arise for health needs, may also take place (or exclusively) by means of telecommunication with the methods communicated to them individually, in compliance with the regulatory provisions applicable for this eventuality.

Questions

Those entitled to vote can propose questions on the items on the agenda even before the meeting, by sending pec communication to the address ufficiolegale.tiscali@legalmail.it. The application must be accompanied by the applicant's personal data (surname and name or denomination in the case of an entity or company, place and date of birth and tax code).

Those who certify ownership of the shares on May 19, 2020 (record date) have the right to get an answer. For this purpose, a communication must be produced by the depositary intermediary, also after the request, with effect until the aforementioned date certifying the ownership of the shares in the hands of the applicant himself, addressed to tiscali@pecserviziotitoli.it. If the shareholder has requested the communication of legitimacy from his depositary intermediary to participate in the meeting, it will be sufficient to indicate in the request the references of such communication eventually released by the intermediary or, at least, the name of the intermediary himself.

Applications received by 19 May 2020, after verifying their relevance and legitimacy of the applicant, will be answered by the means indicated by the same applicant (e-mail or pec) by 26 May 2020.

Further information

Further information on the exercise of shareholders' rights is available on this web site.

Due to the aforementioned epidemiological emergency from COVID-19, members' access to the offices of the registered office is suspended.

Documentation

The deliberative proposals on the items on the agenda are available at the "1INFO" storage mechanism (www.1Info.it) as well as on this web site. The additional documentation submitted to the Shareholders' Meeting will be published by May 6, 2020. An abstract of this notice of call will be issued on the newspaper "laRepubblica" on April 28 2020.

Share capital information

The share capital of 46,355,159.37 euros is divided into 4,508,697,203 ordinary shares with no nominal value.

Cagliari, April 28 2020

For the Board of Directors

Renato Soru

CEO