

tiscali:

TISCALI S.p.A.
Registered offices: SS195 Km 2.3, Sa Illetta, Cagliari, Italy
Share Capital EUR 156,071,496.25
Cagliari Companies' Register and VAT No. 02375280928
Econ. & Admin. Roster - 191784

NOTICE OF CALL OF THE SHAREHOLDERS' MEETING

Shareholders are informed that the Ordinary and Extraordinary Shareholders' Meeting is convened on first call on December 20, 2009 at 11 am at the head office and, if necessary, on second call on December 21, 2009 at 11am at head office and if necessary, third call on December 22, 2009, at 11 am at the head office, to discuss and deliberate on the following

Agenda

Extraordinary

1. Deliberations under Article. 2446 Civil Code.;
2. Proposal for a partial revocation of the resolution to increase the share capital by a maximum of EUR 190 million taken by the Extraordinary Shareholders' Meeting on 30 June 2009 as regards the part of the capital increase not executed; inherent and consequent resolutions;
3. Statutory changes and, in particular, the amendment of Articles 5 and 6 of the Articles of Association, inherent and consequent resolutions;

Ordinary

4. Appointment of members of the Board of Directors, after determining the relevant number. Determining the term of office and compensation. Inherent and consequent resolutions;
5. Integration of the Board of Auditors. Inherent and consequent resolutions.

With reference to the fourth item on the agenda, the Directors are appointed pursuant to the terms and condition of art. 11 of the Articles of Association, on the basis of lists presented by Shareholders in which the candidates will be listed by serial number. Each Shareholder may present or participate in presenting only one list, even if vicariously or through trust companies, and each candidate may appear on one list under penalty of ineligibility. If the number of candidates appearing on the list is less or equal to 7, each list must specify at least one candidate who has the independence requirements provided for by applicable law, in other cases at least two candidates to fulfill these requirements. Only those shareholders who individually or together with other shareholders represent at least 4.5% (four point five percent) of the shares entitled to vote at the Ordinary Meeting will be entitled to present lists. Each list shall indicate the identity of shareholders that have been filed and the percentage of shares held. At the bottom of lists presented by Shareholders or attached to them, sufficient personal and professional information of candidates must be given. Together with each list must be filed statements with which individual candidates accept their candidacy and attest, under its responsibility, there are no grounds for ineligibility or incompatibility, and the existence of good repute and professional competence for charged by the applicable law and statutes and any possession of the independence requirements established by applicable regulations. The lists submitted by Shareholders must be filed at the Company's offices at least 15 (fifteen) days before the date of the Meeting on first call. Finally, we invite members wishing to submit listings for the appointment of members of the Board of Directors to review the recommendations contained in Consob DEM/9017893 on February 26, 2009.

Regarding the fifth point on the agenda, it is stated that under Article 18 of the Articles of Association, the Meeting will appoint the Auditor needed to complete the Board of Auditors with a majority vote by choosing among the candidates on the list which was part the Auditor to replace, and they have confirmed at least ten days prior to the established one for the meeting on first call, their applications, together with statements relating to the absence of grounds for ineligibility or incompatibility, and the existence of good repute and professionalism for the office prescribed by the applicable law and the Articles of Association. In case none of the candidates appearing on the list, to which the Auditor to replace was part, confirm his candidacy, the Company will give prompt disclosure to shareholders of the terms and conditions for the possible submission of list of possible candidates for Auditor.

PARTICIPATION AT THE MEETING

According to Art. 2370 of the Civil Code and Art. 8 of the Articles of Association, may be participate shareholders for which the Company has received at least two days before the date fixed for the first convocation of the Meeting, the communication sent by the authorized intermediary under the existing laws, stating ownership of shares and voting rights, in addition to a possible vote by proxy. Each Shareholder who is entitled to participate at the meeting can be represented by written proxy in accordance with existing laws, by subscribing to the formula of the delegation included at the end to the copy of the notice referred to above, the intermediary must issue under request of the shareholder. Alternatively you may use the proxy form available on the Company's website www.tiscali.com, section "Investors".

DOCUMENTATION

In order the Shareholders may see and obtain copies, will be available at the headquarters of Tiscali S.p.A, the Italian Stock Exchange and the Company's website www.tiscali.com, section "Investors", and will be published:

- At least 8 (eight) days before the date fixed for the Meeting on first call, the report of the Board of Directors on the balance sheet of the Company with the observations of the control body prepared in connection with point 1 on the agenda;

- At least 15 (fifteen) days before the date fixed for the Meeting on first call, the remaining documents required by law and, in particular, the report prepared in accordance with Art. 72 of Consob Regulation 11971/99, as amended, and the Directors' report prepared in accordance with Article. 3 DM 437/98.

Cagliari, 19 November 2009

*The Chairman
Mr. Renato Soru*