



Tiscali S.p.A. Registered office: Cagliari, Località Sa Illetta, s.s. 195 km.2,3. Subscribed and paid-in share capital EUR 41,055,159.37  
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 Shareholders' Meeting is convened, on a single call, for June 27, 2019 at 3:00 pm at the registered office of the Company to discuss and resolve upon the following.

### Agenda

1. Revocation of the Board of Directors (\*).
2. Determination of the number of the members of the Board of Directors; related and consequent resolutions;
3. Appointment of the members of the Board of Directors; related and consequent resolutions;
4. Determination of the remuneration pursuant to article 2389, first paragraph, of the Italian Civil Code; related and consequent resolutions.

*(\*) In light of the fact that on May 15, 2019 the majority of Directors in charge resigned from their office with effect as of the date of the Shareholders' Meeting hereby convened, before the meeting begins, on June 27, 2019 at 3:00 pm, the Board of Directors will be considered as fallen pursuant to Art. 11 of the By-laws and, therefore, such item on the agenda will not be discussed and resolved during the meeting.*

### 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 18, 2019 (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](http://www.tiscali.com) section Governance/Shareholders' Meetings which shall be sent to those that request it via certified email address to [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it).

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

According to article 8 of the By-laws, the Company decided not to appoint a designated representative to whom the holders of the right to vote can grant power of attorney, pursuant to article 135-*undecies* of Legislative Decree no. 58/1998 (the "TUF").

### **Submission of the slates for the appointment of the members of the Board of Directors**

Pursuant to Article 11 of the Company's By-laws, the appointment of the Board of Directors takes place on the basis of slates of candidates lodged at the Company's registered office or sent via certified e-mail using the address [ufficiolegale.tiscali@legalmail.it](mailto:ufficiolegale.tiscali@legalmail.it), by June 2, 2019.

Shareholders who, alone or together with other, are overall holders at the time of presentation of the lists of a shareholding representing at least 4.5% (four-point five percent) of the share capital with the right to vote during ordinary shareholders' meetings, have the right to present slates of candidates. This investment holding must be proven by means of specific communications produced by the qualified broker which must reach the Company (if not available on the day when the lists are deposited) by June 6, 2019 at the certified e-mail address [tiscali@pecserviziotitoli.it](mailto:tiscali@pecserviziotitoli.it). Remote voting is not allowed.

Each slate can include up to 9 (nine) candidates, listed progressively.

The slates will be available to the public, on the Company's website [www.tiscali.com](http://www.tiscali.com), and with the modalities provided by law, by the Company within 21 (twenty-one) days before the Shareholders' Meeting, thus within June 6, 2019.

In order to ensure the valid submission of the slates, shareholders will have to follow the provisions contained in Article 11 of the Company's By-laws, in the Board of Director's report on the items of the agenda and in the instructions found on the Company's website [www.tiscali.com](http://www.tiscali.com) (Governance/Shareholders' meetings section).

### **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](mailto: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).

Pursuant to art. 127-*ter* TUF, those who are entitled to voting are entitled to ask questions on the items on the agenda before the shareholders' meeting. 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](mailto: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.

During the Shareholders' Meeting a response shall be provided to the questions received by June 24, 2019, after having verified their pertinence and the requesting party's right to participate at the Shareholders' Meeting.

### **Right to add items to the agenda**

Shareholders who, also jointly, represent at least one fortieth of share capital may request, by May 26, 2019, 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](mailto: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](mailto:tiscali@pecserviziotitoli.it).

### **Documentation**

The full text of the proposed resolutions, together with the report describing the agenda items, will be available on May 17 2019, within the timing and the modalities provided by law, to the public at the company's registered office, on the company's website ([www.tiscali.com](http://www.tiscali.com)) and on the Emarket SDIR storage circuit, managed by Spafid Connect.

An extract of this notice will be published in the daily newspaper *IlSole24Ore* on May 17, 2019.

### **Information on share capital**

Share capital amounts to EUR 41,055,159.37 and is divided into 3.981.880.763 ordinary shares with no par value.

*Cagliari, May 16, 2019*

*On behalf the Board of Directors*

*The Chairman*