



Tiscali S.p.A. Registered office: Cagliari, Località Sa Illetta, s.s. 195 km.2,3. Subscribed and paid-in share capital EUR 121.507.322,89
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 26 2018 at 11 am** at the registered office of the Company to discuss and resolve upon the following.

Agenda

EXTRAORDINARY

1. *Modification of the articles 10 and 11 of the Bylaw.*

ORDINARY

2. *Approval of the financial statements as at 31 December 2016. Related and consequent approvals.*

EXTRAORDINARY

3. *Resolutions pursuant to art. 2446 Civil Code. Consequent amendment of Article 5 of the Article of Association. Related and consequent resolutions.*

4. *Proposal to delegate to the Board of Directors, pursuant to art. 2420 ter of the Italian civil code, to issue a convertible debenture loan for a total maximum amount of Euro 35,000,000.00, reserved to qualified investors pursuant to art. 34-ter, paragraph 1 letter b) of regulation adopted with CONSOB resolution no. 11971/ 1999 and following amendments, with delegation to the Board of Directors to determine the relevant terms and conditions of the said debenture loan, including the interest rate and the term of the same. Consequent amendments to the by-laws. Related and consequent resolutions.*

5. *Proposal to delegate to the Board of Directors, pursuant to art. 2443 of the Italian civil code, to raise the corporate capital, by cash, for a maximum amount of Euro 35.000.000,00, inclusive of the possible premium, to be carried in one or more tranches, in tranche, within five years from the date of the resolution, through issuance of maximum n. 1,300,000,000 ordinary shares, devoid of nominal value, dematerialized, and having the same features as the ordinary shares in circulation and having regular enjoyment, with exclusion of the option right pursuant to paragraph 5 of art. 2441 of the Italian civil code, to be reserved to qualified investors, pursuant to article 34-ter paragraph 1 letter b) of regulation adopted with CONSOB resolution no. 11971/ 1999 and following amendments; all the above with the power to determine the terms, conditions and purposes of the capital raise, including the subscription price, in accordance with any and all applicable laws and regulations. Consequent amendments to the by-laws. Related and consequent resolutions.*

ORDINARY

6. *Examination of the first section of the Remuneration Report. Related and consequent approvals.*

7. *Appointment of the members of the Board of Directors and its Chairman, subject to establishing the number. Establishment of the duration of the office and the fees. Related and consequent resolutions.*

8. *Appointment of the Board of Statutory Auditors and its Chairman, establishment of the fees. Related and consequent resolutions.*

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 15 June 2018 (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 section Governance/Shareholders' Meetings which shall be sent to those that request it via fax to the number 070.4601482.

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

Method for appointing the directors and statutory auditors

General instructions

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 lists 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 5 June 2018 at the Certified E-mail address tiscali@pecserviziotitoli.it.

Appointment of the Board of Directors

Pursuant to Article 11 of the Articles of Association, the appointment of the Board of Directors takes place on the basis of lists of candidates deposited at the Company's registered office, also via certified e-mail using the address ufficiogale.tiscali@legalmail.it, by 1 June 2018.

The shareholders will have to follow the provisions contained in Article 11 of the Articles of Association and the instructions found on the Company's website www.tiscali.com (Governance/Shareholders' meetings section) for the valid presentation of the lists and the related documentation.

Appointment of the Board of Statutory Auditors

Pursuant to Article 18 (Board of Statutory Auditors) of the Articles of Association, the appointment of the Board of Statutory Auditors takes place on the basis of lists of candidates deposited at the Company's registered office, also via certified e-mail using the address ufficiolegale.tiscali@legalmail.it, by 1 June 2018.

If on expiry of the deadline of 1 June 2018, just one list has been presented, or only lists presented by shareholders who are connected as per the applicable legislation, lists can be presented up to 4 June 2018 and the minimum investment envisaged for the presentation of the lists is reduced by half.

The shareholders will have to follow the provisions contained in Article 18 of the Articles of Association and the instructions found on the Company's website www.tiscali.com (Governance/Shareholders' meetings section) for the valid presentation of the lists and the related documentation.

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. 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).

Those who certify that they own shares as at June 15 2018 (record date) are entitled to obtain a reply. 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. 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.

A response shall be provided to the questions received by June 23 2018, after having verified their pertinence and the requesting party's right to participate, via the means indicated by the requesting party (fax or e-mail) or, at the latest, at the Shareholders' Meeting.

Right to add items to the agenda

Shareholders who, including jointly, represent at least one fortieth of share capital may request, by May 27 2018, 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, 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 depository intermediary, effective as at the date of said request, addressed to tiscali@pecserviziotitoli.it.

Documentation

The full text of the proposed resolutions, together with the reports describing the agenda items, is available to the public at the company's registered office, on the company's website (www.tiscali.com) and on the Emarket SDIR storage circuit, managed by Spafid Connect. The annual financial report, as well as all the documents submitted to the Shareholders' Meeting, will be published within June 5 2018. An extract of this notice will be published in the daily newspaper *IlGiornale* on May 17 2018.

Information on share capital

Share capital amounts to EUR 121.507.322,89 and is divided into 3.981.880.763 ordinary shares with no par value.

Cagliari, May 17 2018

On behalf of the Board of Directors

The Chairman

Alex Okun