



*Tiscali S.p.A. Registered office: Cagliari, Località Sa Illetta, s.s. 195 km.2,3. Subscribed and paid-in share capital EUR 91.200.922,89  
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 Extraordinary Shareholders' Meeting is convened, **on a single call**, for **September 5 2016 at 11:00 am** at the registered office of the Company to discuss and resolve upon the following.

### **Agenda**

#### **Extraordinary session**

1. Issue of an unsecured debenture loan convertible and converting "Tiscali conv 2016-2020" for a total maximum amount of 18,500,000.00 euros, with expiry date on September 30 2020, reserved to qualified investors pursuant to art. 34-ter, comma 1b) regulation adopted with CONSOB resolution no. 11971/ 1999, with a note rate of 7% and a fixed price of EUR 0.06 per stock for the conversion of the bond in ordinary shares of the Company as subsequently amended and integrated, with a price per share equal to 0.06 euros. Related and consequent resolutions.

2. Proposal of a share capital increase by cash payment, in tranches with the exclusion of the right of option pursuant to art. 2441, paragraph 5 of the Civil Code, for a total maximum amount, inclusive of premium, of 18,500,000.00 euros, to be released in one or more instances, through the issue of a maximum number of 308,333,333 ordinary Company shares, rounded down, devoid of nominal value and having the same features as the ordinary actions in circulation, reserved for the conversion of the debenture loan "Tiscali conv 2016-2020". The consequent amendment of art. 5 of the Articles of Association, related and consequent resolutions and delegation of powers.

### **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 August 25 2016 (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 fax to the number 070.4601482.

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

### **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).

Those who certify that they own shares as at August 25 2016 (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](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.

A response shall be provided to the questions received by September 2 2016, 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 August 13 2016, 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 resolution, together with the report describing the agenda item, are available to the public at the company's registered office, on the company's website ([www.tiscali.com](http://www.tiscali.com)) and on the authorized SDIR-NIS storage circuit, managed by BitMarket Service. An extract of this notice will be published in the daily newspaper Milano Finanza on August 2 2016.

#### **Information on share capital**

Share capital amounts to EUR 91.200.922,89 and is divided into 3.145.281.893 ordinary shares with no par value.

***Milan, July 29 2016***

***On behalf of the Board of Directors***

***The CEO***

***Riccardo Ruggiero***