



Registered office: Via del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori Nord
Secondary site: Corso Mortara 22 - 10149 Turin
PEC box: italiaonline@pec-italiaonline.it
Tax Reg.: 03970540963 Milan - Tax Code and VAT Number: 03970540963
Share capital euro 20,000,409.64 subscribed and paid in

NOTICE OF CALL OF AN EXTRAORDINARY SHAREHOLDERS' MEETING

On the request of Libero Acquisition S.à r.l., pursuant to Article 2367 of the Italian Civil Code, the persons entitled to attend and exercise their voting rights are called to an Extraordinary Shareholders' Meeting (the "**Meeting**") on 2 October 2019, in Via Del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori Nord, at 3.00 p.m., in a single call, pursuant to Article 10, last paragraph, of the Articles of Association, to discuss and resolve on the following

ORDER OF BUSINESS

1. Mandatory conversion of savings shares into ordinary shares. Amendment of Articles 5 and 6 of the Articles of Association. Relevant and subsequent resolutions.

Information on the share capital

The Company's share capital, amounting to € 20,000,409.64 subscribed and paid-in, is divided into 114,761,225 ordinary shares - each of which entitles the holder to one vote at the Shareholders' Meeting - and 6,803 savings shares - without voting rights at the present Shareholders' Meeting - all of which have no par value.

Participation at the Shareholder's meeting

In accordance with the law and the Articles of Association, those persons who are entitled to attend and vote at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in a single call, i.e. 23 September 2019 (the so-called "*record date*"), for whom the Company has received the appropriate communication issued by the authorised intermediary within the time limits set by law, will have the right to attend the Shareholders' Meeting. Those who are entitled to vote only after that date will not have the right to attend or vote at the Shareholders' Meeting.

Any person who has the right to vote at the Shareholders' Meeting may be represented by a written proxy in accordance with the law.

For this purpose, the proxy form available at the Company's registered office and on the Company's website www.italiaonline.it, section "*Corporate/Governance/Shareholder Area*" may be used.

The proxy, duly completed, may be sent to the Company by ordinary mail to the following address: Computershare S.p.A., Via Nizza 262/73, 10126, Turin, or by fax to +390110923202, or by electronic notification to the certified e-mail address italiaonline@pecserviziotitoli.it.

It should be noted that the sending and/or prior notification of a copy of the proxy does not exempt the proxy, when accrediting the proceedings of the shareholders' meeting, from the obligation to certify the conformity of the notified copy to the original, as well as the identity of the delegating party.

Pursuant to the provisions of Article 135-undecies of Legislative Decree no. 58/1998 ("**TUF**") - for the Shareholders' Meeting referred to in this notice - Computershare S.p.A. has been designated, with offices in Turin, via Nizza 262/73 as Designated Representative, i.e. the person to whom the holders of the right to vote may confer proxy free of charge, on all or some of the proposals on the agenda, giving specific voting instructions. The proxy form for the Appointed Representative for this Shareholders' Meeting will be available on the website www.italiaonline.it, in the section "*Corporate/Governance/Shareholder Area*" and at the Company's registered office and secondary

offices and must be sent to the Appointed Representative, duly completed, by the end of the second trading day prior to the date set for the meeting in a single call and, therefore, by 30 September 2019.

The above proxy to the Designated Representative, together with the voting instructions, must be received in its original form at the offices of Computershare S.p.A., Via Nizza 262/73, 10126, Turin, or in an electronically reproduced copy (PDF) and sent to italiaonline@pecserviziotitoli.it provided that the proxy, even if it is a legal entity, uses its own certified e-mail address or, failing this, signs the electronic document with an advanced, qualified or digital electronic signature, or by fax at +390110923202. The proxy and voting instructions to the Appointed Representative may be revoked by the same deadline of 30 September 2019 with the same methods used for the conferment. The proxy issued to Computershare S.p.A. will not have effect with regard to proposals for which no specific voting instructions have been given.

It should be noted that the Articles of Association do not provide for voting procedures by correspondence or by electronic means.

Integration of the agenda or presentation of new proposals for resolutions

Shareholders who, either individually or jointly, represent at least one fortieth of the ordinary share capital may request, within ten days of the publication of this notice, the addition of the list of items to be discussed at this Shareholders' Meeting, indicating in their request the additional items proposed or submit proposals for resolutions on items already on the agenda.

Applications must be submitted in writing, including by correspondence, to the registered office of the Company, in Via del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori Nord - Corporate Affairs, or to the certified e-mail address assembleaitaliaonline@pec-italiaonline.it. The certification of the ownership of the shares by the requesting Shareholders, as well as of the necessary shareholding, must result from a specific communication produced by the depositary intermediary with effect from the date of the request itself and sent to the certified e-mail address italiaonline@pecserviziotitoli.it.

The person who has the right to vote may individually submit proposals for resolutions to the Shareholders' Meeting. The Company shall notify any additions to the agenda received or the submission of further proposals for resolutions on items already on the agenda, in the same form as that prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting. Further proposals for resolutions on matters already on the agenda shall be made available to the public in accordance with the procedures laid down by law, at the same time as the publication of the notice of submission.

Shareholders who request additions to the list of items to be discussed or submit proposals for resolutions on items already on the agenda must prepare a report containing the reasons for the proposals for resolutions on the new items they propose to discuss at this Shareholders' Meeting or the reasons for the further proposals for resolutions submitted on items already on the agenda. This report must be sent to the Board of Directors within the deadline for submitting the request for integration. The report will be made available to the public, accompanied by any evaluations of the Board of Directors, at the same time as the publication of the news of the integration of the agenda or the presentation of further proposals for resolution in accordance with the procedures of law.

It should be noted that the integration of the matters to be discussed is not permitted for matters on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a project or a report prepared by the Directors.

Right to ask questions about items on the agenda

Pursuant to article 127-ter of the TUF, those who have the right to vote may ask questions on the items on the agenda even before the Shareholders' Meeting, sending them to the Company within three days prior to the date of this Shareholders' Meeting, i.e. by 29 September 2019, by fax to the following numbers: +390116948313, +390229047352, or to the certified e-mail address assembleaitaliaonline@pec-italiaonline.it, or by registered mail with return receipt to Italiaonline S.p.A. - Via del Bosco Rinnovato 8 - Palazzo U4 - 20090 Assago (MI), Milanofiori Nord - Corporate Affairs.

Those who attest to the ownership of the shares as of 23 September 2019 (*record date*) are entitled to a reply. To this end, a communication must be produced by the intermediary depositary, even after the application, effective until that date, addressed to italiaonline@pecserviziotitoli.it, certifying the ownership of the shares by the applicant himself. If the Shareholder has requested a notice of entitlement from its depositary intermediary to attend the Shareholders' Meeting, it will be sufficient to include in the request the references of any such notice issued by the intermediary or, at least, the name of the intermediary itself.

Questions received before the Shareholders' Meeting will be answered at the latest during the meeting, with the right for the Company to provide a single answer to questions having the same content.

Documentation

They will be deposited - at the public's disposal - at the registered and secondary offices, on the Company's website www.italiaonline.it, section "*Corporate/Governance/Shareholder Area*", as well as on the website of Borsa Italiana S.p.A. at the address www.borsaitaliana.it and on the centralised storage mechanism, called "eMarketStorage",

- on 26 July 2019, i.e. on the same day as publication of this notice, the report prepared by the shareholder requesting the calling of this shareholders' meeting together with the Board of Directors' evaluations of the items on the agenda, including the related resolution proposal and any other relevant document and/or information.

Shareholders have the right to obtain a copy of the above documentation on request to the Corporate Affairs Office (fax no. +390116948313; +390229047352; e-mail: assembleaitaliaonline@pec-italiaonline.it; ufficio.societario@italiaonline.it). This notice will also be available on the Company's website at: www.italiaonline.it, section "*Corporate/Governance/Shareholder Area*".

The minutes of the Shareholders' Meeting referred to in this notice will be made available to the public within the terms of the law, by November 2, 2019.

Assago, 26 July 2019

For the Board of Directors

The Chief Executive Officer

(Roberto Giacchi)