

## **NOTICE OF ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING**

The shareholders entitled to attend and with voting rights are called to a general meeting in ordinary and extraordinary session to be held in Bologna, at IGD's headquarters in via Trattati Comunitari Europei 1957-2007, n. 13, 3<sup>rd</sup> floor, on 19 April 2012 at 10:00 a.m. in first call, and, if necessary, in second call on 20 April 2012 at the same place and time, to discuss and resolve on the following

### **AGENDA**

#### **Ordinary session**

1. Separate financial statements at 31.12.2011; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; presentation of the consolidated financial statements at 31.12.2011; allocation of the net profit for the year; report on compensation in accordance with Art. 123-ter, paragraph 6, of Legislative Decree n. 58/98; related and consequent resolutions;
2. Authorization to buy and sell treasury shares; related and consequent resolutions;
3. Appointment of the Board of Directors
  - 3.1. Determination of the number of directors
  - 3.2. Determination of the Board of Directors' term of office
  - 3.3. Appointment of the Board of Directors
  - 3.4. Determination of the Board of Directors' remuneration
4. Appointment of the Board of Statutory Auditors
  - 4.1. Appointment of three standing and two alternate auditors
  - 4.2. Appointment of the Chairman of the Board of Statutory Auditors
  - 4.3. Determination of the Board of Statutory Auditors' remuneration**

#### **Extraordinary session**

1. Amendment of Articles 6, 16 and 26 of the corporate by-laws; related and consequent resolutions.
2. Proposal to increase the share capital for cash, pursuant to art. 2441, fourth paragraph, second sentence, of the Italian Civil Code; related and consequent resolutions

#### **ADDING ITEMS TO THE AGENDA**

In accordance with Art. 126-bis of Legislative Decree n. 58/98, shareholders representing at least one fortieth of the share capital with voting rights may, within ten days of the publication of this notice, request that additional items be added to the meeting's agenda, indicating in the request the additional items proposed for discussion. The requests must be submitted in writing by the shareholders themselves, along with the certification attesting to ownership of the above mentioned percentage of the share capital, to the company's registered office or via e-mail to the certified e-mail address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). The Shareholder submitting the request

must provide a report about the items proposed for discussion by the above mentioned ten day deadline. Such items may not include those that by law must be presented in the form of a motion from the directors or discussed on the basis of a directors' plan or report. The new agenda for the Shareholders' Meeting will be published at least fifteen days prior to the date set for the Shareholders' Meeting in accordance with the modalities used to publish this notice of call.

## **EXERCISE OF VOTING RIGHTS AND PROXIES**

In accordance with Art. 83-*sexies* of Legislative Decree n. 58/98 and Art. 12.2 of the by-laws, the meeting may be attended by all shareholders with voting rights for whom the Company has received the certificate issued by an authorized intermediary in accordance with the law on the basis of its records as of the seventh trading session prior to the meeting in first call (i.e. no later than 10 April 2012). Any movements of the shares (disposals or transfers) after this date will not be taken into consideration for the purposes of granting voting rights at the Shareholders' Meeting.

Those entitled to attend the Shareholders' Meeting are invited to arrive an hour before the meeting is to begin, in order to facilitate registration which will begin at 9.00 a.m..

In accordance with the law, all those shareholders holding voting rights may be represented via written proxy as per the current norms and regulations. Toward that end, the proxy form found on the company's website [www.gruppoigd.it](http://www.gruppoigd.it) may be used. The proxy can be notified to the Company by sending it to IGD's headquarters in Bologna, Via Trattati Comunitari Europei 1957-2007, n. 13 or via e-mail to the certified e-mail address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it)

In the event the proxy holder submits or sends a copy of the proxy to the company, the proxy agent is responsible for guaranteeing that the content of the copy corresponds to the original and the identity of the principal.

The proxy, with the voting instructions, may also be granted by way of the form found on the company's website [www.gruppoigd.it](http://www.gruppoigd.it) or at the registered office of IGD SIIQ S.p.A. to Servizio Titoli S.p.A., designated by the company in accordance with Art. 135-*undecies* of Legislative Decree n. 58/98, as long as it is sent via certified mail to the registered office of *Servizio Titoli S.p.A.*, in Milan, via Lorenzo Mascheroni n.15 - 20145 and first, if needed, via fax to 02-46776850, along with the declaration that it is an authentic copy, or via e-mail to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), by 17 April 2012. The proxy granted to *Servizio Titoli S.p.A.* cannot be used for proposals for which voting instructions have not been provided. The proxy and the voting instructions may be voided by 17 April 2012.

## **THE RIGHT TO ASK QUESTIONS**

The shareholders, pursuant to Art. 127-*ter* of Legislative Decree n. 58/98 may submit questions relating to the items on the agenda even prior to the Shareholders' Meeting by sending a copy of same via mail to IGD's Headquarter in Bologna, via Trattati Comunitari Europei 1957-2007, n. 13, via fax to 051/509.247, to the attention of the Investor Relator or via certified e-mail to [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). The interested parties must provide adequate identification. Any questions submitted prior to the Shareholders' Meeting will be answered, at the latest, during the meeting itself.

## **APPOINTMENT OF THE CORPORATE BODIES**

The Board of Directors and the Board of Statutory Auditors are appointed in accordance with Articles 16 and 26 of the corporate by-laws, to which you are invited to refer.

The members of the Board of Directors and the Board of Statutory Auditors are appointed during the Annual General Meeting based on the lists submitted by the shareholders.

Pursuant to Art. 16 of the corporate by-laws, the lists may be presented by individual shareholders or groups of shareholders who together hold voting shares representing at least 2.5% of the share capital and who are the shareholders of record on the day in which the lists are filed with Company. No shareholder, parent company, subsidiary or company subject to joint control pursuant to Art. 93 of Legislative Decree 58/98, nor shareholders who are part of a relevant shareholders' agreements pursuant to Art. 122 of Legislative Decree 58/98, may submit or cause to be submitted, including by proxy or through a trust, more than one list, nor can they vote, either by proxy or through a trust, for lists other than the one they submitted or caused to be submitted. Participation and votes submitted in violation of the above will not be attributed to any list. No one can be a candidate on more than one list. Acceptance of candidacy on more than one list is grounds for disqualification.

The voting lists, along with the mandatory accessory documentation, must be signed by the shareholder or shareholders presenting the list, and submitted by 26 March 2012 to IGD's Bologna headquarters in Via Trattati Comunitari Europei 1957-2007 # 13, via fax, +39.051/509.247, to the attention of the *Investor Relator* or via certified e-mail, legal\_igdsiiqspa@pec.gruppoigd.it, along with the information which makes it possible to identify the party sending the list.

Shareholders must submit the certification attesting to possession of the shares needed to file voting lists, determined on the basis of the shareholders of record on the day the lists were filed with the company, issued by an intermediary authorized in accordance with the law by 29 March 2012 .

In the event only one list or no lists are presented, the shareholders will resolve in accordance with the law.

## **APPOINTMENT OF THE BOARD OF DIRECTORS**

Without prejudice to the above, pursuant to Art. 16 of the corporate by-laws in order to take office as a director, a candidate must possess the qualifications required by laws and regulations.

Each list must include at least two clearly indicated candidates who qualify as independent in accordance with the law. Any lists that fail to observe the above conditions will be null and void.

Each list filed by the shareholders must be accompanied by the candidates' irrevocable acceptance of office (should they be elected); the curriculum vitae of each candidate; and statements confirming that there are no reasons for ineligibility and/or disqualification and that each candidate meets the requirements for the specific office set by law and the corporate by-laws. Those who submit a "minority list" are also subject to the Consob recommendations found in Bulletin n. DEM/9017893 of 26 February 2009.

## **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

Without prejudice to the above, the candidates for the Board of Statutory Auditors must hold the qualifications required by law, the by-laws, and all other applicable regulations. More in detail, the candidates must possess the professional qualifications and integrity indicated in Ministerial Decree n. 162 of 30 March 2000, as adopted in

Art. 26.9 of the corporate by-laws.

Each list must be accompanied by a statement in which the individual candidates declare, under their own responsibility, that there are no reasons for ineligibility and/or disqualification and that they meet the requirements for the specific office set by law and the corporate by-laws, along with the curriculum vitae of each candidate complete with information about the candidates' personal and professional background.

Those who submit a "minority list" are also subject to Articles 144-*quinquies* and 144-*sexies* of Consob Regulation 11971/99.

In the event that by 26 March 2012 only one list or only lists from related shareholders, as defined in Art. 144-*quinquies* of Consob Resolution 11971/1999 adopted in resolution n. 11971 of 14 May 1999, as subsequently amended, have been filed with the company, lists will be accepted until the third day following the deadline. In this instance the minimum share ownership required for the submission of lists for the election of statutory auditors is reduced by half, therefore to 1.25% of the share capital.

## **DOCUMENTATION**

The documentation related to the Shareholders' Meeting, including the directors' explanatory notes and the motions concerning items on the agenda, will be made available to the public in accordance with the deadlines and modalities set by law. Shareholders and parties with voting rights are entitled to obtain a copy. This documentation will be made available at *Borsa Italiana S.p.A.* as well as at the Company's registered office and on the Company's website, [www.gruppoigd.it](http://www.gruppoigd.it)

On behalf of the Board of Directors  
The Chairman of the Board of Directors  
Gilberto Coffari

Bologna, 9 March 2012.