

**IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETA' DI INVESTIMENTO  
IMMOBILIARE QUOTATA S.P.A.**

Registered office in Ravenna (RA) via Agro Pontino, 13  
Headquarters in Bologna, Via Trattati Comunitari Europei 1957-2007,13  
Share capital subscribed and paid-in €599,760,278.16  
Broken down into 813,045,631 ordinary shares  
VAT and Ravenna Company Register no: 00397420399  
Ravenna Chamber of Commerce (R.E.A.) no.: 88573  
Company subject to the control and direction of Coop Alleanza 3.0 Soc. Coop.

**NOTICE OF CALL FOR 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 in Bologna, at IGD headquarters in via Trattati Comunitari Europei 1957-2007, n. 13, on 3<sup>rd</sup> floor, on 12 April 2017 at 10:00 a.m. in first call, and, if necessary, in second call on 13 April 2017 at the same place and time, to discuss and resolve on the following

**AGENDA**

**Ordinary session**

1. Separate financial statements at 31.12.2016; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2016; Allocation of the net income and distribution of the dividend to Shareholders; related and consequent resolutions;
2. Report on compensation in accordance with Art. 123-ter, paragraph 6, of Legislative Decree n. 58/98; related and consequent resolutions;
3. Authorization to purchase and dispose of treasury shares; related and consequent resolutions;

**Extraordinary session**

1. Proposals to amend articles 4 and 6 of the Corporate By-laws; related and consequent resolutions.

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**ADDING ITEMS TO THE AGENDA AND PRESENTING NEW RESOLUTIONS**

In accordance with Art. 126-bis of Legislative Decree n. 58/98, Shareholders, including jointly, 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, or the proposed resolutions relating to items which are already part of the agenda as per this notice of call.

The requests for additional items and proposed resolutions 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 and/or company's headquarters 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 adding items to the agenda 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 amended agenda for the Shareholders' Meeting or the proposed resolutions relating to items which are already part of the agenda 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. 3 April 2017). 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 Europeri 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 Computershare 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 Computershare S.p.A., in Milan, via Lorenzo Mascheroni n.19 - 20145 and first, if needed, via fax to 02-46776850, along with the declaration that it is an authentic copy, or via certified e-mail to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), by the end of the second market trading session prior to the date in which the meeting is to be held, including in second call (by 10 April 2017 or 11

April 2017, respectively). The proxy granted to Computershare 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 within the time period referred to above.

### **THE RIGHT TO ASK QUESTIONS**

Those who are entitled to vote, and for whom the Company has received certification from the intermediary authorized in accordance with the applicable regulations, 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. The Company must receive the questions by 10 April 2017. Any questions submitted will be answered, at the latest, during the meeting itself.

### **DOCUMENTATION**

The documentation related to the Shareholders' Meeting, including the Board of 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 the Company's registered office and on the Company's website, [www.gruppoigd.it](http://www.gruppoigd.it), in the section *Governance – Shareholders' Meetings – Annual General Meeting 12 April 2017*, as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com) managed by Spafid Connect S.p.A., and in accordance with the further modalities set by law.

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

Bologna, 10 March 2017.