

## **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 18 April 2013 at 10:00 a.m. in first call, and, if necessary, in second call on 19 April 2013 at the same place and time, to discuss and resolve on the following

### **AGENDA**

#### **Ordinary session**

1. Separate financial statements at 31.12.2012; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2012; Allocation of the dividend to Shareholders; 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. Granting of the statutory audit assignment for 2013-2021 and determination of the remuneration.

#### **Extraordinary session**

1. Amendment of Articles 16, 26 and 31 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 Civil Code; related and consequent resolutions.

#### **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 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. no later than 9 April 2013). 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.19 - 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 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 16/04/2013 or 17/04/2013, respectively"). 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 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 15 April 2013. Any questions submitted will be answered, at the latest, during the meeting itself.

## **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, 28 February 2013.