



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

Registered office in Bologna, Via Trattati Comunitari Europei 1957-2007,13
Share capital subscribed and paid-in €749,738,139.26
Broken down into 110,341,903 ordinary shares
VAT and Bologna Company Register no: 00397420399
Bologna Chamber of Commerce (R.E.A.) no.: 458582
Company subject to the control and direction of Coop Alleanza 3.0 Soc. Coop.

NOTICE OF CALL FOR EXTRAORDINARY ANNUAL GENERAL MEETING

The shareholders entitled to attend and with voting rights are called to a general meeting in extraordinary session in Bologna, at IGD registered office in via Trattati Comunitari Europei 1957-2007, n. 13, on 3rd floor, on 11 November 2019 at 10:30 a.m. in first call, and, if necessary, in second call on 12 November 2019 at the same place and time, to discuss and resolve on the following

AGENDA

1) Voluntary reduction of the share capital in accordance with and pursuant to Art. 2445 of the Italian Civil Code, from EUR 749,738,139.26 to EUR 650,000,000.00, for a total amount of EUR 99,738,139.26, to be allocated to the legal reserve for up to one fifth of the share capital and, for the remainder, to a distributable capital reserve. Related and consequent resolutions.

With regard to the sole item on the agenda, please note that the purpose of the proposal to reduce share capital from EUR 749,738,139.26 to EUR 650,000,000.00 is to create a more flexible capital structure by increasing the undistributable legal reserve and creating an available, distributable reserve, in order also to accommodate both the requirements of the SIIQ (REIT) regime (specifically the mandatory distribution of 70% of the income generated by exempt operations) and the expectations of the capital markets (in terms of the dividend yield). The share capital reduction,

for a total EUR 99,738,139.26, will be carried out in accordance with and pursuant to Art. 2445 of the Italian Civil Code, by allocating EUR 8,154,918.00 to the legal reserve and EUR 91,583,221.26 to a distributable capital reserve.

* * *

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, issued by the intermediaries that keep the accounting records on which the shares are registered, 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. 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.

PROCEDURES THAT SHAREHOLDERS MUST RESPECT IN ORDER TO PARTICIPATE AND EXERCISE VOTING RIGHTS

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. 31 October 2019). 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 9.30 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 may be used. The proxy can be notified to the Company by sending it to IGD's registered office 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

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 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, 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 7 November 2019 or 8 November 2019, 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.

There are no procedures established for voting by correspondence or by electronic means.

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 registered office in Bologna, via Trattati Comunitari Europei 1957-2007, n. 13, or via certified e-mail to legal_igdsiiqspa@pec.gruppoigd.it. The interested parties must provide adequate identification. The Company must receive the questions by 8 November 2019. 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 the only item 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, in the section *Governance – Shareholders' Meetings*, as well as on the authorized storage system eMarket STORAGE available at 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
Elio Gasperoni

Bologna, 11 October 2019