



IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETÀ DI INVESTIMENTO IMMOBILIARE QUOTATA S.P.A.

Registered office in Bologna, Via Trattati Comunitari Europei 1957-2007, 13
Share capital subscribed and paid-in, € 650,000,000.00
Broken down into no. 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 ORDINARY ANNUAL GENERAL MEETING

This Notice of Call for the Ordinary Annual General Meeting entirely replaces the previous Notice of Call published on 10 March 2020 and follows up the announcement made on 16 March 2020, regarding the postponement of the Shareholders' Meeting of the Company to 11 June 2020 at 10:00 a.m. in first call and, if necessary, in second call to 12 June 2020, at the same time, to discuss and resolve on the following

AGENDA

1. Separate financial statements at 31.12.2019; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2019; related and consequent resolutions.
2. Allocation of the net income and distribution of the dividend to Shareholders; related and consequent resolutions.
3. Report on the remuneration policy and compensations paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Legislative Decree 58/98:
 - 3.1 First section: report on the remuneration policy. Binding resolution
 - 3.2 Second section: report on compensations paid. Non-binding resolution
4. Purchase and disposal of treasury shares; related and consequent resolutions.

* * *

COVID-19 EMERGENCY– Participation in the Shareholders' Meeting pursuant to Law Decree of 17 March 2020 no. 18

In consideration of the COVID-19 epidemiological emergency and for the pursuit of the maximum protection of the health of Shareholders, corporate officers, employees and consultants, the Company has decided to make use of the option provided by art. 106, paragraph 4, of the Law Decree of 17 March 2020, no. 18, providing that the participation in the Shareholders' Meeting by the entitled parties **can only take place through the representative appointed by the Company** pursuant to art. 135-*undecies* of Legislative Decree no. 58/98, identified in Computershare S.p.A., with registered office in via Lorenzo Mascheroni no. 19 – 20145 Milan (the “**Appointed Representative**”), as specified below.

* * *

ADDING ITEMS TO THE AGENDA AND PRESENTING NEW RESOLUTIONS ON THE PART OF SHAREHOLDERS REPRESENTING AT LEAST ONE FORTIETH OF THE SHARE CAPITAL

Pursuant to art. 126-bis, par. 1, first period, of Legislative Decree no. 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 the ownership of the above mentioned percentage of the share capital, 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.

PRESENTING INDIVIDUAL NEW RESOLUTIONS

Since participation in the Shareholders' Meeting is allowed exclusively through the Appointed Representative, for the purpose of this Shareholders' Meeting only, it is envisaged that those with the

right to vote may individually submit to the Company proposals for resolutions on the items on the agenda – in accordance with article 126-*bis*, par. 1, third period, of the Legislative Decree 58/98 – by 27 May 2020.

The additional proposed resolution must be submitted in writing, along with the information allowing the identification of the individual submitting them, via e-mail to the certified e-mail address legal_igdsiiqspa@pec.gruppoigd.it.

Such resolution proposals will be published by the Company by 29 May 2020 in the section of the website dedicated to this Shareholders' Meeting, so that those entitled to vote can take them into account in order to give their proxies and/or sub-proxies, with relevant voting instructions, to the Appointed Representative Computershare S.p.A. For the purposes of their publication, as well as for the holding of the Shareholders' Meeting, please note that the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable laws and regulations and the entitlement of the proposers.

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

EXERCISE OF VOTING RIGHTS AND PROXIES

Pursuant to art. 83-*sexies* of Legislative Decree n. 58/98 and art. 12.2 of the by-laws, the Shareholders' Meeting may be attended by all shareholders 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 end of the seventh trading session prior to the meeting in first call, i.e. 2 June 2020 (the record date). 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.

As mentioned above, in consideration of the COVID-19 epidemiological emergency for the pursuit of the maximum protection of the health of Shareholders, corporate officers, employees and consultants, as provided by art. 106, par. 4, of Law Decree of 17 March 2020 no. 18, the entitled parties may participate to the Shareholders' Meeting exclusively by granting a proxy to the Appointed Representative, as specified below.

The Appointed Representative is available for clarification or information at the following telephone number 02 46776821 or at the email address operations@computershare.it.

METHODS FOR GRANTING THE PROXY/SUB-PROXY TO THE APPOINTED REPRESENTATIVE

Please note that the following proxy forms may be alternatively submitted in the following cases:

- proxy *sub A*) may be submitted by the Shareholder who intends to grant a proxy directly to the Appointed Representative pursuant to art. 135-*undecies* of Legislative Decree 58/98,
- proxy *sub B*) may be submitted by (i) the Shareholder who intends to directly grant a proxy to the Appointed Representative pursuant to art. 135-*novies* of Legislative Decree 58/98 or (ii) the individual or legal entity specifically delegated by the Shareholder who, in turn, will intervene in the Shareholders' Meeting by granting the sub-proxy to the Appointed Representative.

A) Proxy to the Appointed Representative pursuant to art. 135-undecies of Legislative Decree 58/98

The Company appointed Computershare S.p.A. - with registered office in via Lorenzo Mascheroni no. 19 – 20145 Milan - as Appointed Representative pursuant to art. 135-*undecies* of Legislative Decree no. 58/98, therefore shareholders who intend to participate to the Shareholders' Meeting may grant the proxy directly to the Appointed Representative, with the relevant voting instructions on all or certain proposals on the items on the agenda, by submitting the proxy form available on the Company's www.gruppoigd.it website section "Governance – Shareholders' Meeting" (<https://www.gruppoigd.it/en/governance/shareholders-meeting/>).

The proxy form, to be notified to the Company via the Appointed Representative together with the voting instructions, along with a valid ID document and, in case, the documentation providing proof of the signatory power, shall be submitted within 9 June 2020, for the first call, and within 10 June 2020, for the second call, using one of the following methods:

- Registered Email Holders (PEC): as an attachment document (PDF format) sent to operations@pecserviziotitoli.it in the event that the proxy grantor (as individual or as legal entity) is a Registered Email Holder;
- Digital Signature Holders (FEA): as an attachment document with digital signature sent to operations@pecserviziotitoli.it also via ordinary mail in the event that the proxy grantor is a Digital Signature Holder;
- Common Email address Holders: as an attachment document (PDF format) sent to operations@pecserviziotitoli.it. In this case, the hard copy of the proxy, the voting instruction and the related documentation shall be sent via ordinary mail service to Computershare S.p.A.

via Mascheroni 19, 20145 Milan, as soon as possible.

The submission of the proxy form with different modalities than those mentioned above or within different terms, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

The proxy may be revoked within the time period referred to above, i.e. within 9 June 2020, for the first call, and within 10 June 2020, for the second call.

The granted proxy shall be effective only for the proposals in relation to which voting instructions have been given.

B) Proxy or sub-proxy pursuant to art. 135-novies of Legislative Decree 58/98

As permitted by the above-mentioned art. 106 of Law Decree of 17 March 2020 no. 18, proxies and/or sub-proxies may also be given to said Appointed Representative in accordance with art. 135-novies of the Legislative Decree 58/98, as an exception to art. 135-undecies, paragraph 4 of the Legislative Decree 58/98, using the form available on the Company's website at www.gruppoigd.it section "Governance – Shareholders' Meeting" (<https://www.gruppoigd.it/en/governance/shareholders-meeting/>).

The proxy and/or sub-proxy granted to the Appointed Representative Computershare S.p.A. may contain voting instructions on all or certain proposals on the items on the agenda, it being understood that the Appointed Representative will not cast any vote at the Shareholders' Meeting in relation to those proposals for which no specific voting instructions have been given.

The granted proxy and/or sub-proxy to the Appointed Representative shall be effective only for the proposals in relation to which voting instructions have been given.

The proxy and/or sub-proxy form, to be notified to the Company via the Appointed Representative together with the voting instructions, along with a valid ID document and, in case, the documentation providing proof of the signatory power, shall be submitted within the start of the Shareholders' Meeting, using one of the following methods:

- Registered Email Holders (PEC): as an attachment document (PDF format) sent to operations@pecserviziotitoli.it in the event that the proxy and/or sub-proxy grantor (as individual or as legal entity) is a Registered Email Holder;
- Digital Signature Holders (FEA): as an attachment document with digital signature sent to operations@pecserviziotitoli.it also via ordinary mail in the event that the proxy and/or sub-proxy grantor is a Digital Signature Holder;
- Common Email address Holders: as an attachment document (PDF format) sent to

operations@pecserviziotitoli.it. In this case, the hard copy of the proxy, the voting instruction and the related documentation shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni 19, 20145 Milan, as soon as possible.

The submission of the proxy and/or sub-proxy form to the Appointed Representative with different modalities than those mentioned above or within different terms, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

Intervention of the members of the corporate bodies, the secretary and the Appointed Representative

The participation in the Shareholders' Meeting of the members of the corporate bodies, of the Secretary in charge and of the Appointed Representative, in compliance with the measures to contain the spread of COVID-19 infection provided for by the applicable legal provisions, may occur also, or exclusively, by means of video/telecommunication, in the manner individually communicated to them, in accordance with the applicable regulatory provisions for this eventuality.

Please note that the Company reserves the right to integrate and/or amend the above instructions, in light of any regulatory developments connected with the COVID-19 epidemiological emergency and its currently unforeseeable developments.

THE RIGHT TO ASK QUESTIONS

Pursuant to art. 127-ter of Legislative Decree no. 58/98, those who are entitled to vote, and for whom the Company has received certification from the intermediary authorized in accordance with the applicable regulations, may submit questions relating to the items on the agenda even prior to the Shareholders' Meeting by sending a copy of same via certified e-mail to legal_igdsiiqspa@pec.gruppoigd.it. Applicants must provide adequate identification as well as appropriate documentation proving ownership of the exercise of voting rights, issued by the depositary intermediary or, failing that, the references of the communication issued by the intermediary indicating the intermediary itself. The Company must receive the questions within the seventh trading session prior to the meeting in first call, i.e. 2 June 2020. Questions shall be answered at the latest two days before the Shareholders' Meeting, i.e. by 9 June 2020 pursuant to art. 127-ter, par. 1-bis, of Legislative Decree no. 58/98, through publication in the section of the Company's website, in the section reserved to the Shareholders' Meeting at [https://www.gruppoigd.it/en/governance/shareholders-meeting/..](https://www.gruppoigd.it/en/governance/shareholders-meeting/)

DOCUMENTATION

The documentation related to the Shareholders' Meeting is available to the public on the Company's website www.gruppoigd.it, section Governance – Shareholders' Meeting at <https://www.gruppoigd.it/en/governance/shareholders-meeting/>, 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.

In particular:

- as of today– the date of publication of the Notice of Call – it is made available the Board of Directors' explanatory report on the items on the agenda, the Appointed Representative proxy form pursuant to art. 135-*undecies* of Legislative Decree 58/98 and the proxy and/or sub-proxy form to the Appointed Representative pursuant to art. 135-*novies* of Legislative Decree 58/98, that entirely replace the documents made available on 18 March 2020;
- on 18 March 2020, it has been made available the Annual Financial Report as of 31 December 2019 (including the Separate financial statements at 31 December 2019, the consolidated financial statements at 31 December 2019, the report on operations and the prescribed certification) along with the External auditors' report and the Report of the Board of Statutory Auditors, as well as the corporate governance and ownership structure report and the report on the remuneration policy and compensations paid.

The documentation related to the Shareholders' Meeting is also available at the Company's registered office.

On behalf of the Board of Directors
The Chairman of the Board of Directors
Elio Gasperoni

Bologna, 11 May 2020