



**Beni Stabili S.p.A. SIIQ**

**Registered office in Rome, via Piemonte 38**

**Authorized share capital Euro 296,375,353.30**

**Subscribed and paid in share capital Euro 191,630,290.40**

**Tax Code and Rome Companies Register number 00380210302**

**VAT no. 04962831006**

### **CALL OF THE GENERAL MEETING**

The Shareholders are called to the Extraordinary General Meeting at the Auditorium of Beni Stabili S.p.A. SIIQ in Milan, Via Carlo Ottavio Cornaggia 8, on single call on 31 July 2014 at 11:00 to discuss and decide on the following

#### **AGENDA**

Proposal to confer to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase Company's share capital by a maximum nominal amount (including any share premium) of €150,000,000, to be offered as an option to the Shareholders and Convertible Bondholders, pursuant to Article 2441, paragraph 1, of the Italian Civil Code.

Amendment of Article 5 of the Articles of Association.

Pertinent and consequent resolutions.

\* \* \*

#### **General Meeting attendance**

The legal right to participate in the General Meeting and to exercise voting rights is confirmed by notice issued to the Company, pursuant to relevant law and the Articles of Association, by authorised intermediaries acting on behalf of the interested parties, which must reach the Company by the end of the third trading day prior to the date of the General Meeting or, at the latest, before discussion of items on the agenda indicated in the individual notice of call. Note that confirmation from the authorised intermediaries is provided on the basis of records held on close of business on the seventh trading day prior to the date of the General Meeting, i.e. by close of business on 22 July 2014 (*the record date*). It should also be emphasised that persons proving to be holders of shares only after that date shall not have the right to attend or vote at the General Meeting.

Every Shareholder has the right to be represented by a third party, who need not be a Shareholder, by written proxy notified by the means and terms specified by law. A form for use in delegating proxy representation at the Meeting can be obtained from the authorised intermediaries or from the Company web site. Those wishing to attend the General Meeting as Shareholder representatives must submit the relevant document at the time of registering

attendance at the Meeting, or via the certified e-mail address [benistabilispasiiq@legalmail.it](mailto:benistabilispasiiq@legalmail.it). In accordance with the Articles of Association, the Company does not make use of the option to appoint a representative to which Shareholders may delegate voting proxy.

Note that attendance of the General Meeting via electronic means is not envisaged, nor the option to exercise voting rights by correspondence or by email notification.

#### **Additions to the Agenda and presentation of new proposed resolutions**

Any Shareholder who, individually or collectively, represents at least one fortieth of the share capital, may within ten days of publication of this notice of call request addition to the agenda of other matters to be discussed, indicating those matters in their application, or presenting proposed resolution on items already on the agenda. Applications, together with the certificate attesting ownership of the share, must be submitted in writing, via recorded delivery letter, to the registered office of the Company, addressed for the attention of the Corporate Office, or sent to the certified email address [benistabilispasiiq@legalmail.it](mailto:benistabilispasiiq@legalmail.it). Otherwise, those with voting rights may individually present proposed resolutions in the shareholders' meeting. Disclosure of additions to the agenda, or the presentation of further proposed resolutions on items already on the agenda, are made in the same ways prescribed for publication of the notice of call, at least fifteen days prior to the date of the General Meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the same ways of the reports on each of the items of the agenda and at the same time as publishing news of the presentation. Addition to the agenda is not permitted for topics on which, in accordance with law, the General Meeting resolves on proposals from the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1, of the Italian Legislative Decree no. 58/1198. Shareholders requesting addition to the agenda shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. Those Shareholders must deliver the report to the Board of Directors - by the methods indicated above for applications for additions - by the final deadline for submission of the application. The Board of Directors will then disclose to the public the report accompanied by any assessments, when publishing disclosure of the addition or presentation to the agenda, in the same ways envisaged for documentation relating to the General Meeting.

#### **Right to ask questions**

Every Shareholder has the right to ask questions on matters indicated in the agenda even prior to the Shareholders' Meeting, by submitting a written query, which must be received by the 28 July 2014, to the registered office of the Company, c/o the Corporate Office, or via the certified email address [benistabilispasiiq@legalmail.it](mailto:benistabilispasiiq@legalmail.it), on which the Company reserves the right to provide a single reply to questions on the same issue.

**Information for Shareholders**

Note that the share capital is divided into 1,916,302,904 ordinary shares with a nominal value of € 0.10 each, and each share gives the right to one vote at the General Meeting. At the time of issue of this notice of call, the Company directly holds 961,000 treasury shares, equal to 0.05% of the share capital, on which the right to vote and right to receive profits are suspended in accordance with law.

Documents relating to items on the Agenda will be disclosed by the deadlines envisaged under related applicable regulations, at the registered office at Via Piemonte 38, Rome and on the Company's web site [www.benistabili.it](http://www.benistabili.it), where are even available the current Articles of Association and any documents required by law.

**Beni Stabili S.p.A. SIIQ**

for the Board of Directors

The Chairman

(Enrico Laghi)

\*\*\*

An extract of this notice has been published on "Il Sole 24 Ore" of 30 June 2014.