



Beni Stabili S.p.A. SIIQ
Registered office in Rome, via Piemonte 38
Authorized share capital Euro 246,957,280.40
Subscribed and paid in share capital Euro 226,959,280.30
Tax Code and Rome Companies' Register number 00380210302
VAT no. 04962831006

CALL OF THE SHAREHOLDERS' MEETING

Shareholders of Beni Stabili S.p.A. SIIQ are called to the Ordinary and Extraordinary Shareholders' Meeting at the Auditorium hall of Beni Stabili S.p.A. SIIQ sited in Milan, Via Carlo Ottavio Cornaggia 8, ("**Beni Stabili**" or the "**Company**") on single call, on April the 12, 2018 at 11:00 a.m., to discuss and resolve upon the following

AGENDA

Ordinary Part

1. Financial statements as at 31 December 2017 and related Board of Directors' Management Report. Board of Statutory Auditors' Report on the financial year closed on 31 December 2017. Dividend distribution to shareholders. Resolutions pertaining thereto and resulting therefrom.
2. Appointment of a Director: resolutions pertaining thereto and resulting therefrom.
3. Appointment of the Board of Statutory Auditors for 2018, 2019 and 2020 by the list voting procedure envisaged in Art. 20 of the Articles of Association. Appointment of the Chairman. Determination of remuneration. Pertinent and consequent resolutions.
4. Proposal to authorise the purchase and sale of Company's shares pursuant to arts. 2357 and 2357-ter of the Italian Civil Code. Resolutions pertaining thereto and resulting therefrom.
5. Examination of the first section of the Remuneration Report. Resolutions pertaining thereto and resulting therefrom.

Extraordinary Part

1. Transfer of the registered office within the national territory. Resolutions pertaining thereto and resulting therefrom.
2. Granting to the Board of Directors the authority to increase the equity capital, pursuant to art. 2443 of the Italian Civil Code, in one or more tranches, on a gratuitous basis and/or against payment, for a maximum amount not exceeding 25% of the nominal share capital of the Company by issuing new shares to offer assignees as an option. Resolutions pertaining thereto and resulting therefrom.

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Participation in the Shareholders' Meeting

Entitlement to attend the Shareholders' Meeting and to exercise the voting right is certified in a notice sent to the Company, pursuant to relevant law and to Art. 9 of the Articles of Association, by authorised intermediaries in favour of the interested parties, which must be received by the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (namely, 9 April 2018), or, at the latest, before the start of discussion of items on the agenda indicated in the notice of call. Note that the certification from the authorised intermediaries is provided on the basis of records relating to the end of the seventh trading day prior to the date scheduled for the Shareholders' Meeting, *i.e.* by the end of the business day of 3 April 2018 (the "*record date*"). The credit and debt recordings carried out on the accounts after such a term are not significant as far as concerning the right to vote in the Shareholder' Meeting: therefore those who are holders of shares only after that date shall not have the right to attend or vote at the Shareholders' Meeting.

Every Shareholder may be represented by a third party, who does not need to be a Shareholder, by written proxy in accordance with the means and terms specified by law. To this purpose, a form to be used for granting the proxy and be represented at the Shareholders' Meeting can be obtained from the authorised intermediaries or from the Company's website www.benistabili.it section Governance / Shareholders' meeting. Those wishing to attend the Shareholders' Meeting as Shareholders' representatives must submit the relevant documentation at the time of their accreditation at the Shareholders' Meeting, or by sending the documentation via the certified email address 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 grant a proxy to exercise their voting right.

Note that attendance to the Shareholders' Meeting via electronic means is not envisaged, nor the option to exercise voting rights by correspondence or electronically.

Additions to the Agenda and presentation of new proposed resolutions

Shareholders who, individually or collectively, represent at least one fortieth of the share capital, may, within ten days of the publication of this notice of call (namely, within 12 March 2018), request to make additions to the list of the items to be discussed, indicating the additional items proposed in their application, or may submit resolution proposals on items already on the agenda. The requests, 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. Otherwise, each Shareholder with voting rights may individually submit resolution proposals during the Shareholders' Meeting, within the same term and with the same methods provided above. The additions to the agenda, or the request for further resolution proposals on items already on the agenda, are communicated by the Company to the public

through the same ways prescribed for the publication of the notice of call, at least fifteen days prior to the date scheduled for the Shareholders' Meeting. The additional resolution proposals on items already on the agenda are made available to the public in the same ways of the documentation related to the Shareholders' Meeting and when the communication to the public of the submission of such proposals is made. Addition to the list of items to be discussed by the Shareholders' Meeting is not permitted for topics on which, in accordance with the law, the Shareholders' Meeting resolves upon proposal of the administrative body or on the basis of a project or report prepared by it, except for those provided for by art. 125-ter, paragraph 1 of Law Decree no. 58 of 24 February 1998 and subsequent amendments (the "**Consolidated Financial Act**" or "**CFA**"). Shareholders requesting addition to the agenda shall prepare a report indicating the reason for the proposed resolutions on the new items which they propose to be discussed or the reason relating to additional proposed resolutions presented on items already on the agenda. The report must be delivered to the Board of Directors through the methods indicated above and by the final deadline for the submission of the relevant request (namely within 12 April 2018). The Board of Directors will then disclose to the public the report accompanied by any assessments eventually made by the Board of Directors itself, when the disclosure of the additional items on the agenda or the request for further resolution proposals on items already on the agenda is made public, in the same ways envisaged for the documentation relating to the Shareholders' Meeting.

Right to ask questions

Every Shareholder has the right to ask questions on matters indicated in the agenda even before the Shareholders' Meeting, by submitting a written notice, which must be received no later than three days before the Shareholders' Meeting, namely 9 April 2018, to the registered office of the Company, addressed for the attention of the Corporate Office, or via the certified email address benistabilispasiiq@legalmail.it; the questions will be answered during the Shareholders' Meeting and the Company reserves the right to provide a single reply to questions with the same content.

Information for Shareholders

Note that the share capital is divided into 2,269,592,803 ordinary shares with a nominal value of 0.10 euros each, and each ordinary share gives the right to one vote at the Shareholders' Meeting. At the time of issue of this notice of call, the Company directly holds 961,000 treasury shares, equal to 0.04% of the share capital, on which the right to vote and right to receive profits are suspended in accordance with the law.

Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors will be appointed on the basis of list of candidates presented by the Shareholders, pursuant to art. 148 of CFA and art. 20 of the Articles of Association, with particular reference to the so called *Full Quotas* and *Reduced Quotas*. In addition, please note

that:

- lists may be filed at the Company's registered office to the attention of the Corporate Office or sent to the certified email address benistabilispasiiq@legalmail.it, at least 25 calendar days before the call of the Shareholders' Meeting on single call (namely within 18 March 2018), pursuant to and as per the terms and conditions required by the Articles of Association (available on the Company's website www.benistabili.it in section *Governance*), and to the applicable law;
- lists may be submitted by Shareholders accounting, either individually or jointly with others, for at least 1% of the Company share capital, as provided by Consob's Resolution n. 20173 of 24 January 2018;
- lists must include at least one candidate for Standing Auditor and one candidate for Alternate Auditor. Candidates must be listed in sequential order. Moreover the composition of each list must respect the balance of each gender pursuant to applicable law. No shareholder may, either individually or jointly, submit more than one list, including by proxy or through a trust, and each candidate may be present on one list only, on pain of ineligibility.

Lists must be filed accompanied by the required documentation indicated in art. 20 of the Articles of Associations.

For any further information related to the filing, publication and election of the new board of Statutory Auditors and to the compositional requirement of the board of Statutory Auditor, please refer to art. 20 of the Articles of Association and the pertaining illustrative report of the Board of Directors.

Available Documentation

Documentation relating to items on the agenda will be disclosed to the public by the deadlines envisaged under related applicable regulations, at the Company's registered office at Via Piemonte 38, Rome, at the authorized central dissemination and storage mechanism "1Info" (www.1info.it) and also at the Company's website www.benistabili.it in section *Governance / Documentation*, where are also available the current Articles of Association and any other documents required by law.

Rome, 2 March 2018

Beni Stabili S.p.A. SIIQ

for the Board of Directors

The Chairman

(Ariberto Fassati)

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An extract of this notice has been published today on "*ISole24Ore*".