



COIMARES

COIMA RES S.P.A. SIIQ

LEGAL REGISTERED OFFICE IN MILAN, PIAZZA GAE AULENTI, 12

SHARE CAPITAL EURO 14.450.800,00 ENTIRELY SUBSCRIBED AND PAID

NUMBER OF REGISTRATION IN THE REGISTER OF FIRMS OF MILAN AND FISCAL CODE NO.
09126500967

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The persons entitled to participate and exercise the right to vote are convened in the Ordinary and Extraordinary Shareholders' Meeting for April 17th, 2019, in single call, at 9:00 am, in Milan, Piazza Gae Aulenti, 12, to discuss and resolve on the following

AGENDA:

Ordinary Part

- 1. Approval of the financial statements for the year ended December 31, 2018 and presentation of the consolidated financial statements as of December 31, 2018. Related and consequent resolutions.**
- 2. Destination of the result for the year and proposed dividend distribution. Related and consequent resolutions.**
- 3. Report on Remuneration, pursuant to art. 123-ter, paragraph 3, of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended. Related and consequent resolutions.**
- 4. Appointment of the Board of Directors.**
 - 4.1 Determination of the number of members of the Board of Directors.**
 - 4.2 Determination of the term of office of the Board of Directors.**
 - 4.3 Appointment of the members of the Board of Directors.**
 - 4.4 Appointment of the Chairman of the Board of Directors.**
 - 4.5 Determination of the remuneration of the members of the Board of Directors.**
- 5. Authorization to purchase and dispose of treasury shares pursuant to art. 2357 of the Civil Code. Related and consequent resolutions.**

Extraordinary Part

- 6. Attribution, pursuant to Article 2443 of the Civil Code, to the Board of Directors of the authorization to increase the share capital by payment and in a divisible manner in one or more tranches, within five years from the date of the present resolution, by issue of maximum no. 18.003.500 (eighteen million three thousand five hundred) ordinary shares without indication of nominal value - and for a total nominal amount of maximum Euro 7,225,400.00 (seven million two hundred twenty-five thousand four hundred), plus any premium - and having rights, to be offered as an option to those entitled pursuant to art. 2441, paragraph 1 of the Civil Code; consequent modification of article 5 of the Bylaws. Related and consequent resolutions.**

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Information on the share capital as well as the information on terms and conditions for:



- the legitimation, the intervention, the vote in the Shareholders' Meeting (it is specified that the record date is 8 April 2019) and the proxy vote, the procedures for finding the forms that can be used for voting by proxy and the procedures for notification, including electronic, of voting proxies;
- the exercise of the right to integrate the agenda, the right to present new proposals for resolutions and the right to ask questions on the items on the agenda;
- the availability of the full text of the proposed resolutions, together with the reports on the items on the agenda and the documentation relating to the Shareholders' Meeting (with regard to the appointment of the Board of Directors, pursuant to Consob Determination No. 13 of the 24/01/2019, the shareholders who, alone or together with other shareholders, represent at least 4.5% of the share capital are entitled to present a list. The lists of candidates must be filed by the shareholder or shareholders, at least 25 calendar days prior to the one set for the shareholders' meeting, however, in consideration of the fact that the deadline falls on Saturday and that the Company's Offices are closed, this term for the benefit of shareholders is postponed to Monday 25 March 2019);

they are reported in the full convocation notice, the text of which - together with the Articles of Association and the documentation relating to the Shareholders' Meeting - is available on the Company's website at www.coimares.com in the section "Governance / Shareholders' Meetings", and at the "EmarketStorage" storage mechanism, available at www.emarketstorage.com.

Milan, March 7th, 2019

For the Board of Directors
The Chairman
(Caio Massimo Capuano)