

CAIRO COMMUNICATION S.p.A.  
Registered Office – Corso Magenta n. 55, Milan  
Share Capital Euro 6.989.663,10  
Company Register and Tax Code No. 07449170153

**Notice of call of Shareholders' Meeting**

(also available on [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section)

Those entitled to participate and exercise their voting right are called for the Ordinary Shareholders' Meeting to be held at Sala Buzzati, via Balzan n. 3, Milan, at 10.00 AM on 27 April 2018, in a single call to discuss and resolve on the following

Agenda

1. Financial statements at 31 December 2017 - Reports by the Board of Directors, Board of Statutory Auditors and Audit Firm, Consolidated Financial Statements at 31 December 2017, allocation of net profit for the year and partial allocation of reserves. Resolutions pertaining thereto and resulting therefrom;
2. Compensation Report pursuant to art. 123-ter of Legislative Decree 57/1998; resolutions pertaining thereto and resulting therefrom;
3. Assignment of the statutory audit for the 2020-2028 period; approval of relating fees;
4. Authorization to purchase and sell treasury shares pursuant to art. 2357 et seq. of the Civil Code, prior to revocation of the decision of 8 May 2017.

**Information regarding attendance and participation in the Shareholders' Meeting:**

- the share capital of Cairo Communication S.p.A. (hereinafter, the “Company”) is equal to Euro 6.989.663,10, represented by 134.416.598 ordinary shares, with no indication of the nominal value. Each ordinary share entitles shareholders to a single vote, except as provided by Articles 6 and 13 of the corporate bylaws for shares with increased voting rights. To this respect, at the date of the publication of this notice:
  - the conditions for the exercise of the increased voting rights did not occurred for any of the members of the Special List provided for in that Article 13 and
  - the Company held n. 779 treasury shares. Voting rights for such shares are suspended pursuant to applicable law (the number may vary during the period between the date of publication of this notice and the date of the Meeting).
- those entitled to participate in the Meeting may exercise the following rights:
  - a. submit questions regarding items on the agenda, also before the Meeting, submitting them to the Company by 24 April 2018 according to the procedures specified on website [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section, and, in particular, by written notice addressed to the Corporate Affairs Office, alternatively: filed at the operational offices of the Company in via Rizzoli n. 8, Milan, sent to the mentioned operational offices by registered mail with return receipt, sent via fax to 02 70103022, or by e-mail to the certified e-mail address [assemblea@cairocommunication.legalmail.it](mailto:assemblea@cairocommunication.legalmail.it). The parties involved shall provide information allowing their identification. The Company shall answer the questions during the Meeting, and may provide one overall answer to questions having the same content; further details on the procedure relating to the exercise of such right are available on website [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section;
  - b. pursuant to art. 126-bis of Legislative Decree 58/1998 (hereinafter referred to as TUF), shareholders representing, either individually or jointly with other shareholders, 1/40 of the Company's share capital, as further explained on website [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section, may request for other matters to be discussed at the Meeting, indicating in their request the additional matters they propose to discuss, or submit resolution proposals on items already on the agenda, preparing a report containing the reasons for the resolution proposals on the new items they wish to discuss, or the reasons for the further resolution proposals submitted on items already on the agenda; the request and the report shall be submitted in writing, even separately, within 10 days from publication of this notice (i.e. within 7 April 2018), concurrent to certifying entitlement, with the procedures indicated on website [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section, to which reference is

made for the further details on the procedure for the exercise of such right; each party entitled to vote may, however, individually submit resolution proposals during the Meeting; please note that, pursuant art. 126-bis of the TUF, the request for other matters to be discussed at the Meeting is not allowed if related to matters on which the Meeting has to deliberate on proposals to be made by the Board of Directors or based on project or relation to be prepared by the Board of Directors, other than those provided by art. 125-ter, par. 1, of the TUF;

- each party entitled to participate in the Meeting may be represented by written proxy (pursuant to the current provisions of law, regulations and bylaws), or conferred by electronic document signed in electronic form (pursuant to art. 21, paragraph 2, of Legislative Decree 82/05), signing the proxy form provided, upon request of the entitled party, by authorized intermediaries, or the proxy form available as from the date of publication of this notice of call at the operational offices of the Company in via Rizzoli n. 8, Milan, or on website [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section; the proxy and the attached documents may be sent to the Company before commencement of the proceedings of the meeting, alternatively: by delivering them to the operational offices of the Company in via Rizzoli n. 8, Milan, by sending them at the mentioned registered offices through registered mail with return receipt, or by e-mail to the certified e-mail address [assemblea@cairocommunication.legalmail.it](mailto:assemblea@cairocommunication.legalmail.it), or by specific procedure on website [www.cairocommunication.it](http://www.cairocommunication.it), in “assemblea2018” section. Should the representative, which will attend the meeting, deliver or send a copy of the proxy, also in electronic format, to the Company, he/she shall attest, under his/her own responsibility, conformity of the proxy to the original document, as well as the identity of the delegating person when receiving accreditation to attend the meeting; further details are available on [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section;
- the proxy may also be granted, free of charge for the delegating person, to Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., appointed by the Company pursuant to art. 135-undecies of the TUF. The proxy has to be granted by signing the proxy form, also by way of electronic qualified signature or digital signature according to the applicable Italian law, available on the Company website [www.cairocommunication.it](http://www.cairocommunication.it) in “assemblea2018” section or at the operational offices of the Company in via Rizzoli n. 8, Milan. The proxy has to be delivered to SPAFID by the end of the second day in which the stock market is open preceding the date of the Shareholders’ Meeting (therefore by 25 April 2018), concurrent to copy of a valid and effective ID card of the delegating person or, if the delegating person is a legal entity, of its legal representative, or of the other person which has the relevant powers to delegate, together with the documents confirming such powers, to SPAFID S.p.A. as follows: (i) for the proxies with physical signature at the offices in Foro Buonaparte 10, 20121, by hand or sending it through courier or registered mail or (ii) for the proxies which are signed by way of electronic qualified signature or digital signature according to the applicable Italian law, by PEC to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it).

The proxy and voting instructions are revocable by the end of the second day in which the stock market is open preceding the date of the Shareholders’ Meeting (therefore by 25 April 2018) with the above detailed formalities. The proxy shall have no effect with regard to the items on the agenda for which no voting instructions have been grant

Please note that the shares for which the proxy has been granted, even with partial instructions, are counted for the purpose of regular constitution of the shareholders’ meeting; in relation to proposals for which no voting instructions have been given, the shares are not counted in calculating the majority and the percentage of capital required for the approval of resolutions.

The notice sent by the authorized intermediary is necessary also in order of granting a proxy; in case no notice will be sent to SPAFID, the proxy shall have no effect.

Moreover, it must be noted that:

- voting by correspondence or electronic means is not envisaged by the corporate Bylaws;
- pursuant to art. 83-*sexies* of the TUF, the entitlement to participate in the meeting and to exercise the voting right shall be attested by a notice sent by the authorized intermediary to the Company, based on its accounting records, in the name of the party entitled to the voting right, based on the corresponding evidence available at the expiration of the record date of the seventh stock market trading day before

the date set for the Shareholders' meeting, that is 18 April 2018 (record date); the registration (charged or credited) on the accounting records after that term will be not relevant to legitimate the participation to the meeting and to the exercise of the voting right; parties who become owners of the shares after such date shall have no right to attend and vote in the meeting; a party is legitimated to participate to the meeting and to the exercise of the voting right also if the notice sent by the authorized intermediary is delivered to the Company after such date, but in any case within the starting of the meeting;

- further documents related to the Shareholders' Meeting pursuant art. 125-*quarter* of the TUF shall be available on the website [www.cairocommunication.it](http://www.cairocommunication.it) within the prescribed terms;
- without prejudice to any further obligations provided for by law and regulations, the following documents or information shall be made available to the public at Borsa Italiana S.p.A., on website [www.cairocommunication.it](http://www.cairocommunication.it) in "assemblea2018" section, on the eMarket STORAGE storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and at the registered office of the Company, shareholders may be entitled to receive a copy of:
  - as from the date of publication of this notice, the report on each of the items on the agenda, pursuant to art. 125-*ter* of the TUF;
  - within the prescribed terms, the documents regarding the 2017 annual financial report, the non financial reporting, the report on corporate governance and ownership structure, and the Remuneration Report, pursuant to art. 123-*ter* of the TUF; the explanatory reports on the proposal related to the to purchase and sell of treasury shares.

This notice of call of shareholders' meeting is published today in accordance with Article 125-*bis* of the TUF on the internet site of the Company [www.cairocommunication.it](http://www.cairocommunication.it)., and - as to an abstract - on the newspaper *Corriere della Sera*.

CAIRO COMMUNICATION SpA  
For the Board of Directors  
Chairman Urbano R. Cairo