



DeA Capital S.p.A.

Registered Office at Via Brera 21, 20121 Milan

Share capital of EUR 306,612,100, fully paid up

Tax Code, VAT reg. no. and Milan Register of Companies no. 07918170015, Milan REA (Administrative Economic Register) 1833926

Company subject to the management and co-ordination of De Agostini S.p.A.

## **NOTICE OF SHAREHOLDERS' MEETING**

All eligible persons are invited to attend the Ordinary Shareholders' Meeting to be held at Spazio Chiossetto, Via Chiossetto 20, Milan:

- at 10 a.m. on Thursday 19 April 2018, on first call;
- at 10 a.m. on Friday 20 April 2018, on second call,

to discuss and resolve on the following

### **AGENDA**

1. Approval of the Annual Financial Statements for the year ended 31 December 2017. Partial distribution of the share premium reserve. Related and consequent resolutions. Presentation of the Consolidated Financial Statements of the Group headed by DeA Capital S.p.A. for the year ended 31 December 2017;
2. Authorisation to buy and sell treasury shares. Related and consequent resolutions;
3. Approval of a performance share plan reserved for certain employees and/or directors with specific duties in DeA Capital S.p.A., its subsidiaries and parent company. Related and consequent resolutions;
4. Presentation of the DeA Capital S.p.A. Remuneration Report and advisory vote by the shareholders' meeting on the Remuneration Policy of DeA Capital S.p.A. (Section I of the Remuneration Report), in accordance with art. 123-ter of Legislative Decree 58 of 24 February 1998, as subsequently amended and supplemented.

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### **Presentation of proposals for resolution/addition to the agenda**

Shareholders who, individually or jointly, represent at least 2.5% of the share capital may submit a request, within ten days of this notice being published (i.e. by 30 March 2018), for items to be incorporated into the meeting agenda, indicating on the request the topics suggested, and may also submit proposals for resolutions concerning items already on the agenda.

The request, together with the share ownership certificate issued, pursuant to the regulations in force, by the authorised intermediaries holding the ledgers in which the shareholders' shares are registered, must be submitted in writing, by hand or by recorded delivery and by the above deadline to the Company's registered office, for the attention of the Investor Relations department, or sent by email to the address [deacapital@legalmail.it](mailto:deacapital@legalmail.it) together with information confirming the identity of the shareholders submitting the request (a contact telephone number should also be provided). Shareholders submitting such requests must also provide, by the same deadline and by the same means, a report setting out the reasons for the proposals for resolution/addition to the agenda of the new items or the reasons for the additional proposals for resolution relating to items already on the agenda. The Company is responsible for notifying shareholders of the addition to the meeting agenda of any new items or additional proposals relating to existing items, in the same form as for the publication of this notice of shareholders' meeting, at least fifteen days before the scheduled first-call meeting date. At the same time as publication of the notice confirming incorporation into the agenda of new items or proposals for deliberations on existing items, the proposals for incorporation/deliberation, together with the corresponding reports submitted by the shareholders concerned and any opinion of the Board of Directors, must be made public pursuant to art. 125-ter, para. 1, of Legislative Decree no. 58/1998.

With the exception of proposals relating to the subject areas listed in art. 125-ter, para. 1, of Legislative Decree no. 58/1998, no additions may be made to the agenda if they relate to matters which, by law, must be decided by the shareholders' meeting following a proposal by the Board of Directors or on the basis of a plan or report prepared by same.

#### **Right to ask questions about items on the agenda**

Those who are entitled to vote may raise questions about items on the agenda, including in advance of the meeting. Any questions, together with the share ownership certificate issued, pursuant to the regulations in force, by the authorised intermediaries holding the ledgers in which shareholders' shares are registered, must be sent to the Company's registered office for the attention of the Investor Relations department by recorded-delivery letter, by fax to the number +39 02 62499599, or by email to the address [ir@deacapital.com](mailto:ir@deacapital.com). Questions must be received by the Company before close of business on the third day before the scheduled meeting date (i.e. by **16 April 2018**). Provided that questions are received before the meeting and by the requisite deadline, a response will be provided, at the latest, during the meeting itself; a response is deemed to have been provided at a meeting if it is made available, on paper, at the start of the meeting, to each of those entitled to vote. The Company may provide a single response to questions with the same content. The Company also reserves the right to provide the information requested by any questions received prior to the shareholders' meeting by displaying it on a dedicated "Questions and answers" page which can be accessed through the Company's website [www.deacapital.com](http://www.deacapital.com) (Corporate Governance/Shareholders' Meetings). Where this is the case, no response need be given at the meeting.

#### **Entitlement to take part in shareholders' meetings**

Shareholders are eligible to take part in shareholders' meetings if they are registered as holding voting rights on the record date – i.e. by the close of business on the seventh trading day before the date scheduled for the first-call meeting (**10 April 2018**) – and if the requisite statement has been received from the authorised intermediary by the Company. Those who only become shareholders after that date will not be entitled to take part or vote in the shareholders' meeting.

The statement by the authorised intermediary referred to above must be received by the Company before close of business on the third trading day prior to the date scheduled for the first-call meeting. If the statement is received by the Company after this date, shareholders will, however, still be entitled to take part in the meeting and vote, provided the statement is received before the start of the first-call meeting. As a reminder, the statement is communicated to the Company by the authorised intermediary at the request of the individual holding the voting right.

#### **Representation in meetings**

All those entitled to take part in a meeting may appoint a representative by issuing a written proxy in accordance with the statutory and regulatory provisions in force. In this regard, it should be noted that a proxy may be granted with a digital document in electronic form, as defined in art. 135-*novies*, para. 6, of Legislative Decree 58/1998, and that the proxy-letter template provided at [www.deacapital.com](http://www.deacapital.com) may be used for this purpose. The proxy may be sent to the Company by recorded delivery to the Company's registered office or by email to the Company's certified email address [deacapital@pecserviziotitoli.it](mailto:deacapital@pecserviziotitoli.it).

The proxy holder may deliver or send a copy of the proxy, also in electronic format, to the Company instead of the original, certifying on his/her own responsibility that it is a true copy, and confirming the proxy-giver's identity. Any advance notification does not release the proxy holder from the obligation to certify that the proxy is a true copy and to attest to the identity of the proxy-giver when he/she confirms his/her eligibility to take part in the shareholders' meeting.

#### **Designated proxy holder**

Proxies, with voting instructions for the items on the agenda, may be granted to Computershare S.p.A., which has its registered office at Via Lorenzo Mascheroni 19, Milan 20145, duly designated by the Company for this purpose, in accordance with art. 135-*undecies* of Legislative Decree 58/1998; a printable version of the relevant form must be signed and may be downloaded from the website [www.deacapital.it](http://www.deacapital.it) (under the section Corporate Governance/Shareholders' Meetings) or obtained from the Company's registered office or from the registered office of Computershare S.p.A. The original of the proxy form, with voting instructions, must be received by Computershare S.p.A., Via Lorenzo Mascheroni 19, Milan 20145, by close of business on the penultimate trading day before the date of the first-call meeting or the date of the second-call meeting (i.e. by **17 April 2018** for the first-call meeting or by **18 April 2018** for the second-call meeting). A copy of the proxy form may be sent in advance to the designated proxy holder by the above-mentioned deadlines by fax to +39 02 46776850 or attached to an email sent to the address [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). The

proxy is valid solely in respect of those items for which voting instructions are given. Proxies and voting instructions may be revoked by the deadlines specified above. Note that the statement to be communicated to the Company by the authorised intermediary, confirming the shareholder's eligibility to take part and exercise voting rights in the shareholders' meeting, is also required if a proxy is granted to the designated proxy holder. By law, shares for which a proxy is granted, whether in full or in part, are taken into account in determining whether the shareholders' meeting is duly constituted, although proxies without voting instructions do not count for the purposes of calculating the majority and quorum required to pass resolutions. Information regarding proxies granted to Computershare S.p.A. (which can be contacted for any queries by telephone on +39 02 46776811 is also available on the relevant proxy-letter template mentioned above.

### **Share capital and voting shares**

The share capital is EUR 306,612,100 divided into 306,612,100 ordinary shares, each with a par value of EUR 1.00.

Each ordinary share carries voting rights at the shareholders' meeting (except ordinary treasury shares, at 13 March 2018 equal to 52,640,623 shares, on which voting rights are suspended in accordance with the law). However, it should be noted that the Shareholders' Meeting of 17 April 2015 amended article 9 of the Articles of Association, introducing a loyalty shares mechanism pursuant to art. 127-*quinquies* of the TUF. Specifically, pursuant to the aforementioned article 9, two voting rights will be allocated for every ordinary DeA Capital share held by the same shareholder of the Company, pursuant to a legal title establishing entitlement, for a continuous period of at least 24 months, starting from the registration of the shareholder on a special list, which will be set up and maintained by the Company at its registered office. For the list of relevant shareholders that have requested registration on the loyalty shares list of DeA Capital S.p.A. and that have obtained increased voting rights, see the Corporate Governance/Loyalty Shares section of the website [www.deacapital.com](http://www.deacapital.com).

### **Documentation and information**

Please note that documentation relating to the items on the agenda that is required by law or under regulatory provisions will be made available to the public at the Company's registered office and published on the Company's website at [www.deacapital.com](http://www.deacapital.com) (under Corporate Governance/Shareholders' Meetings) and on the approved storage site [www.1info.it](http://www.1info.it), as well as by the means and under the terms and conditions laid down in the regulations in force; shareholders and other parties entitled to take part in shareholders' meetings may obtain copies of this documentation. The following, in particular, will be made available to the public:

- from today, at the same time as the publication of this notice, the Directors' Report on items 1 and 3 and the information document required pursuant to art. 84-bis of the Consob Issuer Regulation 11971;
- from 28 March 2018, the financial report and other documents referred to in art. 154-*ter* of Legislative Decree 58/1998 and the Remuneration Report, as well as the Directors' Report on item 2 of the agenda.

All eligible persons have the right to read and, on request, obtain a copy thereof.

This notice is published, pursuant to art. 125-*bis* of Legislative Decree 58/1998, on the Company's website ([www.deacapital.com](http://www.deacapital.com)), according to the other procedures provided for under existing legislation, and as an excerpt in the newspaper Milano Finanza.

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Milan, 20 March 2018

For the Board of Directors

The Chairman of the Board of Directors