

DeA Capital S.p.A.

Via Borgonuovo, 24 – 20121 MILAN

Share Capital € 306,612,100 (fully paid)

Tax Code and Milan Company Register number 07918170015

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

With registered office in Novara, via da Verrazano 15

**NOTICE OF ORDINARY AND EXTRAORDINARY SESSIONS OF THE
SHAREHOLDERS' MEETING**

Shareholders are invited to attend the Ordinary and Extraordinary sessions of the Shareholders' Meeting at Spazio Chiossetto in Via Chiossetto 20, Milan, Italy, on October 14, 2008 at 11am on the first call and on October 15, 2008 at 11am for the second call, to deliberate the following:

Agenda

Ordinary session

1. Approval of an investment plan through the offer of "Warrant DeA Capital 2008-2012" for payment to employees of the Company, its subsidiaries and its parent company, De Agostini S.p.A. and related deliberations.

Extraordinary session

1. Issue of a maximum of 1,500,000 "Warrant DeA Capital 2008-2012", to be offered for subscription to employees of the Company, its subsidiaries and its parent company, De Agostini S.p.A, which confer on the holder the right to subscribe to ordinary DeA Capital shares, newly issued, with a nominal value of € 1 each, on the basis of 1 share per each Warrant, at an exercise price of € 1.92. These can be exercised under terms and conditions of the relative regulations; related deliberations.
2. Capital increase in accordance with Art. 2441, section 8, of the Italian Civil Code and 134, section 2, of Legislative Decree no. 58 of 24/2/1998, to a maximum of € 1,500,00, divisible in accordance with Art. 2439, section 2, of the Italian Civil Code, to be carried out with the issue of a maximum of 1,500,000

ordinary shares, in one or more tranches, with a nominal value of € 1, with ordinary entitlements, destined exclusively and irrevocably to the exercise of a maximum of 1,500,000 “Warrant DeA Capital 2008-2012”; and related deliberations.

In accordance with current legislation, only Shareholders who have sent the Company the notice required by current legislation, no later than two working days before the date fixed for the calling of the meeting, via authorized intermediaries that manage the relative accounts, are entitled to participate in the Shareholders' Meetings

Documentation relating to the agenda, published in accordance with current regulations, will be available to the public at the Company headquarters and those of Borsa Italiana S.p.A. in accordance with current legislation (by September 29, 2008). This documentation will also be published on the Company website, www.deacapital.it.

Shareholders have the right to view and receive a copy of this documentation.

DeA Capital S.p.A.
Executive Chairman
Renzo Pellicoli