



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 31st, 2018 and presentation of the consolidated financial statements as of December 31st, 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

- 1. 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 ON THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up share capital is equal to € 14,450,800.00 represented by no. 36,007,000 ordinary shares without nominal value indication.

Information on the amount of the share capital is available on the Company's website www.coimares.com (Section <http://www.coimares.com/it/investitori/azionisti.php>).

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS OF RESOLUTION

Pursuant to art. 126-bis of Legislative Decree no. 58/98, as subsequently amended ("TUF"), the Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of the notice convening the present Shareholders' Meeting, the integration of the list of the matters to be dealt with, indicating in the application the additional topics proposed by them or presenting proposals for resolutions on matters already included on the agenda of this call notice. The shareholders are entitled to request the integration of the agenda or to present new proposals for resolutions, in favour of which the Company has received a specific communication made by an authorized intermediary in accordance with current legislation.

Within the aforementioned ten-day term, the proposing Shareholders must present a report stating the reasons for the proposed resolutions on the new subjects they are proposing to discuss or the reasons for the further proposed resolutions presented on matters already in place. 'agenda.

The integration of the agenda is not allowed for the matters on which the Shareholders' Meeting resolves, according to the law, on the proposal of the directors or on the basis of a project or report prepared by them, different from those indicated in article 125 -ter, paragraph 1, Legislative Decree no. 58/98.

The requests for integration and the other proposed resolutions must be submitted in writing and must be sent to the Company by registered letter at the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, to the attention of the Legal Department, or electronically, by sending it to the following certified e-mail address coimares@legalmail.it.

The Company reserves the right not to accept applications for integration or other proposed resolutions sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please indicate in the accompanying message the integration request a telephone number or e-mail address of the sender.

Any additions to the agenda or the presentation of further resolution proposals will be announced by the Company, with the same procedures for publishing this notice, at least fifteen days before the date set for the Shareholders' Meeting.

LEGITIMACY OF INTERVENTION AND REPRESENTATION IN THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies of Legislative Decree no. 58/98 and of the art. 13 of the Articles of Association, the entitlement to participate in the Shareholders' Meeting is subject to receipt by the Company of the communication issued by an authorized intermediary pursuant to current legislation, certifying the ownership of the Shares based on the evidences of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting in single call (i.e. April 8th, 2019). The credit and debit entries made on the accounts after that date are not relevant for the purposes of legitimizing the exercise of voting rights in the Shareholders' Meeting; therefore, those who will be holders of shares after that date will not have the right to participate and vote in the Shareholders' Meeting.

The communications of intermediaries to the Company are carried out in compliance with current legislation.



The persons entitled to participate in the Shareholders' Meeting are invited to present themselves in advance of the time the meeting is called in order to facilitate registration operations, which will start from 8:30 am.

Those who have the right to vote may be represented in the Shareholders' Meeting by proxy granted pursuant to the current legislation in writing or with a document signed in electronic form pursuant to art. 21, paragraph 2, of Legislative Decree March 7th, 2005, n. 82. To this end, the proxy form available at the registered office and on the Company's website www.coimares.com may be used, in the section "Governance / Shareholders' Meetings".

The proxy may be sent by registered mail to the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, to the attention of the Legal Department, or electronically, by sending it to the following certified email address coimares@legalmail.it.

Should the representative deliver or transmit to the Company, also by electronic means, a copy of the proxy, he must certify, under his own responsibility, the conformity of the proxy to the original and the identity of the delegator.

As required by the Articles of Association, the Company does not make use of the right to designate the representative to whom the entitled persons can grant a proxy with voting instructions.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to art. 127-ter of the TUF, may ask questions on the matters on the agenda, even before the Shareholders' Meeting, who have the right to vote in the Shareholders' Meeting, in favour of which the Company has received a specific communication made by an authorized intermediary pursuant to current legislation. Applications must be sent to the Company in writing, by sending a registered letter, to the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, to the attention of the Legal Department, or electronically, by sending it to the following certified e-mail address coimares@legalmail.it, together with the certification certifying the ownership of the participation. Applications must be received by the Company by April 14th, 2019.

The Company reserves the right to provide a single answer to questions with the same content. Questions received before the Shareholders' meeting will be answered at the latest during the meeting.

It is specified that, pursuant to the aforementioned art. 127-ter of the Consolidated Finance Act, there is no answer, even in the Shareholders' Meeting, to the questions posed before the same, when the requested information is already available in "question and answer" format in a specific section of the Company's website or when the reply has been published on the same website.

It should also be noted that the responses in paper format made available to each of the persons entitled to vote at the beginning of the Shareholders' Meeting will be considered provided in the Meeting.

APPOINTMENT OF THE BOARD OF DIRECTORS

Pursuant to art. 18 of the Bylaws, the company is managed by a Board of Directors composed of a minimum of three to a maximum number of eleven members, including the Chairman and one or more Vice Chairmen. The determination of the number of Directors and their appointment will be made by the Shareholders' meeting.

The Directors are appointed by the Shareholders' Meeting on the basis of the lists of candidates presented by the shareholders who, alone or together with other shareholders, are holders of shares representing at least 4.5% of the share capital, as established with Consob Resolution no. 13 of January 24th, 2019.



Each shareholder may present or participate in the presentation of only one list and each candidate may appear on only one list, under penalty of ineligibility.

Pursuant to the aforementioned art. 18 of the Articles of Association, the candidates included in the lists must be indicated in a number not exceeding those to be appointed, must be listed in a progressive number and must possess the requisites of honourableness required by law. In particular, at least two candidates, indicated in a position not later than the second and seventh positions of each list, must also possess the independence requisites required by law. Lists with a number of candidates equal to or higher than three must be composed of candidates belonging to both genders, so that at least one fifth of the total belongs to the least represented gender, with rounding, in the case of a fractional number, to all higher unit, pursuant to the combined provisions of Articles 18 and 37 of the Company's Bylaws.

The lists of candidates must be filed by the shareholder or shareholders, at least 25 calendar days prior to the one set for the meeting. However, in view of the fact that the deadline falls on a Saturday and that the Company's Offices are closed, this term for the benefit of shareholders is postponed to the next business day, i.e. Monday, March 25th, 2019.

Lists may be filed in one of the following ways: (i) by post or by hand delivery at the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, by contacting Fulvio Di Gilio (tel. + 39 026556 0972), during normal office hours, or (ii) by certified e-mail to the address coimares@legalmail.it. The ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, is determined having regard to the shares that are registered in favour of the shareholder on the day on which the lists are filed with the company. The relative certification can also be produced after the filing of the list, provided that within the deadline set for the publication of the lists by the company (March 27th, 2019), by communication issued by an authorized intermediary in accordance with current legislation.

Together with each list, within the terms mentioned above, they must file: (i) exhaustive information on the personal and professional characteristics of the candidates; (ii) the declarations with which the individual candidates accept the candidacy and certify, under their own responsibility, the absence of causes of ineligibility and incompatibility and the possession of the requisites of honourability, as well as any possession of the requisites of independence envisaged from the combined provisions of the articles 147-ter, paragraph 4, and 148, paragraph 3, of Legislative Decree no. 58/98; (iii) an indication of the identity of the shareholders who presented the lists and the percentage of the total shareholding held as evidenced by suitable documentation issued by an intermediary authorized pursuant to the law. Furthermore, Shareholders are invited to also take into account the independence requirements and the number of independent directors recommended by art. 3 of the Corporate Governance Code.

It should also be recalled that those who present a "minority list" are recipients of the recommendations formulated by Consob with Communication no. DEM / 9017893 of 26 February 2009.

For further information on the appointment of the Board of Directors, please refer to the explanatory report on the related item on the agenda, prepared by the Board of Directors pursuant to art. 125-ter of Legislative Decree no. 58/98 and made available to the public within the terms and with the methods established by law.

DOCUMENTATION

The documentation relating to the items on the agenda of the Shareholders' Meeting will be made available to the public according to the terms and procedures established by current legislation, with the right of the Shareholders and those entitled to obtain a copy.

This documentation will be available at the Company's registered office, Piazza Gae Aulenti, 12, 20154 Milan (on weekdays from Monday to Friday from 9 am to 1 pm and from 2 pm to 6 pm), as



well as on the Company's website at www.coimares.com, in the "Governance / Shareholders' Meetings" section and at the "eMarketSTORAGE" storage mechanism, available at www.emarketstorage.com.

It should be noted that all information and documentation pertaining to this Shareholders' Meeting, also pursuant to art. 125-quater of the TUF, together with the Articles of Association, are available on the Company's website at www.coimares.com, in the section "Governance / Shareholders' Meetings".

Milan, March 7th, 2019

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