

*Courtesy translation to Net Insurance S.p.A. Shareholders, even if the Italian language version represents the authentic call of notice*

## **NET INSURANCE S.P.A.**

Registered Office at Rome, Via Giuseppe Antonio Guattani 4 – Zipcode 00161 Rome

VAT number and Registered with the Companies' Register of Rome at number 06130881003

### **Notice of call of the Shareholders' Meeting**

Shareholders are hereby convened in an Ordinary Shareholders' Meeting to be held at the Registered Office of the Company in Rome, Via Giuseppe Antonio Guattani 4, on the 21<sup>st</sup> January 2019 (first call), at 9:30 a.m., and, if needed, on the 22<sup>nd</sup> January 2019 (second call), at the same place and same time, to pass resolutions on the following:

#### **AGENDA**

1. Appointment of the Board of Directors, after determining their number and term of office; determination of their remuneration; inherent and consequent resolutions;
2. Appointment of the Board of Statutory Auditors; determination of their remuneration.

### **Right to attend the Shareholders' Meeting.**

The right to attend the Shareholders' Meeting and to exercise voting rights is proved by a certificate of holding, which must be sent to the Company by an authorized intermediary in accordance with its records, in favor of the subject entitled to vote. The certificate of holding is issued by the intermediary pursuant to the art. 83-*sexies* of the Italian Legislative Decree n. 58 of 24 February 1998 ("The Consolidated Law on Finance"), according to the records referred to the seventh market trading day before the date of the first call (the record date - 11 January 2019). The credit and debt recordings carried out on the accounts after such a term are not significant as far as concerning the right to vote in the Shareholders' Meeting.

Those holding voting rights may appoint a proxy to represent them at the Shareholders' Meeting, according to the law.



Capitale Sociale € 17.084.128 i.v.

n. di REA RM 948019

Iscrizione al Registro delle Imprese di Roma

C.F. e P.I. n. 06130881003

La Società è Capogruppo del Gruppo Assicurativo Net Insurance

Impresa autorizzata all'esercizio delle assicurazioni e riassicurazioni nei rami danni

Iscrizione Albo Imprese IVASS n. 1.00136

Iscrizione Albo Gruppi Assicurativi IVASS n. 23



With reference to the first item on the Agenda (Appointment of the members of the Board of Directors), it is reminded that the matter is governed by the article 9 of the Bylaws of the Company.

The appointment of the Directors is subject to the requirements established by the regulations in force. At least 1 (one) member of the Board of Directors must be independent pursuant to the article 148, third paragraph, of the The Consolidated Law on Finance, if the number of Directors is less than or equal to seven Directors. At least 2 (two) members of the Board of Directors must be independent pursuant to the article 148, third paragraph, of the The Consolidated Law on Finance, if the number of Directors is between eight and fifteen Directors.

Therefore pursuant to the article 9 of the Bylaws, to which reference is made, the appointment of the members of the Board of Directors will be carried out on the basis of slates of candidates system election. .

In addition to the outgoing Board of Directors, the shareholders of ordinary or special shares who, at the moment of the submission of the slate individually or collectively with others represent at least 5% (five percent) of the share capital in the form of ordinary shares or the different stake determined according to the applicable laws and regulations, can submit a slate for the appointment of the Board of Directors. Ownership of the minimum number of shares required for filing slates is calculated taking into consideration the shares registered for each shareholder, or for more shareholders jointly, having such right on the day on which the slates are submitted to the Company; the related certification can also be produced after the filing of the slates, within the deadline set for the publication of the same slates.

The slates are filed at the registered office of the Company at least 8 (eight) days before the date set for the Shareholders' Meeting called to take the resolution on the appointment of the Board of Directors. Furthermore, the slates shall be made available to the public by the Company at least 5 (five) days before the date set for the aforementioned Shareholders' Meeting, in accordance with the procedures prescribed by the applicable regulations.

With reference to the second item on the Agenda (Appointment of the Board of Statutory Auditors; determination of their remuneration), it is reminded that the matter is governed by the article 16 of the Bylaws.

The Board of Statutory Auditors is composed by 3 (three) Effective Statutory Auditors and 2 (two) Alternate Statutory Auditors, appointed by the Shareholders' Meeting on the basis of slates filed by the shareholders.

The shareholders who, at the moment of the submission of the slate individually or collectively with others represent at least 5% (five percent) of the share capital in the form of ordinary shares or the different stake determined according to the applicable laws and regulations, can submit a slate for the appointment of the Board of Statutory Auditors. Ownership of



the minimum number of shares required for filing slates is calculated taking into consideration the shares registered for each shareholder, or for more shareholders jointly, having such right on the day on which the slates are submitted to the Company; the related certification can also be produced after the filing of the slates, within the deadline set for the publication of the same slates.

The slates are filed at the registered office of the Company at least 8 (eight) days before the date set for the Shareholders' Meeting called to take the resolution on the appointment of the Directors. Furthermore, the slates must be made available to the public by the Company at least 5 (five) days before the date set for the aforementioned Shareholders' Meeting, in accordance with the procedures prescribed by the applicable regulations.

The entire documentation required by the legislation in force will remain deposited either at the registered office of the Company in Rome, Via G. A. Guattani n. 4, or on the Company's website, with the option for the Shareholders to obtain a copy thereof.

The Chairman of the Board of Directors  
Mr. Renato Giulio Amato