

EI TOWERS S.p.A.

Registered office: Via Zanella 21, Lissone (MB)

Share capital: Euro 2,826,237.70 fully paid

Fiscal code and Monza Brianza Business Register no. 12916980159

VAT registration no. 01055010969

Company subject to the activity of direction and coordination of Mediaset S.p.A.

Internet site: www.eitowers.it

Notice of Ordinary Shareholders' Meeting

The persons entitled to participate and to exercise the voting right are invited to the ordinary and extraordinary meeting of the shareholders to be held in a single session at the registered office at Via Zanella no. 21, Lissone, Italy at 11:00 a.m. on April 24, 2014, for deliberation upon the following:

Meeting Agenda

1. Approval of the financial statements as of December 31, 2013; Report of the Board of Directors on Operations, Report of the Independent Auditors and Report of the Board of Statutory Auditors; presentation of the consolidated financial statements as of December 31, 2013.
2. Compensation Report in accordance with Article 123-ter of the Legislative Decree no. 58/1998.
3. Appointment of the Board of Statutory Auditors and of its Chairman.
4. Determination of the remuneration of the Board of Statutory Auditors.
5. Authorization to the Board of Directors for the purchase and sale of treasury shares.

The share capital subscribed and paid is equal to Euro 2,826,237.70, subdivided into 28,262,377 common shares, with face value of Euro 0.10 each, each of which gives the right to one vote at the shareholders' meeting, with the exception of 62,526 treasury shares held by the Company as of the date of this meeting notice, inclusive of 6,000 treasury shares lent to Mediobanca S.p.A. for its execution of specialist activity pursuant to Article 2.2.3, Paragraph 4 of the Regulations of the markets organized and managed by Borsa Italiana as well as the related instructions to the Regulations. Such number could change as of the date of the shareholders' meeting; a change, if any, shall be announced at the opening of the shareholders' meeting. The structure of the share capital is disclosed on the Company's website: www.eitowers.it (Governance section - Share capital structure).

Pursuant to the law and the corporate by-laws, the persons authorized to participate in the shareholders' meeting are those to whom the voting right accrues and for whom the Company has received the notice released by an authorized intermediary certifying this right on the basis of the evidence coming from the intermediary's accounting records upon the close of the accounts on the seventh open market day preceding the date set for the single session of the shareholders' meeting and therefore, April 11, 2014 (Record Date). The registration of debit and credit entries in the accounts subsequent to such date shall not count for the purpose of legitimating the exercise of the voting right during the shareholders' meeting. Accordingly, anyone who is the owner of the shares subsequent to such date shall not be entitled to participate in or vote at the shareholders' meeting. The notices of the intermediaries to the Company are effected in accordance with prevailing laws and regulations.

Anyone to whom the right of voting accrues may elect to be represented by another person, including a person who is not a shareholder, according to the terms and conditions provided by

prevailing laws. For this purpose, the shareholders can use the proxy form available through the intermediaries who are depositaries of the shares as well as at the Company's registered office and on the Internet site www.eitowers.it (Governance section - Shareholders' meetings). The appointment may be made with a document in an electronic format with a digital signature according to the law. The proxy may be sent to the Company through a registered return-receipt letter to the registered office, or through electronic notification at the following certified electronic mail address: das.eitowers@legalmail.it. In such cases, the proxy should be received by the Company prior to the start of the meeting. The representative may, in place of the original proxy, deliver or transmit a copy thereof, including on an information support, certifying under the representative's responsibility the conformity of the proxy copy to the original and the identity of the proxy holder. As provided by the corporate by-laws, the Company does not designate the person to whom the shareholder proxies are to be conferred, as referenced in Article 135-undecies of Legislative Decree no. 58 of February 24, 1998. Procedures for voting by correspondence or with electronic means are not contemplated. Participation in the shareholders' meeting is governed by the provisions on the subject contained in laws, regulations and the Bylaws, as well as by the provisions contained in the prevailing Shareholders' meeting rules available on the Company's website www.eitowers.it (Governance section - Shareholders' meetings).

In accordance with Article 126-*bis* of Legislative Decree no. 58/98, shareholders who represent, including jointly, at least one fortieth of the share capital may request, within ten days from the publication of this meeting notice, the supplementation of the list of matters to be discussed, indicating in the request the other issues that they propose. The request must be presented in writing at the Company's registered office, through a registered return-receipt letter, or through certified electronic mail at the certified electronic mail address (das.eitowers@legalmail.it), together with the communication certifying the ownership of the shares, issued by an intermediary authorised pursuant to applicable regulations, and, within the terms provided by the law, with a report to the board of directors on the subjects which such persons propose to discuss. The supplementation of the list of matters to be discussed is not admitted for matters to be resolved by the shareholders' meeting, as prescribed by law, that regard a proposal of the directors or a project or a report drawn up by the directors.

With the same means and terms as provided for supplementing the meeting agenda, and together with the documentation provided for the supplementation, the shareholders referenced in the preceding paragraph may present proposals for resolutions about matters on the meeting agenda. Notice and publication of the supplements to the meeting agenda or the presentation of other proposals for resolutions about matters on the meeting agenda, as well as the related reports, are to be done in accordance with the means and terms provided by prevailing laws and regulations.

Anyone entitled to vote may pose questions about the matters on the meeting agenda, including prior to the shareholders' meeting. The questions need to be submitted in writing via certified electronic mail (das.eitowers@legalmail.it) or via fax EI Towers S.p.A. – Direzione Affari Societari – Via Zanella n. 21, 20851 Lissone (MB) al n. +39 039.2432390, together with certification attesting to the ownership of the shares, by no later than April 22, 2014. The response to any questions received prior to the shareholders' meeting from legitimate persons which are pertinent to the meeting agenda shall be given at the latest during the shareholders' meeting. The Company may supply a single response to questions having the same content.

The documentation related to the shareholders' meeting provided by prevailing laws and regulations will be available to the public at the Company's registered office, on the Company's website www.eitowers.it (Governance section - Shareholders' meetings) and on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it) in accordance with the terms and conditions provided by prevailing laws and regulations.

In particular, the reports about points 3, 4 and 5 of the meeting agenda are made available to the public as of the date of this meeting notice.

The documentation in relation to points 1 and 2 on the meeting agenda, including the report on corporate governance and the shareholders, will be made available to the public by no later than March 31, 2014.

The shareholders are entitled to review all documentation filed at the Company's registered office and to obtain a copy of the same.

Company's Bylaws is available on the Company's website www.eitowers.it (Governance section – Governance system).

With reference to point 3 of the meeting agenda, pursuant to article 18 of Bylaws the control of the Company is vested with a board of statutory auditors consisting of 3 (three) acting members and 3 (three) substitute members. All the statutory auditors must be entered in the special register created pursuant to the law and have performed statutory auditing activities for a period of no less than three years. The statutory auditors must also possess the requirements established by the law and regulations as they stand at the time.

The appointment of members of the board of statutory auditors occurs on the basis of lists presented by shareholders. For this purpose, lists consisting of two sections: one section for the appointment of the acting statutory auditors and another section for the appointment of the substitute statutory auditors. The lists shall contain the indication of a minimum number of candidates equal to the number of candidates to be elected, listed through a progressive number. The first two candidates in the acting and substitute auditor sections of the lists must be of different genders.

A single candidate may be presented on one list only; otherwise the candidate may not be elected. Shareholders, who represent, alone or together with other shareholders, at least 2.5% (percentage established by Consob with resolution no. 18775/2014 and equal to the percentage provided for in the Bylaws) of the shares with voting rights at the ordinary shareholders' meetings.

A single shareholder may not present or contribute to presenting or vote for more than one list, even through intermediaries or fiduciary companies. Shareholders belonging to the same group – intended as the parent company, subsidiaries and companies subject to joint control – and shareholders who have signed a shareholders' agreement pursuant to article 122, Legislative Decree no. 58/1998, in relation to the company's shares may not present or contribute to presenting or vote for more than one list, even through intermediaries or fiduciary companies.

The lists signed by the parties presenting them, together with the details of their identity, specifying the overall percentage shareholding held, and accompanied by disclosures regarding the personal and professional characteristics of the candidates, shall be filed at the Company's registered office (contacting the Corporate Affairs Office, open from Monday to Friday from 9:00 a.m. to 6:00 p.m. Italy time and Saturday March 29th, 2014 from 9:00 a.m. to 1:00 p.m. Italy time), or notified by certified electronic mail at the certified electronic mail address das.eitowers@legalmail.it or by telefax at the no. +39 039 2432390, no later than March 30th, 2014. If, on the final date of the term indicated above, only one list has been deposited, or only lists presented by shareholders who are connected to each other through significant relationships according to applicable laws and regulations, lists can be presented until the third day following that date. In such a case the percentage established for presenting lists, shall be reduced by half.

The ownership of the minimum percentage shareholding required for the presentation of the lists is determined with regard to the shares that are registered in favor of the shareholder on the day in which the lists are filed with the Company. In order to prove the ownership of the number of the shares needed for the presentation of the lists by the shareholders, the related communication, issued by an intermediary authorised pursuant to applicable regulations, shall be produced at the latest by the deadline provided by prevailing laws and regulations for the publication of the lists by the issuer. Without prejudice to this option, information related to the identity of shareholders who presented the list shall be provided upon the presentation of the list, along with the indication of the percentage of the shareholding held overall. Shareholders other than those with a controlling or relative majority stake, also jointly, must also present a statement certifying that they have no relationships of association with the latter pursuant to the law. Statements with which the individual candidates accept their candidature and certify, under their own responsibility, the non-existence of causes for ineligibility and incompatibility as provided by the law, and compliance with the limit to the number of offices held concurrently, as well as the existence of any requisites established by applicable prevailing laws and regulations for the members of the Board of Statutory Auditors, in addition to any other document provided by applicable laws and regulations shall be filed with each list, by the deadline indicated for the deposit of the list.

Finally, shareholders who intend to present lists for the appointment of the Board of Statutory Auditors are invited to take account of the recommendations contained in Consob Circular DEM/9017893, 26 February 2009.

Any list presented for which the provisions above have not been respected shall be considered as not presented.



The lists will be made available for public consultation at the Company's registered office, at Borsa Italiana S.p.A. (www.borsaitaliana.it) and on the Company's website www.eitowers.it (Governance section - Shareholders' meetings) no later than April 3, 2014.

Shareholders are urged to arrive at least one hour prior to the start of the Shareholders' Meeting in order to facilitate registration.

Lissone, March 14th, 2014

The Chairman of the Board of Directors
(Alberto Giussani)