



**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](http://www.eitowers.it)

**Notice of Extraordinary Shareholders' Meeting**

The persons entitled to participate and to exercise the voting right are invited to the Extraordinary Shareholders' meeting to be held in a single session at the registered office at Via Zanella no. 21, Lissone, Italy at 11:00 a.m. on March 27<sup>th</sup>, 2015, for deliberation upon the following:

**Meeting Agenda**

1. Proposal of a share capital increase against payment, without pre-emptive rights, pursuant to article 2441, fourth paragraph, first sentence of the Italian Civil Code, to be subscribed by a contribution in kind. Consequent amendment of the article 5 of the Company's By-laws. Related and consequent resolutions.

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 Banca di Credito Finanziario 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](http://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, March 18<sup>th</sup>, 2015 (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](http://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](mailto: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](http://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](mailto: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](mailto: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 March 24<sup>th</sup>, 2015. 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](http://www.eitowers.it) (Governance section - Shareholders' meetings – Documents), on the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and on the website of authorised storage device [www.1Info.it](http://www.1Info.it) in accordance with the terms and conditions provided by prevailing laws and regulations.

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](http://www.eitowers.it) (Governance section – Governance system).

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

Lissone, February 25th, 2015

**The Chairman of the Board of Directors**  
*(Alberto Giussani)*