



**GRUPPO
ORSERO**

EXTRACT CALL NOTICE FOR SHAREHOLDERS' MEETING

Please note that through the authorised storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and publication on the Company's website (www.orserogroup.it, in the "Governance / Shareholders' Meeting" section), the Call Notice has been given, convening the Ordinary Shareholders' Meeting for **16:30** on **30 April 2020**, with single call, to discuss and resolve on the following

AGENDA

1. Approval of the separate financial statements as at 31 December 2019, complete with the reports by the Board of Directors, the Board of Auditors and the Independent Auditing Firm. Presentation of the 2019 consolidated financial statements. Presentation of the 2019 Sustainability Report. Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016. Related and consequent resolutions;
2. Resolutions on the allocation and distribution of profits through the assignment of own shares. Related and consequent resolutions;
3. Report on the Remuneration Policy and fees paid: (3.1) approval of the Remuneration Policy in accordance with Art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998; (3.2) resolutions on the "Second Section" of the Report in accordance with Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998;
4. Appointment of the Board of Directors: (4.1) determination of the number of members; (4.2) determination of the term of office; (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 fees;
5. Appointment of the Board of Auditors for the three-year period 2020-2022: (5.1) appointment of the members of the Board of Auditors and its Chairman; (5.2) determination of fees;
6. Authorisation for the purchase and disposal of own shares, in accordance with the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Art. 132 of Italian Legislative Decree no. 58/1998 and related implementing provisions. Related and consequent resolutions.

All information about:

- the amount of the share capital and voting rights;
- the legitimacy and procedures for intervening and voting in the Shareholders' Meeting (record date 21 April 2020) and the place where it will be considered held;
- the voting procedure;
- the procedure for the conferral of delegations on the subject designated by the Company in accordance with Art. 135-undecies and in accordance with Art. 135-novies of Italian Legislative Decree no. 58/1998, in derogation to Art. 135-undecies, paragraph 4 of Italian Legislative Decree no. 58/1998;
- the deadline for exercising the right to ask questions before the Shareholders' Meeting and the right to supplement the agenda and submit further proposals for items to be included on the agenda;
- the terms and conditions for the presentation of lists for the appointment of the Board of Directors and the Board of Auditors;

ORSERO SPA

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- the terms and conditions for obtaining the proposed resolutions, explanatory reports on items on the agenda and documents to be submitted to the Shareholders' Meeting;

is available in the call notice, which is published in full on the Company's website (www.orserogroup.it), to which we would refer you.

The Company reports that the date and/or place where the Shareholders' Meeting is held, as indicated in the call notice, may change if provisions issued by the Competent Authorities handling the COVIC-19 emergency - effective as at 30 April 2020 - should prohibit or advise against such events being held in the municipality of Milan. Any changes will be promptly reported using the same methods as envisaged for the publishing of the call notice.

Milan 20 March 2020

On behalf of the Board of Directors

The Chairman

Paolo Prudenziati