



**DE' LONGHI S.P.A.**

Registered office in Treviso – Via Ludovico Seitz 47

Share capital 224,250,000.00 euros fully subscribed and paid up

Tax Code and Registration in the Company Register of Treviso No. 11570840154

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**CALL NOTICE  
FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Those in possession of voting rights at the Shareholders' Meeting of De' Longhi S.p.A are invited to attend the Ordinary and Extraordinary Shareholders' Meeting on 11 April 2017, at 8:45 am, at the Company's offices in Via Ludovico Seitz 47, Treviso, Italy, in single call, to resolve upon the following

**AGENDA**

**Ordinary Part**

1. Presentation of the Annual Financial Report including the draft Statutory Financial Statements at 31 December 2016, the Report by the Board of Statutory Auditors and the Independent Auditors' Report. Resolutions thereon.
2. Presentation of the Annual Remuneration Report of De' Longhi S.p.A. and the consultative vote of the Shareholders' Meeting on the 2017 Remuneration Policy (Section I of the Annual Remuneration Report of De' Longhi S.p.A) in accordance with Article 123-*ter* of Legislative Decree No. 58/98.
3. Proposal to authorise the purchase and disposal of treasury shares, by revoking the resolution taken by the Shareholders' Meeting of 14 April 2016. Resolutions thereon.

**Extraordinary part**

Proposal to amend the amendment of article 5 *bis* of Company's articles of association in order to introduce the increase of voting rights under article 123-*quinqüies* of Legislative Decree No. 58/98.

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**▪ RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING**

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98 of 24 February 1998 and subsequent amendments and additions ("Lgs. Decree No. 58/98") and the related implementing provisions, those persons on whose behalf authorised intermediaries have sent, in accordance with the law, the relevant communication to the Company based on their accounting records at the end of the seventh trading day prior to the date set for the Shareholders' Meeting (therefore, 31 March 2017, the so-called "record date") may attend and vote at the Shareholders' Meeting. In accordance with the legislation in force, those holding shares only after this date will not be entitled to attend or vote at the Shareholders' Meeting. The intermediary's communication referred to above must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (therefore, by 6 April 2017). The right to attend and vote at the Shareholders' Meeting remains valid if the communication reaches the Company after said date but before the Shareholders' Meeting starts.

**▪ SUPPLEMENTATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS**

Please note that, in accordance with Article 126-*bis* of Legislative Decree No. 58/98, Shareholders who, individually or jointly, represent at least one fortieth of the share capital may ask, within ten days of publication of the notice convening the Shareholders' Meeting (therefore by 20 March 2017), to add to the list of items on the agenda, specifying in the request the additional items they propose or presenting proposals on items already on the agenda. The requests, together with certificate attesting ownership of the share, must be presented in writing by registered letter with proof of receipt sent to the Company's registered office (marked for the attention of the Head

of Legal and Corporate Affairs) or sent electronically to the following certified email address: [societariodelonghispa@legalmail.it](mailto:societariodelonghispa@legalmail.it) and must be accompanied by a report giving the reason for proposing the new items for discussion or the reason relating to additional proposals presented on items already on the agenda. It is also specified that the agenda cannot be supplemented with items on which, in accordance with the law, the Shareholders Meeting resolved on the proposal of the Directors or on the basis of a project or a report prepared by the same, other than those referred to in Article 125-ter, paragraph 1, of Legislative Decree No. 58/98. Any additions to the agenda and/or additional proposals on items already on the agenda, together with the report prepared by the Shareholders and any evaluations of the Board of Directors, are made available to the public in the same ways as prescribed for publishing this notice, within the time limits laid down by the laws and regulations in force.

#### ▪ REPRESENTATION IN THE SHAREHOLDERS' MEETING

Pursuant to Art. 7 of the Articles of Association and in compliance with the applicable regulations, the Shareholders and other persons entitled to attend the Shareholders' Meeting may be represented by proxy by another person in the manner provided by the laws and regulations in force. The form for conferring proxy to attend the Shareholders' Meeting can be found on the Company's website (section "*Investor Relations*" - "*Governance*" - "*Annual Shareholders Meetings*" - "2017"). Proxies can be notified to the Company by registered letter with proof of receipt sent to the Company's registered office (marked to the attention of the Head of Legal and Corporate Affairs) or sent to the following certified email address: [societariodelonghispa@legalmail.it](mailto:societariodelonghispa@legalmail.it). It is specified that the Company has not designated representatives that persons with voting rights can appoint proxies with voting instructions.

#### ▪ POSTAL VOTING

You are reminded that no procedures are envisaged for voting by post or electronically.

#### ▪ RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA BEFORE THE SHAREHOLDERS' MEETING

Those persons with voting rights may ask questions on items on the agenda even before the Shareholders' Meeting, by sending such questions by registered letter with proof of receipt to the Company's registered office (marked to the attention of the Head of Legal and Corporate Affairs) or sent to the following certified email address: [societariodelonghispa@legalmail.it](mailto:societariodelonghispa@legalmail.it), accompanied by appropriate documentation proving the right to exercise voting rights issued by the authorised intermediary. In order to facilitate the smooth running of the Shareholders' Meeting and its preparation, such questions must be received by 8 April 2017. Questions received by the Company before this time limit and in the manner described above will be answered, at the latest, during the Shareholders' Meeting itself. The Company may provide a single response to questions concerning the same subject. The response prepared in paper form and made available to each of the persons entitled to vote at the beginning of the Shareholders' Meeting shall be considered as given.

#### ▪ SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital is 224,250,000 euros (fully subscribed and paid up) divided into no. 149,500,000 ordinary shares with a par value of 1.50 euros, each giving the right to one vote in the Shareholders' Meeting. To date the Company does not hold any treasury shares.

#### ▪ DOCUMENTATION

The documentation relating to the items on the agenda prescribed by the laws and regulations in force will be made available to the public, within the time limits laid down by law and regulations, at the Company's registered office and on its website [www.delonghigroup.com](http://www.delonghigroup.com) (section "*Investor Relations*" – "*Governance*" – "*Annual Shareholders Meeting*" – "2017" ), and on the authorised storage mechanism called 1INFO managed by Computershare S.p.A. and accessible on the website [www.1info.it](http://www.1info.it).

Shareholders and other persons entitled to attend the Shareholders' Meeting may obtain a copy by sending a request to the following certified email address: [societariodelonghispa@legalmail.it](mailto:societariodelonghispa@legalmail.it).

In particular, the following will be made available to the public:

- today, the Report on the items on the agenda, including the proposals for items 2 and 3 of the agenda for the ordinary part of the Shareholders' Meeting;
- by 20 March 2017, the Annual Financial Report for the year 2016 (including the proposal for item 1 of the Agenda for the ordinary part of the Shareholders' Meeting) with the other Reports pursuant to Article 154-ter of Legislative Decree No. 58/1998, the Remuneration Report pursuant to Article 123-ter of Legislative Decree No. 58/1998, and the Report on Corporate Governance and Ownership Structure for the year 2016, and the Report on the Agenda for the extraordinary part of the Shareholders' Meeting containing the related proposal;
- by 27 March 2017, documentation pursuant to Article 77, paragraph 2-bis, of the Issuers' Regulations and pursuant

to article 36, paragraph 1, lett. a, of Provisions on markets adopted with Consob Regulation n. 16191/2007, only at the Company's offices in Via Ludovico Seitz 47, Treviso, Italy.

The Articles of Association and the Shareholders' Meeting Regulations are available on the Company's website [www.delonghigroup.com](http://www.delonghigroup.com) (in the sections "*Investor Relations*" – "*Governance*" – "*Corporate Documentation*" – "*2016*" and "*Investor Relations*" – "*Governance*" – "*Annual Shareholders Meeting*" respectively).

Additional documentation required by the laws and regulations in force including the minutes of the Shareholders' Meeting will be published according to the procedures and time limits laid down by law and regulations.

It should be noted that information concerning the Shareholders' Meeting and attendance at the same, also with regard to the provisions of Article 125-*quater* of Legislative Decree No. 58/1998, will in any case be published in the same section on the Company's website.

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Shareholders and other persons entitled to attend the Shareholders' Meeting are kindly invited to arrive well in advance of the time the Meeting starts in order to facilitate the registration procedure.

For the Board of Directors  
The Chairman  
Giuseppe de' Longhi

(Notice published on the Company's website on 10 March 2017 and, in excerpt form, in the "Italia Oggi" newspaper on 11 March 2017).