

## **DAMIANI S.p.A.**

Registered office in Valenza (AL), Viale Santuario no. 46

Share capital: €36.344.000 entirely paid

Fiscal Code and VAT code no. 01457570065

Companies Register of Alessandria no. 01457570065 – REA no. 162836

### **CALLING OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Shareholders are convened to the Ordinary and Extraordinary Meeting of the Company on 21<sup>st</sup> July 2010, at 6.00 p.m., at the registered office of the Company in Valenza (AL), Viale Santuario 46, on first call and, if necessary, on second call on 30<sup>th</sup> July 2010, at the same place and time, in order to resolve upon the following

#### **AGENDA**

##### Ordinary session:

- 1. Presentation of the Consolidated Financial Statement and of the Yearly Financial Statement as on 31<sup>st</sup> March 2010; report of the Board of Directors on the management; reports of the Board of Statutory Auditors and of the External Auditing Company; resolutions connected thereto.*
- 2. Appointment of the new Board of Statutory Auditors; determination of their remuneration; resolutions connected thereto.*
- 3. Proposal to authorize the purchase and disposal of Company's own shares, upon prior revocation of the resolution approved by the Shareholders' Meeting on 22<sup>nd</sup> July 2009 within the limit the same has not been already executed; resolutions connected thereto.*
- 4. Proposal to adopt a plan based on financial instruments pursuant to article 114-bis of Legislative Decree no. 58/98; resolutions connected thereto.*

##### Extraordinary session:

- 1. Amendments to Articles 10, 11, 16 and 24 of the Company's By-laws and introduction of the new article 34 further to the implementation in Italy of Directive 2007/36/CE; resolutions connected thereto.*

Pursuant to the applicable law and article 11 of Company's By-laws, are entitled to attend the Meeting all the Shareholders and other persons entitled to vote, for which the communication provided by article 2370, paragraph 2, of the Italian Civil Code has been received by the Company not later than two business days prior to the Meeting, and that will be in the possession of the appropriate certificates issued by an authorized intermediary pursuant to the applicable law.

All the documentation provided for by the applicable law and concerning the items on the Agenda, together with the Yearly Financial Statement, the Consolidated Financial Statement and the report of the Board of Directors on the management, as well as the yearly Report on Corporate Governance and Ownerships Structure – already issued on 14<sup>th</sup> June 2010 – will be at the Shareholders' disposal at the registered office of the Company and will be published on the Company's website [www.damiani.com](http://www.damiani.com).

All the Shareholders are entitled to obtain copy of said documentation.

The Board of Statutory Auditors' shall be appointed by means of a voting-list procedure pursuant to article 24 of the By-laws.

Therefore, Shareholders representing at least the 2,5% of the ordinary share capital of the Company are entitled to present a list of candidates (ordered by number) that has to be filed at the registered office of the Company, under penalty of cancellation, at least fifteen days prior to the day of the

Meeting in first call. The following documentation has to be filed together with the lists: declarations, pursuant the applicable law and regulation and by article 24 of the By-laws, including all the information pertaining the identity of the Shareholders presenting the list, the percentage of share capital represented by said Shareholders and the certifications related thereto, as well as the statement of the Shareholders presenting the minority list (if any) attesting the inexistence of connections, pursuant to the law and regulations, as well as candidates' *curriculum vitae* including their professional and personal information and the statements of each candidate of acceptance of the candidature and of attestation (under their responsibility and under penalty of cancellation) of the inexistence of any ineligibility or incompatibility causes as well as the existence of all the requirements of law, regulation and By-laws necessary to hold the office.

As according to article 2400, last paragraph, of the Italian Civil Code, at the moment of their appointment and before of their acceptance of the office, all the candidates have to inform the Shareholders' Meeting about the offices of director or auditor held in other companies, the same candidates are invited to communicate such information in their *curriculum vitae* and to keep such information adjourned up to the day of the Meeting. In case no list independent from the majority one is presented within the abovementioned term, article 144-*sexies*, fifth paragraph, of the Consob Regulation no. 11971/99 ( "Issuers Regulation") will apply and therefore shareholders representing 1,5% of the ordinary share capital will be entitled to present a list of candidates within the fifth day following the expiration of the abovementioned term.

Pursuant to article 84, paragraph 2, of the Issuers Regulation, please note the following:

- the share capital of the Company is currently divided into 82.600.000 (eighty two million six hundred thousand) ordinary shares, with nominal value of 0,44 (zero point forty four) Euro each.
- Each ordinary share entitles to one vote in the Shareholders' Meeting.
- As on today, the Company holds no. 5.619.609 own shares (representing about 6,8% of the share capital), whose voting rights have been suspended pursuant to the law.
- Each Shareholder is entitled to be represented at the Shareholders Meeting by a third person (also non-shareholder) by means of written proxy, pursuant to and within the limits provided for by the applicable law; forms of proxy necessary to grant the power to attend the Shareholders' Meeting can be taken at the offices of the authorized intermediaries after depositing the share certificates in view of the meeting.

Please remember that according to article 126-*bis* of Legislative Decree no. 58/98, Shareholders that, also jointly, represent at least a fortieth of the Company share capital shall be entitled to request, within five day from the publication of the Calling of the Shareholders' Meeting, the integration of the Agenda, specifying the single items that they intend to discuss at the Meeting; the integration of the Agenda can not be requested for items on which the Shareholders' Meeting has to resolve either on Directors' proposal or on the basis of a project or a report prepared by the same Directors. The integrated Agenda shall be published by the same means of the present notice of call.

The Shareholders are courteously asked to arrive at the Meeting in due time, in order to make the registration process easier.

### **NOTICE OF DEPOSIT OF THE DRAFT FINANCIAL STATEMENT AND CONSOLIDATED FINANCIAL STATEMENT**

The Financial Statement as on 31<sup>st</sup> march 2010 approved by the Board of Directors on 11<sup>th</sup> June 2010, the Consolidated Financial Statement as on 31<sup>st</sup> march 2010, the report on the management of the Company and the report on the Corporate Governance and Ownership Structure, have been duly filed at the registered office of the Company and at Borsa Italiana S.p.A. and are at disposal of the

Shareholders and of the public. All the documentation is also available on the Company's website:  
[www.damiani.com](http://www.damiani.com).

Valenza, 11<sup>th</sup> June 2010

On behalf of the Board of Director  
The President  
(Guido Grassi Damina)