

# DAMIANI S.p.A.

SEDE SOCIALE IN VALENZA (AL), PIAZZA DAMIANO GRASSI DAMIANI N. 1 - CAPITALE SOCIALE EURO 36.344.000 I.V.  
CODICE FISCALE E P. IVA 01457570065 - ISCRIZIONE PRESSO IL REGISTRO DELLE IMPRESE DI ALESSANDRIA N. 01457570065  
REA N. 162836/AL

15 June 2012

## NOTICE OF CALL OF THE GENERAL SHAREHOLDERS' MEETING

This is the first call to Shareholders for the General Shareholders' Meeting in the registered office of the company at Piazza Damiano Grassi Damiani 1, Valenza (AL) at 18.00 pm on 26 July 2012 and, if necessary, the second call for the same place and time on 30 July 2012, to deliberate on the following

### AGENDA

1. *Financial statement to 31 March 2012 and presentation of the Consolidated Financial Statement, Reports of the Board of Directors on the management, the Board of Auditors and the External Auditors, resolutions pertaining thereto and resulting therefrom.*
2. *Authorisation of the purchase and disposal of treasury shares, subject to revocation of the deliberation made by the Meeting of 27 July 2011 as not used; resolutions pertaining thereto and resulting therefrom.*
3. *Remuneration Report pursuant to Art. 123-ter of Legislative Decree 58 dated 24 February 1998; resolutions pertaining thereto and resulting therefrom.*
4. *Appointment of the Board of Directors subject to decision on the number of members; decision of the length of the position and recompense; resolutions pertaining thereto and resulting therefrom.*

Pursuant to Art. 83-*sexies* of Legislative Decree 58/98 and the relative implementing provisions, those with voting rights for whom the authorised intermediaries have made, according to the law, the specific communication to the company in conformity with its accounting records, on the basis of the evidence relating to the date of 17 July 2012, corresponding to the seventh day of open market preceding the date set for the first call of the Meeting, can speak in the Meeting. Pursuant to the current legislation, those who become owners of shares only after that date do not have the right to take part and vote in the Meeting.

The Shareholders have the right to ask questions on the subjects on the Agenda before the Meeting, sending them by registered letter with return receipt to the registered office of the company (for the attention of the Chairman of the Board of Directors), or also from their certified e-mail address forwarding the mail to the following certified e-mail address [damiani@damiani.postecert.it](mailto:damiani@damiani.postecert.it). An answer will be given to applications received before the Meeting at the latest during the same. The company can give a unified response to the questions having the same content.

Please remember that, pursuant to Art. 126-*bis* of Legislative Decree 58/98, the Shareholders who, also jointly, represent at least one fortieth of the share capital can ask for the integration of the list of the subjects to be discussed, indicating the additional subjects they propose in the question within ten days of the publication of the notice of call of the Meeting (25 June 2012). Questions must be presented in writing by registered letter with return receipt sent to the registered office of the company (for the attention of the Chairman of the Board of Directors), and must have a report on the subjects proposed for discussion. Remember moreover that the integration of the subjects into the Agenda is not permitted for topics on which the Meeting deliberates, in accordance with the law, at the proposal of the Directors or on the basis of a project or report prepared by them other than those as per Art. 125-*ter*, sub-para. 1 of Legislative Decree 58/98. Any integration, with the report prepared by the Shareholders and any assessment of the Board of Directors, will be made available to the public with the same method of publication as this notice of call in the terms prescribed by the current legislation.

Pursuant to Art. 16 of the current Articles of Association, the appointment of the new Board of

Directors of Damiani S.p.A. will be made on the basis of the lists of candidates which must be deposited at the registered office of the company by 2 July 2012.

Shareholders representing at least 2.5% of the share capital have the right to present lists, with the duty to prove ownership of the number of shares required through special documentation issued by an intermediary respecting the current legislation referring to the day on which the lists are deposited, which must be received by the company, where not available at the time the lists are deposited, by 5 July 2012.

Shareholders must respect the provisions of Art. 16 of the Articles of Association as well as the current and regulatory legislation, as specified in the Report on the subject in the agenda prepared pursuant to Art. 125-*ter* of Legislative Decree 58/98, made available to the public today for the valid presentation of the lists and the relative documentation. Lists which do not respect the provisions of Art. 16 of the Articles of Association will be considered as not presented.

Shareholders who intend to present lists are advised to prepare and deposit a joint proposal for deliberation in the Meeting on Point 4 of the Agenda of the Meeting.

Presentation of the lists at the company can also be made through a certified e-mail address, via forwarding to the following certified e-mail address [damiani@damiani.postecert.it](mailto:damiani@damiani.postecert.it).

Pursuant to the law and Art. 11 of the Articles of Association, every person with the right to speak at the Meeting can be represented by another person (also not a shareholder) through a proxy in the manner set out by the legislation, including the current and regulatory legislation. A form to use for the conferment of the proxy for speaking at the Meeting, if necessary, and the information on the share capital can be found on the company's web site [www.damiani.com](http://www.damiani.com) (*'Investor Relations/Shareholders/Shareholders' Meeting'* section). Proxies must be advised to the company by registered letter with return receipt sent to the registered office of the company (for the attention of Ms Silvia Gualtieri, Legal and Corporate Matters Manager) or also by certified e-mail, forwarding it to the certified e-mail address [damiani@damiani.postecert.it](mailto:damiani@damiani.postecert.it).

The documentation at Points 1 and 3 of the subjects on the Agenda of the Meeting – including the proposals for deliberation – will be made available to the public by 29 June 2012, respecting the current and regulatory legislation. The Report on the subjects on the Agenda – including the proposals for deliberation relating to Points 2 and 3 – will be made available to the public today in the manner set out by the applicable legislation, and can be found at the company headquarters and the company web site [www.damiani.com](http://www.damiani.com) (*'Investor Relations/Shareholders/Shareholders' Meeting'* section).

Further documentation required by the current and regulatory legislation, also including the Minutes of the Meeting, will be published in the manner and terms of the law and regulations. The Shareholders have the right to obtain a copy of the documentation deposited.

The Shareholders are kindly invited to arrive well in advance of the time for the start of the Meeting in order to facilitate the registration procedures.

(Guido Grassi Damiani)  
The Chairman  
For the Board of Directors