

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

REGISTERED OFFICE IN VALENZA (AL) – PIAZZA DAMIANO GRASSI DAMIANI N. 1 – SHARE CAPITAL EURO 36.344.000 ENTIRELY PAID UP

FISCAL CODE AND VAT CODE 01457570065 – REGISTRATION NUMBER AT THE COMPANIES REGISTER OF ALESSANDRIA 01457570065

### **NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

The Shareholders are convened to the Ordinary Shareholders' Meeting called at the Company's registered office in Valenza (AL), Piazza Damiano Grassi Damiani n. 1, on its first call on July 26<sup>th</sup>, 2013 at 15.00 and, as necessary, on the second call, on July 29<sup>th</sup>, 2013, at the same place and time, to resolve on the following

#### **AGENDA**

1. Annual Financial Statements as on March 31<sup>st</sup>, 2013 and presentation of the Consolidated Financial Statements; Report of the Board of Directors on management; Report of the Board of Statutory Auditors and Report of the Independent Auditors; allocation of profits; related and consequent resolutions.
2. Authorisation for acquisition and disposal of treasury shares, further to revocation of the resolution approved by the Shareholders' Meeting on July 26<sup>th</sup>, 2012 as to the non-executed part; related and consequent resolutions.
3. Remuneration Report pursuant to Article 123-ter of Legislative Decree no. 58 of February 24, 1998; related and consequent resolutions.
4. Appointment of the new Board of Statutory Auditors; determination of their remuneration; related and consequent resolutions.
5. Redetermination of the number of members of the Board of Directors; related and consequent resolutions.

Pursuant to Article 83-*sexies* of Legislative Decree 58/98 and its implementing provisions, the Shareholders' Meeting can be attended by shareholders having voting right and for which the authorised intermediaries have sent to the Company – within the terms of law and regulation – the specific notice on the basis of their own accounting records as on July 17<sup>th</sup>, 2013 (*record date*), which is the seventh market trading date prior to the date scheduled for the Shareholders' Meeting on first call. Pursuant to applicable laws and regulations, those persons who will become shareholders after that date will not be entitled to participate and vote at the Shareholders' Meeting. The intermediaries' notice has to be delivered to the Company by the third market trading day prior to the date scheduled for the Shareholders' Meeting on first call (i.e. by July 23<sup>rd</sup>, 2013). However, the right to participate and vote at the Shareholders' Meeting will exist also in case the notices are received by the Company after that deadline, as long as before the beginning of the specific call of the Shareholders' Meeting.

Pursuant to Article 127-*ter* of Legislative Decree 58/98, the voting shareholders may ask questions on the matters listed on the agenda even before the Shareholders' Meeting, on condition that they do so no later than July 23<sup>rd</sup>, 2013, by sending a registered letter with return receipt to the Company's registered office (addressed to the attention of the Chairman of the Board of Directors), or from their own certified electronic mail to the following certified electronic mail address: [damiani@damiani.postecert.it](mailto:damiani@damiani.postecert.it). Questions received before the Shareholders' Meeting will be replied no later than during the meeting itself. The Company may give a single answer to questions addressing the same topic. The answers given

on paper and offered to each of the voting shareholders at the beginning of the Shareholders' Meeting shall be deemed as given during the meeting.

Pursuant to Article 126-*bis* of Legislative Decree 58/98, the Shareholders who also jointly represent at least one-fortieth of the share capital may, within ten days after of publication of the notice of call of the Shareholders' Meeting, either request to supplement the list of matters to be discussed, by indicating in their request the additional proposed matters, or submit motions for resolution on matters already listed on the agenda. No changes to the agenda are allowed on those matters resolved, pursuant to the law, by the Shareholders' Meeting on Board of Directors' proposal or on the basis of a draft or report prepared by the Board of Directors, with the exception of the report envisaged in Article 125-*ter*, paragraph 1, Legislative Decree 58/98.

The requests, accompanied by certification of the shareholding, must be submitted in writing by registered mail with return receipt sent to the Company's registered office (addressed to the attention of the Chairman of the Board of Directors), or from their own certified electronic mail to the following certified electronic mail address: [damiani@damiani.postecert.it](mailto:damiani@damiani.postecert.it). Shareholders who request supplement of the agenda must prepare a report setting out the reasons for the motions on the new matters which they propose to discuss, or the reasons for the additional motions submitted on matters already listed on the agenda. This report must be sent to the Board of Directors in accordance with the procedures illustrated hereinabove by the final deadline to submit requests for amendments to the agenda.

Notice of any supplement to the agenda or submissions of motions on matters already on the agenda shall be published in accordance with the same modalities for publication of this notice at least fifteen days before the scheduled date of the Shareholders' Meeting. At the same time, the motions submitted by Shareholders and their reports, together with any opinions issued by the Board of Directors, shall be published at the Company's registered office and on its web site [www.damiani.it](http://www.damiani.it). Voting shareholders may individually submit vote motions during the Meeting.

With regard to item 4 on the agenda, pursuant to Article 24 of the Articles of Association, the standing and alternate Statutory Auditors shall be elected from the lists of candidates that must be filed at the Company's registered office by July 1<sup>st</sup>, 2013, on penalty of forfeiture.

The lists of candidates to the new Board of Statutory Auditors may also be filed by certified electronic mail addressed to the following certified electronic mail address: [damiani@damiani.postecert.it](mailto:damiani@damiani.postecert.it).

Shareholders representing at least 2.5% of the ordinary share capital may submit a list of candidates listed by number in sequential order.

Pursuant to Article 24 of the Articles of Association, in implementation of Law 120 of July 12<sup>th</sup>, 2011, the composition of the Board of Statutory Auditors must guarantee gender balance in compliance with laws and regulations in force from time to time.

Therefore, being this the first term since the new Law came into force, each list including three or more candidates must be composed in such a way that the least represented gender – typically the female gender – must be reserved a quota of at least one-fifth of the elected Statutory Auditors. If application of the gender quota rule does not translate into a whole number of members on the Board of Statutory Auditors belonging to the least represented gender, this number shall be rounded up to the next highest whole number.

Finally, considering the need to maintain gender balance even in case the Statutory Auditors are substituted during their term, each list containing three or more nominees must be

composed in such a way that, following such substitution, at least one standing Statutory Auditor and one alternate Statutory Auditor from the least represented gender be represented on the Board of Statutory Auditors.

The documents prescribed by applicable laws and regulations must be submitted together with each list, including (i) the personal identification information of the submitting Shareholders, with indication of the total shareholding owned by them; (ii) a declaration by the Shareholders who submit any minority list attesting that they have no related party relationships pursuant to law and regulations; (iii) the *curriculum vitae* illustrating the personal information and professional qualifications of each candidate, as well as the statements in which the individual candidates certify that they are qualified pursuant to the applicable law and regulation and to the Articles of Association, and that they accept their candidature.

Please note that areas and activities strictly connected to the Company's ones are, pursuant to article 24 of the Articles of Association, those listed in the corporate purpose, with particular reference to companies and entities operating in the industry and manufactory of luxury goods, of design, marketing, of intellectual property and services in general.

The submitting Shareholders bear the burden of proving that they own the required number of shares, by filing the specific documentation issued by a legally qualified intermediary, and specifically the shares registered in their name on the day when the lists are filed with the Company. If this documentation is not available when lists are filed, the same has to be delivered to the Company no later than twenty-one days before the scheduled date of the Shareholders' Meeting.

Any list that does not comply with the above provisions shall be considered as non-submitted.

Pursuant to article 2400, last paragraph, of the Italian Civil Code, when appointed and before accepting their office, Statutory Auditors must disclose to the Shareholders' Meeting the offices in board of directors and board of statutory auditor of other companies that they hold. Accordingly, they are required to include this information in the *curricula vitae* filed at the Company's registered office, and guarantee that said information will be updated until the day of their election by the Shareholders' Meeting.

Pursuant to Article 24 of the Articles of Association, (i) each Shareholder, (ii) the Shareholders belonging to the same group, and (iii) the Shareholders participating in a shareholders agreement concerning shares issued by the Company may not submit or vote for more than one list, even through a proxy or trust companies; moreover, each candidate may be included in one list only, on penalty of disqualification, and nominees who do not meet the limits imposed by law and related implementing regulations on the number of management and control positions that they may hold cannot be included in any list.

If just one list or only lists that are related to each other – pursuant to Article 144-*sexies*, paragraph 5, of Consob Regulation no. 11971/99 and Article 24 of the Articles of Association – are submitted by the deadline indicated hereinabove (July 1, 2013), additional lists may be submitted until the third day after that date (i.e. until July 4, 2013), and in this case, the threshold of share capital necessary to submit the lists is reduced by one-half (1.25%).

Additional information concerning the appointment of members to the Board of Statutory Auditors are included in the Report on the Agenda of the Shareholders' Meeting pursuant to article 125-*ter* of Legislative Decree 58/98, to which reference is made here, and which is available to the public starting from today at the Company's registered office and on its website [www.damiani.com](http://www.damiani.com).

Shareholders who wish to submit a list are recommended to prepare and file, along with the list, a motion to the Shareholders' Meeting for resolution on item 4 on the agenda (concerning, inter alia, remuneration).

Pursuant to Article 11 of the Articles of Association in force and in compliance with applicable laws and regulations, voting shareholders may be represented at the Shareholders' Meeting by proxy to be granted to another person (even a non-shareholder), as allowed by applicable laws

and regulations. A form to be used for granting any proxies for the Shareholders' Meeting can be found on the Company website [www.damiani.com](http://www.damiani.com) (section "*Investor Relations/Shareholders/Shareholders Meeting*"). The proxies may be notified to the Company via registered mail with return receipt sent to the Company's registered office (to the attention of the "*Responsabile Affari Legali e Societari*"), or from the shareholders' own certified electronic mail address to the following certified electronic mail address [damiani@damiani.postecert.it](mailto:damiani@damiani.postecert.it). The Company has not designated any representatives to whom the voting shareholders may grant proxies with voting instructions.

#### **DOCUMENTS AND INFORMATION**

The Report on the Agenda of the Shareholders' Meeting pursuant to Article 125-ter of Legislative Decree 58/98 – including the motions indicated at items 2 and 5 on the agenda – is available to the public starting from today at the Company's registered office and on its website [www.damiani.com](http://www.damiani.com).

The information on the share capital of the Company are available on its website [www.damiani.com](http://www.damiani.com) (section "*Investor Relations/Shareholders/Shareholders Meeting*").

The Annual Financial Report as on March 31<sup>st</sup>, 2013 (including the motion on item 1 on the agenda), the Reports of the Board of Statutory Auditors and Independent Auditors, the Corporate Governance and Shareholding Report and the Remuneration Report for financial year 2012/2013 will be published by June 29<sup>th</sup>, 2013 at the Company's registered office and on its website [www.damiani.com](http://www.damiani.com) (section "*Investor Relations/Financial Documents/Financial Statements and Reports*").

The list of candidates to the Board of Statutory Auditors shall also be published by July 5, 2013 at the Company's registered office and on its website [www.damiani.com](http://www.damiani.com) (section "*Investor Relations/Shareholders/Shareholders Meeting*").

The additional documentation required by the law and regulation in force, including the minutes of the Shareholders' Meeting, will be published as provided by law and regulation. The Shareholders may obtain a copy of the filed documentation.

The Shareholders are kindly requested to arrive well in advance of the start time of the Meeting, in order to facilitate the registration process.

Milano June 14<sup>th</sup>, 2013

For the Board of Directors  
The Chairman  
Guido Grassi Damiani