



Integration and change to the Shareholders' AGM Call Notice

In order to minimise the risks connected with the health emergency in progress, the Company has decided to make use of the option - established by Article 106 of Legislative Decree no. 18/2020 - to provide in the call notice that shareholders' participation in the Shareholders' AGM shall be exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98 (TUF), without physical participation by shareholders.

In addition, in consideration of the limitations that may arise due to health needs, the participation in the Shareholders' AGM of the persons entitled to attend (the members of the corporate boards, the Secretary in charge and the Appointed Representative), may also take place by means of telecommunications in the manner individually communicated to them, in compliance with the regulations applicable for this eventuality.

Below is the text of the call notice, with emphasis on the integrated and changed parts.

SHAREHOLDERS' AGM CALL NOTICE

Shareholders are called to the Shareholders' AGM at the registered office in Turin – Largo Maurizio Vitale, 1, for 11.00 AM on April 9, 2020 in single call, to consider motions on the following Agenda:

1. Separate Financial Statements at December 31, 2019, accompanied by the Directors' Report, the Auditors' Report and the Board of Statutory Auditors' Report. Allocation of the result for the year. Presentation of the consolidated financial statements of the BasicNet Group. Resolutions thereon.
2. Remuneration Report: resolutions relating to the First Section as per Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998.
3. Remuneration Report: resolutions relating to the Second Section as per art 123-ter, paragraph 6, of Legislative Decree No. 58/1998
4. Authorisation of the purchase and utilisation of treasury shares. Resolutions thereon.

Share capital disclosure at the call notice date

The share capital of Euro 31,716,673.04 comprises 60,993,602 ordinary shares at a par value of Euro 0.52. Voting rights pertain to ordinary shares in circulation, which at the publication date of the present notice (excluding 7,683,255 treasury shares held by BasicNet S.p.A.) total 53,130,347.

Attendance and representation at the Shareholders' AGM

Those holding voting rights at the end of the seventh open market trading day before that fixed for the Shareholders' AGM (March 31, 2020 – record date) and who have sent to the Company the relative communication through the appointed intermediary have the right to attend and vote at the Shareholders' AGM. Those who hold shares only after March 31, 2020 will not have the right to attend or vote at the Shareholders' AGM.

Pursuant to art. 106 of Decree Law no. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), participation in the Shareholders' AGM by those who have the right to vote is allowed exclusively through the Appointed Representative.

Consequently, the Company has appointed Computershare S.p.A. - with offices in Turin, via Nizza 262/73, 10126 - to represent the shareholders pursuant to Art. 135-undecies of Legislative Decree no. 58/98 and the cited Decree Law (the "Appointed Representative"). Shareholders who wish to attend the Shareholders' Representative must therefore grant the Appointed Representative a proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda using the specific proxy form, prepared by the Appointed Representative in agreement with the Company, available on the Company's website at the address www.Basicnet.com at the link www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp

It should also be noted that the Appointed Representative may also be conferred by any delegates, nominees or sub-delegations pursuant to art. 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4 of Legislative Decree no. 58/98 by following the instructions indicated in the form available on the Company's website at the following address www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp.

The proxy form with voting instructions must be submitted following the instructions on the form itself and on the Company's website by the end of the second market day open prior to the Shareholders' Meeting, i.e. by April 7, 2020, and within the same deadline the proxy may be revoked. The proxy, thus conferred, shall take effect only for those proposals in relation to which voting instructions have been given.

In view of the limitations that may arise due to health requirements, the participation in the Shareholders' AGM of the persons entitled to attend (the members of the corporate boards, the Secretary in charge and the Appointed Representative) may also take place by means of telecommunications in the manner individually communicated to them, in compliance with the applicable regulations for this eventuality.

The Appointed Representative will be available for clarification or information at 0110923216 or at the following e-mail address sedeto@computershare.it.

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions in the light of intervening needs following the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

Right to supplement the agenda and submit proposals for deliberations on matters already on the agenda

In accordance with Article 126-bis of Legislative Decree 58/98 (CFA), Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the present notice, supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Supplementation is not permitted for matters on which the Shareholders' AGM will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-ter, paragraph 1 of Legislative Decree 58/98 (CFA).

Requests should be presented in writing and sent by the above date through registered letter with proof of sending to BasicNet S.p.A. – Corporate Affairs - Largo Maurizio Vitale, 1, 10152 Turin, or through certified email to basicnet@legalmail.it, accompanied by a report on the proposed matters or further proposals on existing matters.

The declaration of share ownership by requesting Shareholders, in addition to that confirming the necessary holding, must be included in the communication of the filing intermediary, with effective date of the request date itself, sent to basicnet@pecserviziotoli.it.

Rights to submit questions before the Shareholders' AGM

Shareholders who have the right to attend the Shareholders' Meeting may submit questions on matters on the Agenda, also before the Shareholders' Meeting, by April 2, 2020, through communication sent to BasicNet S.p.A. – Corporate Affairs - Largo Maurizio Vitale, 1, 10152 Turin, by fax to +390112617354, or through certified e-mail to basicnet@legalmail.it.

The questions must be accompanied by the personal details of the requesting shareholder (name and surname or name of entity or company, place and date of birth and tax code). Those who declare ownership of shares until March 31, 2020 have the right to obtain a reply (record date). For these purposes, an up-to-date communication at the above date must be drawn up by the filing intermediary declaring ownership of the shares by the requesting party and sent by email to basicnet@pecserviziitolitoli.it. In the case in which the shareholder has requested the filing intermediary to communicate the right to attend the Shareholders' AGM, inclusion of the details of such communication released by the intermediary or, at least, the name of the intermediary, will be sufficient.

For questions sent by April 2, 2020, following verification of their relevance and the validity of the requesting party, response will be provided to the link: www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp by April 7, 2020.

Documentation and other information

The Shareholders' AGM documentation, including the illustrative reports of the Board of Directors on matters on the Agenda and the relative proposals, in addition to the Annual Financial Report, together with the related documentation, the Annual Corporate Governance Report and the report on the remuneration policy and the related compensation settled, is made available at the registered office, on the linfo authorised storage mechanism (www.linfo.it) and on the Company's website (www.basicnet.com) according to the legal deadline, i.e. by March 19, 2020.

Turin, March 24, 2020

The Chairperson of the Board of Directors
Marco Daniele Boglione

This notice, as integrated, will be published in shortened form in the "il Giornale" daily newspaper on March 25, 2020