



## .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 Article 123-ter, paragraph 6-bis, of Legislative Decree No. 58/1998.
4. Authorisation to purchase and utilise 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.

Those with voting rights may appoint a proxy to represent them at the Shareholders' AGM, utilising the proxy form downloadable on the website [www.basicnet.com](http://www.basicnet.com) in the "Shareholders' AGM/2020" section. If for technical reasons the proxy form is not available in electronic form, it may be sent through requesting such by telephoning +390112617787. Proxy notification, including electronically, must comply with the instructions on the form.

### Right to supplement the Agenda and present proposals on matters 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](mailto: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@pecserviziitolit.it](mailto:basicnet@pecserviziitolit.it).

Any supplementation of the matters on the Shareholders' AGM Agenda, or further proposals on existing matters, will be published at least 15 days before the date fixed for the Shareholders' AGM through the same publication manners as the present notice.

#### 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](mailto: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@pecserviziottitoli.it](mailto:basicnet@pecserviziottitoli.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 at the latest by the Shareholders' AGM.

#### 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, will be made available at the registered office, on the linfo authorised storage mechanism ([www.linfo.it](http://www.linfo.it)) and on the Company's website ([www.basicnet.com](http://www.basicnet.com)) according to the legal deadline, i.e. by March 19, 2020.

Turin, March 9, 2020

The Chairman of the Board of Directors  
Marco Daniele Boglione