

## NOTICE OF ORDINARY MEETING OF SHAREHOLDERS

The Shareholders of EMAK S.p.A. (hereinafter referred to as “the Company”) are invited to the Ordinary General Meeting of Shareholders on 27 April 2018 at 10.00, called in single convocation, at the registered office in Bagnolo in Piano (RE), Via Fermi, 4, for the purpose of discussing and resolving on the following:

### agenda

- 1) Presentation of the Financial Statements of the Company and the Consolidated Financial Statements at 31 December 2017, the reports of the Board of Directors, of the Board of Statutory Auditors and of the Auditing Firm:
  - 1.1) Approval of the report of the Board of Directors and of the Financial Statements of the Company;
  - 1.2) Proposal of allocation of the profit for the year and dividend distribution; related and consequent resolutions;
- 2) Remuneration report; resolutions as per art. 123-ter, paragraph 6, Leg. Dec. 24 February 1998, no. 58;
- 3) Proposal for authorisation for the acquisition and disposal of treasury shares; relevant and consequent resolutions.

### Entitlement to participate and representation in the meeting

- pursuant to art. 83-sexies, Consolidated Law on Finance, the **entitlement to participate and vote** in the Meeting is certified by a communication to the Company made by the broker in favour of the interested party with the right to vote, on the basis of evidence relating to the end of the accounting day of the seventh open market day previous to the date fixed for the Meeting (coinciding with 18 April 2018, “**the record date**”). Crediting and debiting entries made on accounts after this term are not relevant for the purpose of entitlement to vote in the Meeting; those who are holders of shares only subsequent to the aforementioned “record date” shall not, therefore, have the right to participate and vote in the Meeting; the communication shall be forwarded to the Company, in conformity with the applicable legislation, before the start of meeting procedures
- the Holder of the right to vote may be represented in the meeting by means of a written **proxy** in accordance with legal provisions in force; for this purpose, the shareholder may use the proxy form available on the Company’s website ([www.emakgroup.it](http://www.emakgroup.it), “Investor Relations > Corporate governance> Assemblea dei soci”); the representative may, in lieu of the original, submit or transmit a copy of the proxy, also by computerized means, certifying under their own responsibility, upon accreditation for access to the meeting, the conformity of the proxy to the original and the identity of the delegant. The proxy may also be notified to the Company via e-mail to the certified e-mail address: [emak@legalmail.it](mailto:emak@legalmail.it).
- the Company has appointed Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., with registered office in Milan, as **Appointed Representative**, in accordance with article 135-undecies, to which written proxy on the proposals on the Agenda may be assigned, without expenses for the proxy grantor (save for delivery expenses), with voting instructions on all or some of the items on the Agenda. The proxy must be granted by signing with handwritten signature or electronic signature or digital signature, in accordance with Italian regulations in force, the specific form available, with the relevant information for the compilation and transmission, on the Company’s website([www.emakgroup.it](http://www.emakgroup.it), “Investor Relations > Corporate governance> Assemblea dei soci”) or at the registered office and must be received in original by the end of the second day of open market prior to the date set for the meeting (25 April 2018) together with a copy of an identity document of the Delegating Member with current validity or, if the Delegating Member is a legal person, of the pro tempore legal representative or of another person with appropriate powers, together with documentation suitable to certify their qualifications and powers Spafid S.p.A. i) for proxies with an autograph signature: by hand delivery during office hours (from 9:00 to 17:00) or by courier or registered letter with acknowledgment of receipt (Foro Buonaparte 10, 20121 Milano, Rif. "Proxy Meeting of Emak 2018") ii) for proxy with a qualified electronic signature or digital signature: by certified e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). The proxy has no effect with regard to the proposals for which no voting instructions have been given

- **no procedures for participation in the meeting with the use of telecommunication means, nor for voting by correspondence or with electronic means are foreseen**

#### Other Shareholders' rights

- Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice (that is, by 6/4/2018), **integration of the list of items to discuss**, or put forward **resolution proposals on the items to be discussed, already on the agenda**, indicating in the request their identity, proving their entitlement and illustrating the subject of their proposals; the request must be sent within the above term, forwarded by registered post furnished with acknowledgement of receipt, or by e-mail to the certified e-mail address "[emak@legalmail.it](mailto:emak@legalmail.it)"; pursuant to art. 126-*bis*, TUF, a report on the items with regards to which discussion is proposed, or a report setting out the motivation for the further resolution proposals presented, must be submitted within the above term on the part of the same Shareholders and with the same procedures. It should be noted that integration of the of the agenda is not admissible for matters for which the General Meeting of Shareholders resolves, according to the law, further to a proposal of the Directors or on the basis of a project or of a report drawn up by them, different from those as per article 125-*ter*, paragraph 1, TUF; those with the right to vote may submit voting proposals individually in the meeting.
- Those with the right to vote, proving their entitlement, may put forward **requests on the items on the agenda** also before the meeting, by means of written submission of the queries before 24 April 2018, by registered post furnished with acknowledgement of receipt or by e-mail to the certified e-mail address "[emak@legalmail.it](mailto:emak@legalmail.it)"; replies will be given to the queries at the latest during the meeting, with the Company having the right to furnish a joint reply to questions of the same tenor.

#### Documentation

- The **documents that will be submitted to the Meeting**, including the financial statements of the Company, the consolidated financial statements, all the relative reports, as well as the full texts of resolution proposals and illustrative reports on the items on the agenda, the proxy forms and anything else prescribed, shall be made available to the public by 30 March 2018, at the registered office, on the Company's website "[www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance> Assemblea dei soci", as well as at the "eMarket Storage" authorized storage system, available at [www.emarketstorage.com](http://www.emarketstorage.com)
- **The articles of association and the general meeting regulations** can be obtained at the registered office and on the Company's website [www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance> Assemblea dei soci.
- The Shareholders have the right to examine and obtain a copy of all the available documentation also directly at the Company.

#### Share capital and voting rights

- The nominal **share capital** of euro 42,623,057.10 is divided into 163,934,835 shares of a nominal unit value of 0.26 euro, each of which has the right to a vote. At the date of this notice, the company holds 397,233 treasury shares for which, in accordance with the law, the voting right is suspended. There are no forms of multiple voting shares or shares with increased voting rights

This notice is published, in accordance with art. 125-*bis*, Leg. Dec. 58/98, as well as with art. 7 of the articles of association, on the Company's website [www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance> Assemblea dei soci, and for extract on the newspaper MF – Milano Finanza. It is also made available to the public on the authorized storage system "eMarket STORAGE" (available at [www.emarketstorage.com](http://www.emarketstorage.com)) and through the other procedures established by applicable regulations.

Bagnolo in Piano (RE), 27 March 2018

On behalf of the Board of Directors  
The Chairman – Fausto Bellamico