



## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting is called in Cremona, via Dell'Innovazione Digitale n. 3, on 18 April 2019 at 10:30 a.m., in a single call, to discuss and resolve upon the following

### AGENDA

1. Approval of the company's financial statements and proposal of the group consolidated financial statements as at 31 December 2018 – related and resulting resolutions;
2. Proposal of authorization to the purchase and the disposal of the company treasury shares, after the revocation of the related shareholders' meeting resolution dated 26 April 2018 – related and resulting resolutions.



### **CORPORATE SHARE CAPITAL AND VOTING RIGHTS**

The corporate share capital is equal to EUR 373,279.15 which consists of no. 14,931,166 ordinary shares without indication of the nominal value; each share grants a voting right in the ordinary and extraordinary shareholders' meetings of the Company.

### **RIGHT TO ATTEND AND VOTE**

Pursuant to Article 83-sexies of Legislative Decree 24 February 1998 no. 58, the right to attend the Shareholders' Meeting and exercise the related voting right is to be certified by a notice sent to the Company by the intermediary on behalf of the person who has the right to vote, on the basis of the evidence deriving from its accounting records related to the end of the 7° (seventh) trading day prior to the date of the call of the Ordinary Shareholders' Meeting (i.e. on 9 April 2019 – record date). Debit and credit entries made on accounts after the abovementioned term are not relevant in terms of entitlement to the exercise of voting rights at the Shareholders' Meeting and, therefore, those who shall become owners of the shares only after the abovementioned term, shall not be entitled to attend and to vote in the Shareholders' Meeting. The Company must receive the notice within the end of the 3° (third) trading day before the day of the Shareholders' Meeting (i.e. by 15 April 2019). It is without prejudice the right to attend the Shareholders' Meeting and to exercise the voting right in the event the Company receives the notices after such term, but within the beginning of the discussions in the Shareholders' Meeting.

### **REPRESENTATION AT THE SHAREHOLDERS' MEETING**

Those who have the right to attend the Shareholders' Meeting may be represented by a written proxy, according to the applicable Law. In this respect, on the Company's website at the address [www.mailupgroup.com](http://www.mailupgroup.com), in the *Information for Shareholders* section, a specific proxy form for the shareholders' meeting is available. No vote by correspondence or by electronic means is provided.

## **ORGANISATIONAL ASPECTS**

The Shareholders (or their proxies) are invited to come early with respect to the time of the call of the meeting in order to simplify the necessary registrations. The registrations activities of the participants to the meeting shall begin thirty minutes in advance with respect to the time of the call of the shareholders' meeting.

## **DOCUMENTATION**

Together with the publication of this notice of call, the following documentation is made available to the public at the company registered office in Milan, Viale Francesco Restelli no. 1, on the Company's website [www.mailupgroup.com](http://www.mailupgroup.com), *Information for Shareholders* Section, and with any further procedures according to the applicable laws and regulations: *(i)* the Company's financial statements and the consolidated financial statements as at 31 December 2018, together with the management report as well as the reports of the Statutory Auditors and the Independent Auditing Firm, *(ii)* the form for the proxy voting which the persons with the right to attend the Meeting may use, and *(iii)* the Board of Directors' explanatory report on the proposals on the agenda. The Shareholders have the power to obtain copy of it.

This notice of call is also published on the Company's website [www.mailupgroup.com](http://www.mailupgroup.com), *Information for Shareholders* Section and on the daily newspaper "Italia Oggi" dated 3<sup>rd</sup> April 2018.

*Milan, 3<sup>rd</sup> April 2019*

**On behalf of the Board of Directors**

**The Chairman**

(signed by Matteo Monfredini)