

LU-VE S.p.A.

Registered office – Via Vittorio Veneto 11, Varese
Share capital €62,704,488.80, fully paid in
Tax code and Varese Register of Companies no. 01570130128
Varese Economic and Administrative Index no. 191975

NOTICE OF CALL TO THE ORDINARY SHAREHOLDERS' MEETING

Persons eligible to vote at the Shareholders' Meeting of LU-VE S.p.A. are hereby called to the Ordinary Shareholders' Meeting to be held on single call at 10:30 on 27 April 2018 at the Company's administrative offices, Via della Liberazione 53, Uboldo (VA), to resolve upon the following

AGENDA

1. Presentation of the Annual Financial Report containing the draft separate financial statements at 31 December 2017, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Related and contingent resolutions.
2. Presentation of the Annual Remuneration Report of LU-VE S.p.A. Resolutions pursuant to art. 123-ter, Italian Legislative Decree 58/98.
3. Proposed authorisation to purchase and disposal of treasury shares, subject to cancellation of the resolution adopted by the Shareholders' Meeting of 12 April 2017. Related and contingent resolutions.

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▪ ENTITLEMENT TO ATTEND AND VOTE AT SHAREHOLDERS' MEETINGS

Pursuant to art. 83-sexies, Italian Legislative Decree no. 58 of 24 February 1998, as amended (Legislative Decree 58/98), and related implementing provisions, those eligible to attend the Shareholders' Meeting and exercise the right to vote are the persons for which the authorised intermediaries who - in accordance with legal terms - have issued specific notice to the Company in compliance with their own accounting records, based on proof relating to the accounting deadline of the seventh market trading day prior to the date established for the Shareholders' Meeting (i.e. the record date, 18 April 2018). In accordance with current regulations, persons proving to hold shares only after that date will not be eligible to attend and vote at the Shareholders' Meeting. The notice from the aforementioned intermediary must reach the Company by the end of the third trading day prior to the date established for the Shareholders' Meeting (i.e. by close of trading on 24 April 2018). This without prejudice, however, to the entitlement to attend and vote if the notification reaches the Company beyond the above deadline, provided it is before the Shareholders' Meeting opens.

▪ **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS**

Note that, pursuant to art. 126-*bis* of Italian Legislative Decree 58/98, within ten days of publication of the notice of call to the Shareholders' Meeting (i.e. by 6 April 2018), Shareholders who individually or jointly represent at least one fortieth of the share capital can request additions to the list of matters to be discussed, in the application indicating the additional topics proposed, or submit resolution proposals on matters already on the agenda. The questions, together with certification confirming eligibility to attend, must be submitted in writing by recorded delivery mail sent to the Company's registered office (for the attention of the Legal & Corporate Affairs Manager) or via the following certified e-mail address: luve@legalmail.it, and must be accompanied by a report indicating the reasons for the resolution proposals on new matters for discussion or the reasons for additional resolution proposals submitted on items already on the agenda. Shareholders are also reminded that additions to the agenda are not permitted for topics on which, by law, the Shareholders' Meeting resolves upon a proposal of the Directors or on the basis of a project or report prepared by the Directors other than those referred to in art. 125-*ter*, paragraph 1, Italian Legislative Decree 58/98. Any additions to the agenda and/or additional resolution proposals submitted on items already on the agenda, together with the report prepared by the Shareholders and any assessments made by the Board of Directors, will be made available to the public by the same publication methods as this notice and by the deadlines prescribed by current legal and regulatory provisions.

▪ **REPRESENTATION AT SHAREHOLDERS' MEETINGS**

Pursuant to art. 12 of the Articles of Association and in compliance with applicable regulations, Shareholders and other persons entitled to attend the Shareholders' Meeting can arrange representation by proxy issued in accordance with the methods envisaged in current legal and regulatory provisions. A template of the form to be used to grant proxy for attendance at the Shareholders' Meeting can be found on the Company's web site at www.luvegroup.com (section *Investor Relations – Documentation of shareholders' meeting – Shareholders' Meeting of 27 April 2018*). Proxies can be notified to the Company by recorded delivery mail sent to the Company's registered office (for the attention of the Legal & Corporate Affairs Manager) or via the following certified e-mail address: luve@legalmail.it.

It should be emphasised that the Board of Directors has not appointed representatives to which persons with voting rights can grant proxy with voting instructions.

▪ **ABSENTEE VOTING**

It should be remembered that there are no provisions for absentee voting or voting by electronic means.

▪ **RIGHT TO ASK QUESTIONS AT SHAREHOLDERS' MEETINGS ON ITEMS ON THE AGENDA**

Persons eligible to vote can submit questions on items on the agenda also before the Shareholders' Meeting, sending them by recorded delivery mail to the Company's registered office (for the attention of the Legal & Corporate Affairs Manager) or via the following certified e-mail address: luve@legalmail.it, accompanied by suitable documentation to prove the right to exercise votes as issued by the authorised intermediary. In order to facilitate correct conduct of the Shareholders' Meeting and its preparation, questions must be received by 24 April 2018. Questions reaching the Company by that deadline and by the methods indicated above will be answered at the latest during the Shareholders' Meeting. The Company can provide a single reply to questions with the same

content. The printed reply made available at the beginning of the meeting to all those entitled to vote is considered to be provided at the Shareholders' Meeting.

▪ **INFORMATION ON THE SHARE CAPITAL**

Pursuant to art. 125-*quater*, paragraph 1.c) of Legislative Decree 58/98, note that the share capital (fully subscribed and paid in) of LU-VE S.p.A. amounts to €62,704,488.80, divided into 22,234,368 ordinary shares all without a nominal value, each of which granting the right to one vote at the Shareholders' Meeting.

It should be emphasised that there are no share categories other than ordinary shares and as at today's date the Company holds 137,805 treasury shares (equal to 0.6198% of the share capital), on which voting rights are suspended in accordance with law.

▪ **INFORMATION DOCUMENTS**

The documentation relating to items on the agenda as envisaged in current legal and regulatory provisions will be filed and made available to the public by the prescribed legal and regulatory deadlines at the administrative offices, Via della Liberazione 53, Uboldo (VA) and on the web site of the Company at www.luvegroup.com (section *Investor Relations - Documentation of shareholders' meeting - Shareholders' Meeting of 27 April 2018*) and on the authorized storage device eMarket Storage www.emarketstorage.com.

Shareholders and other parties entitled to attend the Shareholders' Meeting have the right to receive a copy, submitting a request to the following certified e-mail address: luve@legalmail.it.

In particular, the following will be made available to the public:

- today, the Explanatory Report of the Directors on matters on the agenda pursuant to art. 125-*ter* of Legislative Decree 58/98, also prepared in accordance with articles 73 and 84-*ter* of Consob Regulation no. 11971/1999, including resolution proposals on all items on the Shareholders' Meeting agenda;
- on 5 April 2018, the 2017 Annual Financial Report with additional reports as required by art. 154-*ter*, Legislative Decree 58/1998, the Remuneration Report pursuant to art. 123-*ter*, Legislative Decree 58/1998, the 2017 Report on Corporate Governance and Ownership Structures and the consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016;
- on 12 April 2018, the document referred to in art. 77, paragraph 2-*bis* of the Issuers' Regulation and art. 15, paragraph 1.a) of the Markets Regulation adopted by Consob Resolution no. 20249 of 28 December 2017, warning that this documentation will only be made available at the Company's administrative offices at Via della Liberazione 53, Uboldo (VA).

The Articles of Association and Shareholders' Meeting Regulations are available on the Company's web site at www.luvegroup.com (in the section "*Investor Relations*" – "*Corporate Governance*" – "*Corporate documents*").

The additional documentation required by current legal and regulatory provisions, including the minutes of the Shareholders' Meeting, will be published in accordance with legal and regulatory methods and deadlines.

Note that information regarding the Shareholders' Meeting and eligibility to attend, also in reference to the provisions of art. 125-*quater* of Legislative Decree 58/1998, is in any event published on the



Company's web site at www.luvegroup.com (section *Investor Relations – Documentation of shareholders' meeting documentation – Shareholders' Meeting of 27 April 2018*).

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Shareholders and other parties entitled to attend the Shareholders' Meeting are kindly invited to arrive sufficiently in advance of the starting time of the Shareholders' Meeting to facilitate registration procedures.

On behalf of the Board of Directors
The Chairman

Iginio Liberali

(Notice published on 27 March 2018 on the web site of the Company at www.luvegroup.com, section *Investor Relations - Documentation of shareholders' meeting - Shareholders' Meeting of 27 April 2018*, on the authorized storage device *eMarket Storage* www.emarketstorage.com, as well as in abstract form in the daily newspaper "Il Sole24Ore").