

**GEFRAN S.P.A.**

Share capital EUR 14,400,000 fully paid-up  
Registered offices: Via Statale Sebina 74, Provaglio d'Iseo (BS), Italy  
Tax code and Brescia Companies' Register No. 03032420170

**NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting will be held at the registered office of GEFran S.p.A., in Via Statale Sebina 74, Provaglio d'Iseo (BS), at 5 p.m. on 24 April 2018 (first call), and if necessary, at the same time and place on 26 April 2018 (second call), to discuss and resolve on the following

**AGENDA**

**1. Annual financial statements for the year ending 31 December 2017.**

- 1.1 Approval of the annual financial statements for the year ending 31 December 2017; reports of the Board of Directors, Board of Statutory Auditors and External Auditors.
- 1.2 Approval of the distribution of dividends.

**2. Appointment of the Board of Statutory Auditors for the years 2018-2020.**

- 2.1. Appointment of the members of the Board of Statutory Auditors;
- 2.2. Determination of the annual fees of the members of the Board of Statutory Auditors

**3. Appointment of the Honorary President.**

**4. General Group Remuneration Policy. Consultation on the first section of the Report on Remuneration, pursuant to paragraph 6, Article 123 *ter* of Italian Legislative Decree No. 58/1998.**

**5. Revocation of the previous authorisation to buy and sell own shares and release of new authorisation.**

Pursuant to Article 5 of the Articles of Association, the share capital amounts to EUR 14,400,000.00, divided into 14,400,000 ordinary shares, with a par value of EUR 1.00 each. Each share gives the right to one vote. As of today's date, the company holds 0 own shares, in relation to which - pursuant to the law - the voting right is suspended. This number could change as of the date of the shareholders' meeting.

Pursuant to Article 126 *bis* of Italian Legislative Decree No. 58/98, the shareholders who, alone or together with other shareholders, represent at least a fortieth of the share capital with the right to vote, may request, by 24 March 2018, the integration of the business to be dealt with, or present resolution proposals on business already on the agenda. The requests, together with the certification bearing witness to the ownership of the interest, must be presented in writing to the Management Body of the Company - by means of registered letter with advice of receipt, sent to the address Statale Sebina 74, 25050 Provaglio d'Iseo (Bs), Italy, or to the certified e-mail address: [gefran@legalmail.it](mailto:gefran@legalmail.it) - and must be accompanied by a report which shows the reason for the resolution proposals on the new business whose discussion is proposed or the reason relating to the additional resolution proposals presented on business already on the agenda.

The integration is not permitted for matters on which the shareholders' meeting resolves, in accordance with the law, upon the proposal of the Directors or on the basis of a project or a report they have drawn up. The integrations and reports received, together with any comments of the directors, will be published using the same formalities as this notice, at least fifteen days before the date of the meeting.

Legitimation of the participation in the meeting and the exercise of the voting right is attested by a communication to the company, made by the qualified intermediary in compliance with the related accounting records in favour of the party who is due the right to vote, on the basis of the records relating to the deadline of the seventh open market day prior to the date established for the meeting in first calling, coinciding with 13 April 2018.

Those who emerge as holders of the shares after 13 April 2018 will not have the right to take part in and vote in the meeting.

Each shareholder who has the right to take part in the meeting may arrange for themselves to be represented, pursuant to and as per the legal formalities, by means of written proxy. The proxy form is available care of the registered offices and on the Company's website ([www.gefran.com](http://www.gefran.com), Investor Relations / shareholders' meetings section) and will have to be sent to said Company by means of registered mail with advice of receipt to the address Statale Sebina 74, 25050 Provaglio d'Iseo (Bs), Italy, for the attention of the Legal Department, or it can be notified also on a computerised medium signed in electronic form, sent to the following e-mail address: [gefran@legalmail.it](mailto:gefran@legalmail.it).

The possible prior notification of the proxy does not excuse the proxy, at the time of accreditation for access to the meeting's business, from the obligation of certifying the compliance of the served copy with the original and the identity of the delegating party. In accordance with the matters envisaged in the Articles of Association, the designation by the Company of a representative appointed to receive the proxies and the relating voting instructions, as per Article 135 *undecies* of Italian Legislative Decree No. 58/98, is excluded.

Pursuant to Article 127 *ter* of Italian Legislative Decree No. 58/98, those who are due the right to vote have the right to propose questions associated with the agenda, up until three days before the shareholders' meeting, in other words by 21 April 2018, sending a registered letter with advice of receipt to the headquarters of the Company, or to the e-mail address [gefran@legalmail.it](mailto:gefran@legalmail.it). For the purpose of exercising this right, the Company will have to receive the specific communication issued by the intermediaries care of which the shares owned by the shareholder are deposited. The Company will answer the questions received by the above deadline, at the latest during the shareholders' meeting.

The Board of Statutory Auditors shall be appointed in accordance with article 23 of the Articles of Association, which should be consulted on this topic.

Shareholders entitled to submit a slate for appointing members of the Board of Statutory Auditors are those who hold, on their own or in association with other submitting shareholders, at least 2.5% of shares with voting rights at the moment the slate is submitted (quota determined by Consob with resolution no. 20273 of 24 January 2018).

Each shareholder may not submit more than one list, even through third parties or through a trust company. Each candidate may be submitted on only one list, under penalty of ineligibility. Persons holding the same appointment by five issuers cannot be appointed as a member of the Board of Auditors.

The candidate lists, signed by the shareholder or by the shareholders that submit them, must be submitted along with the required documentation to the Company's registered office to the attention of the Legal Dept. by the shareholders that submit them, by and not after 30 March 2018, personally or by registered mail.

The lists should contain the names of one or more candidates for the office of standing auditor and one or more candidates for the office of substitute auditor. The names of candidates shall be marked by a progressive number and the number shall not exceed the members of the board to be elected.

Furthermore, each list must comply with mandatory gender division criteria, and must therefore include a number of candidates of the less represented gender at least equal to one third of the candidates, rounding up to the next integer.

Upon filing each slate should be accompanied by: (i) information on the identity of the shareholders submitting the slates, specifying the total percentage of shares held and certification showing ownership of the said amount; (ii) a statement from shareholders who do not hold, also jointly, a controlling share or majority share, certifying the absence of the relationships with members of the Statutory Board of Auditors as laid down by law and rules in force; (iii) thorough information on the personal and professional features of candidates as well as statements from the candidates certifying that they are in possession of the requirements laid down by law and that they accept their candidature; (iv) a list of offices and appointments held at other companies.

In case when the term for submitting slates expires only one slate has been submitted, or only slates submitted by shareholders associated with one another under applicable legal rules, slates can be submitted until the third day following that date (and therefore no later than 2 April 2018). In this case the threshold mentioned above for submitting slates is reduced by half and so to 1.25% of shares bearing the right to vote at the ordinary shareholders' meeting.

The certification proving the ownership of the number of shares necessary for submitting the lists, at the date when the list was presented, can be produced to the Company's registered offices, provided it is no later than 3 April 2018.

Shareholders intending to submit lists are asked to take into account the recommendations contained in Consob provision DEM/9017893 of 26 February 2009: minority shareholders must therefore submit a declaration stating that there is no connection between them and the majority shareholder.

The documentation relating to the shareholders' meeting, including therein the illustrative reports of the Board of Directors and the resolution proposals on the business on the agenda, will be made available to the general public by the deadlines and as per the formalities envisaged by current legislation, with the faculty of the shareholders, and those due the right to vote, to obtain a copy thereof. This documentation will be available on the authorized storage system [www.emarketstorage.com](http://www.emarketstorage.com) managed by Spafid Connect S.p.A. as well as care of the registered offices of the Company, and on the Company website at the following address [www.gefran.com](http://www.gefran.com), Investor Relations / shareholders' meetings section.

The Shareholders are invited to present themselves at least one hour before the start of the work of the meeting so as to facilitate the registration procedures.

Provaglio d'Iseo, 13 March 2018

On behalf of the Board of Directors  
The Chairman Ennio Franceschetti