

NOTICE OF SHAREHOLDERS' AGM

Those with the right to attend and vote are called to the Shareholders' AGM at the registered office in Fabriano, via Ermanno Casoli No. 2 on April 29, 2015 at 9AM in single call, to discuss and vote upon the following

Agenda

1. Approval of the 2014 Annual Accounts:
 - 1.1 Approval of the Financial Statements for the year ended December 31, 2014; Directors' Report; Board of Statutory Auditors' Report; Independent Auditors' Report. Presentation of the Consolidated Financial Statements at December 31, 2014;
 - 1.2 Deliberations on the result for the year.
2. Remuneration Report; resolutions on the first section, in accordance with paragraph 6 of Article 123-ter of Legs. Decree No. 58/1998 (CFA).
3. Proposal of the Board of Statutory Auditors for the appointment of the Audit Firm for the 2015-2023 period; establishment of remuneration and adjustment criteria;
4. Appointment of the Board of Directors and the Chairman:
 - 4.1 Establishment of the number of Directors;
 - 4.2 Establishment of the duration of office;
 - 4.3 Appointment of the Directors and the Chairman.
5. Determination of the remuneration of the members of the Board of Directors, as per Article 2389 of the civil code and proposal for the renewal of insurance coverage.
6. Appointment of the Board of Statutory Auditors:
 - 6.1. Appointment of the Board of Statutory Auditors for the 2015-2017 period. Appointment of the Chairman.
 - 6.2. Establishment of Statutory Auditors' remuneration and proposal for renewal of insurance coverage.
7. Authorisation of the purchase and utilisation of treasury shares.

Information on the share capital: the share capital comprises 63,322,800 ordinary shares with a par value of Euro 0.20, all with voting rights, with the exception of the 1,275,498 treasury shares held by the Company at the date of the present call notice, for which in accordance with law voting rights have been suspended. This number may have changed by the date of the Shareholders' AGM; any change in the number of treasury shares held will be communicated at the beginning of the Meeting.

Supplementation of the Agenda and proposals on matters already on the Agenda: shareholders which, also jointly, represent at least one-fortieth of the share capital with voting rights can request supplementation of the matters on the Agenda or additional proposals, through written request to be sent to the registered office of the company, Legal & Corporate Affairs Department, or by fax to +39(0)732610217, within ten days from publication of the present notice (by March 29, 2015), in accordance with Article 126-bis of the CFA. Within the same time period and in the same manner, a Report concerning the new proposed matters for the Agenda or further proposals and certification of share ownership by the relative intermediary must be provided to the company.

Presentation of slates: the election of the Board of Directors and the Board of Statutory Auditors is carried out of the basis of slates, in accordance respectively with Articles 16 and 24 of the By-Laws, available on the Company website <https://corporation.elica.com> (Corporate Governance section). Only shareholders who individually or collectively hold at least 2.5% of the share capital have the right to present slates. The slates of candidates, signed by the presenting Shareholders and supported by the documentation required by the By-Laws and the applicable regulation, must be filed at the registered office of the Company for the attention of Legal & Corporate Affairs

Office or sent by certified e-mail to: elicacorporate@sicurezzapostale.it, by 12:30PM on April 4, 2015.¹The ownership of the minimum holding necessary for the presentation of slates is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the Company, through sending of the communication required by current regulation. Proof of ownership may also be sent after filing of the slate, although by 5:30PM on April 8, 2015 in order to permit the publication of slates by the Company by the publication deadline (April 8, 2015). The slates presented by Shareholders will be made available to the public at the registered office, on the Company website <http://corporation.elica.com> Investor Relations - Shareholders' AGM section), and on the authorised storage mechanism 1Info at www.1info.it.

For the appointment of the Board of Statutory Auditors, if by the deadline of April 4, 2015 only one slate has been filed, or only related slates, in accordance with Article 144-*sexies*, paragraph 5 of the Issuers' Regulations No. 11971 of 14/05/1999, slates may be presented until the third day subsequent to the deadline (until 5:30PM on April 7, 2015), with the threshold for presentation of slates reduced to 1.25%. The slates presented that do not comply in full with the By-Laws shall be considered as not presented.

For the appointment of the Board of Directors:

- each shareholder, as well as related shareholders through control or association relations in accordance with the civil code, may not present or vote on, even through nominees or trust companies, more than one slate;
- the slates must not contain more than 11 candidates, each listed by progressive numbering.
- each candidate may run on one slate only, subject to ineligibility.
- candidates which (notwithstanding any other reason for ineligibility) do not hold the requirements established by law or the By-Laws may not be included on the slate of candidates;
- a minimum number of candidates, however not lower than that required by regulations, must be independent as per the applicable rules. In this regard, Article 147-*ter* - paragraph 4 of the CFA establishes that at least one member of the Board of Directors, or two if the Board of Directors comprises more than seven members, must be considered independent as established for statutory auditors by Article 148, paragraph 3 of the CFA. In addition, as the Company is listed on the STAR segment, at least 2 (two) members must be independent in accordance with the Self-Governance Code;
- where the slates do not present a number of candidates lower than three, candidates from the under-represented gender must account for at least one-fifth of the total; where the application of the gender balance criterion does not result in an exact number of Board of Directors belonging to the under-represented gender, this number is rounded upwards;
- the candidates should have a range of managerial skills and experience and knowledge of the industrial sector, considering also that at least one Board member should have appropriate financial or remuneration policy experience, with an additional member having appropriate accounting and financial or risk management experience.
- On filing, each slate must be accompanied by:
 - exhaustive information on the personal and professional characteristics of the candidates (curriculum vitae concerning their personal and professional characteristics of each candidate), specifying the offices of administration and control held by the candidates at other companies, in addition to an indication of the number of offices held in listed companies, taking account that the Board of Directors has expressed its position in relation to the maximum number of offices of Director or Statutory Auditor which may be considered compatible with the proper fulfilment of the role of Director of the Company, fixing at five the maximum number of offices of direction or control in other listed companies (including abroad).

¹ In the case of difficulties in filing at the registered office, please contact +39(0)732610331.

- a declaration by each candidate in acceptance of their candidacy and, under their own responsibility, upon the inexistence of any cause of ineligibility or incompatibility in accordance with law, as well as upon the satisfaction of the requirements established by regulation to hold the office, and whether considered independent as per the applicable regulation (CFA and Self-Governance Code);
- indication of the identity of the shareholders who have presented the slates and their overall shareholding;
- copy of a valid identity document of the candidates;
- in addition, on filing, or however within the above-stated period, the communication issued by the intermediary proving ownership of the number of shares representing the Shareholders presenting the slate should be presented;
- Shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, are invited to present a declaration stating the absence of any connecting relations established by law with these latter, taking account of the recommendations of Consob Communication No. DEM/9017893 of February 26, 2009, available at www.consob.it.

For the appointment of the Board of Statutory Auditors:

- a shareholder cannot present or vote for more than one slate, including through a nominee or trust company. Each shareholder belonging to the same group or members of a shareholder agreement as per Article 122 of Legs. Decree No. 58/98, may not present or be involved in the presentation, either through nominees or trust companies, of more than one slate, nor may they vote on different slates;
- the slate is composed of two sections: one for the candidates for the office of standing auditor and the other for candidates for the office of alternate auditor;
- each candidate can be presented only on one slate, at the risk of being declared ineligible;
- Statutory Auditors must also have the requisites of eligibility, professionalism and independence provided by law and the other applicable directives. In particular, in relation to the professionalism requirement covered by article 1 of Justice Ministerial Decree of March 30, 2000, No. 162, the following fields are deemed to be closely related to the company's activities: that relating to commercial or tax law, the economy and corporate finance, the manufacturing and design sector, as well as the activities listed in Article 2 of the By-Laws.
- except in the situation of ineligibility established by law, no person who covers offices of statutory auditor in five or more other companies listed on regulated markets may fulfil the role of statutory auditor and if nominated must vacate the office, with exclusion of the subsidiary companies as well as the parent companies and the companies controlled by such, or anyone who covers offices of direction and control in a number higher than that provided by law and the regulations in force.
- The slates:
 - must indicate at least one candidate for the role of standing auditor and one for the role of alternate auditor and, in any case, a number of candidates not greater than the statutory auditors to be elected, listed by progressive numbering;
 - where not presenting a number of candidates lower than three, they must also ensure the presence of both genders, so that the candidates from the under-represented gender comprise, for the first appointment subsequent to the year of the entry into force of Law 120/2011, at least one-fifth of the total and, for the two subsequent appointments, at least one-third of the total; where the application of the gender balance criterion does not result in an exact number of Board of Statutory Auditors belonging to the under-represented gender, this number is rounded upwards.
- On filing, each slate must be accompanied by:
 - exhaustive information on the personal and professional characteristics of the candidates (curriculum vitae concerning their personal and professional characteristics), specifying the offices of administration and control held by the candidates at other companies, in addition to the declarations

- by the same candidates upon the holding of the requirements established by applicable regulations and the By-Laws, including those concerning good standing and independence, the inexistence of reasons for their ineligibility and incompatibility with the position of Statutory Auditor and the acceptance of their candidature;
- information concerning the identity of the shareholders who have presented the slates and their overall shareholding;
 - a declaration of the shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, declaring the absence of the connecting relationships with these latter, containing the information described in greater detail below;
 - copy of a valid identity document of the candidates.
- in addition, on filing, or however within the period cited below, the communication issued by the intermediary proving ownership of the number of shares representing the Shareholders presenting the slate should be presented;
 - shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, are invited to provide in the above declaration:
 - any existing relationships, where significant, with shareholders who hold, even jointly, a controlling or relative majority share, where they may be identified on the basis of the communications of significant holdings as per Article 120 CFA (Legs. Decree No. 58/1998) or according to the shareholder agreement published as per Article 122 of the same Decree. In particular, at least those listed at point 2 of Consob Communication No. DEM/9017893 of February 26, 2009 of the above-stated relations should be cited, available on the website www.consob.it. Alternatively, the absence of significant relations should be indicated;
 - the reasons why these relations are not considered connecting relationships as per Article 148, paragraph 2, CFA (Legs. Decree 58/1998) and Article 144-*quinquies* of the Issuer's Regulation (Consob Motion No. 11971 of May 14, 1999), taking account, for the above-stated purposes, of the recommendations of Consob Communication No. DEM/9017893.

Participation at the Shareholders' AGM: all those who have sent the company the communication provided by the appointed intermediary by the end of the third market day preceding the date fixed for the Shareholders' AGM have the right to attend the Meeting, but may still attend and vote as long as the communications sent to the Company after the above-stated time period are received before the beginning of the business of the Shareholders' AGM.

The communication provided by the intermediaries is based on the available information at the end of the seventh trading day before the date fixed for the Shareholders' AGM (April 20, 2015). Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' AGM.

Each shareholder who has the right to attend the Shareholders' AGM may be represented by others, through written proxy, in accordance with law, the company by-laws and the Shareholders' Meeting regulation. The form available at the registered office and on the internet site <http://corporation.elica.com> (Investor relations section) may be used for this purpose. Proxy may be granted through a computer generated document signed in electronic form in accordance with Article 21, paragraph 2 of Legislative Decree No. 82/2005. Proxy may also be notified through sending a certified e-mail to: elicacorporate@sicurezzapostale.it. The representative who delivers or sends a copy of the proxy form must declare under their own responsibility compliance with the original and the identity of the principal.

Rights to submit questions: those with voting rights may submit questions concerning the matters on the Agenda, also before the Shareholders' AGM, sending them at least three days before the Meeting itself (April 26, 2015), through registered letter with advice of delivery to the company's registered office or by fax to +39(0)732610217,

marked for the attention of the Investor Relations Manager. For questions submitted before the Shareholders' AGM, responses will be made, at the latest, during the Meeting itself. In order to exercise this right, certification by the intermediary confirming the right to vote must be sent to the Company.

Documentation: the Illustrative Reports of the Board of Directors to the Shareholders' AGM, the complete text of the proposals and the information and the documentation concerning the Shareholders' AGM will be made available to shareholders at the registered office of the Company, at the 1Info storage mechanism www.1info.it and published on the company website at <http://corporation.elica.com> (Investor Relations, Shareholders' AGM section), where shareholders may obtain a copy.

In particular, the following will be made available:

- from today, the reports on points 3, 4 (4.1, 4.2 and 4.3), 5 and 6 (6.1 and 6.2);
- from April 7, 2015, the documentation concerning points 1 (1.1 and 1.2), 2 and 7 of the Agenda.

Those with the right to attend and vote are kindly requested to present themselves before the call time of the Meeting in order to facilitate registration. Registration will begin from 8.00 AM.

Fabriano, March 19, 2015

For the Board of Directors
The Chairman Francesco Casoli