

**Courtesy translation. In case of incongruity with the Italian version, the latter will prevail.**

**AEFFE S.p.A.**

**Registered Offices in San Giovanni in Marignano - RN**

**Via delle Querce 51**

**Share Capital € 26,840,626.00**

**Rimini Companies Register and Tax Code No. 01928480407**

### **NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their voting rights are called to an Ordinary Shareholders' Meeting to be held in first and only calling on 13th April 2016 at the conference center of Hotel Palazzo Viviani, Via Roma 38, Montegridolfo (RN) at 9.30 am to discuss and resolve on the following

#### **AGENDA**

1. Approval of the financial statements of Aeffe S.p.A. as of 31st December 2015 and the report of the Board of Directors on operations; reception of the reports of the Independent Auditors and the Board of Statutory Auditors. Presentation to the Shareholders' Meeting of the consolidated financial statements as of 31st December 2015.
2. Resolutions regarding the results for the year ended 31st December 2015.
3. Compensation Report pursuant to art. 123-ter, para. 6, of Decree 58/98; resolutions regarding the first section of the Compensation Report.
4. Conferment, pursuant to Legislative Decree no. 39/2010, of the appointment for the complete auditing of the annual financial and consolidated reports of Aeffe S.p.A. concerning the years from 2016 to 2024, of the limited auditing of the half year consolidated financial report from 2016 to 2024, and for the verification of the correct company's general accounting as well as the correct evaluation of the management activities in the accounting books for the years from 2016 to 2024. Decision on the fee due to the accounting company.

#### **Participation at the Meeting**

Pursuant to art. 83-*sexies* of Decree No. 58/98 and article 11 of the Articles of Association, persons may legitimately participate at the Shareholders' Meeting and exercise their right to vote if their legitimate status is confirmed by a communication made to the Company by an authorized intermediary, as defined in the applicable regulations, and released by the latter with reference to the information contained in its own accounting records at the close of business on the seventh trading day prior to the date fixed for the Shareholders' Meeting, i.e. 4<sup>th</sup> April 2016 (so-called "*record date*").

Pursuant to para. 4 of art. 83-*sexies* of Decree 58/98, such communications, necessary for legitimate participation at the Shareholders' Meeting, must be received by the Company by the end of the third trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 8<sup>th</sup> April 2016 and in any case prior to the start of the meeting. Those found to have become holders of shares only subsequent to the *record date* (4<sup>th</sup>

April 2016) and/or those who have not sent the Company the communication addressed to the Company by an authorized intermediary, as defined in the applicable regulations, will not be entitled to participate in and vote at the meeting.

Each Shareholder may be represented at the meeting by a written proxy or by a proxy granted using an electronic document bearing a digital signature, subject to the incompatibilities and restrictions envisaged by current regulations. The proxy form is available from the Company's website ([www.aeffe.com](http://www.aeffe.com)) or can be requested from the Corporate Affairs Office of Aeffe S.p.A. at the following numbers: telephone (0541/965207); fax (0541/824722), e-mail: [giulia.degano@aeffe.com](mailto:giulia.degano@aeffe.com); each Shareholder is also entitled under the Articles of Association to communicate the granting of a proxy in electronic form to the certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it).

If proxyholders deliver or transmit a copy of the proxy form to the Company, they must confirm under their own responsibility that the proxy agrees with the original and the identity of the delegating party.

Without cost to the delegating party, the proxy may be given - with voting instructions for all or some of the matters on the agenda - to Taisia Vanzetto, born in Gemona del Friuli on 24th January 1985, Tax Code VNZTSA85A64D962W, of Studio Torresi e Associati (who may be replaced by Federico Torresi, born in Rome on 23rd February 1980, Tax Code TRRFRC80B23H501Y, of Studio Torresi e Associati), appointed for this purpose by the Company pursuant to article 135-*undecies* of Decree No. 58/98, on condition that the original of such proxy is received by the above, at Studio Torresi e Associati, Via Marcello Prestinari 15, Rome, by the end of the second trading day prior to the date fixed for the Meeting in first and only calling (i.e. by 11<sup>th</sup> April 2016). Without prejudice to the transmission of the original proxy form, the proxy may also be notified in electronic form to the following certified e-mail address: [societario@cert.torresieassociati.com](mailto:societario@cert.torresieassociati.com).

Proxies given on this basis to the designated proxyholder do not apply to proposed resolutions for which voting instructions have not been given. The proxy and the voting instructions may be revoked at any time prior to the deadline indicated above.

Proxy forms and the related instructions for their completion and transmission are available from the registered office and from the Company's website at the address [www.aeffe.com](http://www.aeffe.com) in the section "Company Documents."

Pursuant to art. 127-*ter* of the TUF, all those entitled to vote may ask questions about the matters on the agenda, even before the Shareholders' Meeting, by sending a registered letter to the following address: Aeffe S.p.A.- Attention: Ufficio Legale- Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy, or a certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it). Pursuant to art. 127-*ter*, para. 1-bis, of Decree 58/98, questions must be received by the Company at least three days prior to the date of the Shareholders' Meeting, and therefore by end of day on 10<sup>th</sup> April 2016. The written replies made available at the start of the meeting to all those entitled to vote are deemed to be answers provided during the meeting.

Interested parties must provide the information needed to identify them.

In order to exercise this right, the Company must receive the communication released by the intermediaries that hold the shares owned by the Shareholder.

For further details about the conduct of the Shareholders' Meeting, those entitled to participate and exercise their right to vote are invited to read the Meeting Regulations available from the Company's website [www.aeffe.com](http://www.aeffe.com) in the section entitled *Governance*.

### **Additions to the Agenda and right to present new proposed resolutions**

Pursuant to art. 126-*bis* of the TUF, those Shareholders who, together or alone, represent at least one-fortieth of the share capital may, not more than ten days after the publication of this notice and, therefore, by 21<sup>st</sup> March 2016, request additions to the list of matters to be discussed, indicating in the request the additional matters proposed, or present proposed resolutions on matters already on the agenda. The request made in written form must be sent by registered letter to the following address: Aeffe S.p.A. – Attention: Ufficio Legale - Via delle Querce 51, 47842 San Giovanni in Marignano (RN) – Italy or by certified e-mail to the following certified e-mail address [aeffespa@pec.it](mailto:aeffespa@pec.it), on condition that it arrives by the deadline indicated above. By that deadline and in the same manner, the proposing shareholders must also present a report on the matters that they propose for discussion, explaining the reason for the proposed resolutions on the new matters proposed for discussion, or the reason for the further proposed resolutions presented on matters already on the agenda.

In order to exercise this right, the Company must receive the communication released by an intermediary authorized pursuant to current regulations in favor of the shareholders entitled to request the addition.

Information about any additions as well as possible new proposal resolution made to the agenda for the Meeting that will have to be discussed following receipt of the above requests, will be provided, in the manner used to publish this notice, at least fifteen days prior to the date fixed for the Meeting.

At the time of publishing the notice of additions or possible new proposal resolution, the report prepared by the requesting shareholders will also be made available to the public in the manner envisaged for all other meeting documentation, accompanied by the considerations of the administrative body, if any. In any case, all those entitled to vote can individually present proposed resolutions during the Shareholders' Meeting.

Additions to the agenda are not allowed for matters that, by law, may only be voted on at the meeting following a recommendation from the directors, or based on a project or report prepared by them that is not included in those indicated in para. 1 of art. 125-ter, TUF.

### **Documentation**

The documentation relating to the matters on the agenda, the proposed resolutions and the proxy forms with the related instructions will be made available to the public within the timescale and on the basis envisaged by current regulations. Shareholders may examine and obtain copies of the above documentation, which will also be made available, within the timescale envisaged by law, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com).

### **Share capital**

The share capital of the Company amounts to Euro 26,840,626.00 and is represented by 107,362,504 ordinary shares, par value Euro 0.25 each: each ordinary share carries the right to one vote at ordinary and extraordinary meetings of the Company's shareholders. At today's date, the Company holds 5,876,878

treasury shares representing 5.473% of share capital, the voting rights for which are suspended pursuant to para. 2 of art. 2357-ter, of the Italian Civil Code; accordingly, 101,485,626 votes are exercisable at the Ordinary Shareholders' Meeting.

Information about share capital is also available from the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), in the section entitled *Governance*.

This notice of meeting is published, pursuant to art. 125-bis of the TUF and art. 10 of the Articles of Association, on the Company's website at the following address [www.aeffe.com](http://www.aeffe.com), and in a national daily newspaper as well as via the SDIR NIS circuit organized by Borsa Italiana.

The Corporate Affairs Office of Aeffe S.p.A. is available to provide any further information at the following numbers: telephone (0541/965207); fax (0541/824722), e-mail: [giulia.degano@aeffe.com](mailto:giulia.degano@aeffe.com) or [aeffespa@pec.it](mailto:aeffespa@pec.it)

San Giovanni in Marignano, 11<sup>th</sup> March 2016

The Chairman of the Board of Directors

A handwritten signature in black ink, appearing to read 'Massimo Ferretti', written in a cursive style.

*Massimo Ferretti*