

INFORMATION FOR SHAREHOLDERS

NOTICE OF ANNUAL GENERAL MEETING

An annual general meeting of shareholders will be held at GEFran S.P.A. in Via Statale Sebina, n.74, Provaglio d'Iseo (BS), Italy on 24th April 2019 at 8.30 am on first call, or **3rd May 2018, at 5.00 p.m.**, same place, on second call, to discuss and resolve on the following agenda:

1. Annual financial statements for the year ending 31 December 2018.

1.2 Approval of the annual financial statements for the year ending 31 December 2018; reports of the Board of Directors, Board of Statutory Auditors and External Auditors.

1.3 Approval of the distribution of dividends.

2. 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.

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

RIGH TO PARTICIPATE AND VOTE

The share capital amounts to Euro 14,400,000.00, divided into 14,400,000 ordinary shares at a value of Euro 1.00 each. Each share bears the right to one vote. The company's own shares are excluded from voting rights in accordance with the law, but they are included in the quorum.

The right to participate in the shareholders' meeting and the right to vote is determined by notification sent to the company by the intermediary according to their accounting books, in favour of the party bearing voting rights, as at the seventh trading day prior to the date scheduled for the shareholders' meeting (first call), which is 11 April 2019. Shareholders who become owners of shares after 11 April 2019 shall not be entitled to vote or participate in the shareholders' meeting.

PROXY

Every shareholder holding the right to participate in the shareholders' meeting can be represented by written proxy in accordance with the law. The proxy form is available at company head offices and on the company's website (www.gefran.com, shareholders' meeting section). It should be sent to the company by registered letter, with return receipt, to via Statale Sebina 74, 25050 Provaglio d'Iseo (Bs), to the attention of the Legal Department, or to the following certified electronic mail address: gefran@legalmail.it. Any advance proxy notice shall not render the representative exempt from the obligation to certify, when access to the shareholders' meeting is validated, that the copy conforms to the original as well as the identity of the party represented.

In accordance with the Articles of Association, the company did not designate a representative to receive proxies and voting instructions pursuant to art. 135-*undecies*, Legislative Decree no. 58/98.

RIGHT TO PROPOSE QUESTIONS

Under art. 127-*ter* of Legislative Decree no. 58/98, shareholders are entitled to propose questions related to the agenda up to three days prior to the Shareholders' Meeting (first call), that is within 21st April 2019, by sending a registered letter with return receipt to the company head offices or to the electronic mail address gefran@legalmail.it. In order to exercise the right to vote the company should receive notification from the brokers holding the stock certificates for the shares owned by such shareholders. The company shall provide an answer to such questions during the Shareholders' Meeting at the latest.