



ZIGNAGO VETRO S.p.A.
Registered office Fossalta di Portogruaro (VE) Via Ita Marzotto, 8
Share capital 8,800,000.00 fully subscribed and paid-in
Tax and Venice Companies Registration Office No.: 00717800247

SHAREHOLDERS' MEETING CALL

Those with the right to attend and vote are called to the Ordinary Shareholders' Meeting at the registered office of the company in Fossalta di Portogruaro (VE), Via Ita Marzotto, 8 on 29 April 2019 at 11 AM in first call and on 2 May 2019 at the same time and place in second call, to discuss and vote upon the following

AGENDA

- 1) Annual Financial Statements for the year ended 31 December 2018, Directors' Report, Board of Statutory Auditors' Report and Independent Auditors' Report.
 - 1.1) Review and approval of Annual Financial Statements for the year ended 31 December 2018, Directors' Report, Board of Statutory Auditors' Report and Independent Auditors' Report.
 - 1.2) Allocation of the profit
- 2) 2018 Remuneration Report – motions concerning the First Section, in accordance with Article 123-ter of Legislative Decree 58/1998 and Article 84-quater of Consob Regulation 11971/1999.
- 3) Authorisation for the purchase and utilisation of treasury shares, with prior revocation, where not utilised, of the previous Shareholders' Meeting motion of 27 April 2018;
- 4) Appointment of the Board of Directors:
 - 4.1 Establishment of the number of Board members;
 - 4.2 Establishment of the duration of office;
 - 4.3 Appointment of the Board of Directors;
 - 4.4 Establishment of Directors' remuneration;
 - 4.5 Authorisation of exercise of competitive activities as per Article 2390 of the Civil Code;
- 5) Appointment of the Board of Statutory Auditors for the three-year period 2019-2020-2021:
 - 5.1 Appointment of the Board of Statutory Auditors;
 - 5.2 Appointment of the Chairman of the Board of Statutory Auditors
 - 5.3 Establishment of remuneration for the Board of Statutory Auditors.
- 6) Proposal to authorise a share-based incentive plan concerning the ordinary shares of Zignago Vetro S.p.A. called the "2019-2021 Stock Option".

SHARE CAPITAL AND VOTING RIGHTS

The share capital subscribed and paid-in amounts to Euro 8,800,000.00, comprising 88,000,000.00 ordinary shares, each with a nominal value of Euro 0.10. At the date of the present call notice, the company holds 308,975 treasury shares in portfolio, comprising 0.3511% of the share capital, for which the voting right is suspended. Any change in treasury shares will be communicated at the Shareholders' Meeting.

Each ordinary share assigns the right to one vote at the Shareholders' Meeting (excluding ordinary treasury shares for which the voting right is suspended in accordance with law). However, the Shareholders' Meeting of April 28, 2015 amended Article 8 of the By-Laws, introducing the loyalty shares mechanism, as per Article 127-*quinquies* of the CFA. In particular, in accordance with the stated Article 8, two votes are assigned to each ordinary Zignago Vetro share held by the same shareholder of the company for a continuous period of at least 24 months, from their registration in a special list, set up and maintained by the company at the registered office. For the list of Shareholders maturing loyalty share voting rights, reference should be made to the website www.gruppozignagovetro.com, Investors section - Loyalty Shares".

At the date of the call notice, exercisable voting rights totalled 145,275,351.

RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

In accordance with Article 83-*sexies* and Legislative Decree 58/98 (the "CFA") those who have sent to the company the relative communication through an authorised intermediary based on the accounting records on the seventh trading day before the Shareholders' Meeting, therefore 16 April 2019, have the right to attend and vote at the Shareholders' Meeting. Those who hold shares only after 16 April 2019 will not have the right to attend or vote at the Shareholders' Meeting. The Communication of the intermediary must be received by the Company by the end of the third trading day before the Shareholders' Meeting is held in first call (therefore by 24 April 2019). The right to attend and vote at the Shareholders' Meeting remains valid if the communication of the above-stated intermediary is sent to the Company outside the stated time period, although by the beginning of the relative Shareholders' Meeting.

PROXY REPRESENTATION AND VOTING

Each shareholder who has the right to attend the Shareholders' Meeting can be represented by written proxy in accordance with current regulations. For this purpose, a proxy form is available at the registered office of the company, on the company internet www.gruppozignagovetro.com, Investors - Shareholders' Meeting section, and through authorised intermediaries. The form may be sent to the registered office of the company at Via Ita Marzotto, 8, Fossalta di Portogruaro (VE) for the attention of Mr. Roberto Celot (Investor Relation Manager) or through fax to 0421/246401. Prior notice does not exempt the proxy granted the right to attend the shareholders' meeting from the obligation to declare, in good faith, conformity with the original notified copy and to identify the principal. In accordance with applicable regulations, the proxy must maintain the original proxy form and any voting instructions received for one year from the conclusion of the shareholders' meeting. Proxy may also be conferred, in accordance with law, electronically through a document signed in electronic form in accordance with Article 20, paragraph 1-*bis*, of Legislative Decree No 82 of 7 March 2005. In accordance with the Company By-Laws, a designated agent has not been appointed for the Shareholders' Meeting in accordance with Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998. Voting may not take place through correspondence or electronic means.

SUPPLEMENTS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS

In accordance with Article 126-*bis* of Legislative Decree 58/98 shareholders who, also jointly, represent at least one-fortieth of the share capital, may apply to supplement the Shareholders' Meeting Agenda within 10 days of publication of the present notice, indicating the further matters proposed or by presenting proposals concerning matters already on the Agenda. The request must be sent in writing to the registered office of the company at Via Ita Marzotto, 8, Fossalta di Portogruaro (VE) for the attention of Mr. Roberto Celot (Investor Relations Manager) or through fax to 0421/246401. Within the above-stated timeframe certification confirming ownership of the holding, approved by an intermediary who holds the accounts where the shares of the requesting party are registered, must be sent together with a report containing the reasons for resolutions on new matters to be added to the agenda by the applicant, or the reasoning for the further proposals on matters already on the agenda. Supplementation is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the directors or concerning projects or reports other than those prepared in accordance with Art.125 *ter* paragraph 1 of the CFA. The above-stated report, supplemented by any evaluations by the Board of Directors, will be made available to the public at least 15 days before the Shareholders' Meeting using the same means as for the publication of the present notice and the other Shareholders' Meeting documentation, together with the publication of the agenda supplementation notice or the presentation of further proposals on matters already on the Agenda.

RIGHT TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA

In accordance with Article 127-*ter* of Legislative Decree No. 58/98, those with the right to vote may submit questions regarding the matters on the agenda, also before the Shareholders' Meeting, through registered email to assembleezignagovetro@legalmail.it within three days prior to the Shareholders' Meeting in first call (therefore by 26 April 2019). In order to exercise this right, certification by the intermediary confirming the right to vote must be sent to the Company. For questions submitted, responses will be made at the latest during the meeting itself. Responses may be provided in written form at the Shareholders' Meeting and made available to all those with voting rights at the beginning of the Shareholders' Meeting.

APPOINTMENT OF THE BOARD OF DIRECTORS

In accordance with Article 15 of the By-laws, it is announced that the members of the Board of Directors are elected on the basis of slates of candidates, in accordance with the following procedures:

- Shareholders who represent at least 2.5% of the paid-in and subscribed share capital at the date of the presentation of the slate (a threshold confirmed by Consob executive motion No. 13 of 24 January 2019) can present a slate of candidates with no more candidates than those to be elected, progressively numbered;
- Each shareholder may present or be a candidate on only one slate; in case of breach, they are excluded from all slates. Shareholders belonging to the same shareholder pact as per Article 122 of Legislative Decree No. 58 of February 24, 1998 and subsequent modifications and additions, the parent company, subsidiary companies and those subject to the common control, also in the case in which they act through nominees or trust companies, may present and vote on only one slate. The votes in breach of this are not attributed to any slate. Each candidate can be presented only on one slate, at the risk of being declared ineligible;
- The slates must be filed at the registered office of the Company or through email to assembleezignagovetro@legalmail.it, at least 25 days before the date fixed for the Shareholders' Meeting in first call (therefore by 4 April 2019). Together with each slate, within the time periods indicated above, (i) the information concerning the identity of shareholders presenting the slate and the percentage holding of such shareholders must be filed. The documentation declaring ownership for the presentation of slates, where not filed together with the slate, must be filed 21 days before the Shareholders' Meeting (therefore by 8 April 2019); (ii) the declarations with which the individual candidates accept their candidature and attest to the inexistence of causes of ineligibility and of incompatibility and the existence of the requisites required by regulations in force for the assumption of office, including any possible declarations of independence required in accordance with the Self-Governance Code and regulations in force (iii) the curriculum vitae of each candidate, with indication of the offices held.
- Each slate must contain and expressly indicate the candidature of at least one party considered independent in accordance with Article 148, paragraph 3, of Leg. Decree No. 58 of February 24, 1998 as amended and Article 147-ter, paragraph 4, of the above-mentioned Leg. Decree 58/1998 ("**Independent Directors as per Article 147-ter**"). In this regard, in accordance with Article IA.2.10.6 of the Instructions to the Regulation for Markets Organised and Managed by Borsa Italiana S.p.A., the number of independent directors should be considered sufficient in view of the total number of Directors on the Board;
- Each slate presenting a number of candidates equal to or above three must present a number of candidates from the under-represented gender (rounded upwards where required) which ensures, within the slate itself, compliance with the regulatory gender quota in force. Therefore, the slates presenting a number of candidates of three or above should be composed for at least one-third of candidates belonging to the under-represented gender;
- Slates presented in violation of the above rule are considered null. Finally, it is noted that Consob Communication DEM/901893 of February 26, 2009 recommends on the election of the Board of Directors that the shareholders presenting a "minority slate" file together with the slate of candidates a declaration stating the absence of relations, even indirect, as defined by Article 147-ter, paragraph 3 of the CFA and Article 144-quinquies of the regulation approved with Consob Motion No. 11971 of May 19, 1999, as subsequently amended and supplemented (the "Issuers' Regulation"), with shareholders who hold, even jointly, a controlling or relatively significant holding.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

In accordance with Article 20 of the By-laws the appointment of the Statutory Auditors is carried out based on slates presented by the shareholders according to the procedure set out below, in accordance with legislation in force, in order to ensure that the minority slate appoints a Statutory Auditor holding the position of the Chairman and an Alternate Auditor:

- Slates are presented in which the candidates are listed by progressive numbering. The slates comprise two sections: one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor;
- Only shareholders who, individually or together with others, represent at least 2.5% of the subscribed and paid-in share capital on presentation of the slate have the right to present slates, as confirmed by Consob executive motion No. 13 of 24 January 2019;
- Each shareholder may present only one slate; in case of breach, they are excluded from all slates. Shareholders belonging to the same shareholder pact as per Article 122 of Legislative Decree No. 58 of

February 24, 1998 and subsequent modifications and additions, the parent company, the subsidiary companies and those subject to the common control, may present and vote on only one slate. The votes in breach of this are not attributed to any slate;

- each slate for the re-appointment of the Board of Statutory Auditors should present three or more candidates - both with regards to the Standing Auditor and Alternate Auditor sections - ensuring the presence of both genders and that candidates belonging to the under-represented gender comprise at least 1/3 of the total (with rounding upwards where required);
- the slates must be filed at the registered office of the Company or through email to assembleezignagovetro@legalmail.it, at least 25 days before the date fixed for the Shareholders' Meeting in first call (therefore by 4 April 2019);

In the case where only one slate is filed at the expiry date of the term for presentation of the slates, or slates are only presented by related shareholders pursuant to the applicable directives, slates can be presented up to the third day subsequent to such date, therefore until Sunday 7 April 2019. In this case, the threshold established for the presentation of the slate is reduced by half (1.25%).

Together with each slate, within the time period stated above, the information concerning the identity of shareholders presenting the slate and the percentage holding held by them must be filed. The documentation declaring ownership for the presentation of slates, where not filed together with the slate, must be filed 21 days before the Shareholders' Meeting (ii) the declarations with which the individual candidates accept their candidature and attest to the inexistence of causes of ineligibility and of incompatibility and the existence of the requisites required by regulations in force for the assumption of office (iii) the curriculum vitae of each candidate, with indication of the offices held. In addition to that established by the previous points, in the case of the presentation of a slate by shareholders other than those who hold, also jointly, a controlling or majority holding of the share capital of the Company, such slates must be accompanied by a declaration of the shareholders presenting, declaring the absence of association with one or more of the main shareholders, as defined by existing regulations. Those wishing to present slates for the appointment of the Board of Statutory Auditors are requested to comply with the recommendations drawn up by Consob in Communication No. DEM/9017893 of 26 February 2009, to which reference should be made.

- Slates presented that do not comply with all of the above formalities are considered as not presented;
- All those entitled to vote shall vote for only one slate.

The slates shall be made available to the public through publication on the company website and the 1Info authorised storage mechanism at www.1Info.it, within twenty-one days before the date of the Shareholders' Meeting, therefore by 8 April 2019.

DOCUMENTATION

Documentation relating to the Shareholders' Meeting, including the reports of the Board of Directors and the proposals regarding the matters of the Agenda, will be made available to the public under the terms and conditions and in the manners established by the applicable regulations, with shareholders and those with voting rights permitted to obtain a copy.

This documentation will be available at the registered office of the company, on the website www.gruppozignagovetro.com, in the Investor - section, as well as at the storage mechanism 1Info at www.1info.it and specifically:

- from today, the Illustrative Report on the appointment of the Board of Directors, the appointment of the Board of Statutory Auditors and the authorisation for the purchase and utilisation of treasury shares;
- by 29 March 2019, the Annual Financial Report, together with the Corporate Governance and Ownership Structure Report prepared in accordance with Article 123-*bis* of Legislative Decree 58/1998, the Board of Statutory Auditors' Report, the Auditors' Report, the Non-Financial Report and the Remuneration Report prepared in accordance with Article 123-*ter* of Legislative Decree 58/1998 and the other documentation required by Article 154-*ter* of Legislative Decree No. 58/98.
- on 29 March 2019, the Illustrative Report on the proposal concerning the "2019 - 2021 Stock Option Plan", drawn up as per Article 114-*bis*, of Legs. Decree 58/98 and the Disclosure Document prepared as per Article 84-*bis*, Consob Issuers' Regulation, drawn up as per Annex 3A, Table 7, Issuers' Regulation;

ORGANISATIONAL ASPECTS

The shareholders are kindly requested to register at least one hour before the commencement of the Shareholders' Meeting.

Fossalta di Portogruaro, 13 March 2019

The Board of Directors

Mr. Paolo Giacobbo