



BANZAI S.P.A.

Registered Office in Milan, Corso Garibaldi, 71

Corporate capital Euro 812,297.00, fully paid-in

Registered in the Register of Enterprises of Milan, Tax Code n. 03495470969

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders's Meeting of Banzai S.p.A. (the "**Company**") will be held at Centro Congressi Palazzo Stelline, Corso Magenta 61, Milan, on November 25, 2015 at 3.00 PM, in single call, to discuss and resolve about the following

AGENDA

1. Increase of the number of the members of the Board of Directors from seven to eight. Related and consequent resolutions.
2. Appointment of a Director.
3. Redetermination of the compensation of the members of the Board of Directors. Related and consequent resolutions.

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Information Regarding the Corporate Capital

As of the date of publication of this notice of call:

- The Company's corporate capital is divided in n. 40,614,850 ordinary shares without nominal value;
- Each ordinary share gives a voting right;
- The Company holds directly 282,250 of its own shares, in relation to which the voting right is suspended.

Any possible subsequent changes of the corporate capital and the number of own shares held will be published on the Company's website and communicated at the beginning of the meeting.

Right to attend and vote

The entitlement to attend the Meeting and to exercise the voting rights is confirmed by a communication made by an authorised intermediary to the Company, in accordance with the accounting records, in favour of the person holding the voting rights, based on the evidence as of the end of the business day of the seventh day of open market before the date of the Meeting (corresponding to November 16, 2015). Those who will hold the shares only after such date will not be entitled to attend and vote in the Meeting.

Each person entitled to attend the Meeting may be represented by a written proxy pursuant to the applicable legal provisions. The proxy forms are available at the Company's office and on the website www.banzai.it in the Investor/Governance/Meeting of Shareholders section. The proxy form may be sent to the Company by certified mail to the registered office of the Company, to the attention of the Legal Office, or by e-mail to the following address: assemblea.banzai@legalmail.it, within November 20, 2015.

The by-laws does not allow to vote by mail. The Company has not nominated, for this Meeting, a representative according to Art. 135-*undecies* of TUF.

The right to ask questions: Persons entitled to vote in the Meeting may ask questions regarding the subjects of the agenda even before the Meeting, pursuant to Art. 127-*ter* of Legislative Decree n. 58/98, as long as they are accompanied by the relevant communication of the authorized intermediary proving the ownership of the voting rights, sent to the Company by certified mail to the registered office of the Company, to the attention of the Legal Office, or by e-mail to the following address: assemblea.banzai@legalmail.it. The questions received before the Meeting will be answered during the Meeting at the latest, with the possibility for the Company to answer them together with other



questions with the same content. An answer given in written form and made available at the beginning of the Meeting shall be considered given in the Meeting. In order to facilitate the correct organization and preparation of the Meeting, the Shareholders are invited to send the questions within three days before the Meeting's scheduled date, i.e. within November 22, 2015.

Additions to the Agenda: the Shareholders who represent at least 1/40 of the corporate capital, also jointly, may request to add additional subjects to the agenda, according to Art. 126-*bis* of Legislative Decree n. 58/98, within ten days from the publication of this notice of call (i.e. within November 1, 2015), specifying in the request the additional subjects proposed, or presenting the requests of proposed resolution about subjects already included in the agenda. The request shall be presented in writing and sent by certified mail to the Company's registered office or by e-mail communication to the following address: assemblea.banzai@legalmail.it, at the condition that it reaches the Company within the above-mentioned date, accompanied by the relevant communication of the authorized intermediary proving the ownership of the voting rights. A report regarding the proposed resolutions shall be presented within the same date and with the same modalities. Addition is not allowed in relation to the subjects on which the Meeting resolves, according to applicable laws, upon the proposal of the directors or based on a report or a draft prepared by them, other than the one described in Art. 125-*ter*, paragraph 1, of Legislative Decree n. 58/98.

The addition or presentation of new proposed resolutions will be made available, in the same form prescribed for the publication of this notice of call, within the time provided by the applicable laws. At the same time, the report prepared by the requesting shareholders, accompanied by any evaluations of the Board of Directors, will be made available.

Documentation

The following documents and information will be made available to the public on the Company's website, www.banzai.it, in the Investor/Governance/Meeting of Shareholders section, within the terms and with the modalities provided by the applicable laws:

- Explanatory Report of the Board of Directors about the subjects of the agenda;
- Ordinary proxy form;
- Information regarding the corporate capital with indication of the number and categories of shares.

These documents are also made available to the public at the Company's registered office and at Borsa Italiana S.p.A. (www.borsaitaliana.it).

The documents described in Art. 77, paragraph 2-*bis* of the Consob Regulation no. 11971/1999, in accordance with applicable laws, is filed exclusively at the registered office of the Company.

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Milan, October 22, 2015.

For the Board of Directors

Chairman

(Paolo Ainio)