

BANZAI S.P.A.
Registered Office in Milan, Corso Garibaldi, 71
Corporate capital 812,297.00 euros, fully paid
Registered in the Business Register of Milan, Tax Code 03495470969

NOTICE CALLING AN ORDINARY MEETING OF SHAREHOLDERS

An Ordinary Meeting of Shareholders of Banzai S.p.A. (the “Company”) will be held at the Centro Congressi Palazzo Stelline, Corso Magenta 61, Milan, on 27 April 2015 at 4:30 PM, singular calling, to discuss and make decisions regarding the subjects of the following

AGENDA

1. Nomination of a director.
2. Re-determination of compensation of the members of the Board of Directors and Board of Auditors.
3. Financial statements as of 31 December 2014 and the annual financial report.
4. Remuneration report pursuant to Art. 123-*ter* of L. D. 58/98.
5. Approval of the meeting regulations.

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Information Regarding the Capital

As of the date of publication of this notice:

- The Company capital is subdivided in 40,614,850 ordinary shares without nominal value;
- Each ordinary share gives a voting right;
- The Company holds directly 282,250 of own shares, for which the voting right is suspended.

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

Participation and Voting Authorisation

The eligibility to participate in the Meeting and exercise voting rights is confirmed by a communication made by an authorised intermediary to the Company, in accordance with the accounting books, 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 preceding the scheduled Meeting date (corresponding to 16 April 2015). Persons showing to own shares only after such date will not be eligible to participate and vote at the Meeting.

Each person eligible to participate at the Meeting may be represented with a written proxy pursuant to the applicable legal provisions. The proxy forms are available at the company office and on the company Internet site 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 electronic mail to assemblea.banzai@legalmail.it, by 22 April 2015.

The bylaws do not allow for voting by mail. The company did not nominate a designated representative pursuant to Art. 135-*undecies* of TUF for this meeting.

The right to ask questions: Persons entitled to vote at the Meeting may ask questions regarding the subjects of the agenda even before the Meeting, pursuant to Art. 127-*ter* of the L.D. 58/98, as long as they are communicated to the authorized intermediary, accompanied by the proof of holding of the voting rights, to be sent to the company by certified mail to the registered office of the company, to the attention of the Legal Office, or by electronic mail to assemblea.banzai@legalmail.it. The questions received before the Meeting are answered during the Meeting at the latest. The Company may answer them together with other questions with the same content. An answer provided in written form and made available at the beginning of the meeting is considered as given at the meeting. In order to

facilitate the correct organization and preparation of the Meeting, the Shareholders are asked to send the questions by the third day preceding the Meeting's scheduled date, i.e. by 24 April 2015.

Additions to the Agenda: The Shareholders who represent at least 1/40 of the company capital, even jointly, may request additional subjects to be discussed, pursuant to Art. 126-*bis* of the L.D. 58/98, within ten days from the publication of this notice (or by 5 April 2015), indicating in the request additional subjects proposed, or present proposals of decision on subjects already included in the agenda. The request must be presented in writing and sent by certified mail to the company office or by electronic email communication sent to assemblea.banzai@legalmail.it, at the condition that it reaches the Company by the above-mentioned date, accompanied by intermediary's certification proving the holding of the above-mentioned stake. A report regarding the proposed subjects for discussion must be presented by the same date and with the same modalities. Additions are not allowed for subjects, on which the meeting deliberates, in accordance with the law, as proposed by the directors or based on a report draft prepared by them, other than that described in Art. 125-*ter*, comma 1, of the L.D. 58/98. The addition or presentation of new deliberation proposals will be published in the same form as that used for the publication of this notice calling the meeting, within the time established in the applicable norms. At the same time, the report prepared by the requesting shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public.

Documentation

The following documents and information will be made available to the public on the Internet site of the Company, www.banzai.it, in the Investor/Governance/Meeting of Shareholders, at the time and with the modalities described in the applicable norm:

- Report of directors regarding the subjects of the agenda;
- Remuneration report prepared in accordance with Art. 123-*ter* of L.D. 58/1998 e 84-*quater* and Consob Regulation no. 11971/1999;
- The documentation described in Art. 154-*ter* of L.D. 58/1998;
- The ordinary proxy form;
- Information regarding the amount of company capital with indication of the number and categories of shares, in which it is divided.

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

The documentation described in Art. 77, comma 2-*bis* of the Consob Regulation no. 11971/1999 is deposited exclusively at the registered office of the company, in accordance with the applicable norms.

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Milan, 26 March 2015.

For the Board of Directors

Chairman

(Paolo Ainio)