

**BANZAI S.P.A.**  
**Registered Office in Milano Via San Marco, 29**  
**Share capital Eur 820.797,00 fully paid in**  
**Registered in the Business Register of Milan, Tax Code 03495470969**

**NOTICE OF CALL OF AN ORDINARY AND EXTRAORDINARY SHAREHOLDERS'  
MEETING**

The ordinary and extraordinary Shareholders' Meeting of Banzai S.p.A. (the "Company") will be held at the Company's registered office in Milan, via San Marco 29, on 20 December 2016 at 11:00 a.m., in a single call, to discuss and resolve about the following

**AGENDA**

**Ordinary part:**

1. Appointment of a Director of the Company.

**Extraordinary part:**

1. Amendment of the Company's name (article 1 of the by-laws).

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**Information regarding share capital**

As of the date of publication of this notice:

- the Company's share capital is subdivided in 41,039,850 ordinary shares without nominal value;
  - each ordinary share gives a voting right;
  - the Company holds directly 640,330 treasury shares, in relation to which the voting right is suspended.
- Any subsequent changes in the share capital and the number of treasury shares held shall be published on the Company's website and reported at the beginning of the meeting.

**Eligibility to participate and exercise voting rights**

The eligibility to participate in the Meeting and to vote shall be confirmed by a notification made by an authorized intermediary to the Company, in accordance with the accounting books, to the person holding the voting rights, based on the evidence as of the end of the business day of the seventh day of market trading preceding the scheduled Meeting date (corresponding to 9 December 2016). Any persons showing to own shares only after such date will not be eligible to participate and vote in the Meeting.

The aforementioned notification shall be received by the Company by the end of the third day of market trading preceding the date scheduled for the meeting (i.e. on 15 December 2016). This does not prejudiced the eligibility to participate in the meeting and to vote, even if the notification is received by the Company after the aforementioned deadline, provided that it is received before the beginning of the Meeting.

No voting procedures by post or via electronic means are provided for.

Each person eligible to participate in the Meeting may be represented with a written proxy pursuant to the applicable legal provisions. The proxy forms are available at the Company's office and on the Company's website [www.banzai.it](http://www.banzai.it) in the Investor/Governance/Shareholders' Meeting 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 email to [assemblea.banzai@legalmail.it](mailto:assemblea.banzai@legalmail.it), by 15 December 2016. The By-laws does not allow to vote by mail. The Company did not nominate a designated representative pursuant to Article 135-undecies of the TUF (Consolidated Finance Act) for this meeting.

### **Right to ask questions**

People entitled to vote in the Meeting may ask questions regarding the items on the agenda even before the Meeting, pursuant to Article 127-ter of Legislative Decree 58/98 as long as they are communicated to the authorized intermediary, accompanied by the proof of holding 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](mailto: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 kindly requested to send their questions by the third day preceding the Meeting's scheduled date, i.e. within 15 December 2016.

### **Additions to the Agenda**

Shareholders who represent at least 1/40 of the share capital, even jointly, may request to add items to the agenda, pursuant to Article 126-bis of Legislative Decree 58/98, within 10 days from the publication of this notice (or by 28 November 2016) indicating in the request the additional items proposed, or presenting resolution proposals on items already included in the agenda. The request shall be presented in writing and sent by certified mail to the registered office of the Company, or by email sent to [assemblea.banzai@legalmail.it](mailto:assemblea.banzai@legalmail.it), on condition that it reaches the Company by the aforementioned date, accompanied by the intermediary's certification proving the holding of the aforementioned stake. A report about the proposed items to be discussed must be presented by the same date and with the same modalities. Additions are not allowed about items on which the Meeting resolves, in accordance with the law, as proposed by the directors or based on a report prepared by them, other than that described in Article 125-ter, paragraph 1 of Legislative Decree 58/98.

The addition or presentation of new resolution proposals will be published in the same form as the one used for the publication of this notice of call, within the time established in the applicable regulations. 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 Company's website, [www.banzai.it](http://www.banzai.it), in the Investor/Governance/Shareholders' Meeting section, at the time and with the modalities described in the applicable regulation:

- directors' report regarding the items on the agenda;
- the ordinary proxy form;
- the information regarding the share capital with indication of the number and categories of shares into which it is divided.

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

The documentation described in Article 77, paragraph 2-bis of Consob Regulation n. 11971/1999 is filed solely at the registered office of the Company, in accordance with the applicable regulations.

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Milan, 18 November 2016.

For the Board of Directors  
The Chairman  
Paolo Ainio