



SHAREHOLDERS' MEETING CALL

Shareholders and other entitled parties are called to the Ordinary Shareholders' Meeting of PLC S.p.A. (the “**Company**”), in a single call for 28 April 2020 at 15.00, at the Company’s registered office in Milan, Via Lanzone 31, behind closed doors as specified below, except for any updates that will be promptly communicated, consequent to any new regulatory provisions that may be issued in connection with the COVID-19 health emergency, to discuss and resolve on the following

AGENDA

1. Financial statements at 31 December 2019; Directors’ management report; report of the Board of Statutory Auditors and of the company in charge of the statutory audit of the accounts; presentation of the consolidated financial statements as at 31 December 2019. Related and / or consequent resolutions.
2. Proposal for the allocation of profit for the year. Related and / or consequent resolutions.
3. Resolutions relating to the report on the remuneration policy and the remuneration paid pursuant to Article 123-ter of Legislative Decree 58/1998 and art. 84-quater of Consob Regulation no. 11971/1999: (i) binding vote on the remuneration policy for the year 2020 illustrated in the first section of the report. Related and / or consequent resolutions; (ii) consultation on the second section of the report concerning the remuneration paid in or relating to 2019. Related and / or consequent resolutions.

Participation in the Meeting

The holders of the right to vote, in possession of the specific communications issued by an authorized intermediary, in the manner prescribed by the current regulations, have the right to attend the Shareholders' Meeting. In this regard, pursuant to article 83-sexies of Legislative Decree 58/98 and its subsequent amendments and additions (“**TUF**”), the legitimacy to attend the Shareholders’ Meeting and exercise the right to vote is certified by a communication to the Company, made by the intermediary in accordance with their accounting records, in favour of the person who has the right to vote, based on the evidence relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders’ Meeting (coinciding with 17 April 2020, the so-called record date). The credit or debit entries made on the accounts after that date are not relevant for the purposes of legitimizing exercising the right to vote in the Shareholders’ Meeting, and therefore, more precisely, those who will be holders of ordinary shares only after

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27,026,480.35 fully paid up



the record date will not have the right either to participate nor to vote in the Meeting. The communication of the aforementioned intermediary must reach the Company by the end of the third open market day preceding the date set for the Shareholders' Meeting (i.e. by 23 April 2020). However, the legitimacy to attend and vote remains if communications have been received by the Company beyond said term, provided that by the start of the meeting. To facilitate the verification of their legitimacy, participants are invited to display the copy of the communication made to the Company that the intermediary will have issued.

Shareholders holding shares that have not yet been dematerialized will have to deliver them in advance to an authorized intermediary for their entry into the centralized management system in dematerialized form, pursuant to art. 36 of the consolidated provision on post-trading by Consob and the Banca d'Italia of 13 August 2018 and request the transmission of the aforementioned communication.

Proxy vote

Pursuant to the provisions of Law Decree 17 March 2020 no. 18 "Cura Italia" (the "**Decree**"), in order to minimize the risks associated with the health emergency COVID-19, PLC S.p.A. has decided to take advantage of the option - introduced by art. 106 of the Decree - to provide that the Shareholders' Meeting will take place with the participation of the shareholders in the Shareholders' Meeting exclusively through the appointed representative pursuant to article 135-*undecies* of the TUF. In particular, those who have the right to vote must necessarily grant proxy and voting instructions - by the end of the second open market day preceding the date set for the Shareholders' Meeting - to the manager in charge, Dr. Mastelli, at the e-mail address assemblea@plc-spa.com, Representative appointed for this purpose by the Company pursuant to art. 135-*undecies* of the TUF, using the form available on the Company's website www.plc-spa.com in the *Investor Relations / Corporate Governance / Assembly / 2020* section and attaching to this email: (i) a valid identity document of the delegating party and (ii) copy of the communication provided by the reference intermediary pursuant to art. 83-*sexies* of the TUF, (where possible).

The proxy for the designated Representative must contain voting instructions on all or some of the proposals on the agenda. The proxy and voting instructions can always be revoked by the end of the second open market day preceding the date set for the Shareholders' Meeting. The proxy only has effect for proposals in relation to which voting instructions have been given.

The person identified as the designated Representative may also be granted proxies or sub-delegations pursuant to article 135-*novies* of the TUF, notwithstanding art. 135-*undecies*, paragraph 4, of the same decree. Even in the latter case, the Shareholder who has the right to vote will have to send to the e-mail address: assemblea@plc-spa.com: (i) the proxy to vote with the voting instructions; (ii) a valid identity

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document of the delegating party and (iii) copy of the communication provided by the reference intermediary pursuant to art. 83-*sexies* of the TUF, (where possible).

There will be no voting procedures by correspondence or by electronic means.

Right to ask questions on the items on the agenda

Pursuant to article 127-*ter* of the TUF, those who have the right to vote can ask questions on the items on the agenda even before the Shareholders' Meeting, but in any case by the end of the fifth open market day prior to the date fixed for the Shareholders' Meeting (i.e. by 21 April 2020), by sending an e-mail to the address assemblea@plc-spa.com, accompanied by the relevant certification of the intermediary that certifies the legitimacy to exercise this right; however, certification is not necessary if the communication of the intermediary's attendance at the Shareholders' Meeting reaches the Company. The Company will provide answers, at the latest, by 12 noon on the second open market day prior to the date set for the Shareholders' Meeting, by publishing them in the appropriate section of the company website www.plc-spa.com in the *Investor Relations / Corporate Governance / Assembly / 2020* section pursuant to art. 127-*ter*, paragraph 1-*bis* of the TUF. Questions with the same content will receive a single answer.

Additions to the agenda and presentation of new resolution proposals

Pursuant to article 126-*bis* of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital can request, within ten days from the publication of this notice of call, additions to the list of subjects to be discussed, indicating in the application the additional topics they propose, or submit resolution proposals on the items already on the agenda. Applications must be submitted in writing, by communication via certified e-mail to the address plcspa@pec.it, accompanied by the relative certification of the intermediary proving ownership of the number of shares necessary for submitting the request. Addition to the list of subjects to be discussed is not allowed for the topics on which the Shareholders' Meeting resolves, according to the law, on the proposal of the administrative body or based on a project or a report prepared by them, other than those indicated in art. 125-*ter*, paragraph 1, of the TUF.

Any additions to the agenda or the submission of further resolution proposals on the items already on the agenda will be notified, in the same ways prescribed by law for the notice of call, at least fifteen days before the date set for the Meeting. Further proposed resolutions on items already on the agenda are made available to the public in the manner set out in art. 125-*ter*, paragraph 1, of the TUF, together with the publication of information on the presentation.

The shareholders who request addition to the agenda must prepare a report which sets out the reason for the

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proposed resolutions on the new subjects they propose to discuss or the reason behind the further proposed resolutions submitted on matters already on the agenda: this report must be sent to the Board of Directors within the deadline for submitting the addition request. The report will be made available to the public, accompanied by any assessments by the Board of Directors, together with the publication of the news of the addition or submission.

Share capital information

The Company's share capital is Euro 27,026,480.35 divided into no. 25,960,575 ordinary shares with no nominal value, each of which gives the right to one vote. No shares or other securities with voting right restrictions were issued. The Company does not own treasury shares, nor do subsidiaries own shares in the parent company.

Documentation on the items on the agenda

The documentation relating to the Shareholders' Meeting, envisaged by current legislation, will be made available to the public, within the terms of the law, at the registered office, on the authorized storage site eMarket STORAGE (available at www.emarketstorage.com), and on the Company website at www.plc-spa.com in the *Investor Relations / Corporate Governance / Assembly / 2020* section.

More specifically:

- i. at the same time as the publication of this Notice, the Directors' Report was made available to the public pursuant to art. 125-ter of the TUF on the items on the agenda;
- ii. The report on the remuneration policy and the remuneration paid pursuant to Article 123-ter of the TUF will be made available to the public by 7 April 2020.

Finally, it should be noted that:

- a. (i) the financial report for the 2019 financial year and the other documents referred to in art. 154-ter of the TUF and (ii) the report on corporate governance and ownership structures prepared pursuant to art. 123-bis of the TUF referred to in point 1 on the agenda will be made available to the public by 7 April 2020;
- b. the documents referred to in art. 77, paragraph 2-bis of the *Regolamento Emittenti* will be made available to the public by 11 April 2020.

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In implementation of the provisions of the Decree, it will not be possible to send to the Shareholders a hard copy of the filed documentation, until the cessation of the restrictions on circulation currently in force.

The Articles of Association are available on the Company's website at www.plc-spa.com in the *Investor Relations / Corporate Governance / Statuto Sociale* section.

Milan, 27 March 2020

for the Board of Directors
The Chairman

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