

TESMEC S.P.A.

Registered office

Piazza Sant' Ambrogio, 16 – 20123 Milan

Milan Register of companies no. 314026

Tax and VAT code: 10227100152

Share capital Euro 10,708,400

Website: “www.tesmec.com”

CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are convened to the ordinary meeting at Tesmec S.p.A. (“**Tesmec**” or “**Company**”) in Grassobbio (BG), Via Zanica 17/O, 24050, on 28 April 2017 at 10:30 a.m. in single call to discuss and deliberate on the following:

AGENDA

- 1. Presentation of the Tesmec Group’s consolidated financial statements and review and approval of the financial statements as at 31 December 2016 and relevant reports; allocation of result for the period; related and consequent resolutions.**
- 2. Consultation on the first section of report on remuneration pursuant to Article 123-ter paragraph 6 of Italian Legislative Decree no. 58/1998.**
- 3. Proposal of authorisation to purchase and dispose of treasury shares, subject to the withdrawal of the resolution passed by the Shareholder's Meeting of 29 April 2016; related and consequent resolutions.**

Attending the Shareholders' Meeting

Pursuant to the law, those who have the right to vote may attend the Shareholder's Meeting. The right to attend and vote at the Shareholders' Meeting is certified by a notification to the Company, made by the intermediary, in favour of the person who has the right to vote, on the basis of evidences existing at the end of the accounting day of the seventh day of open market before the date scheduled for the Shareholders' Meeting in single call (record date), coincident with 19 April 2017. Therefore, those who will be the holders of the shares only after the record date mentioned above will be not entitled to attend and vote at the Shareholders' Meeting.

Share capital

The share capital of Tesmec totals Euro 10,708,400.00 constituted by 107,084,000 ordinary shares with a nominal value of Euro 0.10 each. The shares are nominative, indivisible, and freely transferable. Pursuant to Article 9 of the Articles of Association, each share gives right to one vote in the ordinary and extraordinary shareholders' meetings of the Company. At the time of this notice of call, the Company holds 4.711.879 treasury shares.

Representation

Each person who is entitled to intervene in the Shareholders' Meeting may be represented by written proxy, in accordance with applicable law provisions, with the right to sign the proxy form available at the administrative office of Tesmec and on the website of the Company www.tesmec.com, under section “*Shareholders' Meetings*”. The proxy may be granted through electronic document signed in electronic form pursuant to law. The proxy can be notified to the Company by means of registered letter sent to the headquarter in Grassobbio, Via Zanica 17/O or by e-mail to: tesmecspa@pec.it. Any eventual notification of the proxy made in advance does not exonerate the representative, when the credentials to access the meeting are verified, from the obligation to certify the conformity of the notified copy with its original and the identity of the shareholder represented.

The Company, pursuant to Article 135-undecies of Italian Legislative Decree no. 58/1998 (“TUF”), appointed Ms. Lucia Caccia Dominioni as the representative to whom holders of voting rights may grant a written proxy, free of charge for them and accompanied with voting instructions for all or part of the draft resolutions on the agenda, provided that she receives it no later than the end of the second day of open market before the date scheduled for the Shareholders' meeting in single call (i.e. not later than 26 April 2017), in accordance with the modalities specified and by means of the specific proxy form, with relevant voting instructions, available on the website of the Company www.tesmec.com and at the administrative office of the Company. The proxy thereby granted is effective only for those proposed draft resolutions in relation to which voting instructions are given. The proxy and voting instructions can be withdrawn within the same deadline specified above (i.e. not later than 26 April 2017). There are no procedures for postal votes or by electronic means.

Right to ask questions

Pursuant to Article 127-ter of the TUF, those who have the right to intervene and vote in the Shareholders' Meeting are allowed to ask questions on the points on the agenda even before the meeting, by sending such questions, accompanied by the certification released by the intermediary proving their capacity as shareholders, by registered mail to the registered office or by e-mail to tesmecspa@pec.it. Questions received before the Shareholder's Meeting are answered at the latest during the meeting. The Company can provide a unified response to questions with the same content.

In order to facilitate the proper course of the Shareholder' Meeting and its preparation, the Shareholders are invited to submit the questions not later than the third day before the date scheduled for the Shareholders' meeting in single call (i.e. not later than 25 April 2017).

Additions to the agenda and submission of new draft resolutions

Pursuant to Article 126-bis of the TUF, the shareholders who, individually or jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice (i.e. not later than 2017, 8th of April), additions to the agenda or submit new draft resolutions, specifying in the request the further arguments or the new draft resolutions proposed on points already on the agenda. The request must be submitted in writing by the proposing shareholders by registered mail to the registered office of the Company for the attention of the President or by e-mail to the address tesmecspa@pec.it, accompanied by the relevant certification released by the intermediary proving the ownership of the above mentioned fraction of share capital. Within the above-mentioned term and through the same modalities, any proposing shareholder must deliver to the Board of Directors a report on the points they propose to treat or the reasons underlying the further draft resolutions submitted on points already on the agenda. No addition to the agenda is allowed for those arguments on which the Shareholders' Meeting deliberates, in accordance with the law, upon proposals made by the directors or on the basis of a project or report prepared by them, other than those indicated under Article 125-ter, paragraph 1, of the TUF.

For any addition to the agenda and submission of new proposed draft resolutions, a notice is given through the same modalities used for the publication of this notice, at least fifteen days before the date scheduled for the Shareholders' Meeting.

Documents

The documents relating to the points on the agenda of the Shareholders' Meeting will be made available to the public within the terms provided by law at the administrative office in Grassobbio, Via Zanica 17/O of the Company and on the website of Borsa Italiana S.p.A., with the storage mechanism “eMarket-Storage” and also on the website of the Company www.tesmec.com, under section “*Shareholders' Meetings*”.

Experts, financial analysts and journalists can attend the Shareholders' Meeting; to this end, they are invited to submit a request to attend the meeting at least two days before the meeting to the following number: fax +39 035 3844606.

The Articles of Association are available on the website of the Company www.tesmec.com.

Grassobbio, 29 March 2017

Tesmec S.p.A.