



PANARIAGROUP SpA

Panariagroup Industrie Ceramiche S.p.A.

Registered office at Finale Emilia (MO), - Via Panaria Bassa 22/A

Share capital of Euro 22,677,645.50 fully paid up

Entered in the Modena Register of Companies with ref. no. 01865640369

Website www.panariagroup.it

NOTICE OF CALL TO THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby informed that the Ordinary Shareholders' Meeting will be held on first call only at the registered office of Panariagroup Industrie Ceramiche S.p.A., Via Panaria Bassa 22/a, Finale Emilia (Modena), at 09:00 hours on 28 April 2016, to discuss and resolve upon the following

Agenda of the day

1. Presentation of the consolidated financial statements and approval of the financial statements of the year as of 31 December 2015, and consequent resolutions.
2. Resolutions pertaining to remuneration; related and consequent resolutions.
3. Appointment of the members and the President of the Board of Statutory Auditors; determination of the corresponding compensation; related and consequent resolutions.
4. Determination of the compensation of the members of the Board of Directors; related and consequent resolutions.
5. Renewal of the authorisation to purchase and sell treasury shares; related and consequent resolutions.

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The Company's fully subscribed and paid-up share capital totals Euro 22,677,645.50, represented by 45,355,291 shares with a par value of Euro 0.50 each, with each share offering voting rights. As at the date of this notice of call the Company holds 432,234 treasury shares on which voting rights are suspended in accordance with law. Any change in the treasury shares will be disclosed on opening of the shareholders' meeting.

Legal entitlement to attend

All Shareholders with voting rights may attend the Meeting. Legal entitlement to attend and to exercise voting rights is confirmed by a notice submitted to the Company by the approved intermediary, in compliance with the intermediary's own accounting records, in favour of the person with entitlement to vote, based on records held as at the close of business on the seventh market trading day prior to the date established for the Shareholders' Meeting (i.e. 19 April 2016). Persons becoming holders of shares only after that date shall not be entitled to attend or vote at the Meeting.

The notice from the intermediary must reach the Company by the end of the third market trading day prior to the date established for the Shareholders' Meeting (i.e. 25 April 2016). However, any notice received by the Company beyond this deadline but prior to the start of the Shareholders' Meeting shall grant entitlement to attend and to vote. No absentee voting or electronic voting procedures are envisaged.

Persons with legal entitlement to attend the Shareholders' Meeting are invited to arrive earlier than the start time indicated in the notice of call in order to facilitate registration, which will begin at 08:45 hours.

Exercise of voting rights by proxy



Shareholders with voting rights at Shareholders' Meetings may arrange representation via proxy in writing or granted electronically in accordance with current regulations. For this purpose the proxy form can be used, issued by the approved intermediaries on request from the entitled party or available from the registered office or the Company's web site www.panariagroup.it. The proxy form can be submitted by recorded delivery mail to the Company's registered office at Via Panaria Bassa 22/A, 41034 Finale Emilia (MO), to the attention of the Investor Relations Office, or by e-mail to renato.martelli@panariagroup.it.

The appointment of a designated representative of shareholders to whom proxy may be conferred pursuant to Art. 135- *undecies*, Italian Legislative Decree 58/98, is not envisaged in the Articles of Association.

Right to ask questions

Shareholders with legal entitlement to attend the Meeting may ask questions on items on the agenda also before the Meeting, by submitting the questions via recorded delivery mail to the Company's registered office or via e-mail to renato.martelli@panariagroup.it.

Those wishing to make use of this option must arrange for their questions to be received by the Company by the end of the second day prior to the date of the Shareholders' Meeting on first call (i.e. by 26 April 2016). Questions received prior to the Shareholders' Meeting will be answered at the latest during the Meeting, and the Company has the right to provide a cumulative response to questions of similar content. The questions must be accompanied by a special certificate issued by the intermediaries with which the Shareholders' shares are deposited or, alternatively, by the application to attend the Meeting.

Additions to the agenda

Pursuant to art. 126-bis of Italian Legislative Decree 58/98 and within ten days of publication of this notice of call, Shareholders who individually or jointly represent at least one fortieth of the share capital may request additions to the list of items on the agenda. Such additional matters for discussion or resolution proposals regarding items already on the agenda should be indicated in writing, and the application - together with the certification confirming entitlement to attend - must be filed at or sent via recorded delivery mail to the registered office, or sent via e-mail to renato.martelli@panariagroup.it, provided it reaches the Company by the aforementioned deadline. Additions to the agenda are not permitted on matters in which, in accordance with law, the Shareholders' Meeting resolves on the basis of a proposal from the directors or on the basis of a plan or report prepared by them. The supplemented list, if any, will be published at least 15 days prior to the date of the Shareholders' Meeting, in accordance with the same publication conditions indicated in this notice of call.

Shareholders requesting additions to the agenda shall prepare a report indicating the reasons for resolution proposals on the new matters submitted for discussion, or the reasons for additional resolution proposals submitted on matters already on the agenda. This report should be sent to the Board of Directors by the deadline for submission of requests for additions. The reports on additions to the agenda, to be discussed by the Shareholders' Meetings as a result of the requests referred to above, are made available to the public when the notice of additions to the agenda is published.

Further information on rights and on any of the above points can be obtained from the Company web site www.panariagroup.it.

Appointment of the Board of Statutory Auditors and filing of the lists



According to the Articles of Association and to the relevant applicable law, the Statutory Auditors are appointed according to the lists presented by the Shareholders where the candidates are listed according to a progressive number.

Each list is composed of two sections: one for the candidates to the role of effective Statutory Auditors, and one for the candidates to the role of deputy Statutory Auditors. Two effective Statutory Auditors and one deputy Statutory Auditor will be selected from the list that obtains the majority of votes from the Shareholders, while the remaining effective Statutory Auditor and deputy Statutory Auditor will be selected from other lists (minority lists). The President of the Board of Statutory Auditors will be chosen by the Shareholders attending the Meeting among the Statutory Auditors selected from the minority lists.

The lists can be filed by those Shareholders that, alone or together with other Shareholders, represent at least 2,5% of the shares with voting rights in the Ordinary Shareholders' Meeting, pursuant to the Italian "Delibera Consob 19499" of January 28th, 2016.

Each Shareholder, the Shareholders that are part of a Shareholders' Agreement, the controlling entity, the controlled companies and those under common control pursuant to art. 93 of Italian Legislative Decree 58/98 shall not file more than one list or vote for a different list than the one they filed, not even through a third person or a trust company. The subscriptions and votes expressed in violation of such ban will not be attributed to any list.

Candidates shall be included in no more than one list, or they will be deemed ineligible.

The Shareholders shall file, together with their lists, a statement informing of their identity and the percentage of shares they jointly hold. According to the relevant applicable law, the entitlement to the joint shareholding may be verified after the lists have been filed but within the Company's deadline for the publication of the lists, i.e. at least 21 days before the Meeting date.

The minority lists for the appointment of the Board of Statutory Auditors should be accompanied by a statement guaranteeing the absence of any connections as stated in art. 144-*quinquies* of Italian "Regolamento Emittenti" adopted by Consob with resolution n.11971/99. These lists are subjected to art. 144-*sexies* comma 4 lett.b of the Italian "Regolamento Emittenti". The Shareholders shall follow the recommendations issued by the Italian Consob regarding the connections between majority and minority lists included in the Communication "n. DEM/9017893" of February 26th, 2009.

The lists should be accompanied by the corresponding declarations of the independence requirements (if applicable) pursuant articles 147-*ter* and 148, comma 3, of Italian Legislative Decree 58/98. Shareholders shall also take into consideration the independence requirements for the candidates to the Board of Statutory Auditors envisaged by the Italian Stock Exchange Self-Discipline Code. The candidates to the Board of Statutory Auditors shall be of sufficiently good repute pursuant the Italian Ministry of Justice Decree n. 162 of March 30th, 2000 and stated in the Articles of Association.

Together with each list, it should be deposited the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, the absence of causes of ineligibility or incompatibility, and that are present the requirements for the Office established by law and regulations applicable, and by the Bylaws of the Company.

With the above declarations, a curriculum vitae must be filed for each candidate, listing their personal and professional characteristics.

Given that, pursuant to art. 2400, of the Italian Civil Code, at the time and before accepting the appointment, the Statutory Auditors must communicate to the Assembly the Offices of administration and control held by in other companies, and also considering the provisions of Article 148-bis of Italian Legislative Decree 58/98, it is recommended to provide a specific statement to that effect as part of the curricula vitae, with a further recommendation to ensure the update it until the date of the shareholders meeting.



The lists of candidates, signed by those who present them, and related supporting documentation must be deposited at the registered office of the Company or notified in electronic form to the email address renato.martelli@panariagroup.it at least twenty five days before the date set for the Meeting in single call, then within 3rd April 2016.

If during this period only a single list is presented, or only lists that are linked together under the rules and regulations applicable, additional lists may be presented within the next three days. In this case the 2.5% threshold specified above for the submission of lists is reduced to 1.25%.

The Company, in the terms provided by current legislation (i.e. 21 days before the date called for the Ordinary Shareholders' Meeting with single call), will make available to the public the lists of candidates filed by shareholders, together with the information required by related regulations, at the head office, Borsa Italiana S.p.A., in the authorized storage device lInfo at the address www.linfo.it, as well as on the company web site www.panariagroup.it.

The lists presented with no compliance with the arrangement of Article 30 of the Statute and those provided by current legislation, will be considered null and void.

According to Article 30 of the Statute, the renewal of the Board of Statutory Auditors should take place in compliance with regulations on the gender balance of Law 12 July 2011, n. 120 and laws and regulations applicable.

It is therefore required to Shareholders who intend to present a list for the renewal of the Board Statutory containing a number of candidates equal to or greater than three, to include in the section of standing auditors a number of candidates of the less represented gender, equal to a third of the candidates (rounded, if necessary, to the upper unit) and if the position of alternate auditor indicate two candidates, one for each gender.

Shareholders who intend to present a list, can contact in advance the Investors Relations Office in the person of Renato Martelli by the phone number 0536-915211 or by e-mail address renato.martelli@panariagroup.it, to acquire the necessary operating details.

Further information on rights and about the above information, are available on the company website o www.panariagroup.it Company.

Documentation

The supporting documents for items on the agenda will be filed with the registered office and with Borsa Italiana S.p.A., and published on the Company's web site (www.panariagroup.it), in accordance with the law, and will also include information on the authorized storage device (info at the site www.linfo.it). Shareholders have the right to obtain a copy.

External experts, financial analysts and journalists may attend the Shareholders' Meeting, and in order to do so are invited to submit requests via fax at least two days prior to the meeting, to the following number: 0536-915221.

Finale Emilia, 18/03/2016

For the Board of Directors
The Chairman
Emilio Mussini