



TECHNOGYM S.P.A.  
REGISTERED OFFICE IN CESENA, VIA CALCINARO, 2861  
SHARE CAPITAL EURO 10,000,000.00 FULLY SUBSCRIBED AND PAID IN  
REGISTRATION WITH THE FORLÌ-CESENA COMPANIES' REGISTER NO. 315187 - TAX CODE 06250230965

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

Notice is hereby given to those entitled to take part and exercise the right to vote that a combined Ordinary and Extraordinary Shareholders' Meeting of Technogym S.p.A. will be held in Milan – Via Filodrammatici no. 3, on April 21, 2017, commencing at 10.00 a.m., to discuss and resolve upon the following

### **AGENDA**

#### **Ordinary section**

- 1. Approval of the Separate Financial Statements at December 31, 2016, together with the Board of Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements at December 31, 2016.**
- 2. Allocation of the profit for the year and dividend distribution proposal. Related resolutions.**
- 3. Remuneration Report pursuant to art. 123-ter of Legislative Decree no. 58 of February 24, 1998, and of art. 84-ter of CONSOB Regulation no. 11971/1999. Resolutions relating to the Company's remuneration policy dealt with in the first part of the Report.**
- 4. Proposal to approve a plan for the free award of rights to receive ordinary shares of the Company also known as the "2017-2019 Performance Shares Plan".**
- 5. Proposal to authorize the purchase and disposal of ordinary shares. Related resolutions.**

#### **Extraordinary section**

- 1. Proposal to confer upon the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, for a period of five years starting from the resolution date, the power to increase the share capital, free of charge, divisible and also in one or more tranches, pursuant to art. 2349 of the Italian Civil Code, by issuing max. no. 1,100,000 ordinary shares, for a max. Euro 55,000, for an issue value equal to the book value of the shares on the execution date to be fully credited to share capital, to be allocated to the employees of Technogym S.p.A. and its subsidiaries, that are the beneficiaries of the plan for the free award of the rights to receive ordinary shares of the Company also known as the "2017-2019 Performance Shares Plan"; ensuing amendment of article 6 of the Articles of Association in force.\*\*\*\*\***

#### **INFORMATION ON THE SHARE CAPITAL ON THE DATE OF THE NOTICE OF CALL**

The share capital subscribed and paid in is Euro 10,000,000.00, subdivided into no. 200,000,000 ordinary shares with no nominal value, each of which gives right to no. 1 vote at the Meeting, except for no. 120,000,000 shares for which Wellness Holding S.r.l. has obtained an enhanced right pursuant to art. 7.2 of the Articles of Association; therefore, the total number of voting rights that can be exercised at the Meeting is no. 320,000,000.

#### **LEGITIMACY TO ATTEND**

Pursuant to art. 83-sexies of Legislative Decree no. 58/98 and art. 14 of the Articles of Association, the legitimate entitlement to attend the Meeting is subject to the Company's receiving the communication issued by an authorized intermediary in accordance with currently applicable legal regulations, certifying ownership of the Shares based on the accounting records of the end of the accounting day of the seventh trading day preceding the date for the Meeting on single call (i.e.



**April 10, 2017**). Debit and credit entries recorded in the accounts after that date are of no relevance to the eligibility for exercising voting rights at Meetings.

The communication of the intermediary must reach the Company by the end of the third trading day preceding the date set for the Meeting and, therefore, by **April 18, 2017**. Participation and voting at Meetings will remain legitimate if the communications reach the Company after April 18, 2017, as long as they are delivered before the Meetings start.

The conduct of Meetings is regulated by legal regulations dealing with the matter and by the provisions contained in the Articles of Association and the Meetings Regulations available on the Company's website [www.technogym.com](http://www.technogym.com) in the "Investor Relations/Governance" Section, and more specifically in the "Corporate documents" and "Rules and procedures" sections respectively.

## **PROXIES AT MEETINGS**

### ORDINARY PROXY

Those entitled to vote may be represented at Meetings by written proxy granted pursuant to applicable legal regulations or via a digitally signed document pursuant to art. 21, second paragraph of Legislative Decree no. 82 of March 7, 2005. To this end, the proxy form available at the Company's registered office and the website [www.technogym.com](http://www.technogym.com), in the "Investor Relations/Governance/Shareholders' Meetings" Section can be used.

The proxy form can be transmitted by registered letter to the Company's registered office, Via Calcinaro, 2861, 47521 Cesena, to the attention of the Legal and Corporate Affairs Department or by fax sent to + 39 0547 54219, or via e-mail to the address: [technogym.amministrazione@legalmail.it](mailto:technogym.amministrazione@legalmail.it).

If the proxy delivers or transmits a copy of the proxy form to the Company, also in electronic format, he/she must state, under his/her own responsibility, that the proxy form agrees with the original as well as certify the identity of the delegating person.

### PROXY TO THE DESIGNATED PERSON

The proxy can be granted, at no expense for the delegating party (except for postage costs), with voting instructions on all or some of the items on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan – as the Proxy designated by the Company pursuant to art. 135-undecies of Legislative Decree no. 58/98 and art. 14.4 of the Articles of Association.

The proxy must contain voting instructions on all or some of the items on the agenda and it is effective only as regards those items for which voting instructions were given. Spafid can only be appointed as Proxy designated by the Company.

The proxy must be granted by signing the specific proxy form available, with the relevant instructions for filling it in and transmitting it, at the Company's registered office and on the Company's website [www.technogym.com](http://www.technogym.com), in the "Investor Relations/Governance/Shareholders' Meetings" Section.

The original proxy form must reach the Designated Proxy referred to above by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e. by **April 19, 2017**), to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "Technogym 2017 Shareholders' Meeting Proxy", by hand delivery in normal business hours (from 9.00 a.m. to 5.00 p.m.) or by registered letter with advice of receipt or by courier. Without prejudice to sending the original proxy form with voting instructions attached, the form can also be sent via email to the following certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). Sending the digitally signed proxy form to the certified email address specified above, pursuant to applicable legal regulations, satisfies the written form requirement.

The proxy and voting instructions may be withdrawn by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. by **April 19, 2017**) in the manner indicated above.

It is worth noting that the shares in respect of which a full or partial proxy was granted are considered for the purpose of calculating the quorum for a validly convened meeting; as regards those items in respect of which no voting instructions were given, the shares are not considered for calculating the majority and the share capital percentage required to approve the resolutions.



#### **ADDING ITEMS TO THE AGENDA AND SUBMITTING NEW RESOLUTION PROPOSALS**

Pursuant to art. 126-bis of Legislative Decree no. 58/98, Shareholders who, jointly or separately, represent at least one fortieth of the share capital may request, within ten days of publishing the notice of call, to add items to the agenda, specifying the additional items proposed in the request or submit resolution proposals concerning matters already included in the agenda by this notice of call.

Shareholders for whom the Company has received an ad hoc communication by an intermediary authorized by applicable legal regulations are entitled to request that further items be added to the agenda or to present new resolution proposals.

Within the above period of ten days, the proposing shareholders must submit a report stating the reasons for the resolution proposals relating to the new matters they propose for discussion that is the grounds for the further resolution proposals on the items already on the agenda.

Additions to the agenda are not allowed for matters on which the Meeting resolves, by law, upon proposal by the directors or on the basis of a project or report they have prepared.

Any request to have items added to the agenda and further resolution proposals must be submitted in writing and transmitted to the Company by registered letter to the Company's registered office, Via Calcinaro, 2861, 47521 Cesena, to the attention of the Legal and Corporate Affairs Department, i.e. sent by fax to no. +39 0547 54219, or via e-mail to the following certified e-mail address [technogym.amministrazione@legalmail.it](mailto:technogym.amministrazione@legalmail.it).

Any additions to the agenda or the presentation of additional resolution proposals will be notified by the Company, through the same method used to publish this notice, at least fifteen days before the date set for the Meeting.

#### **RIGHT TO ASK QUESTIONS BEFORE THE MEETING**

Pursuant to art. 127-ter of Legislative Decree no. 58/98, anyone entitled to vote at Meetings, in favor of whom the Company has received an ad hoc communication by an intermediary authorized under applicable legal regulations, may submit questions about items on the agenda before the Meeting is held. The requests must be transmitted in writing to the Company by sending a registered letter to its registered office, Via Calcinaro, 2861, 47521 Cesena, to the attention of the Legal and Corporate Affairs Department or by fax sent to no. + 39 0547 54219, or via e-mail to the certified e-mail address: [technogym.amministrazione@legalmail.com](mailto:technogym.amministrazione@legalmail.com). The requests must reach the Company by **April 18, 2017**.

The Company reserves the right to provide a single reply to questions concerning the same issue. All questions received before the Meeting will be answered at the latest during the Meeting itself.

Please note that, under art. 127-ter of Legislative Decree no. 58/98 mentioned earlier on, no reply is due, even during the Meeting, to the questions asked before the Meeting, when the information requested is already available in "question and answer" format in a special section of the Company's website or when the answer is published inside the same website.

It should also be noted that any answers provided in paper format to those entitled to vote at the start of the Meeting will be considered as provided during the Meeting.

#### **REMUNERATION REPORT**

Pursuant to art. 123-ter, sixth paragraph of Legislative Decree no. 58/98, the Shareholders' Meeting convened to approve the separate financial statements is requested to vote in favor or against the first section of the remuneration report dealing with the Company's policy on the remuneration of administrative and key management personnel, as well as the procedures used for the adoption and implementation of this policy. It is worth noting that this resolution, pursuant to art. 123-ter, sixth paragraph of Legislative Decree no. 58/98 mentioned above is not binding.



## **DOCUMENTATION**

The documentation related to the Meeting, including the reports on the items on the agenda with the full text of the resolution proposals and the Annual Financial Report, the Report of the Board of Statutory Auditors and the Independent Auditors' Report will be made available to the public in the manner and within the deadlines prescribed by legal regulations, the shareholders and those entitled to vote having the right to obtain a copy.

This documentation will be available at the Company's registered office, Via Calcinaro, 2861, 47521 Cesena, as well as on the Company's website [www.technogym.com](http://www.technogym.com), inside the "Investor Relations/Governance/Shareholders' Meetings" Section and the "eMarket STORAGE" mechanism, available at [www.emarketstorage.com](http://www.emarketstorage.com).

Cesena, March 22, 2017

On behalf of the Board of Directors

The Chairman  
(Nerio Alessandri)