

Bolzoni S.p.A.

Registered office in Podenzano (Piacenza), Località I Casoni

Share capital amounting to € 6.498.478,75 fully paid

Enrolled in the Company Register of Piacenza at the n° 00113720338

SUMMONING OF THE ORDINARY SHAREHOLDER MEETING

The Shareholders of BOLZONI S.p.A. (hereinafter called “**Company**”) are summoned to the ordinary Shareholders’ meeting at the registered offices of the Company in Podenzano (Piacenza), Località I Casoni, on April 29, 2016 at 10 a.m., to discuss and pass resolutions on the following

Agenda

1. Presentation of the Bolzoni’s Company and Consolidated Financial Statements at 31 December 2015, Management Report of the Board of Directors, reports of the Board of Statutory Auditors and the Audit Firm; proposal for the allocation of year’s net profit; related and resulting resolutions;
2. Remuneration Report; resolutions in accordance with article 123-ter, paragraph 6, Leg.Decree n. 58 of February 24th, 1998;
3. Integration of the Board of Directors during office; related and resulting resolutions;
4. Appointment of the members of the Board of Statutory Auditors and of its Chairman; determination of the related remuneration; related and resulting resolutions;

INFORMATION ON SHARE CAPITAL AT THE DATE OF THIS NOTICE OF SUMMONING

The fully-paid share capital amounts to € 6,498,47875 and is divided into 25,993,915 ordinary shares without nominal value each one giving the right to a single vote. At today’s date the Company owns 18,274 treasury shares. There are no forms of plural or premium votes.

ENTITLEMENT TO ATTEND

In accordance with article 83-*sexies* of the Leg.Decree n. 58/1998, entitlement to attend the Shareholders’ meeting is subject to the Company receiving the communication, issued by a qualified intermediary according to applicable regulations, certifying the ownership of the shares based on evidence taken from book keeping at the end of the accounting period of the seventh trading day prior to the date of the Shareholders’ meeting (i.e. 20 April 2016). Those resulting as owners of shares after 20 April 2016 will not be entitled to attend and vote at the meeting. The above intermediary’s communication must reach the Company by the end of the third trading day prior to the date established for the Shareholders’ meeting (i.e. by 26 April 2016). Right to attend and vote remains however valid even if the communications reach the Company after the above date, as long as they arrive before the start of the Meeting.

Attendance of the shareholders’ meeting is not permitted by conference call, or through vote received by post or electronically.

VOTING BY PROXY

All those entitled to attend the meeting can be represented by means of a written proxy, in compliance with the current law. For this purpose, the proxy form available from the registered office of the Company and on the Company's website, www.bolzonigroup.com (see "general proxy form") can be used. Proxies may be sent to the Company by registered post sent to the Company's registered office or by certified e-mail to: marco.bisagni@bolzoni.sicurezzapostale.it. If the proxy holder delivers or sends the Company a copy of the proxy he/she must certify, on his/her own responsibility, the compliance of the proxy to the original and the identity of the party assigning the proxy.

PROXY HOLDER APPOINTED BY THE COMPANY

Proxy can be conferred with voting instructions to Avv. Guido Garetini, appointed by the Company for the purpose, at no cost to the party assigning the proxy, in accordance with article 135-*undecies* of the Leg. Decree n. 58/1998, provided that it reaches Baldi & Partners – Avvocati e Commercialisti - via G. Gutenberg 3 – 42124 Reggio Emilia by registered post, or via e-mail to the certified address legalebaldi@registerpec.it within the end of the second trading day prior to the date set for the Shareholders' meeting (i.e. by the end of 27 April 2016). The proxy conferred in this way is valid only for the proposals for which voting instructions have been given. The proxy and voting instructions may be revoked within the same date indicated above. The proxy form is available from the Company's registered office and on the Company's website at the address: www.bolzonigroup.com (see "the proxy form the appointed representative").

ADDITIONS TO THE AGENDA AND PROPOSED RESOLUTIONS

In accordance with article 126-*bis* of the Leg. Decree n. 58/1998, those Shareholders who, even jointly, represent at least a fortieth of the share capital with voting right may request, within 10 days from the publication of this notice, that is to say within 28 March 2016, additions to the points to be discussed, indicating in the request the proposed further topics and preparing a specific report, which includes the reasons for the proposed resolutions on new issues proposed for discussion, subject to proving the related legitimacy. The request must be presented in writing and sent by registered post to the company's registered office or by certified e-mail to marco.bisagni@bolzoni.sicurezzapostale.it provided it arrives within the above-indicated term of 10 days. Additions are not permitted for those topics which the Shareholders will discuss, by law, on proposal of the directors or based on a project or report which the directors have prepared.

Shareholders with the same requisites required for additions to the agenda may also, following the terms and methods indicated above, present proposals for resolution regarding topics already included in the agenda, together with a specific report explaining the reasons.

The new list with the additions for discussion by the Shareholders and any further proposed resolution on topics already in the agenda, which have been duly presented according to the above terms, will be published within the terms established by the law, in accordance with the same methods applied to the publication of the present notice.

It should be remembered that those with voting rights may individually present proposed resolutions for the Shareholders' meeting.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

In accordance with article 127-*ter* of the Leg. Decree n. 58/1998, those with voting rights in the Shareholders' meeting may ask questions by writing on the topics in the agenda even before the Shareholders' meeting, sending them by registered post, to the Company's registered office, or by certified e-mail to marco.bisagni@bolzoni.sicurezzapostale.it, providing they reach the Company's registered offices by 26 April 2016. They will have to provide information proving their identification and legitimacy. Answers to questions received before the Meeting will be given, at the latest, during the Meeting itself. The Company reserves the right to provide a single reply to questions having the same content.

INTEGRATION OF THE BOARD OF DIRECTORS

With reference to point 3 in the Agenda of the Shareholders' meeting, as the appointment of the directors takes place during office, - following the resignation given previously – as established by art. 2386, paragraph 1, last part, of the Italian Civil Code, and as it is not possible to proceed to the integration of members from the same list to which they belonged, the Shareholders' meeting is called upon to pass a resolution with the majority foreseen by the law, making sure that in any case, within the Board of Directors the presence is guaranteed of the necessary number of components with the requisites of independence and gender established by current laws and regulations.

The Shareholders are invited to consult, in particular, article 14 of the Company Bylaws, available on the Company's website www.bolzonigroup.com.

Further information on this topic can be found in the specific Memorandum prepared by the Board of Directors in compliance with articles 125-*ter* of the Legislative Decree n. 58/98, 84-*ter* and 73 of the Rules adopted by Consob's Resolution n. 11971 on May 14, 1999 ("Rules for Issuers").

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Article 22 of the corporate bylaws – see website www.bolzonigroup.com – establishes that the Board of Statutory Auditors is appointed on the basis of votes on lists.

The Board of Statutory Auditors for election will be made up of three effective auditors and two alternate auditors. The lists presented must contain a number of candidates, numbered consecutively, no greater than the number of members to be appointed. Shareholders who, either individually or together with other shareholders, on presentation of the list, hold at least 2.5% of the share capital with voting right at the ordinary Shareholders' meeting are entitled to present a list. Each list must be deposited at the Company's registered offices, or sent there by registered post, at least twenty-five days before the date established for the Shareholders' meeting i.e. within April 4, 2016 or sent, within the same deadline, to the certified email address: marco.bisagni@bolzoni.sicurezzaipostale.it, or by fax to 0523 – 524270.

It should be remembered that, if, at the date of April 4, 2016, only one list has been deposited, or several lists none of which qualifying as 'minority list', as per art. 144-*quinquies* of the Rules for Issuers, minority lists in the above-described form may be presented until April 7, 2016. In this case, the minimum percentage of the share capital held for presenting the list of candidates is reduced to 1.25%

Each Shareholder may submit one list only and each Candidate may appear in only one list otherwise he/she shall be considered ineligible.

Each list must contain two sections - one for appointing the effective auditors and the other for the alternate auditors - and must be accompanied by:

- (i) information regarding the identity of the shareholders presenting the list, with the percentage of the stake held and a certificate proving this ownership;
- (ii) a declaration of the shareholders other than those holding, even jointly, a controlling or relative majority stake, attesting the absence of relations in connection with the latter as established by art. 144-*quinquies* of Rules for Issuers; and
- (iii) detailed description of the personal and professional characteristics of the candidates together with a declaration that they possess the conditions required by the law, regulations and corporate by-laws for their respective offices, including the observance of the limits on the amount of appointments, and that they accept the candidacy

Those who present a "minority list" must also follow the guidelines contained in Consob's Memo n. DEM/9017893 dated 26 February 2009, regarding connections between the majority and minority lists.

Article 148, paragraph 1-*bis*, of the Leg. Decree 58/1998 establishes that when appointing the Board of Statutory Auditors the rules regarding the gender balance should be observed in accordance with law n° 120 passed on July 12, 2011.

Each list must indicate at least one candidate in the section for the effective auditors and at least one candidate in the section for the alternate auditor. The lists must not contain a number of candidates greater than the

number of the members to be elected, each numbered progressively, if the lists are made up of the number of candidates greater than the minimum established, each section in each list must include candidate of different genders, at the first two and only position in the list.

Notice of the ownership of shares qualifying for the presentation of the lists must be given by means of the specific document (as established by article 23 of the Rules governing centralized management services, liquidation guarantee systems and the related management companies, adopted by the Bank of Italy and Cosob on February 22, 2008, and subsequently modified) to be deposited at the Company's registered offices, even subsequent to the presentation of the lists, at least 21 days from the date of the first call of the shareholder meeting, provided the same procedures are followed and in any case, before April 8, 2016. Ownership is determined on the basis of the shares recorded in favour of the shareholder on the day the lists are deposited at the Company's registered offices.

The lists which have been properly submitted will be available to the public at the Company's registered office, on the Company's website www.bolzonigroup.com (Section on Shareholders' Meeting documentation 2016) and on the website of the authorized storage system "linfo" www.linfo.it, at least 21 days before the Shareholders' meeting, namely not later than April 8, 2016.

Further information on the presentation, deposit and publication of the lists can be found in article 22 of the Company by-laws available at the Company's website www.bolzonigroup.com and in the Memorandum by the Board of Directors available on the same website in compliance with articles 125-ter of the Legislative Decree n. 58/98, 84-ter and 73 of Rules for Issuers.

Shareholders wishing to present lists are invited to contact the company in time and specifically, the Investor Relator, phone number 0523 555511, fax 0523 555535, e-mail investor.relator@bolzoni-auramo.com

DOCUMENTATION

The documentation related to the Shareholders' meeting, including the memorandum by the Board of Directors containing the proposed resolutions on the topics in the agenda, the draft financial report, the consolidated financial report, the related report of the Board of Directors, Board of Statutory Auditors and Audit Firm, Report on Corporate Governance and Ownership Structure (art. 123-bis of the Legislative Decree n. 58/1998) Remuneration Report (art. 123-ter of the Legislative Decree n. 58/1998) and all the related documents as prescribed, the list of the candidates for the Board of Statutory Auditors, in addition to the proxy forms, will be made available to the public according to the terms and methods established by current regulations, and available at Company's registered office, on the Company's website at the address www.bolzonigroup.com in the section "Shareholders Meeting Documentation 2016" and with the "linfo" authorised storage system, available on the website www.linfo.it.

The company by-laws and the rules for shareholders' meetings are also available at the above addresses.

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The Shareholders' Meeting may also be attended by experts, financial analysts and journalists who, to this end, are invited to send a request by fax to the number +39 0523 524270, before 24 April 2016.

The present notice is also available to the public, as established by art. 125-bis, Leg. Decree 58/98 and by article 8 of the company by-laws, on the Company's website www.bolzonigroup.com, and an extract published in the newspaper Il Sole 24 Ore. It is also available on the website www.linfo.it of the "linfo" authorised storage system.

Podenzano, March 18th, 2016

The Chairman of the Board of Directors
Emilio Bolzoni