

**TREVI – Finanziaria Industriale S.p.A.**

Registered office: Cesena (FC), Via Larga, 201

Share capital: Euro 32,000,000 fully paid up.

Forlì – Cesena Business Register, Tax code and VAT no. 01547370401

Forlì – Cesena Chamber of Commerce Business Register no. 201,271

Website: [www.trevifin.com](http://www.trevifin.com)

**NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Shareholders are invited to attend the Ordinary Shareholders' Meeting to be held at the registered office in Cesena (FC) Via Larga, 201 in first convocation on 29 April 2011 at 11.00 hours and, if required, in second convocation on 30 April 2011 at the same time and place to deliberate and vote on the following

**AGENDA**

1. Approval of the Financial Statements for the financial year to 31 December 2010 and presentation of the Consolidated Financial Statements to 31 December 2010; Board of Directors' Review of Operations; Report of the Board of Statutory Auditors and the Report of the Independent Audit Company. Allocation of the profit for the financial year. Related deliberations and resolutions.
2. Purchase and disposal of treasury shares. Related deliberations and resolutions.
3. Update on the financial terms regarding the audit for the period 2011-

2016. Related deliberations and resolutions.

#### ADDITIONS TO THE AGENDA

Under Article 126-bis of Legislative Decree no. 59/1998, shareholders who alone or collectively with other shareholders represent at least one-fortieth of the Company share capital with voting rights may request additions to the agenda, specifying with their request the items to be discussed.

Requests must be received in writing, addressed to the Board of Directors and must reach the registered office of the Company within ten days of the publication of this notice for the shareholders' meeting.

A report on the proposed item for discussion must be delivered within the same time limit and in the same way. Notice of additions to the Agenda will be publicised in the same ways established for this notice of the shareholders' meeting at least fifteen days prior to that date of the shareholders' meeting.

As proof of ownership of the necessary number of shares to request additions to the Agenda, within ten days of the publication of the present notice of the shareholders' meeting, the shareholders must send the Company at its registered office, addressed to the Board of Directors, appropriate certification validating the ownership of the aforementioned quota of shares, given by intermediaries who hold the accounts in which are held the shares of the shareholders requesting the

additions to the Agenda.

Requests for additions to the Agenda are not permitted for items that shareholders are asked to approve, in accordance with applicable law, by the Directors or based on a plan or report prepared by the Directors (differing from those under Article 125-ter, paragraph 1 of Legislative Decree no. 58/1998). Shareholders who wish to propose additions to the Agenda for the shareholders' meeting may contact in advance the Investor Relations department of the Company on the following telephone number: +390547319411 or on the following e-mail address: *investorrelations@trevifin.com* for any further procedural details.

Details of the right to request additions to the Agenda and of how this right may be exercised are available on the website [www.trevifin.com / investor relations](http://www.trevifin.com/investor-relations).

#### QUESTIONS REGARDING ITEMS ON THE AGENDA

Under Article 127-ter of Legislative Decree no. 58/1998, shareholders may table questions regarding items on the Agenda even before the shareholders' meeting by sending the questions to the registered office of the Company or faxing them to the number +390547319594 or by e-mailing them to the address [investorrelations@trevifin.com](mailto:investorrelations@trevifin.com). Proof of the legitimate exercise of this right must be provided by sending the Company the relevant certification from the intermediaries holding the account in which the shares are registered. The Company will respond

to questions received prior to the shareholders' meeting at the latest during the shareholders' meeting. The Company reserves the right to respond to the questions received in a specific section of the website available for consultation: [www.trevifin.com/ investor relations / avvisi agli Azionisti](http://www.trevifin.com/investor_relations/avvisi_agli_Azionisti). The Company may give one overall answer to questions regarding the same matter.

Details of the right to table questions prior to the shareholders' meeting and of how to exercise this right may be found on the website [www.trevifin.com/ investor relations](http://www.trevifin.com/investor_relations).

#### THE LEGITIMACY TO ATTEND AND VOTE IN THE SHAREHOLDERS' MEETING

Under Article 17 of the Company Articles of Association and of Article sixies of Legislative Decree no. 58/1998, those who may legitimately attend and vote at the shareholders' meeting are those who hold the right to vote. Legitimate attendance at the shareholders' meeting and of the exercise of the right to vote must be proved by a communication to the Company – which must be received within the terms laid down in law - from the authorised intermediary, which agrees with the latter's accounting records, on behalf of the person having the right to vote as established by the evidence existing at the end of the accounting day on the seventh stock market trading day preceding the date set for the first convocation of the shareholders' meeting, therefore 18 April 2011 (the

record date). Those who appear as the holders of the shares after this date will not be permitted to attend or vote in the shareholders' meeting. There are no means of voting by post or electronically.

#### PROXY VOTE

Under Article 18 of the Company Articles of Association any person who has the right to vote under the provisions of enacted law may be represented by a proxy, in accordance with Article 2372 of the Italian Civil Code, the provisions of Articles 135-novies and following of Legislative Decree 24 February 1998 no. 58 and relevant rules governing proxy votes and proxy solicitation, through a written proxy form sent by registered delivery to the Company at its registered office and addressed to the Investor Relations department or sent electronically. Electronic notification of a proxy must be sent through certified e-mail to the address [trevifinanziaria@legalmail.it](mailto:trevifinanziaria@legalmail.it).

Shareholders may use the proxy form available on the website [www.trevifin.com/ investor relations / avvisi agli Azionisti](http://www.trevifin.com/investor_relations/avvisi_agli_Azionisti) or, in hard copy, from the registered office of the Company.

When shareholders deliver or send a copy of the proxy form, he/she must attest and accept responsibility for the proxy form being the same as the original and for the identity of the person delegated as the proxy holder.

Should there be a conflict of interest between the proxy holder and the

shareholder, the proxy form must include specific voting instructions for each item to be voted on and the proxy holder must be able to prove that he/she communicated to the shareholder being represented by the proxy the circumstances giving rise to the conflict of interest.

#### SHAREHOLDER PROXIES

For the shareholders' meeting subject of this notice, the Company has appointed Mr Andrea Zanfini, the "Designated Proxy", as the person to whom those holding voting rights may freely confer their proxy. The proxy will not be effective for any proposals on the Agenda for which voting instructions have not been received.

The proxy may be given to the Designated Proxy by filling in and signing the relevant form available on the website [www.trevifin.com/investor\\_relations / avvisi agli Azionisti](http://www.trevifin.com/investor_relations/avvisi_agli_Azionisti) or, in hard copy, from the registered office of the Company. The proxy form must be received by the Company by the end of the second stock market trading day prior to the date set for the first convocation of the shareholders' meeting, therefore by the 27 April 2011, or in the original by registered delivery to the registered office of the Company and addressed to the "Designated Proxy for the Shareholders' Meeting" or by certified e-mail to [trevifinanziaria@legalmail.it](mailto:trevifinanziaria@legalmail.it).

The proxy and the voting instructions may be rescinded within the same time limits and in the same way.

## DOCUMENTATION

The reports relating to items on the Agenda, the complete text of the proposals for deliberation, the annual “Report on Corporate Governance and Ownership Structure” will be made available to the public, together with any other reports and documentation required by law, at the registered office of the Company and also on the Company website, [www.trevifin.com/ investor relations](http://www.trevifin.com/investor_relations), and at the office of Borsa Italiana S.p.A., in accordance with enacted law; the shareholders may obtain copies of these.

In particular, the following are available:

- from today’s date, the reports of the Board of Directors regarding items on the Agenda and the relative proposals for approval;
- by 13 April 2011, the reports from shareholders’ that have requested additions to the Agenda, together with any eventual assessments from the Board of Directors;
- by 7 April 2011, documentation relating to the first item on the Agenda and the Report on Corporate Governance and Ownership Structure.

In accordance with enacted law, the documentation regarding the financial statements of the subsidiary and associate companies will be available at the registered office of the Company by 13 April 2011. The documents and information under Article quater of Legislative Decree

58/1998 are available to the public on the Company website, [www.trevifin.com/investor\\_relations](http://www.trevifin.com/investor_relations).

The aforementioned documents may be consulted or a copy may be obtained by members of the public from the registered office of the Company, which is open for this purpose on weekdays from Monday to Friday from 9.00 to 18.00 hours.

#### SHARE CAPITAL INFORMATION

The issued and paid up share capital is Euro 32,000,000.00 made up of no. 64,000,000 ordinary shares each of nominal value Euro 0.50. At today's date, the Company holds none of its own shares.

For further information, please contact the Investor Relations department on the following telephone number: +390547 319411 or at the following e-mail address: *investorrelations@trevifin.com*.

Cesena, 30 March 2011

The Chairman of the Board of Directors

Mr Davide Trevisani