



Headquarters in Imola (BO) – Via Lasie n.12/A
Share capital € 14,626,560 F.P., VAT n. 00707431201
Bologna business register, Fiscal code 82001030384

NOTICE OF GENERAL MEETING

Our shareholders are called to participate in the General Meeting, with the first call on 29/04/2011 at 10:00 am, which will be held at the Registered office. The second call, if necessary, will be on 02/05/2011 at the same time and place. The following will be discussed and deliberated:

AGENDA

1. Balance sheet as of 31/12/2010 and relative reports of the Board of Directors and Board of Auditors; consequential deliberation
2. Presentation of the consolidated balance sheet as of 31/12/2010
3. Election of the Board of Auditors and its President for 2011-2012-2013 and determination of relative annual compensation, according to article 23 of the corporate bylaws,
4. External auditor for 2011-2019
5. A.O.B.

SHARE CAPITAL AND VOTING RIGHTS – The company's share capital is 14,626,000 euros, represented by 28,128,000 general shares. Each general share represents one vote in General and Extraordinary Company Meetings. To date, the Company holds 1,654,173 of its own shares representing 5.88% of the total share capital. The company's vote is suspended, according to article 2357 of the civil code.

RIGHT OF PARTICIPATION- The right to participate in the Meeting and to exercise voting rights is conditional upon the Company receiving notice of the subject's right to vote by an intermediary. This must be in conformity with the intermediary's accounting records and balances recorded at the end of the seventh trading day prior to the date established for the first call of the Meeting. Credit or debit recordings made to the account after the said term do not influence the right to exercise a vote in the Meeting. Those who become shareholders in the Company after this date will not have the right to participate and vote at the Meeting. The company must receive the above-mentioned notice sent by the intermediary at least two working days prior to the first call of the Meeting. The right to participate and vote stands if notice is received by the Company after the aforesaid term, provided that it arrives by the opening of the meeting at the first call.

VOTE BY PROXY - Each shareholder may appoint a representative, according to the applicable laws, by undersigning the proxy form, released on request by those who have the right through enabled intermediaries, or it can be downloaded from the website www.irce.it.

The proxy may also be sent to the Registered office by registered letter with return receipt or sent by certified e-mail to the following address: ircespa-pec@legalmail.it. A copy of a currently valid identification card of the shareholder must be attached.

The Company has indicated the lawyer, Carmela Cappello, as its Designated Representative, according to article 135-undecies of Legislative Decree 58/1998 (TUF). The Designated Representative is given the proxy with voting instructions, on the condition that this documentation is sent by registered mail with return receipt to the legal office of Carmela Cappello, via Garibaldi n. 68, 40026 Imola (BO). The documentation can also be sent to carmelacappello@ordineavvocatibo.postecert.it through certified e-mail by the end of the second trading day prior to the date of the first call of the Meeting. Thus, the proxy is valid only for the proposals relating to those indicated in the voting instructions. The proxy and the voting instructions may be revoked within said time. The proxy form can be downloaded from the website www.irce.it.

ELECTION OF THE BOARD OF EXTERNAL AUDITORS - The shareholders, who, even put together, hold a total of at least 2.5% shares in the company, are entitled to present slates of External Auditors to elect. The slates must be delivered directly to the Registered office or sent by registered mail with return receipt or by certified e-mail addressed to ircespa-pec@legalmail.it, along with a currently valid identification document of the shareholder delegating the proxy, at least 25 days prior to the date of the first call for the Meeting. The slates must include information on the identity of the Shareholders presenting them, with the indication of the overall percentage of share capital held; a declaration of the shareholders other than those who hold, even jointly, a controlling or relative-majority equity interest, certifying the absence of relations of connection as defined by article 144-*quinquies* of the Issuer's Regulations with such shareholders; a complete report on the personal and professional characteristics of the candidates; a declaration of such candidates, certifying the possession of the requisites prescribed by the applicable laws; and their acceptance of the nominations.

QUESTIONS REGARDING THE AGENDA – Shareholders may ask questions relating to the items on the agenda even before the Meeting, by sending them to the Registered office by registered letter with return receipt, or by certified e-mail addressed to ircespa-pec@legalmail.it. The questions must reach the Company in due time to be able to be addressed during the Meeting.

ADDING ITEMS TO THE AGENDA – Shareholders who, even together, represent at least 2.5% of the share capital, may request in writing to put items on the agenda no later than ten days from the publication of this notice, with respect to that provided by article 126-bis of Legislative Decree 58/1998 (TUF). The additional items proposed must be indicated on the request. The request must be sent to the Registered office by registered letter with return receipt, or by certified e-mail addressed to ircespa-pec@legalmail.it. A report relating to the proposed items to be treated must be delivered to the Board of Directors in the same manner and by the aforementioned date. In accordance with article 126-bis, comma 3, of TUF, no items of business can be added to the agenda by Members for topics proposed by administrators, or on the basis of projects proposed by them, for which the Meeting is called to deliberate.

DOCUMENTATION – Documents relating to the Meeting will be made available to the public at the Registered office, at the Borsa Italiana SpA (Italian Stock Market) and on the

website www.irce.it, within the terms set by the applicable laws. The shareholders have the right to obtain a copy of the deposited documentation.

This notice is also published on the company website and in the “Il Giornale” newspaper.

Imola, March 15, 2011

IRCE SPA