

INFORMATION NOTE RELATING TO THE PROPOSAL FOR DISTRIBUTION OF THE DIVIDEND AND THE AUTHORIZATION TO BUY BACK OF OWN SHARES. CALL THE SHAREHOLDERS' MEETING

The Board of Directors of IRCE S.p.A., met on April 21 2020, given the evolution of the economic scenario, conditioned by the measures adopted in every part of the world to hinder the propagation of Covid-19, and the changed regulatory framework, determined by Legislative Decree April 8, 2020, n. 23 (Liquidity Decree), in order not to preclude the possibility of accessing bank loans with SACE guarantee, approved:

- the withdrawal of the dividend distribution proposal of € 0.03 per share, for the 2019 financial year, and therefore to decide not to distribute any dividend;
- the withdrawal of the proposal to authorize the purchase and allocation of own shares.

The uncertainty of the duration of the ongoing crisis and the importance of its impact on business have suggested, to the board of directors, these prudent choices. The opportunity to distribute dividends and to return to the possibility of purchasing own shares will be re-evaluated when the market situation and the general economic context become more clear.

The Board of Directors of IRCE S.p.A. also approved to postpone the call of the ordinary Shareholders' Meeting on first call from April 29, 2020 to **June 10, 2020** and second call from May 4, 2020 to June 17, 2020, with the new agenda below.

NOTICE OF GENERAL MEETING

Our shareholders are called to participate to the General Meeting, which according to art.106, comma 2, D.L n.18 17 March 2020 will be held at the Registered Office, exclusively by telecommunication means, with the first call on June 10, 2020 at 11,00 am, and on the second call, if necessary, on June 17, 2020 at the same time and place, to discuss and deliberate on the following

AGENDA

- *Balance sheet as of 31/12/2019 and relative reports of the Board of Directors and Board of Auditors; consequential deliberations;*
- *Presentation of the consolidated balance sheet as of 31/12/2019;*
- *Election of the Board of Auditors and its President for the year 2020-2021-2022 and determination of relative annual compensation;*
- *Report on remuneration, consequential deliberations;*
- *External Auditor assignment for the period 2020-2028*

SHARE CAPITAL AND VOTING RIGHTS – *The company's share capital is 14,626,560 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 1,546,988 of its own shares representing 5,5% of the total share capital. The company's vote is suspended, according to article 2357 ter of the civil code.*

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND EXERCISE OF VOTING RIGHTS

In relation to the measures adopted by the Italian Authorities to contain the emergency COVID-19, participation in the Shareholders' Meeting will only be possible by proxy to be conferred to the Representative designated by the Company pursuant to article 135-undecies of the TUF or also by proxy and / or subdelegation pursuant to art. 135-novies of the TUF, in derogation from art. 135-undecies, paragraph 4, of the TUF, therefore the physical participation of the shareholders in the shareholders' meeting is excluded, as permitted by art. 106 of Law Decree 17 March 2020 n.18.

According to article 83-sexies of legislative Decree 58/1998 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 to 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.

The participation in the meeting of all legitimate subjects (Designated Representative, Members of the Board of Directors, the Board of Statutory Auditors and appointed Secretary) will take place exclusively by telecommunication means that will guarantee the identification of the participants. The operating procedures with which participation in audio / videoconferencing will be possible will be communicated individually to each legitimated subject.

DESIGNATED REPRESENTATIVE AND DELEGATION PROCEDURE

For the Shareholders' Meeting referred to in this notice, the Company has appointed the Lawyer Stefania Salvini as Designated Representative, pursuant to art. 135-undecies of Legislative Decree 58/1998 (TUF).

The proxy can be granted to the lawyer Stefania Salvini by registered mail with return receipt at Via Tinti 16, 40026 Imola (BO), or by certified e-mail message to the address avvstefaniasalvini@ordineavvocatibopec.it. The Company prepares a specific form which will be made available on the company's website www.irce.it. The proxy to the designated representative must contain voting instructions on all or some of the proposals on the agenda and must reach the aforementioned Representative by 8 June 2020 (second open market day preceding the date of the Shareholders' Meeting on first call). Within the aforementioned term, the proxy and the voting instructions can always be revoked in the same way as for the assignment. The proxy has effect only for proposals in relation to which voting instructions have been given. The aforementioned designated representative may also be given proxies and (or subdelegations pursuant to art. 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4, of the TUF.

ELECTION OF THE BOARD OF EXTERNAL AUDITORS - The Shareholders, who, even together, represent at least 2.5% of the share capital, are entitled to present lists to elect the External Auditors. The lists must be delivered directly to the Registered office or sent by registered mail with return receipt or by certified e-mail addressed to ircspa-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 lists 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 ON THE SUBJECTS ON THE AGENDA - Pursuant to Article 27-ter of Legislative Decree 58/1998, Shareholders can ask questions on the items on the agenda even before the Shareholders' Meeting by sending a registered letter with return receipt addressed to the Company's registered office or via certified e-mail to the address ircspa-pec@legalmail.it. The questions, accompanied by the personal data of the requesting shareholder and by the certification certifying the ownership of the participation, must be received by the Company by 10.00 am on the day before the date of the first call of the Shareholders' 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 ircspa-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. In accordance with article 126-bis, comma 3, of TUF, no items can be added to the agenda by Shareholders for topics proposed by Directos 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 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.

Any changes and / or additions to the information contained in the notice of meeting will be made available via the company website www.irce.it and in the other ways provided for by law.

This notice is also published on the company website and in the "Corriere della sera" newspaper on Friday April 24, 2020.

The following are the parts changed in the "Report on Operations year 2019" of the financial statements at 31 December 2019 approved by the Board of Directors on March 13, 2020.

Report on Operations year 2019 (page 11)	Notes
<p>Dear Shareholders,</p> <p>we invite you to approve the separate financial statements of IRCE S.p.A. as of 31 December 2019, reporting a profit of € 3,603,483.</p> <p>We propose to approve the distribution of a € 0.03 dividend per share, to be paid out of the profit of the year, with ex-dividend date on 18 May 2020, record date on 19 May 2020, and payment date on 20 May 2020. In addition, we propose to allocate the remaining net profit after the payment of the dividends to the Extraordinary Reserve.</p> <p>The Board thanks the Shareholders for their trust, all personnel for the service rendered during the year, and the Board of Statutory Auditors for the control activities carried out and the valuable advice.</p>	<p>Unchanged</p> <p>Deleted</p> <p>Added We propose to approve the undistributed profit is allocated in extraordinary reserve</p> <p>Unchanged</p>

Imola, April 21, 2020

On behalf of the Board of Directors

The Chairman

Mr Filippo Casadio

