

KME Group S.p.A.
Share capital: € 250,014,922.60 fully paid-in
Registered Office in Florence
Registration No. in the Company Register of the Court of Florence
and Tax I.D. No.: 00931330583

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders of KME Group S.p.A. are called to a Meeting that will be held in Florence, at Via dei Barucci n. 2, at 11:00 AM

- on December 1, 2009 on the first calling, or
- on December 2, 2009 on the second calling;

to vote on the following

Agenda

Ordinary Session

1. Stock Option Plan based on KME Group S.p.A. common shares, reserved for executive Directors and managers of the Company and its subsidiaries. Related and required resolutions.

Extraordinary Session

1. Amendments to Articles 4 and 7 of the Bylaws, required by the cancellation of the share capital increases earmarked for the implementation of incentive plan benefiting executive Directors and managers of the Company and its subsidiaries, as approved by the Board of Directors on July 31, 2006 and July 18, 2007 pursuant to powers of attorney provided by the Shareholders' Meetings of May 19, 2006 and June 21, 2007. Related and required resolutions.
2. Extension of the final deadline to exercise the 2006/2009 KME Group S.p.A. Common Share Warrants to December 30, 2011 and resulting amendments to the Regulations of the 2006/2009 KME Group S.p.A. Common Share Warrants and to Article 4 of the Bylaws. Related and required resolutions.
3. Splitting of the common and savings shares of KME Group S.p.A. carried out through the allocation of 3 common shares for every 2 common shares held and 3 savings shares for every 2 savings shares held and resulting change to the preferential rights of the savings shareholders. Resulting amendments to Articles 4, 8 and 28 of the Bylaws and to the Regulations of the 2006/2009 KME Group S.p.A. Common Share Warrants. Related and required resolutions.
4. Approval of a proposal for the reversed proportional partial demerger of INTEK S.p.A. into KME Group S.p.A. Related and required resolutions.
5. Contributory, divisible share capital increase for a total consideration, including any additional paid-in capital, of up to 80,000,000.00 euros carried out by issuing common and savings shares, without par value, regular ranking for dividends, placed with shareholders through a rights offering, in accordance with Article 2441, Section 1, of the Italian Civil Code. Resulting amendment to Article 4 of the Bylaws. Related and required resolutions.
6. Delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, of the power to carry out in one or more installment a contributory, divisible share capital increase for a total amount, including any additional paid-in capital, of up to 15,000,000.00 euros, with exclusion of the preemptive right, as allowed by Article 2441, Section 4, Second Paragraph, of the Italian Civil Code, reserved for subscription by the beneficiaries of the KME Group S.p.A. Stock Option Plan. Resulting amendment to Article 7 of the Bylaws. Related and required resolutions.

Share Capital and Voting Rights

The share capital of KME Group S.p.A. amounts to 250,014,922.60 euros. It is comprised of 254,566,452 shares without par value, including 235,494,342 common shares and 19,072,110 savings shares. Each common share conveys the right to cast one vote at ordinary and extraordinary meetings of the holders of the Company's common shares. As of the date this notice, the Company holds no. 5.475.170 treasury ordinary shares, without the right of vote ex art. 2357-ter of Italian Civil Code, that equal to 2,32% of the shares of the same category.

Attendance at Shareholders' Meetings

Pursuant to law and in accordance with the provisions of Article 11 (Attendance and Representation at Shareholders' Meetings) of the Bylaws, in order to attend the Meeting, shareholders must file at the Company's registered office, at 2 Via dei Barucci, Florence, at least two days prior to the date of each Meeting, communications issued by authorized intermediaries attesting to their ownership of their shares.

The Company does not require that access to the shares be frozen in order to allow shareholders to attend the Meeting. It merely requires that the shares be placed on deposit, which means instructing the intermediary who handles the necessary bookkeeping to provide the Company with the abovementioned communication at least two days prior to the date of the Meeting. This process does not prevent the subsequent withdrawal of the shares. However, if the shares are withdrawn, the previously made deposit ceases to be effective for Meeting attendance purposes. If the abovementioned deadline falls on a holiday or on a Saturday, it will be extended to the next business day.

Holders of shares that are not in dematerialized form may attend the Shareholders' Meeting only if they deliver their share certificates to one of the authorized parties listed in Article 12 of the Bank of Italy and CONSOB resolution of February 22, 2008 ("Rules Governing Centralized Clearing and Settlement Services, Guarantee Systems and Relevant Management Companies") sufficiently in advance to allow their inclusion in the dematerialized securities system and the subsequent issuance of the communication referred to in the preceding paragraph.

The exclusions and limitations of the proxy collection laws notwithstanding, shareholders may appoint a proxy (who need not be a shareholder) to represent them at the Meeting by means of a simple power of attorney affixed at the bottom of the abovementioned communication. A proxy form prepared in accordance with current regulations must be printed at the bottom of each copy of the communication that the intermediary is required to issue to the shareholder. A proxy form is also available at the Company website (www.kme.com) and at its registered office, at 2 Via dei Barucci, Florence, Ufficio Affari Societari.

Shareholders who individually or jointly represent at least one-fortieth of the share capital may request, within five days from the publication of this Notice, that the items on the Meeting's Agenda be amended, listing in their application the additional items that they are putting forth. Information about additions to the items on the Meeting's Agenda resulting from the abovementioned application must be communicated, with the same procedures as those required for Notices of Shareholders' Meetings, at least 10 days before the scheduled date of the Shareholders' Meeting. No amendment is allowed for items that are submitted to the Shareholders' Meeting for a vote, pursuant to law, based on a motion by the Board of Directors or a proposal or report prepared by the Board of Directors.

Documents

The documents pertaining to all of the items on the Meeting's Agenda, including specifically the documents required by Articles 2506 bis and 2506 ter of the Italian Civil Code, i.e., the demerger proposal, the reports of the Board of Directors and of the expert appointed pursuant to Articles 2501 sexies and 2506 ter of the Italian Civil Code, the financial statements for the last three years, the balance sheets of the companies that are parties to the demerger (as required by Articles 2501 septies e 2506 ter of the Italian Civil Code), any other reports and documents required by the current statutes and the respective motions will be on file at the Company's registered office, at 2 Via dei Barucci, Florence, and at the offices of Borsa Italiana S.p.A. within the deadlines required by the Italian Civil Code,

by Ministerial Decree No. 437/1998 and by the CONSOB regulations adopted with Resolution No. 11971 of May 14, 1999. Shareholders may request copies of these documents. These documents will also be available at the Company website: www.kme.com.

Voting by Mail

Votes may also be cast by mail. Ballots and voting instructions will be available at the Company's registered office, Ufficio Affari Societari, 2 Via dei Barucci, Florence, at least 15 days before the date of the Meeting's first calling. Ballots must be mailed to the following address: KME Group S.p.A., Ufficio Affari Societari, Via dei Barucci 2, (50127) Florence. Ballots must be received at least 48 hours prior to the Meeting's first calling, together with a copy of the communication required under current regulations governing attendance at Shareholders' Meetings. If the abovementioned deadline falls on a holiday or on a Saturday, it will be extended to the next business day.

Florence, October 30, 2009

The Board of Directors
Salvatore Orlando
Chairman