



General Meeting of Shareholders

11 January 2017 (single call) at 9.00 a.m.

Directors' illustrative report on the second item on the agenda for the ordinary general meeting prepared in accordance with Art. 125-ter of Legislative Decree 58/1998, as subsequently added to and amended.

Item 2 on the agenda for the ordinary general meeting

Proposed execution of a third party civil liability policy for directors or other corporate bodies with the exclusion of wilful misconduct. Resolutions pertaining thereto and resulting therefrom.

Dear Shareholders,

We hereby submit to you the proposed authorisation for the execution of insurance cover, inclusive of the party to the contract, for third party civil liability, with the exclusion of wilful misconduct, for members of corporate bodies and managers of Digital Bros Group, whereby the term Digital Bros Group is deemed to mean Digital Bros S.p.A. and its subsidiaries.

Recourse to insurance cover for third party civil liability, with the exclusion of wilful misconduct, for directors and other corporate bodies has become consolidated practice. Diffusion in the market and general recourse to such policies have led to the introduction of standard contracts.

On account of the foregoing, the Board of Directors proposes it be authorised to execute a Directors and Officers Liability Insurance (“D&O”) policy governed by standard terms and conditions in accordance with insurance market practice. These are:

- (i) maximum sum insurable of €15,000,000;
- (ii) maximum annual premium of €20,000.00 (plus tax)
- (iii) one year term

The insurance policy is intended to offer (i) to third parties – inclusive of the Company and its shareholders – adequate cover for any liability arising from choices or decisions made by corporate officers during the year in the performance of their duties; (ii) to corporate bodies and senior management, in line with the policies adopted by large domestic and international businesses, a form of protection in view of the complexity of the challenges faced and the market, as well as an increasingly complex regulatory and legislative framework.

In consideration of the foregoing, we thus propose that you approve the following:

resolution

“The general meeting of shareholders of Digital Bros S.p.A.

- having acknowledged the Board of Directors' report

hereby resolves:

- to authorise, up to a limit of a total maximum sum insurable of Euro 10 million, insurance cover, inclusive of the party to the contract, for third party civil liability, with the exclusion of wilful misconduct, extended to legal and appraisal expenses, for members of corporate boards and other corporate bodies and managers of Digital Bros Group;
- to grant the Chairman and the Managing Director, who shall be authorised to act separately, the broadest powers to negotiate, execute and renew at each subsequent

expiry date, inclusive of through proxy holders, the insurance policy, including the right to amend the cover to take account of any changes to the corporate structure of Digital Bros Group and for all intents and purposes”.

Milan, 10 November 2016

DIGITAL BROS S.P.A.
CHAIRMAN OF THE BOARD OF DIRECTORS
signed ABRAMO GALANTE