

Digital Bros S.p.A.

Registered office: Via Tortona 37, 20144 Milan

Share capital resolved: Euro 5,964,334.80

Share capital subscribed: Euro 5,664,334.80

Tax code and VAT No. 09554160151 - Court of Milan

Website: www.digitalbros.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Those entitled to vote at the shareholders's meeting are hereby called to attend the extraordinary general meeting to be held at the registered office located at Via Tortona 37, Milan on 13 March 2017 at 15.30, on single call, to discuss and vote on the following:

AGENDA

Proposed capital increase, pursuant to and for the purposes of article 2441, paragraphs 4, 5 and 6, of Euro 60,000.00 (sixty thousand/00) via the issue of 150,000 shares with a par value of Euro 0.40 each, with the application of a share premium of Euro 10.21 per share and thus with a total premium of Euro 1,591,500.00, to be paid by contribution in kind.

- **ENTITLEMENT TO ATTEND AND VOTE AT THE GENERAL MEETING**

Entitlement to attend the general meeting and the exercise of the right to vote are established by notification to the Company by the authorised intermediary, based on its accounting records, of those who have the right to vote based on its records at the close of business on the seventh market trading day prior to the date set for the general meeting (i.e. 2 March 2017 or “record date”), while those who became owners of the shares subsequent to this date are not entitled to attend and vote at the general meeting. Such notifications from the intermediaries to the Company comply with applicable legislation.

- **REPRESENTATION AT THE GENERAL MEETING**

Each individual entitled to attend the general meeting may be represented via written proxy, in accordance with the law, by signing the proxy at the foot of a copy of the aforementioned notification issued by the intermediary; alternatively, use may be made of the proxy form available on the Company's website www.digitalbros.com (Investors Section / Events and Presentations / Shareholders' Meeting). Whenever the representative lodges with or transmits a copy of the proxy form to the Company, he/she must certify, assuming full responsibility, the conformity of the proxy form to the original and the identity of the delegating party. The proxy form may be transmitted to the Company by registered mail to the Company's registered office or by electronic communication to the email address: assemblea@digitalbros.net. The Company does not designate representatives to whom entitled persons may confer a proxy together with voting instructions.

- **POSTAL VOTES**

We remind you that there are no procedures in place for postal votes or for voting using electronic means.

- **RIGHT TO RAISE QUESTIONS ON THE ITEMS ON THE AGENDA**

Persons entitled to attend the general meeting may raise questions on items on the agenda prior to the general meeting by registered mail to the Company's registered office or by electronic communication to the email address assemblea@digital-bros.net. Responses to questions received prior to the general meeting shall be given, at the latest, during the meeting itself and the Company has the right to provide a sole response to questions with the same content. The questions must be accompanied by certification issued by the intermediaries with whom a shareholder's shares have been deposited or, alternatively, by the same communication required to participate at the general meeting. In order to facilitate the correct conduct of the general meeting and its preparation, the questions must be received by 9 March 2017.

- **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW PROPOSED RESOLUTIONS**

Pursuant to Art. 126-bis of the Consolidated Finance Act, the shareholders who, individually or jointly, hold at least one fortieth of the share capital may request, within ten days of this notice being published, items to be added to the agenda, stating in the request the additional topics being proposed; the request must be submitted in writing to the registered office or sent by registered mail, providing that it is received by the Company by the above deadline.

Items added to the agenda may not include topics for which, in accordance with the law, the general meeting adopts resolutions proposed by the directors, or based on a project or a report prepared thereby. The list of additions, if any, shall be published in the same manner as this notice.

- **INFORMATION ON SHARE CAPITAL**

The share capital resolved is equal to Euro 5,964,334.80, of which Euro 5,664,334.80 subscribed and consists of 14,110,837 ordinary shares with a par value of Euro 0.4 each. On 11 January 2017 the Company's shareholders in extraordinary general meeting approved the capital increase, from Euro 5,664,334.80 to Euro 5,964,334.80, to service the 2016-2026 stock option plan up to a maximum amount of Euro 320,000 via the issue of a maximum number of 800,000 ordinary shares with a par value of Euro 0.4 each. At the date of this notice, the Company does not hold any treasury shares. Any change in status regarding treasury shares will be communicated at the beginning of the general meeting. Each ordinary share gives the right to one vote at ordinary and extraordinary general meetings.

- **DOCUMENTATION**

The illustrative directors' reports with the full text of the proposed resolutions and further documentation relating to the general meeting, as required by applicable legislation, have been made available to the public, as laid down by law, at the Company's head office and on its website www.digitalbros.com (Investors Section), as well as on the 1Info authorised storage mechanism.

The Articles of Association and regulations for general meetings are available on the Company's website www.digitalbros.com (Investors Section).

This calling notice has been published today, in full, in compliance with Art. 125-bis of Legislative Decree 58 of 24 February 1998 and Art. 8.3 of the Articles of Association, on the Company's website www.digitalbros.com (Investors Section) and on the 1Info authorised storage mechanism and an extract therefrom has been published in the daily newspaper "Italia Oggi".

Those entitled to attend the general meeting are invited to arrive well in advance of the time scheduled for the meeting in order to facilitate the accreditation and registration process, which shall commence at 15.15.

Milan 8 February 2017

Chairman of the Board of Directors
Abramo Galante