



## **Digital Bros S.p.A.**

Registered office: Via Tortona 37, 20144 Milan

Share capital: Euro 5,644,334.80 fully paid

Tax code and VAT No. 09554160151 - Court of Milan

Website: [www.digitalbros.com](http://www.digitalbros.com)

### **NOTICE OF ORDINARY AND EXTRAORDINARY GENERAL MEETING**

Those entitled to vote at the shareholders's meeting are hereby called to attend the ordinary and extraordinary general meeting to be held at the registered office located at Via Tortona 37, Milan on 11 January 2017 at 9.00 a.m., on single call, to discuss and vote on the following:

#### **AGENDA**

##### Ordinary General Meeting

1. Proposed share incentive plan based on ordinary shares of Digital Bros S.p.A. entitled "2016-2026 Stock Option Plan", reserved for the directors and Management of the Company and of Digital Bros Group. Resolutions pertaining thereto and resulting therefrom.
2. 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.

##### Extraordinary General Meeting

1. Proposed cash capital increase in various tranches, via the issue of a maximum number of 800,000 ordinary shares with a par value of Euro 0.4 to service a maximum number of 800,000 options valid for the subscription of ordinary shares of the Company reserved for the directors of the Company and Management of the Company and Digital Bros Group in their capacity as Beneficiaries of the 2016-2026 Stock Option Plan as indicated in point 1 of the agenda for the ordinary general meeting, with the disapplication of pre-emption rights pursuant to Art. 2441 paragraphs 5 and 6 of the Italian Civil Code. Consequent amendment to Art. 6 of the Articles of Association, resolutions pertaining thereto and resulting therefrom and powers of attorney.

- **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 January 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](http://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@digital-bros.net](mailto:assemblea@digital-bros.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 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](mailto: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 January 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 consists of 5,644,334.80 ordinary shares with a par value of Euro 0.4 each. As of today, 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](http://www.digitalbros.com) (Investors Section), as well as on the IInfo authorised storage mechanism.

The Articles of Association and regulations for general meetings are available on the Company's website [www.digitalbros.com](http://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](http://www.digitalbros.com) (Investors Section) and on the IInfo 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 8.45 a.m.

Milan 5 December 2016

Chairman of the Board of Directors  
Abramo Galante