

Digital Bros S.p.A.

Via Tortona, 37

20144 Milano

Telefax number: +39 02 4130359

Attention of: Stefano Salbe

E-mail: assemblea@digitalbros.com

## Proxy Form to attend the general meeting

I, the undersigned<sup>1</sup>

\*Surname or Company Name \_\_\_\_\_ \*First name(s) \_\_\_\_\_

\*Born in: \_\_\_\_\_ \*province \_\_\_\_\_ \*on \_\_\_\_\_

\*Tax code \_\_\_\_\_ Telephone number \_\_\_\_\_

\*Residential address or registered office \_\_\_\_\_  
\_\_\_\_\_

\*Surname or Company name \_\_\_\_\_ \*First name(s) \_\_\_\_\_

\*Born in: \_\_\_\_\_ \*province \_\_\_\_\_ \*on \_\_\_\_\_

\*Tax code \_\_\_\_\_ Telephone number \_\_\_\_\_

\*Residential address or registered office \_\_\_\_\_  
\_\_\_\_\_

Person(s) entitled to exercise rights pertaining to shares of Digital Bros S.p.A. in his/her/their capacity as

- shareholder (being the party owning the shares as at the date referred to by Art. 83-sexies of Legislative Decree 58/1998)
- pledgee  taker-in  manager
- beneficial owner  custodian  legal representative
- attorney-in-fact with powers to sub-delegate

\*Delegate powers to \_\_\_\_\_

\*with the right to be substituted by \_\_\_\_\_

to represent him/her/them for all the shares for which he/she/they may exercise voting rights at the Shareholders' General Meeting of Digital Bros S.p.A. to be held at the registered office in Via Tortona 37, Milan on:

- 25 October 2019 at 09.00 on single call
  - with reference to [number] \_\_\_\_\_ ordinary shares of Digital Bros S.p.A.
  - with reference to all the ordinary shares of Digital Bros S.p.A. for which he/she/they have requested the communication required to attend the general meeting.

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With the following agenda:

1. Financial Statements for the year ended 30 June 2019; Directors' Report on operations; Reports by Board of Statutory Auditors and external Audit Firm; resolutions pertaining thereto and resulting therefrom. Allocation of Digital Bros S.p.A. profit for the year. Presentation of Consolidated Financial Statements for the year ended 30 June 2019;
2. Remuneration Report in accordance with Art. 123-ter of Legislative Decree 58 of 24 February 1998; resolutions pertaining thereto and resulting therefrom;
3. Appointment of two new Directors or change in the number of members of the Board of Directors. Resolutions pertaining thereto and resulting therefrom.

Date

Signature(s)

\_\_\_\_\_

\_\_\_\_\_

1) *Full name of the shareholder as it appears on the copy of the communication required to attend the general meeting*

To better manage meeting operations, please notify this proxy form and all supporting documentation, providing evidence of the signatory's authority, at least two days before the General Meeting date on first call. The proxy form must be submitted in original (by mail or delivered by the proxy holder).

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## Notices

If unable to attend the general meeting, the shareholder is entitled to appoint a person of his/her choice as a proxy holder to attend the meeting and vote in his/her place.

1. The proxy must be written, it must be dated and signed and the name of the proxy holder must be written by the shareholder and not by third parties.
2. Proxies can only be granted for a specified general meeting. They will be effective for subsequent calls, in the case of:
  - (i) general power of attorney or
  - (ii) power of attorney granted by a company, association, foundation or other collective entity or institution ("Entity") to one of its employees.
3. In the cases referred to in points 2 (i) and 2 (ii) and whenever the shareholder is an Entity, a copy of the communication that vests the powers of attorney has to be attached to the proxy to be kept on the Company's files;
4. The proxy holder may not, in turn, grant a proxy to or be replaced by another party, unless the shareholder has expressly granted this right, having indicated the name of the substitute;
5. If powers of attorney have been conferred to an Entity, this may only grant a proxy to an employee or collaborator;
6. The proxy may be granted to a party that is not a shareholder of Digital Bros S.p.A.;
7. In the event of joint ownership of shares, the proxy must always be signed by all the joint owners even if the attendee him/herself is a joint owner.
8. We remind you that, in the event of a proxy granted without specific voting instructions by the delegating party to the proxy holder, legislation concerning significant equity interests in listed issuers as laid down by article 118, paragraph 1 c) of Consob Regulation 11971/99 may be applicable;
9. Entitled persons and their proxy holders are kindly requested to take account of the provisions of Art. 135-decies of Legislative Decree 58/1998 concerning a conflict of interests by the legal representative.

For any clarification of or information on the procedure for attendance at the general meeting of the shareholders of Digital Bros S.p.A., please contact the Investor Relations Office (Tel. 02 413031 Stefano Salbe)

## Privacy notice

We remind you that, in accordance with article 13 of Legislative Decree 196/2003, the data contained in the proxy form will be processed by the Company - data controller - for the purpose of the general meeting only, in accordance with current regulations regarding the protection of personal data.

Data may become known to employees of the Company specifically authorised to process it, as managers or persons in charge of these processes: the data may be disclosed or communicated to specific parties in accordance with legal obligations, regulations or Community legislation, or on the basis of instructions issued by legally entitled authorities or supervisory and control entities; without the data specified as mandatory (\*), the proxy holder will not be allowed to attend the general meeting.

An interested party has the right to know, at any time, what personal data is kept by us, its origin and how it is used; he/she also has the right to update, amend, supplement or delete the data, request it to be blocked and object to the processing thereof by contacting the officer responsible pursuant to Art. 7 (Mr. Stefano Salbe c/o Digital Bros S.p.A., Via Tortona 37, 20144 Milano).