



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

Registered office: Via Tortona 37, 20144 Milan

Authorised share capital: Euro 6,024,334.80

Subscribed share capital: Euro 5,704,334.80

Tax code and VAT No. 09554160151 - Court of Milan

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

### **NOTICE OF ORDINARY GENERAL MEETING**

Those entitled to vote at the shareholders' meeting are hereby called to attend the ordinary general meeting to be held at the registered office located at Via Tortona 37, Milan on 26 October 2018 at 09.00, on single call, to pass the following ordinary resolutions:

1. To approve the Financial Statements for the year ended 30 June 2018; Directors' report on operations; Reports by Board of Statutory Auditors and external auditors; 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 2018;
2. To approve the Remuneration Report in accordance with Art. 123-ter of Legislative Decree 58 of 24 February 1998;
3. To appoint two new Directors or to change the number of members of the Board of Directors.

- **ENTITLEMENT TO ATTEND AND TO 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. 17 October 2018 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. A proxy form is also 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 following email address: [assemblea@digitalbros.com](mailto:assemblea@digitalbros.com). The Company does not designate representatives to whom entitled persons may confer a proxy together with voting instructions.

- POSTAL VOTING

No procedures will be in place for postal voting and electronic voting.

- RIGHT TO RAISE QUESTIONS ABOUT THE AGENDA BEFORE THE GENERAL MEETING

Persons entitled to attend the general meeting may raise questions about the 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@digitalbros.com](mailto:assemblea@digitalbros.com). 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 24 October 2018.

- ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW PROPOSED RESOLUTIONS

Pursuant to Art. 126-bis of the TUF, 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 as this notice.

- APPOINTMENT OF TWO NEW DIRECTORS OR REDUCTION OF THE BOARD OF DIRECTORS MEMBERS

With reference to items n.3 (*Appointment of two new Directors or change in the number of members of the Board of Directors*), the appointment on the lists basis is not applicable and therefore, as established by article 16 of the Articles of Association, the resolution is adopted

by majority of the shareholders in the general meeting defined by the law, in respect of gender balance provisions.

- INFORMATION ON SHARE CAPITAL

The authorised share capital amounts to Euro 6,024,334.80 of which Euro 5,704,334.80 has been subscribed. The share capital consists of 14,260,837 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 for ordinary and extraordinary resolutions.

- DOCUMENTATION

The directors' reports with the full proposed resolutions and further documentation relating to the general meeting, as required by applicable law, have been made available to the public at the Company's head office and in the Investors section of the website at [www.digitalbros.com](http://www.digitalbros.com), as well as on the 1Info authorised storage mechanism.

The Articles of Association and regulations for general meetings are available in the Investors section of the Company's website at [www.digitalbros.com](http://www.digitalbros.com).

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, in the Investors section of the Company's website at [www.digitalbros.com](http://www.digitalbros.com) and on the 1Info authorised storage mechanism and a summary 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.

Milan 14 September 2018

Chairman of the Board of Directors  
Abramo Galante