



General Meeting of Shareholders

28 October 2020 (single call) at 9.00 a.m.

Directors' explanatory report on the second item on the agenda of the Ordinary Shareholders' meeting: "Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter , paragraphs 3-bis and 6, of Legislative Decree of February 24, 1998 no. 58"

Item no. 2 on the agenda

“Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter , paragraphs 3-bis and 6, of Legislative Decree of February 24, 1998 no. 58:

2.1 binding resolution on the first section concerning the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree of February 24, 1998 no. 58;

2.2 non-binding resolution on the second section on the policy regarding remuneration and fees paid prepared pursuant to art. 123-ter, paragraph 6, of Legislative Decree of February 24, 1998 no. 58.”

Dear Shareholders,

We hereby inform you that full details concerning the second item on the agenda are disclosed in the Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter , paragraphs 3-bis (introduced by Legislative Decree 259 of 30 December 2010 issued pursuant to the powers granted by Art. 24 of Law 96 of 4 June 2010, the so-called "2009 Community Law") and 6, of Legislative Decree of February 24, 1998 no. 58. We recommend that you vote in favour, particularly on the remuneration policy for the fiscal year ended 30 June 2020 and following fiscal year. First section of the Report describes Digital Bros S.p.A. remuneration policy concerning the remuneration of the members of the Board and directors with strategic responsibilities, and, with no prejudice to art. 2402 of the Civil Code, remuneration of members of the Board of Statutory Auditors and the procedures used to adopt and implement the aforementioned remuneration policy; second section details each component of the remuneration of the management, control bodies and key directors and, after, analyses in details the remuneration paid in the fiscal year in any way and in any form by the Company or its subsidiaries. The Report has been prepared in compliance with the Corporate Governance Code for listed companies, adopted by Digital Bros S.p.A., which recommends the submission to the Shareholders' General Meeting of a detailed report of the Company's remuneration policy.

According to art. 123-ter of the TUF, the resolution on the first section, regarding the Company's remuneration policy is binding, whilst the resolution on second section of the Report is not binding.

If the Shareholders' Meeting does not approve the remuneration policy subject to the vote, the Company shall continue to pay remuneration compliant with the remuneration policy most recently approved by the Shareholders' Meeting or, in the absence of this, may continue to pay remuneration compliant with the existing practice.

We thus recommend that shareholders approve the following:

Proposed resolution

“The Shareholders' meeting of Digital Bros S.p.A. – having acknowledged art. 123-ter of the Legislative Decree of February 24, 1998, no. 58 and art. 84- quater of the CONSOB Regulation no. 11971/1999;

Please note that the Italian original version shall always prevail in case of any discrepancy or inconsistency between Italian version and its English translation

and – having acknowledged the Report on the policy regarding remuneration and fees paid drafted by the Board of Directors;

resolves

- (i) to approve the first section of the Report on the policy regarding remuneration and fees, as described pursuant to art. 123-ter, paragraph 3, Legislative Decree of February 24, 1998, no. 58”;
- (ii) to issue a favorable opinion on the second section of the Report on the policy regarding remuneration and fees, as described pursuant to art. 123-ter, paragraph 4, Legislative Decree of February 24, 1998, no. 58.”

Milan, 22 September 2020

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