

Digital Bros S.p.A.
Via Tortona, 37
20144 Milano
By telefax +39 02 4130359
For the attention of: Stefano Salbe
Email: assemblea@digital-bros.net

Proxy to attend the general meeting

I, the undersigned¹

*Surname or company name _____ *First name(s)

*Born in: _____ *province _____ *on

*Tax code _____ Telephone _____

*Residential address or registered office

*Surname or company name _____ *First name(s)

*Born in: _____ *province _____ *on

*Tax code _____ Telephone _____

*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 general meeting of shareholders of Digital Bros S.p.A. to be held at the registered office thereof at Via Tortona 37, Milan on:

- 11 January 2017 at 9.00 a.m. 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.

With 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

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, fully ratifying the actions to be taken in relation to the matters debated at the general meeting.

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 facilitate your attendance at the general meeting, you are kindly requested to submit this proxy and all supporting documentation, providing evidence of the signatory's authority to sign, at least two days prior to the date set for holding the meeting on first call. The original copy of the proxy must be submitted (by post or by the proxy holder).

Digital Bros

digital entertainment

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 in writing, it must be dated and signed and the name of the proxy holder must be inserted by the shareholder and not by third parties.
2. Proxies can only be granted for a single general meeting and are also effective for subsequent calls, except 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)

Disclosures

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 - to manage the general meeting, 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).