

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

NOTICE OF ORDINARY GENERAL MEETING

Those entitled to vote at the shareholders's meeting are hereby called to attend the ordinary general meeting to be held at the registered office located at Via Tortona 37, Milan on 27 October 2017 at 09.00, on single call, to discuss and vote on the following:

AGENDA

1. Financial statements for the year ended 30 June 2017; 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.'s profit for the year. Presentation of consolidated financial statements for the year ended 30 June 2017;
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 Board of Directors in accordance with Art. 16 of the Articles of Association for the three year period 2018-2020, after having determined the number of members thereof and the length of their mandate; determination of annual remuneration;
4. Appointment of Board of Statutory Auditors in accordance with Art. 25 of the Articles of Association for the three year period 2018-2020; determination of related remuneration;
5. Authority to purchase and sell own shares.

- **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. 18 October 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 (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@digitalbros.com. 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@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 25 October 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.

- APPOINTMENT OF BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS

With reference to items 3 and 4 on the agenda (appointment of Board of Directors and Board of Statutory Auditors) we remind you that, as established by applicable legislation and by the Articles of Association (articles 16 and 25), the appointment will take place on the basis of lists submitted by shareholders in accordance with gender balance legislation.

For the appointment of the Board of Directors and the Board of Statutory Auditors, only shareholders who, alone or together with other shareholders, are capable of documenting a voting ownership interest of not less than 4.5 % are entitled to submit lists. Lists submitting a total number of candidates equal to or greater than three must consist of candidates of both genders, so that each list includes a number (rounded up) of candidates of the less-represented gender equal to at least the percentage indicated by applicable legislation.

Each shareholder may not submit more than one list nor vote for more than one list, including through nominees or a fiduciary company. The lists must be lodged with the registered office at least 25 days

prior to the date set for the general meeting (i.e. by 2 October 2017). Ownership of the minimum interest required for the submission of lists is determined with regard to shares registered in the name of the shareholder(s) on the day on which the lists are submitted to the Company; certification with respect thereto may be provided subsequent to the submission of a list, provided that it is done by the deadline for the publication of the lists (i.e. by 6 October 2017).

Any lists submitted that do not comply with the foregoing provisions will not be put to the vote. If the candidates elected per the above procedure do not ensure a composition that is compliant with applicable gender balance provisions, the candidate of the less represented gender elected as the last in sequential order in the majority list will be replaced by the first candidate of the less represented gender not elected from the majority list according to the sequential order. This substitution procedure will be applied until the composition is compliant with applicable gender balance provisions. As far as the appointment of the Board of Directors is concerned, if the foregoing procedure does not achieve the above aim, the substitution will be effected by means of a resolution adopted by a relative majority of the shareholders in general meeting, subsequent to the nomination of candidates of the less represented gender.

- 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 at ordinary and extraordinary general meetings.

With reference to item 1 on the agenda, note that, with respect to the allocation of the result for the year, should the dividend be approved by the shareholders in general meeting, it will become payable, in accordance with applicable laws and regulations, as of 13 December 2017 with an ex-coupon date for coupon number 9 of 11 December 2017 and a record date of 12 December 2017.

- 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 in the Investors section of its website at 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.

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 and on the 1Info 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.

Milan 15 September 2017

Chairman of the Board of Directors
Abramo Galante