



## **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**

The Shareholder's Meeting is convened under ordinary session, on single call, at the registered office located at Via Tortona 37, Milan on 25 October 2019 at 09.00, to resolve 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.

#### **• ENTITLEMENT TO ATTEND AND VOTE AT THE GENERAL MEETING**

Qualification to attend and vote at the Shareholder's meeting is granted to those who will own voting rights at the end of the seventh trading day preceding the scheduled date of the Shareholders' Meeting in single call (October 16, 2019 "*record date*") and for whom the Company has received relevant communication issued by the authorized intermediaries, according to their accounting records. Those who will result as Shareholder after the record date (October 16, 2019) will not have the right to attend and vote during the meeting.

Such notifications from the intermediaries to the Company comply with applicable law and shall be received by the Company no later than three trading days before the date of the Shareholders' Meeting in single call (October 22, 2019). Entitlement to attend and vote shall

remain valid if communications are received by the Company after said deadline, as long as they are received before the start of the Shareholders' Meeting being called.

- **REPRESENTATION AT THE GENERAL MEETING**

Any shareholder entitled to intervene and vote at the Shareholders' Meeting may be represented via written proxy, according to laws. For this purpose, the proxy form is available from the Company's head office, on the Company website [www.digitalbros.com](http://www.digitalbros.com) (Corporate Governance Section / Shareholders' Meeting / Shareholders' Meeting 25 October 2019) or through the authorized intermediaries. Whenever the representative transmits to or lodges with the Company a copy of the proxy form, he/she must certify, assuming full responsibility, the conformity of the proxy form to the original and the identity of the delegating party. Proxies may be notified 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 ASK QUESTIONS ON THE AGENDA BEFORE THE GENERAL MEETING**

Persons entitled to attend the General Meeting may raise questions on the items on the agenda before the Shareholders' 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). Questions must be received no later than three days before the Shareholders' Meeting, before October 22, 2019. Replies to questions received by the above deadline will be given during the Shareholders' Meeting itself at the latest, although the Company may decide to give a single answer to all questions on the same subject. The entitlement to ask questions is attested by sending to the above Company addresses a copy of the communication released by the intermediaries who keep the accounts in which the shares of the requesting shareholders are registered.

- **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS**

According to article 126-bis of TUF, Shareholders representing, individually or jointly, at least one fortieth of the share capital may request, within ten days of this notice being published, the integration of the items to be discussed on the agenda, stating in a written request the additional items proposed; requests must be submitted in writing to the registered office or by registered letter with acknowledgment of receipt addressed to the Company registered office, provided that they are received by the Company within the above terms. Additions to the agenda are not permitted for the items on which the Shareholders' Meeting resolves, according to the law, on proposals by the Directors or on the basis of projects or reports prepared by them. Any addition to the list of items to be discussed by the Shareholders' Meeting on the basis of the aforementioned requests will be notified in the same forms as those envisaged for the publication of the General Meeting call.

- **APPOINTMENT OF TWO NEW DIRECTORS OR CHANGE IN THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

With reference to items n.3 (*Appointment of two new Directors or change in the number of*

*members of the Board of Directors. Resolutions pertaining thereto and resulting therefrom*), 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 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 Shareholders' Meeting. Each ordinary share gives the right to one vote for ordinary and extraordinary Shareholders' Meeting.

- DOCUMENTATION

The documentation for the Shareholders' Meeting, including the illustrative reports by the Board of Directors and the resolution proposals for the items on the agenda, is made available to the public, within the deadlines and by the methods envisaged by the laws in force, at the head office and on the 1Info authorized storage portal on the website [www.1info.it](http://www.1info.it), and also by publication on the Company website [www.digitalbros.com](http://www.digitalbros.com) – “Shareholders' Meeting” section.

The Articles of Association and regulations for the Shareholders' Meeting are available in the *Governance* 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 *Governance* 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 13 September 2019

Chairman of the Board of Directors  
Abramo Galante