



Rome, April 13, 2016

The company informs that on March 25, 2016 the shareholder OEP ITALY HIGH TECH DUE S.r.l., pursuant to Art. 126 bis Legislative Decree 58/98, has formulated the following deliberation proposal on item 1) of the agenda of the Shareholders' General Meeting scheduled on April 29, 2016: "Proposal of distribution of a dividend, by reason of the net profits obtained by the company and resulting from the 2015 Financial Statements, for a total amount of EUR 20,000,000.00 (twenty millions/00)".

Engineering Ingegneria Informatica S.p.A.

**OEP ITALY HIGH TECH DUE S.R.L. – Socio Unico**  
Sede sociale: Via Montenapoleone n. 29 – 20121 Milano  
Capitale sociale: Euro 100,000.00  
Registro Imprese di Milano: 07965990968  
Codice Fiscale e P. IVA: 07965990968  
REA n. 1993818  
Indirizzo PEC: [oeptalydue@legalmail.it](mailto:oeptalydue@legalmail.it)

To:

**Engineering Ingegneria Informatica S.p.A.**

Via San Martino della Battaglia n. 56

Rome (Italy)

Attn: Chairman of the Board of Directors

By email: [engineering.ingegneria.informatica.spa@legalmail.it](mailto:engineering.ingegneria.informatica.spa@legalmail.it)

24 March 2016

**Re: Shareholders' meeting convened on 29 April 2016 on first call and on 20 May 2016 on second call – Addition to the agenda**

Dear Sirs,

We refer to the notice of call of the shareholders' meeting of Engineering Ingegneria Informatica S.p.A. (the **Company**) which has been called on 29 April 2016, on first call, and on 20 May 2016, on second call, to resolve upon the following agenda:

- “1. Financial Statements for the financial year ended December 31, 2015, Consolidated Financial Statements for the year ended at 31 December 2015, Directors' Management Report, Internal Control and Risk Management Committee's Report, Corporate Governance Report, and the Auditors' Company's Report. Related and consequent resolutions.*
- 2. Consultation of the first section of the Remuneration Report under article 123-ter of Legislative Decree 58/98”*

(the **Annual General Meeting**). Such notice of call was published on the Company's website on 15 March 2016.

We also refer to the report of the Board of Directors in relation to the items to be discussed at the Annual General Meeting that was published on 16 March 2016 on the Company's website.

With respect to the item under point 1. of the Annual General Meeting agenda, the Board of Directors of the Company has proposed to carry forward the entire 2015 net profit of EUR 49,812,553.00 based on the consideration that *“a dividend and its distribution may interfere with the average stock market price of the shares if the public tender offer announced to the market in the communication pursuant to Article 114 of the TUF on 8 February 2016 was launched.”*.

In our capacity of shareholders of the Company, we feel that the position taken by the Board of Directors not to recommend to the Annual General Meeting the distribution to the Company's shareholders of any of the 2015 Company's net profits is neither satisfactory to, nor agreeable by, us.

Indeed, we do not see any material and objective reason that may prevent the Company from distributing to its shareholders a dividend at the end of such a great year for the Company as it was 2015. That is particularly true if one compares it to the decision adopted by the shareholders meeting of the Company on 24 April 2015 that, *“in view of the results achieved”*, resolved (with the support of the Board of Directors) the distribution of a dividend of EUR 20,000,000 out of net profits for the Company of EUR 34,100,465.00 as resulting from the 2014 financial statements.

The circumstance that a public tender offer on the Company's shares may be launched if and when the potential sale of the shares held by the majority shareholders of the Company to NB Renaissance and Apax VIII is completed is not sufficient or relevant to justify a decision so detrimental for (all) the Company's shareholders, that every day confirm their support to the Company and its management and are keen to receive a return on their investment.

In addition, we would have expected the Board of Directors to assume a neutral position (at least at this stage) with respect to such possible offer and therefore that any Board resolution or recommendation had not been influenced by any such possible occurrence.

Based on the above considerations, we hereby formally request, pursuant to Article 126-bis of Legislative Decree No. 58/1998, that a proposal to the Company's shareholders for the distribution of a dividend out of the Company's net profits as resulting from the 2015 financial statements in an amount at least equal to that distributed in 2015 with respect to 2014 financial year (ie, EUR 20,000,000 in the aggregate), is submitted to the approval of the shareholders at the Annual General Meeting and that the relevant agenda is therefore duly and timely integrated to take into account the above proposal.

In relation to the above, we attach the certifications of ownership of the shares held by us and the quota of our shares in the Company provided by our intermediary as at the date hereof, necessary to request an addition to the agenda pursuant to Article 126-bis of Legislative Decree No. 58/1998.

We are confident that the sensitivity of the matter will encounter appropriate consideration by the Board of Directors of the Company.

Kind regards,

OEP Italy High Tech 2 S.r.l.



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By: Philipp Von Meurers

Title: Chairman of the Board of Directors



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By: Robert Harmzen

Title: Managing Director



**BNP PARIBAS**  
SECURITIES SERVICES

Succursale di Milano

**Comunicazione ex artt. 23 del Provvedimento Post Trading**

**Intermediario che effettua la comunicazione**

ABI 03479 CAB 1600  
denominazione BNP Paribas Securities Services

**Intermediario partecipante se diverso dal precedente**

ABI (n.ro conto MT)  
denominazione

**data della richiesta**

24/03/2016

**data di invio della comunicazione**

24/03/2016

**n.ro progressivo  
annuo**

0000000425/16

**n.ro progressivo della comunicazione  
che si intende rettificare/revocare**

**causale della  
rettifica/revoca**

**Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari**

**Titolare degli strumenti finanziari:**

cognome o denominazione OEP ITALY HIGH TECH DUE SRL  
nome  
codice fiscale 07965990968  
comune di nascita provincia di nascita  
data di nascita nazionalità  
indirizzo Via Monte Napoleone 29  
città Milano stato ITALY

**Strumenti finanziari oggetto di comunicazione:**

ISIN IT0003029441  
denominazione ENGINEERING INGEGNERIA INFORMATICA

**Quantità strumenti finanziari oggetto di comunicazione:**

n. 1.822.400

**Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione**

Natura vincolo 99 - Vincolo di pegno  
Beneficiario vincolo  
Costanza Amodeo

**data di riferimento** 24/03/2016 **termine di efficacia** 25/03/2016 **diritto esercitabile**  
ODG - Integrazione dell'ordine del giorno dell'assemblea (art. 126-bis TUF)

**Note**

**Firma Intermediario**

  
BNP Paribas Securities Services  
Succursale di Milano  
Via Ansperto, 5 - 20121 MILANO



**BNP PARIBAS**  
SECURITIES SERVICES

Succursale di Milano

**Comunicazione ex artt. 23 del Provvedimento Post Trading**

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denominazione

**data della richiesta**

24/03/2016

**data di invio della comunicazione**

24/03/2016

**n.ro progressivo  
annuo**

0000000426/16

**n.ro progressivo della comunicazione  
che si intende rettificare/revocare**

**causale della  
rettifica/revoca**

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denominazione ENGINEERING INGEGNERIA INFORMATICA

**Quantità strumenti finanziari oggetto di comunicazione:**

n. 1.822.401

**Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione**

Natura vincolo 99 - Vincolo di pegno  
Beneficiario vincolo  
Tommaso Amodeo

**data di riferimento** 24/03/2016 **termine di efficacia** 25/03/2016 **diritto esercitabile**  
ODG - Integrazione dell'ordine del giorno dell'assemblea (art. 126-bis TUF)

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