

## CONVOCAZIONE OF DIGITAL360 S.P.A.'S SHAREHOLDERS' MEETING

The DIGITAL360 S.p.A. Shareholders' Meeting ("**Company**") has been convened, in ordinary session, in first calling on 30 April 2019 at Noon and in second calling on 9 May 2019 at Noon at the Company's headquarters located in Via Copernico no. 38 in Milan, Italy, to discuss and pass resolution on the following

### Agenda

- Review and approval of the Draft Financial Statements as at 31 December 2018, accompanied by the report of the Independent Auditors and the Board of Statutory Auditors. Approval of the allocation of profit for the year. Presentation of the Consolidated Financial Statements as at 31 December 2018. Related and consequent resolutions;

### Share capital

Digital360 S.p.A.'s subscribed and paid-in capital amounts to Euro 1,609,153.90 and consists of 16,091,539 ordinary shares, without indication of the nominal value. Each share entitles the holder to one vote during the Company's ordinary and extraordinary Shareholders' Meetings. As of today, the Company holds 28,000 treasury shares.

### Participation in the Shareholders' Meeting

Pursuant to Article 83-*sexies* of Legislative Decree no. 58/1998 ("**Consolidated Financial Act**"), in order to be entitled to attend the Shareholders' Meeting and to exercise the right to vote, eligible individuals must send an appropriate communication to the Company, made by an intermediary authorised on the basis of accounting records relating to the end of the 7th (seventh) day of the open market prior to the date of the Shareholders' Meeting (17 April 2019 – record date). Any debit and credit entries in the accounts, subsequent to such date, shall have no effects for the purposes of the entitlement to vote in the Shareholders' Meetings.

Pursuant to Article 83-*sexies*, paragraph 4, of the Consolidated Financial Act, communications from intermediaries must reach the Company by the end of the 3rd (third) open market day preceding the date set for the Shareholders' Meeting (i.e. by 25 April 2019). However, shareholders shall nevertheless be eligible to attend the Shareholders' Meeting and vote even if the communications are delivered to the Company after the aforementioned deadline, provided they are delivered before the meeting is called to order on the first calling.

### Exercising the right to vote by proxy



Pursuant to Article 17 of the Articles of Association and to the current provisions of the law, any person entitled to attend the meeting may be represented by a written proxy, in compliance with the applicable regulations in force. Where the representative delivers or transmits a copy of the proxy to the Company, he/she shall certify under his/her own responsibility the compliance of the proxy with the original document and the identity of the proxy.

## **Additions to the agenda**

Pursuant to Article 14 of the Articles of Association, shareholders who represent at least 10% of the Share Capital with voting rights in the Ordinary Shareholders' Meeting are entitled to request, within 5 (five) days from the publication of this notice, the addition of items to be discussed, specifying the additional items proposed in the request. The supplementary notice to the agenda shall be published within the 7th (seventh) day prior to the date set for the Shareholders' Meeting. Requests for additions to the agenda must be accompanied by an explanatory report which must be filed with the Company's registered office, to be delivered to the Administrative Body before the deadline for submitting the request for additions to the agenda. According to the law, additions to the list of items to be covered is not permitted for items on which the meeting deliberates based on proposals by the Directors or on the basis of a project or a report drawn up by them.

## **Right to ask questions on the agenda**

Pursuant to Article 14 of the Articles of Association, subjects entitled to attend the Shareholders' Meeting may ask questions on the items on the agenda even before the Meeting, by sending a certified email to [digital360@pec.it](mailto:digital360@pec.it). Questions received prior to the Meeting shall be answered, at the latest, during the Meeting, with the Company availing itself of the option to offer a single reply to more than one question pertaining to the same subject. The questions must be accompanied by a specific certification issued by the intermediaries with whom the shares belonging to the shareholders are deposited or, alternatively, with a communication to legitimate participation in the shareholders' meeting.

## **Documentation**

The documentation relating to the Shareholders' Meeting and the items on the agenda required by current legislation shall be made available to the public at the registered office in Via Copernico no. 38, 20125, Milan, Italy and shall be available on the Company's website at [www.digital360.it](http://www.digital360.it) in the Investor Relations section, in accordance with the law.

(SIGNED)

Umberto Bertelè

Chairman of the Board of Directors



**DIGITAL360 S.p.A.**  
Via Copernico 38, 20125 – Milano  
P.I. e C.F. 08053820968  
REA: MI – 2000431

TEL. +39 02 92852779  
FAX +39 02 93660546  
[info@digital360.it](mailto:info@digital360.it)  
[www.digital360.it](http://www.digital360.it)