

**OLIDATA S.p.A.**  
**Registered office: Pievesestina di Cesena (FC) – Via Fossalta n.**  
**3055 Share Capital Euro 4.025.480,00 fully paid**  
**Fiscal Code, VAT number and Registration number in the Forlì–Cesena Business**  
**Register 01785490408**

## **CONVOCATION OF EXTRAORDINARY ASSEMBLY**

The Shareholders are called to the registered office in Cesena (FC) Via Fossalta n. 3055 for April 30, 2019 at 11.00 am in the Extraordinary Meeting on first call and, if necessary, on second call for May 2, 2019, the same place at 11.00 am and, if necessary, on third call for May 15, 2019 at 11 to discuss and resolve on the following

### **Agenda**

- 1. Capital increase against payment and divisible, up to a maximum amount of Euro 30,000,000.00 (thirty million / 00), through the issue, at a price higher than the accounting nominal value, of new ordinary shares without nominal value, having the same characteristics as those in circulation to be offered to third-party investors with the exclusion of the option right pursuant to art. 2441, paragraphs 5 and 6, of the Civil Code, and consequent amendment of the art. 4 of the Articles of Association.**

### **INFORMATION ON SHARE CAPITAL - TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

The subscribed and paid-up share capital amounts to Euro 4.025.480,00 (four million and twenty five thousand four hundred and eighty / 00) divided into no. 40.799.999 (forty million seven hundred and ninety nine thousand nine hundred and ninety nine) ordinary shares, with no nominal value, with voting rights at ordinary and extraordinary shareholders' meetings of the Company.

The Company, at the date of publication of this notice of call, does not hold any treasury shares. The share capital structure is available on the Company's website at [www.olidata.com](http://www.olidata.com) (Investor Relations section).

### **INTERVENTION RIGHTS DURING THE MEETING**

According to the art. 83-sexies of the TUF and of the art. 7 of the Bylaws, the entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is attested by a communication to the Company made by the intermediary in accordance with its accounting records, in favor of the subject with the right to vote, on the basis of the evidence relating to the end of the accounting day of the seventh open market day prior to the date of the first call meeting (ie April 17, 2019). Those who become owners of ordinary shares only after that date will not be entitled to vote and vote at the Shareholders' Meeting.

The intermediary's notification must reach the Company by the end of the third open market day prior to the date set for the first call of the Shareholders' Meeting, ie by April 25, 2019. The right to attend and vote at the Meeting remains valid if the communication from the aforementioned intermediary is received by the Company after the aforementioned deadline, provided that by the beginning of the meeting's works of the single call.

### **VOTE BY DELEGATION**

Each party entitled to vote may be represented at the Shareholders' Meeting by delegation issued in writing on a specific form, with the relative instructions for completing and sending, available to Members and available at the registered office or on the Company's website at the address [www.olidata.com](http://www.olidata.com) (Investor Relations section, Governance - Shareholders' Meeting, 2019 or at authorized intermediaries. The delegation may also be conferred with an electronic document signed in electronic form pursuant to Article 21, paragraph 2, of the .Lgs. 7 March 2005, No. 82. The delegation, duly filled in, can be sent

by registered letter with return receipt to the registered office of the Company, to the address of Via Fossalta No. 3055, 47522 Pievesestina di Cesena ( FC), or by electronic notification to the [olidata.delegato@pec.it](mailto:olidata.delegato@pec.it) certified email address.

Such prior sending and / or notification does not exempt the delegate, upon accreditation to the meeting proceedings, from the obligation to certify under his own responsibility the conformity of the document to the original and the identity of the delegating party.

According to the art. 135-undecies of the TUF, the delegation for the purposes of this Shareholders' Meeting, may also be conferred to Mrs. Marinella Rossi, as Designated Representative of the Company, without the expense of the delegator being provided, using the specifically prepared delegation form available at the registered office of the Company, or on its website at the address [www.olidata.com](http://www.olidata.com) (Investor Relations, Governance - Shareholders' Meeting, 2019).

The delegation granted to the Designated Representative is effective only for the proposals in relation to which voting instructions have been given and on condition that this delegation is received by the same subject, by sending a registered letter with return receipt to the address of Via Fossalta n. 3055, 47522 Pievesestina di Cesena (FC), to the attention of Mrs. Marinella Rossi, or by electronic notification to the certified e-mail address [olidata.delegato@pec.it](mailto:olidata.delegato@pec.it), by the end of the second day of open market preceding the date fixed for the Shareholders' Meeting also in convocation subsequent to the first, ie respectively by 26 April 2019 or 29 April 2019 or 13 May 2019. The delegation and the voting instructions may always be revoked by the delegating party within the same term.

The delegation form, with the relevant instructions for completing and sending it, is available at the registered office and on the Company's website at [www.olidata.com](http://www.olidata.com) (Investor Relations section).

## **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS**

According to the art. 126-bis, paragraph 1, of the TUF, the Shareholders who, even jointly, represent at least 1/40 of the share capital represented by shares with voting rights may request, within ten days of the publication of this notice of call (ie by March 31, 2019), the integration of the list of subjects on the agenda to be discussed, indicating in the request the additional topics they proposed, or presenting resolution proposals on items already on the agenda. The questions, together with the communication attesting to the right to exercise this right, must be submitted in writing by sending, by registered letter with return receipt, to the Company's registered office at the address of Via Fossalta n. 3055, 47522 Pievesestina of Cesena (FC), to the attention of the Administrative Office, or by certified mail to the address [olidata@legalmail.it](mailto:olidata@legalmail.it).

Members who request the integration of the agenda or present further resolution proposals on matters already on the agenda must prepare a Report which sets out the reasons for the resolution proposals on the new subjects they propose to discuss or motivate relating to the additional resolution proposals presented on matters already on the agenda; this report must be sent to the Company's Board of Directors within ten days of the publication of this notice of call.

Any additions to the agenda or the submission of further resolution proposals on matters already on the agenda will be announced in the same manner in which this notice of call is published, at least fifteen days before the date set for the Shareholders' Meeting ie by April 15, 2019. The additional resolution proposals on matters already on the agenda will be made available to the public at the registered office and on the Company's website at [www.olidata.com](http://www.olidata.com) (Investor Relations, Governance section - Shareholders' Meeting, 2019), as well as at the authorized 1info storage mechanism, at [www.info.it](http://www.info.it). The Board of Directors will make available to the public the report drawn up by the Shareholders who request the integration of the agenda or submit further proposals, accompanied by their own assessments, together with the publication of the news of the integration or presentation, at the headquarters lawyer and on the Company's website at [www.olidata.com](http://www.olidata.com) (Investor Relations, Governance - Shareholders' Meeting, 2019) and at the 1info storage mechanism, at [www.1info.it](http://www.1info.it). Those who have the right to vote may individually present proposals for resolutions in the Shareholders' Meeting.

Integrations to the agenda is not permitted for matters on which the Shareholders' Meeting resolves, pursuant to the law, on the proposal of the Board of Directors or on the basis of a project or a report prepared by the same, other than those of referred to in art. 125-ter, paragraph 1, of the TUF.

## **RIGHT TO ASK QUESTIONS BEFORE THE MEETING**

Pursuant to art. 127-ter of the Laws n.58 / 1998 ("TUF"), those who have the right to vote, legitimized in the forms foreseen by the applicable discipline, can ask questions on the matters on the agenda also before the Meeting, by sending them a copy of an identity document by registered letter with return

receipt, by registered letter with return receipt, by the third day before the date set for the Shareholders' Meeting on first call (ie by April 27, 2019). to the registered office of the Company in Via Fossalta n. 3055, 47522 Pievesestina of Cesena (FC); or by certified e-mail to [olidata@legalmail.it](mailto:olidata@legalmail.it).

The parties interested in making use of the right must provide, in the same manner, a copy of the communication issued by the intermediaries who keep the accounts on which the shares of the requesting Members are registered. Questions received before the Meeting will be answered at the latest during the meeting itself, with the Company having the right to provide a single answer to questions with the same content.

It should also be noted that responses in paper format made available to each of those entitled to vote at the beginning of the same Meeting will be considered provided during the Assembly.

## **DOCUMENTATION**

The complete documentation relating to this Shareholders' Meeting, including the explanatory reports of the Board of Directors and the proposed resolutions on the items on the agenda, will be made available to the public within the terms and in the manner prescribed by current legislation, with the right of the Members and those who have the right to vote to obtain a copy. This documentation will be available at the Company's registered office, on its website at [www.olidata.com](http://www.olidata.com) (Investor Relations section), as well as on the 1Info authorized storage system, at [www.1info.it](http://www.1info.it).

In particular, they will be made available:

- by April 9, the Explanatory Report of the Board of Directors pursuant to art. 2441 c. 6;
- by April 9, the Independent Auditors' Report and the Opinion of the Board of Statutory Auditors on the fairness of the issue price of the shares;
- the remaining additional documentation in the terms established by law.

## **ORGANIZATIONAL ASPECTS**

Those entitled to participate in the Meeting are invited to present themselves in advance at least 30 minutes earlier than the time for the convening of the Meeting so as to facilitate the registration operations.

Pievesestina di Cesena, March 21, 2019

**President  
Of the Board of Directors  
Riccardo Tassi**