

## **OLIDATA S.p.A.**

**Registered office: Pievesestina di Cesena (FC) - Via Fossalta n. 3055**

**Share Capital € 4,025,480.00 f.p.**

**Tax Code, VAT Number and Registration Number in the Business**

**Register of Forlì - Cesena 01785490408**

### **CONVOCAZIONE OF THE ORDINARY ASSEMBLY**

The Shareholders are called to the registered office in Cesena (FC) Via Fossalta n. 3055 for the day September 27, 2019, at 11 am in the Ordinary General Meeting on the first call and, if necessary, on the second call on September 30, 2019, same place and time to discuss and resolve on the following

#### **Agenda**

- 1. Financial statements at December 31, 2018:**
  - 1.1. Approval of the Financial Statements at December 31, 2018; Report of the Board of Directors, Report of the Board of Statutory Auditors and Report of the Independent Auditors;**
  - 1.2. Resolutions regarding the operating result;**
- 2. Presentation of the consolidated financial statements at December 31, 2018 and accompanying reports;**
- 3. Remuneration Report - resolutions relating to the first Section, pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998;**
- 4. Integration of the Board of Statutory Auditors for the financial years 2019 - 2020, related and consequent resolutions.**

#### **INFORMATION ON SOCIAL 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 par 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).

#### **PARTICIPATION RIGHTS DURING THE MEETING**

According to the art. 83-sexies of the TUF and of art. 7 of the Bylaws, the right 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 18 September 2019). Those who become owners of ordinary shares only after that date will not be entitled to vote and vote at the 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 September 24, 2019). The entitlement to attend and vote in the Shareholders' Meeting remains valid if the communication of the aforementioned intermediary is received by the Company beyond the aforementioned deadline, provided that it is before the beginning of the meeting's individual convocation.

#### **VOTE BY PROXY**

Each party entitled to vote may be represented at the Shareholders' Meeting by proxy 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 address [www.olidata.com](http://www.olidata.com) (Investor Relations section, Governance - Shareholders' Meeting, 2019) or at authorized intermediaries. The proxy may also be conferred with an electronic document signed in electronic form pursuant to art. 21, paragraph 2, of Legislative Decree 7 March 2005, n. 82. The proxy, 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 n. 3055, 47522 Pievesestina di Cesena (FC), or by electronic notification to the certified e-mail address

[olidata.delegato@pec.it](mailto:olidata.delegato@pec.it) .

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 delegator.

According to the art. 135-undecies of the TUF, the delegation for the purposes of this Shareholders' Meeting, can also be conferred to Dr. Fabio Titi, as Designated Representative of the Company, without any expenses for the delegator, using the specifically prepared proxy form available at the registered office of the Company, or on its website at [www.olidata.com](http://www.olidata.com) (Investor Relations, Governance - Shareholders' Meeting, 2019). The proxy granted to the Designated Representative has effect only for the proposals in relation to which voting instructions have been given and on condition that this proxy 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), for the attention of Dr. Fabio Titi, or by electronic notification to the [olidata.delegato@pec.it](mailto:olidata.delegato@pec.it) certified e-mail address, by the end of the second open market day prior to the date set for the Shareholders' Meeting also in convocation subsequent to the first, ie respectively by September 25, 2019, or September 26 2019. The proxy and the voting instructions may always be revoked by the delegating party within the same deadline.

The proxy form, with the relative 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 - Governance - Shareholders' Meeting, 2019).

## **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 from the publication of this convening notice (ie by September 7, 2019), the integration of the list of items 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 September 12, 2019. Further resolution proposals on items 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.1info.it](http://www.1info.it). The Board of Directors will make available to the public the Report prepared 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.

The addition 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 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 ASSEMBLY**

According to the art. 127-ter of Legislative Decree no. 58/1998 ("TUF"), those who have the right to vote, legitimized in the forms provided by the applicable discipline, can ask questions on the items on the agenda even before the Meeting, by sending them by the third previous day the date set for the Meeting on the first call (ie by 24 September 2019), accompanied by a copy of an identity document, by registered letter with return receipt, at the Company's registered office in Via Fossalta n. 3055, 47522 Pievesestina of Cesena (FC); or by certified e-mail to the address [olidata@legalmail.it](mailto:olidata@legalmail.it).

Those 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 Shareholders 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 in 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 the address [www.1info.it](http://www.1info.it).

In particular, they will be made available:

- from today's date, together with the publication of this notice, the explanatory report prepared pursuant to art. 125-ter of Legislative Decree 58/98 on the items on the agenda;
- within September 6, 2019:
  - the annual financial report including the draft annual financial statements, the consolidated financial statements, as well as the report on operations and the certification required by art. 154-bis, c. 5, TUF,
  - the Board of Statutory Auditors Report,
  - the Independent Auditors Report,
  - the Report on corporate governance and ownership structure for the year 2018,
  - the Remuneration Report pursuant to art. 123-ter TUF
- the remaining additional documentation in the terms established by law.

## **ORGANIZATIONAL ASPECTS**

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

Cesena, August 28, 2019

Chairman of the Management  
Board  
**Riccardo Tassi**