

OLIDATA S.p.A.
Registered office: Pievesestina di Cesena (FC) - Via Fossalta n. 3055
Share Capital Euro 4,025,480.00 i.v.
Tax Code, VAT Number and Registration Number in the Business Register of
Forlì - Cesena 01785490408

CONVENING OF ORDINARY AND EXTRAORDINARY ASSEMBLY

The Shareholders are called to the registered office in Cesena (FC) Via Fossalta, n. 3055 for January 9, 2020, at 11:00 am in the Ordinary and Extraordinary Shareholders' Meeting on first call and, if necessary, on second call on January 10th, 2020, for the same place and time and, further, on third call, on January 11, 2020, same place and time, to discuss and delineate on the following

Agenda

Assembly Ordinary Part

1. **Appointment in addition to the Board of Directors, related and consequent resolutions.**

Assembly Extraordinary Part

1. **Proposed attribution to the Board of Directors of the power to increase, for payment, partly in cash and partly with the contribution of goods in kind, in divisible form, to be implemented also in tranches, the share capital pursuant to Article 2443 of the Civil Code, in one or more times, within the period of 3 years from the date of the resolution, by issuing new ordinary shares with the same characteristics as those in circulation and full dividend rights to be offered as an option to those entitled to the cash portion, and with the exclusion of the option right, pursuant to art. 2441, paragraphs 5 and 6, of the Civil Code, for the part in kind, for a maximum amount, including any surcharge, of Euro 7,000,000.00 (seven million / 00), with all broader powers for the Board of Directors to establish, from time to time, in compliance with the limits indicated above, the number and the issue price of the new shares, including any premium, as well as the methods, terms, times and conditions all for the execution of the increase in capital; consequent and related resolutions, including the amendment of Article 4 of the Company By-Laws, to provide for the possibility of contributions also in kind.**

INFORMATION ON SOCIAL CAPITAL - TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The subscribed and paid-up share capital is equal to Euro 4,025,480 (four million and twenty five thousand and four hundred and eighty) divided into n. 40.799.999 (Forty million seven hundred and ninety nine thousand nine hundred and nine-nine) ordinary shares, with no par value, with voting rights at ordinary and extraordinary 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 (Investor Relations section).

LEGITIMACY OF INTERVENTION DURING THE MEETING

According to art. 83-sexies of the TUF and of art. 7 of the Articles of Association, the entitlement to participate in the General Assembly 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 who has the right to vote, based on 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 December 27, 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 communication 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 January 6, 2020). 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 transmitting them, available to Members and available at the registered office or on the Internet site of the Company at www.olidata.com (Investor Relations, Governance - Shareholders' Meeting, 2020) or with 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 March 7, 2005, n. 82. The proxy, duly completed, 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), for the attention of the Legal Department, or via electronic notification to the certified e-mail address. 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 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 (Investor Relations, Governance - Shareholders' Meeting, 2020). 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 certified e-mail address olidata.delegato@pec.it, by the end of the second previous open market day the date set for the Shareholders' Meeting also in the convocation subsequent to the first (ie respectively by January 7, 2020, or January 8, 2020, or January 9, 2020) Within the same term, the proxy and voting instructions may be revoked by the delegating party.

The proxy form, with the relative instructions for completing and sending it, is available from the legal department and on the Company's website at www.olidata.com (Investor Relations, Governance section, Shareholders' Meeting, 2020).

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSED RESOLUTIONS

According to 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 notice of call (ie by 9 December 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 matters already on the agenda. The questions, together with the communication certifying the right to exercise this right, must be submitted in writing by sending, by registered letter with return receipt, to the registered office of the company at the address of Via Fossalta n. 3055, 47522 Pievesestina di Cesena (FC), to the attention of the Administrative Office, or by certified mail to the address 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 proposed resolutions on the new matters they propose to discuss or the motivation 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 December 25, 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 (section Investor Relations, Governance - Shareholders' Meeting, 2020), as well as at the authorized 1info storage mechanism, at www.1info.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 and on the Company's website at www.olidata.com (Investor Relations, Governance - Shareholders' Meeting, 2020) as well as at the 1info storage mechanism, at 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 art. 127-ter of Legislative Decree no. 58/1998 ("TUF"), those who have the right to vote, legitimized in the forms provided for by the applicable regulations, can ask questions on the items on the agenda even before the Meeting, by sending them by the third day before the date set for the first call of the Meeting (ie by 6 January 2020), 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 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 re-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 available to each of those entitled to vote at the beginning of the same Meeting will be considered provided in the Assembly.

APPOINTMENT OF INTEGRATION OF THE BOARD OF DIRECTORS

For the appointment as a supplement to the members of the Board of Directors, we will proceed pursuant to art. 11 of the By-Laws, to which reference is made, on the basis of lists presented by the Shareholders, which, alone or together with other shareholders, represent at least 2.5% of the share capital, in compliance with the minimum number of Directors meeting the requirements of independence required pursuant to art. 147-ter, paragraph 4 of Legislative Decree no. 58/1998 ("Independent directors pursuant to Article 147-ter"), and the balance between genders in compliance with the applicable laws and regulations. The lists are filed at the registered office of the Company or at the certified e-mail address olidata@legalmail.it, together with the information that allows the identification of the subject who transmits the lists as well as the additional documentation required by the legislation, at least twenty-five days before the date set for the Assembly, on first call (ie by Sunday, December 15, 2019). The lists must contain the names of one or more candidates (not exceeding seven), for the position of Director, each combined with a progressive number, and expressly indicate at least one independent Director pursuant to art. 147-ter, of Legislative Decree no. 58/1998. The appointment in addition to the Board of Directors must take place in compliance with the rules on the balance between genders pursuant to the law of July 12, 2011, n. 120. It is therefore required that the lists presented to ensure the presence of both genders so that the candidates of the less represented gender are at least one-third of the total (with rounding, in the case of fractional numbers, to the upper unit).

The lists also contain: (i) exhaustive information on the personal and professional characteristics of the candidates; (ii) declaration regarding the possible possession of the requirements to be qualified as an Independent Director pursuant to art. 147-ter, of Legislative Decree no. 58/1998 and, if necessary, of the additional requirements envisaged by codes of conduct drawn up by market management companies or by category associations; (iii) indication of the identities of the Shareholders who presented the lists and of the overall percentage of shares held, evidenced by a specific communication issued by an intermediary. A Shareholder cannot present or vote for more than one list, even if through a third party or a fiduciary company. A candidate may be present on only one list under penalty of ineligibility. However, the lists that

have not obtained a percentage of votes at least equal to half of that required for their presentation will not be taken into account. In the event of a tie between lists, the one prevailed by the Shareholders in possession of the largest shareholding at the time of presentation of the list, or in the alternative, by the greatest number of Members. If only one list has been presented, the Shareholders' Meeting expresses its vote on it. In the absence of lists or if the number of Directors elected on the basis of the lists presented is lower than that determined by the Shareholders' Meeting, the members of the Board of Directors are appointed by the Shareholders' Meeting with the legal majorities, subject to the obligation of appointment by the Shareholders' Meeting of a number of independent Directors pursuant to art. 147-ter equal to the minimum number established by law and without prejudice to the obligation to respect the proportion between the genders envisaged by the applicable laws and regulations.

Lastly, it should be noted that Consob Communication no. DEM / 9017893 of February 26, 2009, recommends, on the occasion of the election of the administrative body, that the Shareholders who present a "minority list" deposit together with the list of candidates a declaration that attests to the absence of connection relationships, also indirect, pursuant to art. 147-ter, paragraph 3 of Legislative Decree no. 58/1998 and art. 144-quinquies of the Consob Issuers Regulation with shareholders who hold, also jointly, a controlling or relative majority interest.

The ownership of the number of shares necessary for the presentation of the list by the Shareholders is attested, at least 21 days before the date set for the Meeting on first call (ie by December 19, 2019), by a communication issued by an intermediary enabled pursuant to the applicable regulations, proving the ownership of the number of shares represented, determined having regard to the shares that are registered in favor of the Shareholders on the day on which the lists are filed with the Company.

The lists presented by the Shareholders will be made available to the public, twenty-one days before the Shareholders' Meeting on first call (ie, December 19, 2019), at the registered office, on the Company's Internet site www.olidata.com (Investor section Relations, Governance - Shareholders' Meeting, 2020), and on the 1Info authorized storage mechanism, at www.1info.it.

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 (Investor Relations section), as well as on the 1Info authorized storage system, at www.1info.it.

In particular, they will be made available:

- from December 10, 2019, the explanatory reports of the Board of Directors prepared pursuant to article 125-ter of Legislative Decree 58/1998 on the proposals on the agenda;
- from December 19, 2019 the Lists presented by the Shareholders for the appointment to supplement the Board of Directors;
- from December 19, 2019 the Explanatory Report of the Board of Directors pursuant to article 2441 c.6 of the Civil Code;
- 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 one hour earlier than the time for convening the Meeting so as to facilitate registration operations.

Pievesestina di Cesena, November 29, 2019

**The Chairman of the Board of Directors
Riccardo Tassi**