

OLIDATA S.p.A. in liquidation
Headquarters: Pievesestina di Cesena (FC) – Via Fossalta n. 3055
Company Capital Sociale Euro 2.346.000,00 f.p.
Fiscal Code, V.A.T. n° and Register Number in the Business Register of Forlì –
Cesena 01785490408

CONVENING ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING

Shareholders are invited to the Company's headquarters in Cesena, Via Fossalta, n. 3055, on April 12, 2018 at 11:00 AM, for the Ordinary and Extraordinary Shareholders Meeting as first convening. Should it be necessary on April 13 2018 as second convening, same place and time and again if it should be necessary, only for the extraordinary meeting on April 13, 2018 at 06.00 PM, same place for the discussion and deliberation of the following:

AGENDA

Ordinary Shareholders Meeting

1. Annual Financial Statement as of December 31, 2017:
 - 1.1. Approval of the Annual Financial Statement as of December 31, 2017; Liquidators Report, Board of Auditors Report and Accounting Firms Report;
 - 1.2. Deliberation on operating results;
2. Remuneration Report - deliberation relating to the first section, pursuant to article 123-ter, comma 6 of the D. Lgs. n. 58/1998;

Extraordinary Shareholders Meeting

1. Revocation of the state of Liquidation following the removal of the cause of dissolution;
2. Deliberation regarding and following among which:
 - 2.1 Proposal for remuneration of the One Liquidator for the activities carried out;
 - 2.2 Nomination of the new Administrative Board for the years 2018-2020;
 - 2.3 Determinazione del numero dei componenti;
 - 2.4 Nomination of the Board of Directors and eventually nomination of the President;
 - 2.5 Determination of the relative remuneration;
 - 2.6 Nomination of the Statutory Auditors of the years 2018-2020;
 - 2.7 Nomination of the three standing statutory auditors and two substitute statutory auditors;
 - 2.8 Determination of the relative remuneration
- 3 Capital increase to payment and in tranches for a number of 6.799.999 (sixmillionsevenhundreninetyninethousandninehundredninetynin) ordinary shares without par value be so for an anticipated value of Euro 3.500.000,00, excluded the option right as per art. 2441, comma 4, second part, of the Italian Civil Code. Being it also for the share incentive plan called "Stock Option Plan" destined to the managers, employees of the Company and of the other companies of the Group; following the modification of Art. 4 of the Bylaws;
- 4 Approval of an incentive Stock Plan destined to the company's employees.

INFORMATION ON THE COMPANY'S CAPITAL – TOTAL AMOUNT OF SHARES AND RIGHT TO VOTE

The company capital is subscribed and paid for an amount equal to Euro 2.346.000,00 (twomillionthreehundredfourtysixthousand/ 00) divided into n. 34.000.000 (thirtyfourmillion) ordinary shares having no nominal value, with right to vote during the ordinary and extraordinary shareholders meeting of the Company¹.

On the date of the publication of the notice the Company does not own shares of its own.

The structure of the company capital structure is available on the Company's web site www.olidata.com (section Investor Relations).

VALIDITY OF INTERVENTION DURING THE MEETING

Pursuant to art. 83-*sexies* of the TUF and art. 7 of the Bylaws, the validity of intervention during the Meeting and the exercise of voting rights is notified through a communication by the Company made by the mediator in conformity to their accountant scriptures, in favor to the subject that has the right to vote. On the basis of the evidence regarding the end of the seventh accounting day of the open market day preceding the first convocation day Meeting (April 3, 2018). Those who will result in being ordinary shareholders only beyond this date will not be legitimated to intervene and have the right to vote during the Meeting.

The communication of the mediator will have to be received by the Company within the third day of the open market preceding the first fixed day of the Meeting convocation, being it April 9, 2018. It remains the validity of intervention to vote at the meeting where the up mentioned communication of the mediator has arrived to the Company within the requested time. As long as within the beginning of meeting of the single convocations.

VOTE BY PROXY

Every person who has the right to vote can have themselves represented during the meeting through proxy. By writing on the appropriate form, with relating instructions for the compilation and transmission, which is available for the Partners at the Headquarters or on the web site of the Company at the address www.olidata.com (section Investor Relations, Governance – Assemblea dei Soci, 2018) otherwise from authorized intermediaries

The proxy can be also granted with electronic document subscribed in electronic form pursuant to art. 21, comma 2, of the D.Lgs. dated March 7 2005, n. 82. The proxy duly filled, can be sent by registered mail to the Company's headquarters in Via Fossalta n. 3055, 47522 Pievesestina di Cesena (FC), to the attention of the Legal Office, otherwise through certified e-mail to the address olidata.delegato@pec.it.

The prior sending and/or notification do not exempt the delegate during the progress of the meeting, the obligation to certify under his own responsibility the conformity of the document in original and the identity of the delegate.

Pursuant to art. 135-*undecies* of the TUF, the proxy finalized for the present Meeting can be given to Mrs. Marinella Rossi, as Designated Representative of the Company, without there being any extra costs for the delegate. Use the module for the proxy available at the Company's headquarters, otherwise on the web site www.olidata.com (section Investor Relations, Governance – Assemblea dei Soci, 2018).

The proxy to the designated representative has effect only for the proposals in relation to those that have been instructed to vote and at the condition that such proxy is given to the same person through registered mail at the address Via Fossalta n. 3055, 47522 Pievesestina di Cesena (FC), to the attention of Mrs. Marinella Rossi, otherwise through certified e-mail at olidata.delegato@pec.it, within the end on the second open market day previous the fixed Assembly meeting date in convocation following the first (respectively within April 10, 2018 or April 11, 2018). Within the same term, the proxy and the voting instruction are always revocable on behalf of the delegate.

¹It is reminded that the Company is actually in the juridical situation pursuant to art. 2447 c.c., with a reduced company capital below the established minimum ex art. 2327 c.c.

The proxy form and instructions for its compilation and transition are available on the Company's headquarters www.olidata.com (section Investor Relations).

AGENDA INTEGRATION AND PRESENTATION OF NEW PROPOSAL FOR DELIBERATION

Pursuant to art. 126-*bis*, comma 1, of the TUF, the partners who, even in group represent at least 2.5% of the company's capital, represented by shares with right to vote, can request, within ten days of the publication of this convocation notice (within March 12, 2018), the integration of the list of the agenda to be treated, indicating within the request their further requests. Otherwise, present proposals of deliberations of arguments already in agenda. The requests, together with the communications confirming the entitlement to exercise such right have to be sent through registered mail to the Company's head quarters Via Fossalta n. 3055, 47522 Pievesestina di Cesena (FC), to the attention of Ufficio Amministrativo, otherwise through certified e-mail to the e-mail address olidata@legalmail.it.

The partners who request the integration of the agenda or present further deliberation proposals for the agenda will have to prepare a report that motivates the proposal of the deliberation for the new arguments that they are bringing forward. Otherwise, the reasons for the further proposal presented to the agenda; this report must be transmitted to the Board of Liquidators of the Company within ten days of the publication of the convocation notice.

The further agenda integrations or presentations of further proposals of deliberation regarding the agenda will be notified the same way as this convocation notice, at least fifteen day prior to the fixed date of the Meeting. Further proposals already in agenda will be made available to the public at the legal headquarters and on the web site of the Company www.olidata.com (section Investor Relations, Governance – Assemblea dei Soci, 2018)), as well as on the authorized storage mechanism [info at www.1info.it](mailto:info@www.1info.it). The Liquidator will make it available to the public the report issued by the Partners that will request it, the integration of the Agenda or that will request a further proposal, accompanied by their evaluations, together with the publication of the integration notice or presentation, at the headquarters or on the web site of the Company www.olidata.com (section Investor Relations, Governance – Assemblea dei Soci, 2018) as well as on the authorized storage mechanism [info at www.1info.it](mailto:info@www.1info.it). Who has right to vote can present individual deliberation proposal during the meeting. As by law, the integration of the Agenda is not allowed for the arguments upon which the Meeting is deliberating, upon proposal of the Liquidators or upon the basis of a project or a report issued by them, different from those pursuant to art. 125-*ter*, comma 1, of the TUF.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to art. 127-*ter* of the D.Lgs. n. 58/1998 (“TUF”), those who have the right to vote, legitimated by the forms provided for by the rules applicable, can ask questions regarding the agenda even before the meeting. Having the questions arrive through registered mail within the third day preceding the first convening date of the meeting (within April 9 2018), together with a copy of their I.D. at the Company's Head Quarters in Via Fossalta n. 3055, 47522 Pievesestina di Cesena (FC); or through certified e-mail at olidata@legalmail.it .

The subjects interested in using this right have to supply through the same up mentioned ways, copy of the communication released by the mediators that keep the accounts in which the share of the requesting holders are registered. The questions received before the Meeting will receive an answer at the latest during the Meeting itself, with Company's discretion to give a single answer to those questions that have the same content.

For the questions handed over in written form by those who have right to vote at the beginning of the Meeting, all answers given during the Meeting will be considered given.

NOMINATION OF THE BOARD OF DIRECTORS

For the nomination of the Board of Directors, the procedure will be pursuant to art. 11 of the Bylaws, which reference is made, based on the lists presented by the Partners. Who, on their own, or together with other Partners represent at least 2.5% of the Capital, in respect to the minimum number of the Directors who meet the requirements of the requested independence pursuant to art.147-*ter*, comma 4 of D. Lgs. n. 58/1998 (“Amministratori indipendenti ex art. 147-*ter*”), and the balance between the genders in respect to laws a

applicable rules. The lists are available at the Company's headquarters or by certified e-mail olidata@legalmail.it, together with all the information that allows the identification of the person that provides the transmission of the lists as well as any further requested documentation requested by law, at least 25 day prior to the first convening scheduled meeting, being it within Sunday March 18, 2018. The lists must have the names of one or more candidates (no more than seven), for the role of C.E.O., each one connected to a progressive number as well as expressly indicate an independent director pursuant to ex art. 147-ter, del D.Lgs. n. 58/1998. The renewal of the Board of directors must be in the respect of the discipline of the equilibrium among genders pursuant to law n. 120 dated July 12, 2011. It is requested that the lists that are presented assure the presence of both genders, so that the candidates of the less represented gender are at least one third of the total (rounded up, in case of a fraction number, to the number higher).

The lists contain, besides the attached: (i) detailed information on the candidates personal and professional characteristics; (ii) declarations regarding the eventual meeting of requirements for the qualification as independent Director pursuant to art. 147-ter, of D. Lgs. n.58/58/1998 and should it be the case, further requirements provided by codes of conduct drawn up by the market management company or by category associations; (iii) indication on the identity of the Partners that have presented the lists and the percentage of the total shareholding, proven by appropriate communication issued by intermediaries. A Partner cannot present neither vote more than one list even through nominees or through trust companies. A candidate can be present in only one list, penalty of ineligibility. It will not be taken into account those lists that have not reached a percentage of votes at least equal to the half of that required for the presentation of them. In case of equality of votes between the lists, the ones presented by the Partners with the most shares at the moment of the presentation of the list, or in alternative by the greater number of members prevails. If only one list has been submitted, the Assembly 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 Assembly, the members of the Board of Directors are nominated by the same Assembly with the legal majority, remaining the obligation of the appointment to the Assembly by a number of independent Directors pursuant ex art. 147-ter, equal to the minimum number requested by law and remaining the obligation to respect the proportion among the genders requested by law and applicable regulations. The Chairman of the Board is elected from the candidate indicated from the "majority list" or in the only presented and approved list. Shouldn't there be, the President is nominated by the Assembly by the ordinary law majority, by nomination through the Board of Directors pursuant to the Bylaws.

We point out that the communication Consob n. DEM/9017893 dated February, 2009, recommends that during the election of the Board, the Partners who present a "Minority List", deposit together with the list of the candidates a declaration that certifies the absence of any relationship, even indirect, pursuant to art. 147-ter, comma 3 of D.Lgs. n. 58/1998 and of art. 144-quinquies of the Consob Issuers Rules with the shareholders that have, even jointly, a controlling participation or a relative majority.

The ownership of the shares necessary for the presentation of the lists by the Partners is certified at least 21 days before the first convening Assembly fixed date (within March 22, 2018), through a communication released by an intermediary in accordance with the applicable rules, proving ownership of the shares represented, determined by having regard to the shares that result being registered in favor of the Partners on the day in which the lists are deposited at the Company.

The lists presented by the Partners will be made public 21 days before the Assembly on its first convening date (within March 22, 2018) at the Company's headquarters, on the company's website www.olidata.com (section Investor Relations, Governance – Assemblea dei Soci, 2018) **as well as on the authorized stockage mechanism info at www.1info.it.**

NOMINATION OF THE BOARD OF AUDITORS

The nomination of the Board of Auditors will be pursuant to art. 17 of the Bylaws, which reference is made, based on the lists presented by the Partners. Who, on their own, or together with other Partners represent at least 2.5% of the Capital. To the minority – who are not part of the connection of relationship, not even indirect, relevant to art. 148, comma 2 del D. Lgs. n. 58/1998 and related regulations and on the basis of the Consob communications n. DEM/9017893 dated February 26, 2009 – is reserved the election of one standing statutory auditor, who chairs the Board of Auditors and of one substitute statutory auditor. The lists are available at the Company's headquarters or by certified mail at olidata@legalmail.it, together with the information that allow the identification of the person that proceeds with the transmission of the lists, at least 25 days prior to the first convening date of the assembly, within March 18, 2018. The lists have to report the names on one or more candidates for the role charge Statutory Auditor and for one or more candidates for the charge of substitute statutory auditor. The names of the candidates, that must be in possession of

the requirements prescribed by law and by the Bylaws, are signaled in each section (section Statutory Auditor, section Substitute Statutory Auditor) by a sequential number and are anyway in a number that does not exceed that of the those to be elected.

The lists contain, besides the attached: (i) information of the identity of the Partner who presented them, with the indication of the percentage of total participation held and of a communication from which the ownership of such participation results; (ii) declaration of those Partners different from who have, even jointly a participation of control or relating majority, certifying the the absence of relationship with the latter pursuant to art. 144-quinquies of the Consob Issuers Rules;(iii) comprehensive information on the personal and professional characteristics of the candidates, as well as a declaration of the candidates stating the possession of the requisites requested by law and the acceptance of the candidature, along with a list of administration and control held by them in other companies; (iv) any other further of different declaration, information and/or document requested by law and by applicable rules. In case on the due date of the terms of presentation of the lists, only one list has been presented, being only lists presented by Partners connected among themselves pursuant to the applicable ruling, further lists can be presented within the third day following the due date (within March 21, 2018). In such a case, the up reported threshold for the presentation of the lists have been reduced to half (1,25%). One Partner cannot present or vote more than one list, even through nominees or through trust companies. Partners belonging to the same group and the Partners who are parties to a shareholders' agreement having as objective shares of the issuer cannot present or vote more than one list, even through nominees or through trust companies. A candidate can be present in only one list, penalty of ineligibility. The ownership of the shares necessary for the presentation of the lists by the Partners is certified at least 21 days before the first convening Assembly fixed date (within March 22, 2018), through a communication released by an intermediary in accordance with the applicable rules, proving ownership of the shares represented, determined by having regard to the shares that result being registered in favor of the Partners on the day in which the lists are deposited at the Company. The lists presented by the Partners will be made public 21 days before the Assembly on its first convening date (within March 22, 2018) at the Company's headquarters, on the company's website www.olidata.com (section Investor Relations, Governance – Assemblea dei Soci, 2018) **as well as on the authorized stockage mechanism Iinfo at www.linfo.it.**

We remind that pursuant to the regulations regarding the equality among genders, the division among the members of the Board of Auditors will have to be done in order that the less represented gender obtains (for the first term in application to the law) at least on third of the Board of Auditors, by rounding in case of fraction to the 1 unit superior.

DOCUMENTATION

The complete documentation regarding the present Meeting, including the illustrative report of the Board of Directors and the proposals for the deliberation of the Agenda, will be available for the public within the terms provided by law, with faculty of the Partners and those who have right to vote to get a copy of them. Such documents will be available at the Company's headquarters, on the website at www.olidata.com (section Investor Relations), as well as on the central storage system denominated "IInfo" reachable at the address www.computershare.it.

In particular the documents that will be made available are:

- starting today with the publication of this advice, the explanatory reports regarding the nomination of the Board of Directors and of the Statutory Auditors;
- From March 13, 2018, the explanatory report regarding the revocation of the liquidation, the proposal for the remuneration of the Liquidator, as well as the approval for the incentive plan;
- From March 21, 2018, the annual financial report and the other documents pursuant to art. 154-ter, of the TUF, and the report on the Remuneration;
- From March 22, 2018, the explanatory report regarding the capital increase for the incentive plan.

ORGANIZATIONAL ASPECTS

Those authorized to intervene during the Meeting are invited to present at least 1 hour in advance on the convocation time in order to make the registration operations easier

Pievesestina di Cesena, March 2, 2018

The Liquidator
Riccardo Tassi