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**NOTICE OF CALL OF THE GENERAL MEETING OF DADA S.P.A.**

Those who are entitled to participate in and exercise their voting rights at the General Meeting of Dada S.p.A. are called to the Ordinary Meeting on 28 April 2016 at 4 PM, in first call, in Viale della Giovine Italia 17, Florence, and, if necessary, in second call, on 29 April 2016, at the same time and place, to discuss and resolve on the following

**Items on the Agenda**

- 1) Approval of the Financial Statements and Presentation of the Consolidated Financial Statements for the year ended 31 December 2015; Directors' Report; Statutory Auditors' Report; Independent Auditors' Report; related and consequent resolutions;
- 2) Integration of the Board of Directors; related and consequent resolutions;
- 3) Remuneration policy pursuant to art. 123-ter of Legislative Decree no. 58/98; related and consequent resolutions;
- 4) Authorization to purchase and dispose of treasury shares, subject to revocation of the previous authorization; related and consequent resolutions.

**Information on the share capital:** the subscribed share capital amounts to Euro 2,835,611.73 (two million, eight hundred and thirty five thousand, six hundred and eleven point seventy three), divided into 16,680,069 (sixteen million, six hundred and eighty thousand and sixty nine) ordinary shares with a par value of Euro 0.17 (zero point seventeen) each. The shares are indivisible and each share carries the right to one vote. At the date of publication of this notice, the Company held no treasury shares.

**Participation in the General Meeting:** pursuant to the law and to art. 14 of the By-laws, those who are entitled to participate in and exercise their voting rights at the General Meeting - including by proxy - are those for whom the Company has received notice from an intermediary, under current regulations and by the start of the General meeting at latest, certifying the eligibility to participate in the General Meeting and exercise their voting rights, based on the accounting records at the end of the accounting day of the seventh trading day before the date of the General Meeting in first call (19 April 2016, so called "record date"). Those who hold shares after this date shall not be entitled to participate in and vote at the Meeting.

Those who have the right to vote may be represented at the General Meeting by written proxy, using the specific form available at the Company's registered office and on its website at <http://www.dada.eu> (Corporate Governance/Shareholders' Meetings 2016 section), and sending it to the Company's registered office in Viale della Giovine Italia 17, Florence. The proxy may be notified by sending it via registered letter with return receipt to the following address: Viale della Giovine Italia 17 - 50122 Florence (for the attention of the Legal Office), or by e-mail to the certified e-mail address [ufficiodipresidenzadadaspa@dadapec.com](mailto:ufficiodipresidenzadadaspa@dadapec.com), certifying, under his/her responsibility, conformity of the proxy to the original version and the identity of the delegating person.

The Company has designated as the Shareholders' Representative, pursuant to art. 135-undecies of Legislative Decree n. 58/1998, Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., which may be granted, free of expense, a written proxy on the proposals on the Agenda of the General Meeting.

The proxy shall be given by signing, with a handwritten signature or qualified electronic signature or digital signature, in accordance with the Italian legislation in force, the specific form available on the Company website <http://www.dada.eu> (Corporate Governance/Shareholders' Meeting 2016 section), or at the registered office, and shall be received in original by the end of the second trading day before the date of the General Meeting also in second call (i.e., by 26 April 2016 or, if the Meeting is held in second call, on 27 April 2016), together with a copy of a currently valid identification document of the Delegating Shareholder or, if the Delegating Shareholder is a legal person, of the *pro tempore* legal representative or other duly authorized party, together with appropriate documentation certifying the qualifications and powers to Spafid S.p.A. i) for proxies, with a handwritten signature, delivered or sent by courier or registered mail (Foro Buonaparte 10, 20121 Milan), ii) for proxies with qualified electronic signature or digital signature, via certified mail sent at [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). By the same term, the proxy and the voting instructions shall be revocable. The proxy has no effect with regard to proposals for which no voting instructions have been given.

**Integration of the Board of Directors :** With reference to item no. 2 of the Agenda is reminded that, in case of appointment of directors during the mandate of the Board of Directors, the General Meeting is

called upon to act in accordance with the provisions of art. 19 of the bylaws. More information about this subject are included into the report prepared by the Board of Directors.

**Voting by correspondence:** mention should be made that voting may be exercised by correspondence in accordance with the current provisions of law and regulations. The voting card is available at the Company's registered office in Viale della Giovine Italia 17, Florence, and on <http://www.dada.eu> (Corporate Governance/Shareholders' Meetings 2016 section). The envelope containing the duly completed and signed voting card (enclosed in a further sealed envelope to guarantee the confidentiality of the vote until the ballot), copy of the identification document of the person signing the card and any appropriate documentation certifying entitlement to the signing, must be received at the Company's registered office in Viale della Giovine Italia 17 - 50122 Florence (for the attention of the Legal Office), by the day before the meeting. By written statement received by the Company at the same address and by the same term, the vote exercised by correspondence may be withdrawn; the vote may also be withdrawn by express statement made by the person involved at the General Meeting.

**Right to submit questions:** pursuant to art. 127-ter of Legislative Decree n. 58/98, those who have the right to vote may submit questions on the items on the agenda, even before the General Meeting, by registered letter with return receipt sent to the Company's registered office to the following address: Viale della Giovine Italia, 17, 50122 Firenze (for the attention of the Legal Office) or by certified mail to [ufficiodipresidenzadadaspa@dadapec.com](mailto:ufficiodipresidenzadadaspa@dadapec.com) by submitting them to the Company at least three days before the General Meeting in first call. The Company cannot guarantee answers to questions received after such date. Answers shall be rightfully given to those who certify ownership of the shares at 19 April 2016 by sending, even following the question, the notice made by the intermediary for the exercise of such right. Questions submitted before the General Meeting, within the abovementioned period, shall be answered at the latest during the General Meeting, specifying that an answer shall be deemed to be given at the General Meeting on the paper provided, at the beginning of the meeting, to each of those entitled to vote. The company may provide one overall answer to questions with the same content. The Company also reserves the right to provide the requested information in response to questions received before the

meeting, through the appropriate "Questions and Answers" section, provided, if necessary, and available for consultation on the Company's website [www.dada.eu](http://www.dada.eu) (Corporate Governance section/Shareholders' Meetings 2016). In this case, a response is not required at the General Meeting.

**Additions to the Agenda and presentation of further proposed resolutions on items already on the**

**agenda:** pursuant to art. 126-bis of Legislative Decree n. 58/98, shareholders who, even jointly, represent at least one fortieth of the share capital may request to make additions to the list of items on the agenda, indicating in that request the further items proposed, or may present proposed resolutions on items already on the agenda, indicating in that request the further items or further proposed resolutions.

No additions are allowed for items upon which the General Meeting resolves, pursuant to the law, on a proposal of the Directors or on a draft or a report prepared by said Board, except as provided by art. 125-ter, par. 1 of Legislative Decree no. 58/1998.

The requests must be sent to the Company's registered office in Viale della Giovine Italia 17, Florence (for the attention of the Legal Office), by registered letter with return receipt or by certified mail to [ufficiodipresidenzadadaspa@dadapec.com](mailto:ufficiodipresidenzadadaspa@dadapec.com) by the tenth day after the day of publication of this notice, together with an appropriate document certifying ownership of the foregoing shareholding issued by the intermediaries and as a copy of the identification documents of the filers (identification card for natural persons, or documents certifying the powers for legal persons or other entities); by the same term and in the same manner, a motivated report must be submitted on the items to be discussed or on any additional proposed resolutions. Any added list of items to be discussed at the General Meeting, containing any additional proposed resolutions, shall be published by the Company in the same manner as this notice by 13 April 2016. At the same time as it announces additions to the agenda or additional motions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Article 125-ter, paragraph 1, of Legislative Decree no. 58/98, such additional motions on matters already on the agenda, the Shareholders' reports as well as any observations made by the Board of Directors. In accordance with Article 126-bis, paragraph 1, of Legislative Decree no. 58/98, a person entitled to vote may individually submit motions to be considered in the Shareholders' Meeting regarding items on the agenda.

**Documentation:** the documentation regarding the General Meeting, including the explanatory reports of the Board of Directors containing the proposed resolutions on the items on the agenda, shall be filed at the Company's registered office in Viale della Giovine Italia 17, Florence, at Borsa Italiana S.p.A. and published on <http://www.dada.eu> (Corporate Governance/Shareholders' Meetings 2016 section), available to those vested with voting rights and to the public, within the time limits of law. Shareholders are entitled to obtain a copy by filing a request to the Company's Legal Office. For any further information regarding the General Meeting and, specifically, the procedures for exercising rights, reference should be made to <http://www.dada.eu> (Corporate Governance/Shareholders' Meetings 2016 section).

An extract of this notice of call was published today on the national newspaper *IlSole24ore*.

Florence, 29 March 2016

The Chairman of the Board of Directors

Karim Beshara