
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 2015 at 3 PM, in first call, in Viale della Giovine Italia 17, Florence, and, if necessary, in second call, on 29 April 2015, 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 2014; Directors' Report; Statutory Auditors' Report; Independent Auditors' Report; related and consequent resolutions;
- 2) Appointment of the Board of Directors:
 - 2.1. Determination of the number of members of the Board of Directors and their term of office; related and consequent resolutions;
 - 2.2. Appointment of the Directors; related and consequent resolutions;
 - 2.3. Appointment of the Chairman of the Board of Directors; related and consequent resolutions;
 - 2.4. Determination of the annual remuneration of the members of the Board of Directors not vested with operational powers for each year in office; related and consequent resolutions;
- 3) Appointment of the Board of Statutory Auditors:
 - 3.1. Appointment of the standing members and alternate members of the Board of Statutory Auditors and its Chairman; related and consequent resolutions;
 - 3.2. Determination of the remuneration of the members of the Board of Statutory Auditors for each year in office; related and consequent resolutions;
- 4) Remuneration policy pursuant to art. 123-ter of Legislative Decree no. 58/98; related and consequent resolutions;
- 5) 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, 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 (17 April 2015). 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 2015 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, 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, provided that the foregoing company receives the proxy by courier or registered letter with return receipt at the following address: Foro Buonaparte n. 10, 20121 Milan, by the end of the second trading day before the date of the General Meeting, including in second call (by 24 April 2015, or by 27 April 2015 in second call). The proxy form is available on the Company's website at <http://www.dada.eu> (Corporate Governance/Shareholders' Meetings 2015 section) and at its registered office in Viale della Giovine Italia 17 (Legal Office), Florence. The vote shall be exercised only for those proposals which have been granted voting instructions. The proxies and voting instructions granted to the Shareholders' Representative may be withdrawn within the foregoing term, i.e. by 24 April 2015, or by 27 April 2015 for the General Meeting in second call.

Renewal of the corporate bodies:

Referring to articles 19 and 25 of the By-laws (available on www.dada.eu in the Corporate Governance/Corporate Documents section), mention should be made of the following points.

Pursuant to art. 19 of the By-laws, the **Board of Directors** is appointed on the basis of lists presented by shareholders.

Only shareholders that, alone or together with other shareholders, hold at least 2.5% of the share capital with voting rights at an Ordinary General Meeting at the date of presentation of the list, may present lists.

The lists must be presented at the Company's registered office in Viale della Giovine Italia 17, Florence, by the twenty-fifth day before the date set for the General Meeting in first call (i.e. by 3 April 2015). Notices of the shareholding must be submitted at least 21 days before the date of the General Meeting in first call (i.e. by 7 April 2015).

Filing must be carried out by:

hand delivery of the relating documentation at the offices of Dada S.p.A., Legal Office, in Viale della Giovine Italia 17, 50122 Florence, from Monday to Friday, except holidays, from 09:30 to 18:30; certified e-mail to ufficiodipresidenzadadaspa@dadapec.com; or fax at +39 0552466304. If lists are submitted via certified e-mail or fax, a copy of the filers' valid identification must also be sent.

The Company reserves the right not to accept any documentation sent by fax or email in damaged files or that is illegible for any other reason. Therefore, please indicate the phone number, fax number or email address of the sender in the note accompanying the documentation to file the lists.

Each shareholder cannot present or contribute to the presentation of or vote, through other persons with voting rights or trust companies, more than one list. Shareholders belonging to the same group, those parties pursuant to art. 93 of Legislative Decree No. 58/98, who are subject to control or joint control, even if control is by a physical person, and the shareholders of a shareholding agreement on the shares of the Company may not present or vote with others presenting more than one list or vote on other lists. Lists presented in violation of the foregoing regulations are deemed as having not been presented and votes cast in favour of such lists are not attributed to any lists.

Shareholders who file a minority list are reminded of the recommendations in CONSOB Communication n. DEM/9017893 of 26 February 2009, regarding specifically the filing of a statement certifying the absence of any connection, including indirect, with the members who either individually or jointly hold a controlling or relative majority interest.

It should be noted that the Company is governed by a Board of Directors, comprising a minimum of 3 and up to a maximum of 15 members appointed, including from non-shareholders, by the General Meeting which decides on its size on each occasion, according to the legislation regarding gender equality.

Each candidate may be included in only one list, under penalty of ineligibility.

Each list must contain, individually identified, a number of independent candidates pursuant to art. 148, par. 3, of Legislative Decree No. 58/1998 at least equal to the minimum number required by current regulations.

In addition to the provisions of art. 19 of the By-laws, and in relation thereto, it should be recalled that pursuant to art. 147-ter, par. 4 of Legislative Decree 58/98, if the Board of Directors is composed of up to seven members, at least one of them must qualify as being independent, as defined for statutory auditors in art. 148, par. 3 of Legislative Decree 58/98, or two of them if the Board is composed of more than seven members.

Lists that contain three or more candidates must also include candidates of both genders, so that the less represented gender has a number of candidates corresponding at least to the minimum required by law (rounding any fractions up to the next whole number), such as to allow a composition of the Board of Directors, in accordance with prevailing laws on gender equality.

Moreover, since this is the first-time application of the legislation on gender equality, the less represented gender is reserved a share equal to at least one fifth of the Directors to be elected (rounding any fractions up to the next whole number).

The lists must be accompanied by the curriculum vitae of the candidates containing exhaustive professional and personal details of each of them, and signed by the shareholders who presented them, or their mandate, with information on their respective identity, indicating the overall percentage of shareholding held.

On the presentation of the lists, the statements that the candidates accept their nomination and a statement under their own responsibility must be filed:

- 1) of the inexistence of causes of ineligibility and incompatibility, as well as the existence of the qualifications required by current regulations;
- 2) whether the candidates are independent pursuant to art. 148, par. 3 of Legislative Decree No. 58/1998.

Moreover, it should be noted that the Code of Corporate Governance for Listed Companies recommends that the lists be accompanied by an indication of the candidates' eligibility to qualify as independent pursuant to art. 3 of said Code.

In this regard, Shareholders should also take note of the provisions of art. 2.2.3 of the Regulations for the markets organized and managed by Borsa Italiana S.p.A., and of art. IA.2.10.6 of the relevant Regulation Instructions, which as a prerequisite to maintain the status currently held by the Company of being listed in the STAR segment (high performance equities segment), require the presence of at least two, three or four independent Directors, as defined in accordance with

the above regulations, for Boards consisting respectively of maximum eight, nine to fourteen, or more than fourteen members.

In addition, it should be remembered that pursuant to art. 147-quinquies of Legislative Decree no. 58 of 24 February 1998, directors of listed companies must possess the requirements of integrity and good repute established for the statutory auditors of said companies, currently governed by art. 2 of the Ministry of Justice's Decree no. 162 of 30 March 2000.

With regard to the formation and presentation of lists, reference should be made to the Directors' Report on the appointment of the Board of Directors and, generally speaking, to the applicable provisions of law and By-laws.

The Company shall publish the lists in accordance with the law and, in particular, at its registered office, at Borsa Italiana S.p.A. and on its website www.dada.eu (Corporate Governance/Shareholders' Meetings 2015 section) at least 21 days before the General Meeting (i.e. by 7 April 2015).

The General Meeting is also called to decide on the number of members of the Board, its term of office and the remuneration of the members of the Board of Directors, pursuant to art. 2389, par. 1, of the Italian Civil Code. Moreover, the Ordinary General Meeting will be called to decide, upon proposal of the shareholders, on the appointment of the Chairman of the Board of Directors and on the authorization pursuant to art. 2390, par. 1, of the Italian Civil Code.

Pursuant to law and art. 25 of the By-laws, the **Board of Statutory Auditors** is appointed on the basis of lists presented by shareholders.

Only shareholders that, alone or together with other shareholders, hold at least 2.5% of the share capital with voting rights at an Ordinary General Meeting at the date of presentation of the list, may present lists.

The lists must be presented at the Company's registered office in Viale della Giovine Italia 17, Florence, by the twenty-fifth day before the date set for the General Meeting in first call (i.e. by 3 April 2015). Notices of the shareholding are to be submitted at least 21 days before the date of the Meeting in first call (i.e. by 7 April 2015).

If, at the term for the presentation of the lists, only one list has been filed or only lists presented by Shareholders who have significant relations, pursuant to legal provisions or regulations in force at that time, then lists may be presented until the third day after that date; in this case, the minimum threshold for the presentation of lists is reduced by half and is 1.25% of the share capital.

Filing must be carried out by:

hand delivery of the relating documentation at the offices of Dada S.p.A., Legal Office, in Viale della Giovine Italia 17, 50122 Florence, from Monday to Friday, except holidays, from 09:30 to 18:30; certified e-mail to

ufficiodipresidenzadadaspa@dadapec.com in compliance with the provision of art. 144-sexies of CONSOB Regulation n. 11971 of 14 May 1999; or fax at +39 0552466304. If lists are submitted via certified e-mail or fax, a copy of the filers' valid identification must also be sent.

The Company reserves the right not to accept any documentation sent by fax or email in damaged files or that is illegible for any other reason. Therefore, please indicate the phone number, fax number or email address of the sender in the note accompanying the documentation to file the lists.

Each candidate may be included in only one list, under penalty of ineligibility. Each shareholder cannot present or contribute to the presentation of or vote, through other persons with voting rights or trust companies, more than one list. Shareholders belonging to the same group, those parties pursuant to art. 93 of Legislative Decree No. 58/98, who are subject to control or joint control, even if control is by a physical person, and the shareholders of a shareholding agreement on the shares of the Company may not present or vote with others presenting more than one list or vote on other lists. Lists presented in violation of the foregoing regulations are deemed as having not been presented and votes cast in favour of such lists are not attributed to any lists.

The lists, accompanied by the curriculum vitae of the candidates containing exhaustive personal and professional information of each of them, with the list of management and control positions held, if any, in other companies, and signed by the shareholders who presented them, or their mandate, with information on their respective identity, indicating the overall percentage of shareholding held, and a statement by shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, certifying the absence of any connection to such latter shareholders as provided by current laws and regulations, must be filed at the Company's registered office at least 25 days before the date set for the General Meeting in first call, and will be published in the manner required by current legal and regulatory provisions at least 21 days before the date of the General Meeting.

The Board of Statutory Auditors comprises three standing members (one of whom is Chairman), and two alternate members appointed by the Ordinary General Meeting, in accordance with the legislation governing gender equality. The members of the Board of Statutory Auditors remain in office for three years and are eligible for re-election.

The statutory auditors must satisfy the requirements established by law and relevant regulations, including with regard to the holding of multiple appointments.

The requirements of art. 1, par. 2, letters b) and c), and par. 3 of Ministerial Decree no. 162 of 30 March 2000 apply when a candidate's professional qualifications refer, respectively, to (i) the telecommunications and Internet fields; (ii) the legal, economic, financial and technical-scientific fields related to those referred to in letter (i) above.

With regard to any cases of ineligibility and the limits on appointments to management and control positions that can be held by members of the Company's Board of Statutory Auditors, the provisions of art. 148, par. 3, of the Financial Consolidation Act (TUF) and the provisions of art. 148-bis of the TUF and art. 144-duodecies and following of the Issuers' Regulations (approved with Resolution no. 11971 of 14 May 1999) shall respectively be enforced.

Anyone to whom disqualification or forfeiture, as defined in law, applies cannot be elected as a statutory auditor, and if elected, shall immediately lose office.

Each list containing the names of one or more candidates appearing in sequential order and in a number not exceeding the members to be elected, indicates whether each candidate is presented for the position of standing or alternate auditor.

On the presentation of the lists, the statements that the candidates accept their nomination and a statement under their own responsibility must be filed:

1. of the inexistence of causes of ineligibility and incompatibility, as well as the existence of the qualifications required by current regulations;
2. whether the candidates are independent pursuant to art. 148, par. 3 of Legislative Decree No. 58/1998.

Lists that contain three or more candidates must also include candidates of both genders, so that the less represented gender has a number of candidates corresponding at least to the minimum required by law (rounding any fractions up to the next whole number), such as to allow a composition of the Board of Statutory Auditors, in accordance with prevailing laws on gender equality.

Moreover, since this is the first-time application of the legislation on gender equality, the less represented gender is reserved a share equal to at least one fifth of the Statutory Auditors to be elected (rounding any fractions up to the next whole number).

Lists presented in violation of the above rule are considered null.

Shareholders are also invited to update and promptly notify the Company of any changes to the list of management and control positions held by each of the candidates in other companies that take place before actual convening of the General Meeting. Moreover, it should be remembered that the Code of Corporate Governance for Listed Companies, which is adopted by the Company, recommends that statutory auditors of a publicly traded company are chosen from amongst persons with the same qualifications as those required to qualify as independent directors

of said company on the basis of the criteria laid down by the Code of Corporate Governance.

With regard to the formation and presentation of lists, reference should be made to the Directors' Report on the appointment of the Board of Statutory Auditors and, generally speaking, to the applicable provisions of law and By-laws.

Mention should finally be made that the lists will be made publicly available at the registered office, at Borsa Italiana S.p.A. and on the Company's website www.dada.eu (Corporate Governance/Shareholders' Meetings 2015 section) at least 21 days before the General Meeting in first call (i.e. by 7 April 2015).

The Ordinary General Meeting is also called to decide on the annual remuneration payable to the members of the Board of Statutory Auditors.

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 2015 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, 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), by fax to +39 055 2466304, or by certified mail to 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 17 April 2015 by sending, even following the question, the notice made by the intermediary for the exercise of such right. Questions received before the General Meeting shall be answered at the latest during the Meeting, with the right of the Company to provide a single answer to questions with the same content.

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, by fax to +39 055 2466304, or by certified mail to 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 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 2015.

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 2015 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 2015 section).

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

Florence, 19 March 2015

The Chairman of the Board of Directors

Khaled Bishara