



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 and Extraordinary Meeting on January, 18th 2017 at 3 PM, in first call, in Viale della Giovine Italia 17, Florence, and, if necessary, in second call, on January, 19th 2017, at the same time and place, to discuss and resolve on the following

Items on the Agenda

Ordinary session:

- 1) PROPOSAL TO APPROVE THE STOCK OPTION INCENTIVE PLAN INTENDED FOR EMPLOYEES OF DADA S.P.A. GROUP; RESOLUTIONS PERTAINING THERETO AND RESULTING THEREFROM

Extraordinary session:

- 1) PROPOSAL FOR THE DELEGATION OF POWERS TO THE BOARD OF DIRECTORS, PURSUANT TO ARTICLE 2443 OF THE ITALIAN CIVIL CODE, FOR INCREASE OF SHARE CAPITAL TO FUND A SHARE-BASED INCENTIVE PLAN (SO-CALLED STOCK OPTIONS) FOR A MAXIMUM PAR VALUE OF € 161.500 TO BE IMPLEMENTED BY ISSUING A MAXIMUM OF 950.000 DADA S.P.A ORDINARY SHARES FOR A PAR VALUE OF €0.17 EACH, TO BE RESERVED FOR THE EXERCISE OF OPTIONS FOR DADA S.P.A. EMPLOYEES AND/OR SUBSIDIARIES, WITH EXCLUSION OF OPTION RIGHTS IN ACCORDANCE WITH ARTICLE 2441 PARAGRAPH 8 OF THE ITALIAN CIVIL CODE; AMENDMENT TO ARTICLE 6 "SHARE CAPITAL" OF COMPANY BYLAWS; INHERENT 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.

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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 (i.e. January, 9th 2017, 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> (Governance/Shareholders' Meetings 2017 section), and sending it to the Company. 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.

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> (Governance/Shareholders' Meeting 2017 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 January 16th, 2017 or, if the Meeting is held in second call, on January, 17th 2017), 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

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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. 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.

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> (Governance/Shareholders' Meetings 2017 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 by submitting them to the Company at least three days before the General Meeting in first call (January, 16th 2017). 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 January, 9th 2017 by sending, even following the question, the notice made by the

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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. The company may provide one overall 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 or by certified mail to ufficiodipresidenzadadaspa@dadapec.com by the tenth day after the day of publication of this notice (i.e. by December 29th, 2016), 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); a phone address of the filers would be appreciated; by the same term and in the same manner, a motivated report must be submitted by the filers 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, the motivated report as well as any observations made by the Board of Directors shall be published by the Company in the same manner as this notice 15 days before the Shareholders' meeting.

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

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the Company's registered office in Viale della Giovine Italia 17, Florence, at the authorized storage system NIS-storage www.emarketstorage.com, managed by Bit Market Services, and published on <http://www.dada.eu> (Governance/Shareholders' Meetings 2017 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> (Governance/Shareholders' Meetings 2017 section).

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

Florence, December 19th, 2016

The Chairman of the Board of Directors

Karim Beshara

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N.ro iscrizione al Registro delle Imprese di Firenze
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