



Nice S.p.A.
Cap. Soc. € 11.600.000 i.v.
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Notice of ordinary shareholders' meeting

Those authorised to attend and to exercise voting rights are called to the ordinary shareholders' meeting of Nice S.p.A. at the registered office in Oderzo (TV), via Callalta 1, on 22 April 2016, at 11:00 p.m. on first call, and, if necessary, on second call, on 26 April 2016, at the same time and in the same place, to resolve on the following

AGENDA

1. Financial Statements as at 31 December 2015, Directors' Report on Operations, Board of Statutory Auditors' Report and Independent Auditors' Report; related and resulting resolutions.
2. Resolution on the first section of the report on remuneration pursuant to article 123-ter, paragraph six, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.
3. Appointment of the Board of Directors and its Chairman, following establishment of the duration and number of members; determination of the relevant compensation; related and resulting resolutions.
4. Authorisation to purchase and dispose of treasury shares, after revoking the resolution passed by the shareholders' meeting on 24 April 2015 for what it was not used; related and resulting resolutions.

Information on the share capital

Nice share capital amounts to Euro 11,600,000, fully subscribed and paid-in, composed of 116,000,000 ordinary shares of a par value of Euro 0.10 each. Each ordinary share gives the right to one vote in the Company's ordinary and extraordinary shareholders' meetings. At the date of this notice, the Company has in its portfolio 5,336,000 treasury shares, equal to 4.6% of the share capital, for which voting rights are suspended. Therefore, 110,664,000 voting rights can be exercised at the meeting which has been called. Any change in treasury shares will be notified at the start of the meeting works.

Integration of the agenda and presentation of new proposals for resolution

Pursuant to article 126-bis of Legislative Decree no. 58 of 24 February 1998, as subsequently amended ("**TUF**", Italian Consolidated Law on Finance), the shareholders who, even jointly, represent at least one fortieth of the share capital, may request, within 10 days of publication of this notice of meeting, additions to the list of topics to be discussed, indicating in the request the further topics proposed, or may present proposals for resolution on items already on the agenda. The deadline for the request for additions to the notice of meeting is Monday 21 March 2016. The request must be made in writing by the proposing shareholders, together with suitable documentation proving that they hold the ownership stake issued by an authorised intermediary in compliance with their own accounting documents, via a registered letter sent to the Company to the address via Callalta 1, 31046 Oderzo (Province of Treviso) to the attention of the Investor Relator, or by certified e-mail to the following certified e-mail address accounting@pec.niceforyou.com. Within said deadline and with the same procedures, the proposing shareholders shall also send the Board of Directors a report on the topics proposed for discussion.

The request for additions to the list of topics to be discussed is not allowed for topics on which the shareholders' meeting resolves, by the law, upon proposal of directors or on the basis of a project or a report drafted by them, other than those as per article 125-ter, paragraph 1, of the TUF.

Information about such possible additions to the list of topics on the agenda or presentation of new proposals for resolution as well as the relevant reports prepared by the proposing shareholders will be given in the same forms as those prescribed for publication of this notice of meeting, at least 15 days before the date set for the shareholders' meeting.

Right to attend

Pursuant to article 83-*sexies* of the TUF, those who are authorised to attend the meeting and to exercise voting rights for which the Company has received notice issued by an authorised intermediary pursuant to the applicable regulations, certifying the ownership of shares on the basis of evidence from their own accounting documents in relation to the accounting day of the seventh stock market trading day prior to the date of the meeting on first call (i.e. 13 April 2016). Those who result to be owners of shares after 13 April 2016 shall not be entitled to take part or to vote in the meeting. The Company must receive the notice issued by the authorised intermediary within the third stock market trading day prior to the date of the meeting on first call (i.e. 19 April 2016) or, in any case, before the start of the meeting's works on first call.

Proxy voting

Those entitled to take part in the meeting may be represented according to the procedures provided for by the law and by the current provisions. A facsimile of the proxy form is available at the Company's registered office, on the Company's website at www.niceforyou.com, in the section *Investor Relations - Corporate Governance – Shareholders' Meetings*, and at authorised intermediaries.

Should the representative deliver or send to the Company via certified e-mail to be sent to the certified e-mail address accounting@pec.niceforyou.com, instead of the original, a copy of the proxy, it must state, under its own liability, that it complies with the original proxy and the identity of the person issuing the proxy.

In accordance with the legislation in force, the representative must keep the original of the proxy and keep track for one year from the end of the meeting's work, of any voting instructions received.

The proxy may be granted with a computer file electronically signed in compliance with article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005, as subsequently amended, or with another equivalent document.

The Company does not appoint a representative for the granting of proxies by those who are entitled to take part in the meeting.

Appointment of the Board of Directors

With reference to point three on the agenda, it should be remembered that, pursuant to article 15 of the Articles of Association, directors will be appointed on the basis of lists which can be submitted by shareholders who, individually or jointly with other shareholders, represent at least 2.5% of the share capital. Pursuant to the Articles of Association, each list may contain a minimum of 3 (three), and a maximum of 11 (eleven) candidates, listed in sequential order.

Each shareholder and members of the same shareholders' agreement, in accordance with article 122 of the TUF, subsidiaries and jointly-owned companies pursuant to article 93 of the TUF, even if they act through an intermediary or a trust company, may present, or contribute to present, and vote one list only.

The lists shall be filed at Company's registered office at least 25 (twenty-five) days prior to the shareholders' meeting on first call (i.e. by 28 March 2016). However, since said deadline could fall during the Easter holidays, in the interest of shareholders, the Company deemed it appropriate to extend it by one day to 29 March 2016. The lists may also be filed via certified e-mail to be sent to the following certified e-mail address accounting@pec.niceforyou.com.

Each list presenting at least 3 (three) candidates must contain a number of candidates of the less represented gender that is at least equal to the minimum required by applicable laws and regulations. Moreover, each list must expressly indicate the candidacy of a number of members having the independence requirements envisaged for statutory auditors by current regulations and that is in line with the provisions of the applicable laws.

Together with each list, within the term for filing it at the Company's registered office, the following must also be filed: (i) information on the identity of the shareholders who presented the list and the percentage holding they possess; (ii) statements by which each candidate confirms its candidacy and states, under its own liability, that there is no ineligibility or incompatibility, and that the requirements for holding the office of Company's director set forth by the law have been met, as well as the indication, if any, of the independence requirements envisaged for statutory auditors by current provisions of the law; and (iii) the *curriculum vitae* regarding the personal and professional characteristics of each candidate, with information on the offices as director or statutory auditor held in other companies. Each candidate can appear in one list only, otherwise it will not be appointed.

The lists presented that do not comply with the aforesaid provisions are considered void.

Finally, it should be remembered that Consob Communication no. DEM/9017893 of 26 February recommends, at the time of appointing the board of directors, that shareholders submitting a "minority list" should file, together with the list of candidates, a statement that certifies the absence of connections, even of indirect relationships, as per article 147-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 and article 144-quinquies of the regulation approved with Consob resolution no. 11971 of 19 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**"), with the shareholders who hold, even jointly, a controlling or relative majority interest.

It should be noted that, in compliance with article 15.16 of the Articles of Association, the Chairmanship of the Board of Directors shall be assigned to the first candidate on the list who obtains the highest number of votes at the Meeting.

Questions on items on the agenda

In compliance with article 127-ter of the TUF, each holder of a voting right may ask questions on the items on the agenda even before the meeting as long as it is three days before the date of the meeting (i.e. by 19 April 2016), to which a reply shall be given at the latest during the meeting, by certified e-mail to be sent to the certified e-mail address accounting@pec.niceforyou.com, together with the relevant notice issued by the authorised intermediary proving the entitlement to exercise voting rights.

Documentation

Documentation relating to the shareholders' meeting, including the illustrative reports of the Board of Directors and the proposals for discussion on the items on the agenda, the annual financial report together with the annual report on corporate governance and ownership structures as well as the reports of the Board of Statutory Auditors, the independent auditors and the report on remuneration, shall be made available to the Shareholders and the public at the Company's registered office, within the prescribed terms. The documentation shall also be available on the Company's website at the address www.niceforyou.com, in the *Investor Relations - Corporate Governance – Shareholders' Meetings* section. Holders of voting rights have the right to obtain a copy of all the above-mentioned documentation.

Oderzo, 11 March 2016

The Chairman of the Board of Directors

Lauro Buoro