



**Nice S.p.A.**  
Share Capital € 11.600.000 fully paid  
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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 26 April 2017, at 11:00 a.m. on first call, and, if necessary, on 27 April 2017 on second call at the same time and in the same place, to resolve on the following

### **AGENDA**

1. Financial Statements as at 31 December 2016, 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. Authorisation to purchase and dispose of treasury shares, subject to revocation of the resolution adopted by the Shareholders' Meeting on 22 April 2016, as not used; related and resulting resolutions.

### **Information on 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 that has been called. Any changes in treasury shares will be communicated at the start of the Shareholders' Meeting.

### **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, also 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 3 April 2017. The request must be submitted 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](mailto:accounting@pec.niceforyou.com) [accounting@pec.niceforyou.com](mailto:accounting@pec.niceforyou.com). Within said deadline and using the same procedures, the proposing shareholders shall also send the Board of Directors a report on the topics proposed for discussion.

Requests for addition to the list of topics to be dealt with are not allowed for matters on which the shareholders resolve, in accordance with the law, by proposal of the Directors or on the basis of a project or a report prepared by them, other than those under Art. 125-ter, paragraph 1 of the Italian Consolidated Law on Finance.

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 Italian Consolidated Law on Finance, intervention rights are granted to those who are authorised to attend the meeting and 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 2017). Those who are owners of shares after 13 April 2017 shall not be entitled to take part in or 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. 21 April 2017) 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 law and by current legislation. A facsimile of the proxy form is available at the Company's registered office, on the Company's website at [www.niceforyou.com](http://www.niceforyou.com), in the section Investor Relations – Corporate Governance – Shareholders' Meetings, and from authorised intermediaries.

Should the representative deliver or convey a copy of the proxy instead of the original to the Company via certified e-mail sendable to the certified e-mail address [accounting@pec.niceforyou.com](mailto:accounting@pec.niceforyou.com), it must state, under its own liability, that it complies with the original proxy and the identity of the person issuing the proxy.

Without prejudice to the above, in accordance with 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.

## **Questions on agenda items**

In compliance with article 127-ter of the Italian Consolidated Law on Finance, each holder of a voting right may ask questions on the agenda items also before the meeting provided it is within 12:00 pm two days before the date of the meeting (i.e. by 12:00 pm of 24 April 2016), to which a reply shall be given at the latest during the meeting, by certified e-mail sendable to the certified e-mail address [accounting@pec.niceforyou.com](mailto:accounting@pec.niceforyou.com), together with the relevant notice issued by the authorised intermediary proving 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 Annual 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 [www.niceforyou.com](http://www.niceforyou.com), in the section Investor Relations – Corporate Governance – Shareholders' Meetings. Holders of voting rights have the right to obtain a copy of all the above-mentioned documentation.

Oderzo, 24 March 2017

Chairman of the Board of Directors

Lauro Buoro