



Nice S.p.A.
Share Capital Euro 11,600,000 fully paid-in
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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 administrative offices in Oderzo (TV), via Callalta 1, on 24 April 2018, at 5:00 pm on first call, and, if necessary, on 26 April 2018 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 2017, 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 Remuneration Report 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 26 April 2017, as not used; related and resulting resolutions.
4. Appointment of the Board of Statutory Auditors and its Chairman for the three-year term that will end with the approval of the financial statements at 31 December 2020; determination of the relevant compensation; related and consequent 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 entitles to one vote at ordinary and extraordinary Shareholders' Meetings, except as provided for in articles 8-bis, 8-ter and 8-quater of the Articles of Association on the increase of voting rights. It is noted that, as announced in accordance with applicable law, the increase in the voting rights in favour of certain shareholders has had effect. The amount of voting rights will be published on the Company's website under the terms of article 85-bis, paragraph 4-bis, of the regulation issued by Consob with resolution no. 11971 of 1999 (as subsequently amended) ("**Issuers' Regulation**").

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. Any changes in treasury shares will be communicated at the start of the Shareholders' Meeting.

Additions to the agenda and presentation of new proposed resolutions

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 meeting notice is Saturday 24 March 2018. 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) for 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 using the same procedures, the proposing shareholders shall also send the Board of Directors a report on the topics proposed for discussion.

Requests for extension of 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 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, 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 2018). Those who are owners of shares after 13 April 2018 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. 19 April 2018) or, in any case, before the start of the meeting's works on first call.

Voting by proxy

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, 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 to be sent to the certified e-mail address 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.

Election of the Board of Statutory Auditors

With reference to point four on the agenda, it is recalled that, pursuant to article 20 of the Articles of Association, auditors 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.

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, each consisting of two sections, one for the candidates for the office of statutory auditor and the other for candidates for the office of alternate auditor, must be filed at the Company's registered office at least 25 (twenty-five) days before the deadline set for the meeting on first call (i.e. by 30 March 2018 at 8:00pm, to enable the Company to fulfil all the obligations imposed by the Issuers' Regulation). Lists can also be filed via a certified e-mail message to be sent to the following certified e-mail address accounting@pec.nicegroup.com.

Each list that, considering both sections, presents 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. If the section of candidates for the position of alternate auditor indicates at least 2 (two) candidates, they must belong to different genders. In each list, candidates are listed by a progressive number.

Together with each list, within the terms mentioned above, the following shall be filed: (i) information on the identity of the shareholders who presented the list and the percentage holding they jointly possess; (ii) 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; (iii) statements by which each candidate confirms his or her candidacy and states, under his or her own liability, that there is no cause for ineligibility or incompatibility, even with regards to the limit to the number of offices held, and also that the requirements set forth by the law and the Articles of Association for holding office have been met. In addition to provisions in the previous points, if a list is presented by shareholders other than those who hold, even jointly, a controlling or relative majority interest in the Company's share capital, said list shall be accompanied by a statement from the shareholders that present it, stating the absence of connections with one or more reference shareholders, as defined by current regulations. Each candidate may appear on only one list under penalty of ineligibility.

It is recalled that, pursuant to article 144-*sexies*, paragraph 5 of the Issuers' Regulation, in the event that at the end of the twenty-fifth day preceding the Shareholders' Meeting only one list has been filed for the appointment of the members of the Board of Statutory Auditors, or only lists presented by shareholders who, according to the provisions of article 144-*sexies*, paragraph 4 of the Issuers' Regulation, are connected to each other pursuant to article 144-*quinquies* of the Issuers' Regulation, lists may be presented on the third day following said date (i.e. by 2 April 2018, to be considered extended to 4:00pm of 3 April 2018, first following day that is not a holiday) and the shareholding required for the presentation of the lists (2.5% of the share capital) is reduced to half.

The submitted lists that do not conform to the provisions of the Articles of Association shall be considered as if they were not submitted.

It is also noted that, in compliance with the law and article 20.16 of the Articles of Association, the Chairmanship of the Board of Statutory Auditors shall be assigned to the first candidate on the second list who obtains the highest number of votes at the Meeting.

Lastly, it is recalled that, the current Code of Conduct for Listed Companies recommends that statutory auditors of listed companies must be chosen from among persons who qualify as independent also based on the independence criteria provided by article 3 of the Code of Conduct with reference to Directors.

Questions on agenda items

Pursuant to 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. 21 April 2018), 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 Remuneration Report, 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 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 aforementioned documentation.

Oderzo, 14 March 2018

Chairman of the Board of Directors

Lauro Buoro