



**OLIDATA S.p.A. in liquidation**

ISSUED SHARE CAPITAL PAID Euro 2.346.000,00.

HEAD QUARTERS IN PIEVESESTINA DI CESENA (FC) VIA FOSSALTA 3055

REGISTERED AT THE BUSINESS REGISTER OF FORLI' N. 01785490408

R.E.A. OF FORLI' N. 216598

## **ILLUSTRATIVE REPORT**

**With regards to the proposals concerning the matters on points of the agenda of the ordinary Shareholders Assembly convened on April 12 2018, on first convening, if necessary on second convening on April 13, 2018.**

(Issued Pursuant to art. 125-*ter* of the D. Lgs. n. 58/1998)

(Approved by Olidata S.p.A. in liquidation Liquidator on March 2, 2018)

Dear Shareholders,

the present report has been prepared by the Liquidator of Olidata S.p.A. in Liquidation (the “**Company**”), with reference to points 1 and 2 of the agenda of the Ordinary Shareholders Assembly convened at the headquarters in Pievesestina di Cesena (FC), Via Fossalta n. 3055, on April 12, 2018 at 11.00 AM on first convening and should it be necessary on second convening on April 13, 2018, same place and time, with the following agenda:

- 1. Annual Financial Statement as of December 31, 2017:**
  - 1.1. Approval of the Annual Financial Statement as of December 31, 2017; Liquidators Report, Board of Statutory Auditors Report and Accounting Firms Report;**
  - 1.2. Deliberation on operating results;**
- 2. Remuneration Report - deliberation relating to the first section, pursuant to article 123-ter, comma 6 of the D. Lgs. n. 58/1998;**

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**1. Annual Financial Statement as of December 31, 2017**

**1.1 Approval of the Annual financial Statement as of December 31, 2017; Liquidators Report, Board of Statutory Auditors Report and Accounting Firms Report**

The draft budget on December 31, 2017, approved by the Liquidator of the Company on March 2, 2018, shows a net profit of Euro 29.949.288. The draft budget on December 31, 2017, the Management Report indicating the Report on corporate governance and ownership structure and the statement pursuant to art. 154-bis, comma 5 of the D. Lgs. n. 58/1998, as well as the Board of Statutory Auditors Report and the Accounting Firms Report are available to the public according the provisions in force and the time limits they set and, in particular, they are deposited at the headquarters, available on the Company’s internet site at the address [www.olidata.com](http://www.olidata.com) (section Investor Relations), as well as on the storage mechanism 1Info, at [www.1info.it](http://www.1info.it).

Referring to the Report on Operations, to the Board of Statutory Auditors Report, to the Accounting Firms Reports and to the illustration of the draft budget on December 31, 2017, the Liquidator invites the Shareholders to approve the following proposal:

*“Olidata S.p.A. in Liquidation Ordinary Assembly”*

- *Examined the draft budget to December 31, 2017 and the management report;*
- *Taken note of the Board of Statutory Auditors and the Accounting firm reports;*

*deliberates*

- *To approve Olidata S.p.A. in Liquidation Financial Statements dated December 31, 2017, from which results a net income of Euro 29.949.288”,*

## **1.2 Resolution regarding the result for the year**

Should the project to the financial Statements on December 31, 2017 prepared by the liquidator should be approved, the net assets of the Company at that date would be as follows:

- Share Capital Euro 2.346.000;
- Monetary Revaluation Reserve Euro 248.333;
- Legal Reserve Euro 469.200;
- Reserve for transition to IAS negative Euro (137.977);
- Cumulative negative result previous exercises to Euro (32.349.364);
- Positive net income for Euro 29.949.288.

Due to the fact that on December 31, 2017, the Company’s shareholders’ equity is positive to Euro 525.480, the Liquidator invites the Shareholders to approve the following proposal:

*“Olidata S.p.A. in Liquidation Ordinary Assembly*

- *Approved the Financial Statements to December 31, 2017 and the Management Report;*
- *Taken note of the Board of Statutory Auditors and the Accounting firm reports;*
- *Taken note of the Liquidator’s proposal;*

*deliberates*

*relative the net profit reported on the Olidata S.p.A. in Liquidation December 31, 2017 Financial Report, equal to Euro 29.949.288, to:*

*approve the present Draft Budget allocating the net profit for the year to cover past losses”.*

## **2. Remuneration Report - deliberation relating to the first section, pursuant to article 123-ter, comma 6 of the D. Lgs. n. 58/1998**

Pursuant to the combination of disposed by the art. 123-ter, comma 1 of the D. Lgs. n. 58/1998 and of the art. 84-quater, comma 1 of the Issuer Regulation adopted by Consob with resolution n. 11971 dated May 14, 1999, starting from the business of 2011, the Company makes available to the public, at least 21 days prior to the date fixed for the Assembly for the approval of the Financial Statement, at its headquarters, on Olidata S.p.A. in Liquidation website [www.olidata.com](http://www.olidata.com), as well as on the storage mechanism 1Info, at the address [www.1info.it](http://www.1info.it), the Remuneration Report issued in conformity to Attachment 3A, Scheme 7-bis of the same Regulation.

The Remuneration Report, approved by the Liquidator is divided into two sections. The first section illustrates the information on the procedures used for the adoption of the

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remuneration policy, for its implementation (also with reference to the control bodies), as well as the content of the policy with reference to the management body and managers. The second section gives a peculiar report on the 2017 business of the up said subjects (including the treatments provided in cases of termination of office of termination of employment), of any title an in any form, by the listed Company and its subsidiaries or affiliated companies.

The Assembly is requested to express a non-binding vote on the first section of this report about: (i) the Company's policy on remuneration component of the board (the Liquidator) and of the executives; as well as (ii) to the procedures for the adoption and implementation of this policy, pursuant to art. 123-ter, comma 6 of the D. Lgs n. 58/1998.

The Liquidator invites the Shareholders to approve the following proposal:

*“Olidata S.p.A. in Liquidation Ordinary Assembly*

- *Taken note of the Remuneration Report issued by the Liquidator, pursuant to art. 123-ter of the D. Lgs. n. 58/1998 and of art. 84-quater of the Issuers Regulation adopted by Consob with resolution n. 11971 dated May 14, 1999;*
- *Examined, in particular, the first section regarding the Company's policy about the compensation component of the board (the Liquidator) and of the executives and of the procedures used for the adoption and implementation of this policy;*

*deliberates*

*to express themselves in favor on the first section of the Remuneration Report”.*

Pievesestina di Cesena, March 13, 2018

**The Liquidator  
Riccardo Tassi**