

ILLUSTRATIVE REPORT OF THE REFERENCE SHAREHOLDER "LE FONTI CAPITAL PARTNER S.R.L." PURSUANT TO ART. 125-TER D.LGS. 58/98 ON A PROPOSAL RELATING TO THE INTEGRATION OF THE AGENDA AND THE PRESENTATION OF NEW PROPOSED RESOLUTIONS

- 2. Amendment of the decision taken by the Shareholders' Meeting of April 13, 2018 which established the composition of the Board of Directors in the number of five Directors;**
- 3. Determination of the number of members of the Board of Directors and appointment to supplement the Directors for financial years 2019-2020 and, if applicable, determination of remuneration.**

Shareholders,

pursuant to art. 125-ter of Legislative Decree 58/98, and subsequent amendments and additions, the President of the company "Le Fonti Capital Partner Srl" makes available to you, together with further documentation, an illustrative report concerning the matters to be added to the the agenda of the Extraordinary Shareholders' Meeting called at the registered office in Via Fossalta n. 3055, Cesena, on April 30, 2019 at 11am on first call and, if necessary, on second call for May 2, 2019 at the same time at 11am and, if necessary, on third call for May 15, 2019 at 11am.

- 1. Capital increase against payment and in divisible form, up to a maximum amount of Euro 30,000,000.00 (thirty million / 00), through the issue, at a price higher than the accounting par value, of new ordinary shares without par value, having the same characteristics as those in circulation to be offered to third-party investors with the exclusion of the option right pursuant to art. 2441, paragraphs 5 and 6, of the Civil Code, and consequent amendment of the art. 4 of the Bylaws;**
- 2. Amendment of the decision adopted by the extraordinary shareholders' meeting of April 13, 2018 which established the composition of the Board of Directors in the number of five Directors;**
- 3. Determination of the number of members of the Board of Directors and appointment to supplement the Directors for financial years 2019 - 2020 and, if applicable, the determination of remuneration.**

\* \* \*

Shareholders,

We propose to examine and approve a proposal for a resolution concerning the increase in the number of members of the Board of Directors from the current four to seven, the simultaneous appointment of three new Directors and the ratification of the compensation of the Board of Directors following the adoption of the resolution of integration.

It is believed that the increase in the number of its members will enrich the powers of the Board itself and will allow a more effective action of the Board to support for the development of the Company.

On the basis of the provisions of the current Articles of Association, in the event of the appointment of directors that takes place outside the hypotheses of renewal of the entire Board of Directors– as in this case

– the Shareholders' Meeting resolves with the legal majorities and without apply the procedure of “list voting”.

Given the above, it is therefore proposed that the Shareholders' Meeting integrate the composition of the Board of Directors - based on the proposals that may be submitted by the Shareholders - by appointing three additional directors who will expire with those in office at the time of their appointment and then with the Shareholders' Meeting called to approve the financial statements at 31 December 2020.

The new composition would in any case be in compliance with the maximum envisaged by the Bylaws.

Shareholders wishing to make proposals for the appointment of directors are therefore invited to submit the relative applications accompanied by (i) the curriculum vitae and a comprehensive information regarding the personal and professional characteristics of the candidates, with the indication - if any - of the suitability of the same to qualify as independent pursuant to art. 3 of the Corporate Governance Code and art. 148, paragraph 3, of Legislative Decree 24 February 1998, n. 58 as well as (ii) the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, the inexistence of causes of ineligibility and incompatibility, as well as the existence of the requisites prescribed by current legislation for the respective offices.

In order to allow the Shareholders' Meeting to know the personal and professional characteristics of the candidates with the advance necessary to knowingly exercise the right to vote, as recommended by the Corporate Governance Code, those who intend to present proposals for the appointment of directors are invited to file the relative candidacies, together with the aforementioned documentation, possibly within the twenty-fifth day prior to the date scheduled for the first call meeting (ie April 10, 2019), in order to allow the Company to promptly make the aforementioned documentation at the registered office of the latter, Borsa Italiana SpA and on the Company's website at [www.olidata.com](http://www.olidata.com). However, it remains the case that, pursuant to the law, the person with the right to vote may individually present candidacies during the meeting.

We also propose to determine the gross annual remuneration due to the Board of Directors by raising the total annual compensation for the entire Board of Directors from gross € 260.000 to gross €300,000, for the term of office in office and to be updated per year . The reference shareholder, considering the above, proposes to approve the following resolution proposal:

“The shareholders' meeting resolves:

- to amend the decision taken by the shareholders' meeting of 13 April 2018 which established the composition of the Board of Directors in the number of five Directors;
- to increase the number of members of the Board of Directors from the current four to seven;
- to fix the term of office of the new Directors up to the expiry of the mandate of the current Board of Directors and precisely up to the date of the Shareholders' Meeting called to approve the financial statements at December 31, 2020;
- to raise the total annual remuneration for the entire Board of Directors from gross € 260,000 to gross € 300,000, for the period of term in office and to be updated per year.”

Forlì, March 30, 2019