THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF ANY NOTEHOLDER IS IN ANY DOUBT AS TO THE ACTION IT SHOULD TAKE OR IS UNSURE OF THE IMPACT OF THE EXTRAORDINARY RESOLUTIONS TO BE PROPOSED AT THE MEETING, IT SHOULD SEEK ITS OWN INDEPENDENT FINANCIAL AND LEGAL ADVICE IMMEDIATELY. THIS DOCUMENT SHOULD NOT BE FORWARDED OR DISTRIBUTED BY ANY NOTEHOLDER TO ANOTHER PERSON AND SHOULD NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS NOTICE BY ANY NOTEHOLDER IN WHOLE OR IN PART IS UNAUTHORISED. THIS NOTICE IS NOT BEING SENT TO, AND NO VOTES ARE BEING SOLICITED FROM, NOTEHOLDERS IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL TO SEND SUCH NOTICE OR DELIVER SUCH VOTES.

6 January 2023

To the Paying Agent

Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom
E-mail: tss-gds.eur@db.com
To the attention of Debt & Agency Services

To the Trustee and Noteholders' Representative

GLAS Trust Corporation Limited
55 Ludgate Hill
Level 1 West
London EC4M 7JW
United Kingdom
E-mail: dcm@glas.agency
To the attention of Trustee and Escrow Services

and, through delivery by the Trustee, to:

The Holders of the EUR 195,000,000.00
Floating Rate Senior Secured Notes Due 9 February 2023
Issued by Opnet S.p.A.

Notice of Meeting of the Holders of the
EUR 195,000,000.00 Floating Rate Senior Secured Notes Due 9 February 2023
ISIN Number: XS2039742569
ISIN Number: XS2038910837
Issued by **Opnet S.p.A.**

Opnet S.p.A. (the "Issuer") hereby gives notice of a meeting (the "Meeting") of the holders ("You") of the EUR 195,000,000.00 Floating Rate Senior Secured Notes Due 9 February 2023 (the "Notes") to be held at the office of the notary public ZNR Notai in Milan (Italy), via Metastasio 5

in first call, on 6 February 2023, at 5.00 pm (CET)

or

in second call, on 7 February 2023, at 5.00 pm (CET)

for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an Extraordinary Resolution in accordance with the provisions of the Trust Deed, dated 9 August 2019 (as amended and supplemented on 7 April 2021 and on 28 January 2022, the "Trust Deed"), between the Issuer and GLAS Trust Corporation Limited, the Trustee, as trustee for the noteholders:

"Approval, in accordance with any applicable law, of the Proposals (as defined in Paragraph I below)"

Please find below a description of the key terms of the Proposals submitted for Your approval as well as the general rules that govern the holding of the Meeting and Your attendance.

Terms used but not defined in this convening notice shall have the meaning assigned to them in the terms and conditions of the Notes (as amended or restated from time to time, the "Conditions") or in the Trust Deed.

I. Proposals

The Issuer is seeking the consent of the Noteholders to the following proposals (the "Proposals"), all such Proposals to be deemed subject to one single resolution by the Meeting and any such consent to be effected through such one single resolution:

(a) ***First Proposal – Extension of the Final Maturity Date***

Proposal to amend the Conditions in order to extend the Final Maturity Date up to a maximum of twelve months (the "Extension"), as further detailed in the Consent Solicitation Document (as defined below). Subject to the approval of the Extension by the Meeting, and in recognition of the Noteholders' consent to the Proposals, the Company shall consider paying to the Noteholders, including, for the sake of clarity, those Noteholders that will not attend or vote in the Meeting, a certain Extension fee calculated as a percentage of the Principal Amount Outstanding of the Notes, as further detailed in the Consent Solicitation Document.

(b) ***Second Proposal – General Matters***

Sanctions and assents to every abrogation, variation, modification, compromise or arrangement in respect of the rights of the Noteholders appertaining to the Notes against the Issuer, whether or not such rights arise under the Notes or the Trust Deed, and assents to every modification, variation or abrogation of the Conditions and the Trust Deed involved in or resulting from or to be effected by the implementation of the Proposals.

Agrees and acknowledges that the Trustee shall have no liability for acting on the approval of any Proposals even though it may be subsequently found that there is a defect in the passing of an Extraordinary Resolution on such Proposals that for any reason cause the Extraordinary Resolution not to be valid or binding on the holders.

Discharges, indemnifies and exonerates the Trustee from any and all liability for which it may have become or may become responsible under the Trust Deed or the Notes in respect of any act or omission in connection, the modifications of the Conditions, the implementation of the Proposals.

Authorises, directs, requests and empowers the Trustee to concur, approve, execute and do all such other deeds, instruments, acts and things and give all such directions and consents under the Trust Deed or the Notes as may be necessary, appropriate or expedient in the sole opinion of the Trustee to carry out and give effect to the Proposals, including by making any appropriate modifications to the Conditions.

II. Quorum and Majority

Pursuant to section 2415 of the Italian civil code, paragraph 1, no. 2 and no. 5, the modification of any term of the Notes is subject to the approval by a meeting of the holders of the Notes, such as the Meeting.

Pursuant to the Trust Deed and to Condition 18.6, the Meeting will be validly held if there are one or more Voters present holding or representing at least 66.7% of the aggregate Principal Amount Outstanding of the Notes, and the Extraordinary Resolutions are passed if approved by Voters holding or representing at least 66.7% of the aggregate Principal Amount Outstanding of the Notes.

Further rules in respect of the convening and holding of the Meeting are set forth in schedule 4 (*Provisions for Meetings of Noteholders*) to the Trust Deed.

III. Admission to Vote

All the Notes are represented by two global notes deposited with Deutsche Bank AG, London Branch as common depositary for, and registered in the name of BT Globenet Nominees Limited as a nominee of Clearstream Banking, S.A. ("Clearstream, Luxembourg") or Euroclear Bank SA/NV ("Euroclear"; Clearstream, Luxembourg and Euroclear, the "Clearing Systems"). For the purposes of the Meeting, a "Noteholder" shall mean each person who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular principal amount outstanding of the Notes.

The provisions governing the admission to vote at the Meeting are set forth in Schedule 4 (*Provisions for Meetings of Noteholders*) to the Trust Deed.

IV. Consent Solicitation Document - Attendance and Voting

As soon as practicable following the date of this convening notice, and by no later than 23 January 2023, the Issuer shall deliver to the Noteholders a notice describing in detail the available choices and applicable conditions with respect to each of the Proposals and containing the instructions to vote in the Meeting (the "Consent Solicitation Document").

Following the delivery of the Consent Solicitation Document, Noteholders will be entitled to attend and vote at the Meeting:

(a) by requesting the Tabulation Agent to issue a Block Voting Instruction (as these terms are defined in Paragraph V below) by arranging for the relevant Notes to be blocked in an account with the relevant clearing system and by delivering to the Tabulation Agent written instructions by no later than the Record Date and Time; or

(b) by executing and delivering a Form of Proxy (as this term is defined in Paragraph VI below) to the Tabulation Agent by no later than the Record Date and Time.

"Record Date and Time" means the date and time falling 48 hours before the time fixed for the Meeting, being with respect to

the first call: **4 February 2023, at 5.00 pm (CET)**; and

the second call: **5 February 2023, at 5.00 pm (CET)**.

The Extraordinary Resolutions shall be binding upon all Noteholders whether or not present at the Meeting and irrespective of how their votes were cast at the Meeting and each of the Noteholders shall be bound to give effect to them accordingly.

V. Block Voting Instruction

A Noteholder wishing to submit its vote on the Proposals pursuant to the instructions set forth by the Consent Solicitation Document may submit an irrevocable electronic voting instruction (each a "Block Voting Instruction") through the relevant Clearing System to GLAS Specialist Services Limited, acting as tabulation agent (the "Tabulation Agent"), in accordance with the procedures of, and by the earlier deadlines specified by, such Clearing System for receipt on or prior to the Record Date and Time.

For such purposes, each Noteholder must block the Notes in its account until the Record Date and Time in accordance with the usual operating procedures of the relevant Clearing System. Block Voting Instructions, once given, cannot be amended or revoked and each should comply with schedule 4 (*Provisions for Meetings of Noteholders*) to the Trust Deed.

By delivering a Block Voting Instruction through the Clearing Systems, Noteholders are deemed to authorise the relevant Clearing System to (*a*) disclose the identity and contact email address of both the beneficial owner of the relevant Notes and any custodian to the Issuer, and (*b*) confirm to the Issuer, the Trustee and the Tabulation Agent, the outstanding principal amount of Notes held by the Noteholder and in respect of which the Noteholder has expressed its vote in connection with the Proposals pursuant to the instructions set forth by the Consent Solicitation Document.

Each Noteholder voting on the Proposals pursuant to the instructions set forth by the Consent Solicitation Document and through the Clearing Systems will be deemed to have instructed the Tabulation Agent to vote on its behalf in the Meeting - as the case may be - according to its voting instructions.

VI. Form of Proxy

Each Noteholder wishing to submit its vote on the Proposals pursuant to the instructions set forth by the Consent Solicitation Document may execute and deliver to the Tabulation Agent a form of proxy in the English language (such form being available to the Noteholders upon written request to the Trustee or the Issuer), signed by it or, in the case of a corporation, executed under its seal or signed by a duly authorised officer, and delivered to the Tabulation Agent not later than on the

Record Date and Time, instructing the Tabulation Agent (or other named individual or individuals) to vote in the Meeting on the Proposals pursuant to the instructions set forth by the Consent Solicitation Document and in respect of the Notes held by such Noteholder (the "Form of Proxy").

The Form of Proxy shall be delivered by the Noteholders to the Tabulation Agent together with proof of holding of the Notes in respect of which the relevant Noteholder is exercising the right of vote.

The Tabulation Agent shall attend the Meeting on behalf of the Noteholders having delivered the Form of Proxy and shall vote in the Meeting on the Proposals according to the voting instructions set forth in the Form of Proxy.

VII. Publication of this Notice

This notice is being published on the website of the Vienna Stock Exchange (www.wienerborse.at) and on the Issuer's website (www.opnet.it) and is also distributed to the Noteholders through Euroclear and Clearstream.

VIII. Notices and Documents

Notice of the result of the Meeting will be given to the Noteholders and to the Paying Agents and the Registrar (with a copy to the Issuer and the Trustee) within 14 days of the conclusion of the Meeting.

Copies of the minutes of the Meeting as well as of the amended and restated version of the Conditions will be available, during normal business hours, for inspection or collection at the offices of the Issuer or upon request to the Trustee.

* * *

The Trustee has not been involved in the formulation of the Proposals and the Trustee expresses no opinion on the merits of the Proposals or on whether Noteholders would be acting in their best interests in approving any of the Proposals, and nothing in this notice should be construed as a recommendation to Noteholders from the Trustee to vote in connection with the Proposals. Noteholders should take their own independent financial and legal advice on the merits and on the consequences of voting on the Proposals, including as to any tax consequences. On the basis of the information set out in this notice, the Trustee has authorised it to be stated that the Trustee has no objection to Proposals being put to Noteholders for their consideration.

Following the valid passing of an Extraordinary Resolution at the Meeting, the Trustee and the Agents shall, without the consent of the Noteholders, enter into such documentation and make such amendments and supplements to the Finance Documents as may be necessary to effect the approval of the Proposals.

* * *

Noteholders should contact the following for further information in respect of this convening notice and the Meeting:

ISSUER

Opnet S.p.A.
Viale Città d'Europa, 681
00144 Rome
Italy
E-mail: additionalnotes2021@opnet.it

PAYING AGENT

Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom
E-mail: tss-gds.eur@db.com

NOTEHOLDERS' REPRESENTATIVE AND TRUSTEE

GLAS Trust Corporation Limited
55 Ludgate Hill
Level 1 West
London EC4M 7JW
United Kingdom
E-mail: dcm@glas.agency

TABULATION AGENT

GLAS Specialist Services Limited
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Level 1 West
London EC4M 7JW
United Kingdom
E-mail: dcm@glas.agency