



NOTICE OF CONVOCATION

OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

Those entitled to attend and exercise the right to vote are called to the Ordinary Shareholders' Meeting on **26 May 2020**, in a single call, at 10:00 a.m., in Rome, at the doBank offices located at Lungotevere Flaminio 18, to discuss and resolve on the following

AGENDA

EXTRAORDINARY SESSION

- 1. Delegation of power to the Board of Directors to increase share capital, on one or more occasions and, in any case, in a divisible form, with no pre-emption rights pursuant to Articles 2443 and 2441, paragraph 4, second sentence, of the Italian Civil Code, namely against payment or in cash, through the issue, also in one or more tranches, of a number of ordinary shares not exceeding 10% of the total number of doValue shares outstanding on the date the power is exercised. Amendment of Art. 5 of the Articles of Association. Related and consequent resolutions.**
- 2. Partial Update of Art. 4 of the Articles of Association. Related and consequent resolutions.**

ORDINARY SESSION

- 1. Financial statements and consolidated financial statements at 31 December 2019**
 - 1.1 Approval of the financial statements at 31 December 2019; Presentation of the Consolidated Financial Statements at 31 December 2019; Reports of the Board of Directors, Board of Auditors and independent auditing company;*
 - 1.2 Allocation of the profit for the year and distribution of dividend. Related and consequent resolutions.*
- 2. Remuneration policies:**
 - 2.1 Report on remuneration policy and on remuneration paid;
a) Sect. I - 2020 policy;
b) Sect. II - 2019 implementation;*
 - 2.2 2020 Incentive Plan based on financial instruments (with CONSOB Information Document for 2020 stock option plan);*
- 3. Supplementation of fees of the independent auditing company EY S.p.A. for the statutory audit of doValue S.p.A.'s individual and consolidated financial statements for the financial years from 2019 to 2024; related and consequent resolutions.**
- 4. Authorisation to the Board of Directors to purchase treasury shares and to complete acts of disposition on the same; related and consequent resolutions.**
- 5. Amendments to the doValue SpA Shareholders' Meeting Regulation; related and consequent resolutions.**

doValue S.p.A.

già doBank S.p.A.

Viale dell'Agricoltura, 7 – 37135 Verona (VR)

T: 800 44 33 94 – F: +39 045 8764 831

Mail: infodvl@dovalue.it

dovalue.pec@actaliscertymail.it

Sito web: www.dovalue.it

Sede Legale in Verona, Viale dell'Agricoltura, 7 – Iscrizione al Registro Imprese CCIAA di Verona CCIAA/NREA: VR/19260
Codice Fiscale n° 00390840239 e Partita IVA n° 02659940239 – Capitale Sociale € 41.280.000 interamente versato.



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In order to minimise the risks associated with the current health emergency, the Company has decided to invoke the option established by Italian Decree Law dated 17 March 2020, no. 18, containing "Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19", to envisage that the intervention of shareholders at the Shareholders' Meeting occurs **exclusively through the designated representative** in accordance with Article 135-undecies of Italian Legislative Decree no. 58/98 (hereinafter Designated Representative), without physical participation by the shareholders.

LEGITIMACY TO ATTEND AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies of Italian Legislative Decree no. 58/98 ("Consolidated Finance Law") and Art. 8 of the Articles of Association, the legitimacy to attend at the Shareholders' Meeting and to exercise the right to vote - which may occur exclusively by way of the Designated Representative - is subject to the Company receiving the communication issued by an authorised intermediary in accordance with existing regulations certifying ownership of the Shares based on the contents of its accounting records at the end of the accounting day of the seventh open market day before the date for the Shareholders' Meeting at single convocation (namely **15 May 2020 - record date**). Those who come to hold shares after that date will not have the right to attend and vote at the Shareholders' Meeting.

The intermediary's communication must be received by the Company by the end of the third open market day before the date of the Shareholders' Meeting and, therefore, by **21 May 2020**. The legitimacy to attend and vote remains valid if the communications are received by the Company beyond the aforementioned deadline, provided that it is before the beginning of the Shareholders' Meeting works.

The Directors, the Statutory Auditors, the representative of the independent auditing company and the Designated Representative pursuant to Article 135-undecies of the Consolidated Finance Law may attend the Shareholders' Meeting using remote connection systems that allow identification, in compliance with existing applicable regulations; the secretary of the meeting and the Notary will be present at the place where the Shareholders' Meeting is called.

ATTENDANCE AT THE SHAREHOLDERS' MEETING AND GRANTING OF DELEGATION TO THE SHAREHOLDERS' REPRESENTATIVE

In accordance with Art. 106 of Italian Decree Law no. 18 of 17 March 2020 "Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19" ("**Decree**") the attendance at the Shareholders' Meeting of those who have the right to vote will take place exclusively by way of Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan ("**Spafid**") as the Company's Designated Representative in accordance with Art. 135-undecies of the Consolidated Finance Law ("**Designated Representative**").

The delegation may be granted, at no cost to the delegating party (except for any transmission costs), with voting instructions on all or some of the proposals on the agenda, using the specific form available, with the relevant instructions for completion and transmission, on the Company's website at www.dovalue.it in the "Governance - Shareholders' Meeting 26 May 2020" section.



The delegation with voting instructions must be received, in original, together with a copy of a valid identity document of the delegating party or, if the delegating party is a legal person, of the acting legal representative or other person with suitable powers, together with suitable documentation to certify that qualification and powers, by the Designated Representative, by the end of the second open market day prior to the date of the Shareholders' Meeting (i.e. by **22 May 2020**) at the certified mail address assemblee@pec.spafid.it indicating in the subject line "Delegation for the 2020 doValue Shareholders' Meeting" or by courier/registered letter with notice of receipt (to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, Ref. "Delegation for the 2020 doValue Shareholders' Meeting"). The transmission to the aforementioned certified email address of the delegation, signed with qualified or digital electronic signature, in accordance with existing regulations, meets the requirement of the written form.

By the aforementioned deadline of **22 May 2020**, the delegation and voting instructions may always be revoked by the methods indicated above.

It is noted that the shares for which the delegation has been granted, even partial, are calculated for the purposes of the due constitution of the Shareholders' Meeting.

In accordance with the aforementioned Decree, the Designated Representative may also be granted delegations and/or sub-delegations pursuant to Article 135-novies of the Consolidated Finance Law, in derogation of Art. 135-undecies, paragraph 4 of the Consolidated Finance Law.

Those who do not wish to use the intervention method envisaged by Art. 135-undecies of the Consolidated Finance Law, may, alternatively, grant to the Delegated Representative itself a delegation or sub-delegation pursuant to Art. 135-novies of the Consolidated Finance Law, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the appropriate delegation/sub-delegation form, available on the Company's website at www.dovalue.it in the "Governance - Shareholders' Meeting 26 May 2020" section.

For the granting and notification of delegations/sub-delegations, even electronically, the procedures set out in the delegation form must be followed. The delegation must be received by 6:00 pm on the day before the Shareholders' Meeting (and in any case by the beginning of the shareholders' meeting works). The delegation and voting instructions may always be revoked by the above deadline by the methods indicated above.

For any clarifications regarding the granting of the delegation to the Designated Representative (and in particular regarding the completion of the delegation form and the voting instructions and their transmission), Spafid can be contacted by e-mail at confidential@spafid.it or at the following telephone number (+39) 0280687.331 - 0280687.319 (on open office days, from 9:00 am to 5:00 pm).

The Company reserves the right to supplement and/or amend the above instructions in consideration of the intervening needs as a result of the current epidemiological emergency situation from Covid 19 and its developments that cannot currently be foreseen.

ADDITION TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

In accordance with Art. 126-bis of Italian Legislative Decree no. 58/98, Shareholders who, jointly or separately, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notice and, therefore, by **4 May 2020** the addition to the agenda, specifying in the request the proposed additional items or submit resolution proposals concerning items already included in the agenda by this notice of convocation.



Shareholders for whom the Company has received an ad hoc communication by an intermediary authorised by applicable legal regulations are entitled to request that further items be added to the agenda or to present new resolution proposals.

The requests for addition and the other proposals of resolution must be submitted in writing and must be received by the Company - by **4 May 2020** - by registered letter at the registered office of the Company, Viale dell'Agricoltura, 7 – 37135 Verona (to the attention of Corporate Affairs Office, or by certified email dovalue.pec@actaliscertymail.it - with a copy for information at the email address coraffairs@dovalue.it - indicating, in the message accompanying the request, a telephone number, fax number or e-mail address of the sender).

For the above purposes, within the aforementioned deadline of ten days, the proposing Shareholders must submit a report stating the reasons for the proposed resolutions on the new subjects they are proposing to discuss or the reasons for the further proposed resolutions presented on items already in the agenda.

The supplementation of the agenda is not allowed for the matters on which the Shareholders' Meeting resolves, according to the law, on the proposal of the Directors or on the basis of a project or a report prepared by them.

Any additions to the agenda or the presentation of further resolution proposals will be announced by the Company, with the same procedures for publishing this notice, at least fifteen days before the date of the Shareholders' Meeting.

Other Shareholders' Rights

In view of the fact that, due to the current health emergency, attendance at the Shareholders' Meeting will take place exclusively through the Delegated Representative, legitimated shareholders – who have already certified ownership of the shares - who intend to formulate resolution proposals on the items on the agenda must submit them by 15 May 2020 by way of transmission to the address dovalue.pec@actaliscertymail.it - with a copy for information at the email address coraffairs@dovalue.it - . The Company will publish the proposals received on its website www.dovalue.it in the section "Governance - Shareholders' Meeting 26 May 2020", in order to allow those entitled to vote to express themselves also taking into account these new proposals and to allow the Designated Representative to receive voting instructions.

RIGHT TO PROPOSE QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

In accordance with Art. 127-ter of Italian Legislative Decree no. 58/98, those who have the right to vote in the Shareholders' Meeting and in favour of whom already the Company has received a specific communication attesting the ownership of the Shares from an authorised intermediary under current legislation, may ask questions on the agenda items before the Shareholders' Meeting.

The questions must be sent to the Company in writing, by way of transmission by registered mail, to the registered office of the Company, Viale dell'Agricoltura, 7 - 37135 Verona, (for the attention of the Corporate Affairs Office) or by certified email to the address dovalue.pec@actaliscertymail.it - with a copy for information at the email address coraffairs@dovalue.it.

Questions must be received by the Company by the seventh open market day prior to the date set for the Shareholders' Meeting, i.e. **15 May 2020**.



Questions received by this deadline will be answered at least two days prior to the Shareholders' Meeting also through publication in a special section of the Company's website www.dovalue.it in the section "Governance - Shareholders' Meeting 26 May 2020". The Company may provide a single response to questions having the same content.

DOCUMENTATION AND INFORMATION FOR SHAREHOLDERS

The Shareholders' Meeting documentation, including the Board of Directors' explanatory reports required by applicable regulations on the agenda items and resolution proposals, will be made available to the public within the terms and in the manner provided for by current legislation, with the right to obtain a copy for Shareholders and those entitled to vote.

This documentation will be available at the Company's registered office, Viale dell'Agricoltura, 7 – 37135 Verona, after setting a date by way of an email at the address "coraffairs@dovalue.it", as well as on the Company's website at the address www.dovalue.it, in the section "Governance - Shareholders' Meeting 26 May 2020" and at the "eMarket Storage" storage mechanism, managed by Spafid Connect S.p.A. and consultable at the website www.emarketstorage.com.

INFORMATION ON THE SHARE CAPITAL ON THE DATE OF THE NOTICE OF CONVOCATION

The subscribed and paid-up share capital amounts to Euro 41,280,000.00 represented by no. 80,000,000 ordinary shares, with no par value.

On this notice date, the Company holds 1,164,174 treasury shares

Each ordinary share gives the right to one vote.

FURTHER INFORMATION

In order to exercise shareholders' rights, due to the emergency of Covid 19, the Company recommends the use of the forms of remote communication indicated in this notice.

Finally, the Company reserves the right to supplement and/or amend the content of this notice should it become necessary as a result of the evolution of the current emergency situation from Covid 19.

This notice of convocation is published today on the Company's website www.dovalue.it, [at the section Governance - Shareholders' Meeting 26 May 2020](#) and at the "eMarket Storage" storage mechanism, managed by Spafid Connect S.p.A. and consultable at the website www.emarketstorage.com, and, in extract, in the newspaper MF/Milano Finanza, on 25 April 2020.

Rome, 24 April 2020

For the Board of Directors

The Chairman

(Giovanni Castellaneta)