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Meeting

Testo del comunicato

Vedi allegato.



Press Release

Extraordinary and Ordinary Shareholder's Meeting

Press Release

Extraordinary and Ordinary Shareholder's Meeting

Rome, 26th May 2020 – The Shareholders' Meeting of doValue S.p.A. ("doValue") met today both in extraordinary and ordinary session, in accordance with the current provisions, on the prevention and management of the epidemiological emergency from COVID-19, as indicated in the notice of call published on April 24, 2020 and approved all the items on the agenda.

EXTRAORDINARY SESSION

The Shareholders' Meeting amended Articles 4 and 5 of the Articles of Association with 99,915% and 99,705% of those present voting in favor. These amendments (i) within the limits permitted by law, allow the publication and the disclosure of informations relating to the real estates that are subject to extrajudicial activities carried out by the Company (art.4); and (ii) delegate to the Board of Directors the power to increase the 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 (Art. 5).

ORDINARY SESSION

2019 Financial statement

With the 99,903% of the favorable votes of those present, the Shareholders' Meeting approved the Financial Statements of doValue S.p.A. at December 31, 2019, which closed with a Net Result of Euro 38.506.880.

During the meeting the consolidated financial statements of the Group at December 31, 2019 was also presented, which closed with gross revenues at € 363,8 million, up + 56% compared to € 233.1 million in 2017, and a net result excluding non-recurring charges of € 52.6 million, + 17% compared to € 45.0 million in 2018 (net result of € 69.1 million, + 32% compared to € 52.6 in 2018).

The Shareholders's Meeting approved The Board of Directors' proposal of resolution to allocate all the net profit for the year to retained earnings.

Report on remuneration policy and on remuneration paid

Today's Shareholders' Meeting also carried a binding resolution approving Section I of the Remuneration Report, pursuant to art. 123-ter, paragraph 3-ter, of the TUF and a non-binding resolution approving Section II of the Remuneration Report, pursuant to art. 123-ter, paragraph 6, of the TUF.

The Shareholders' Meeting resolved on the 2020 Incentive Plan based on financial instruments which provides for the payments of variable compensation in cash and/or doValue free ordinary share, to be paid over a number of years to selected beneficiaries according to the terms and conditions illustrated above. It also granted severally to the Chairman and the Chief Executive Officer, the powers to execute this resolution and

doValue S.p.A.

già doBank S.p.A.

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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.



the documents that form an integral part of it, including to make the necessary amendment and/or additions, (which do not change the substance of the resolution), in order to execute it.

Purchase and disposition of own shares

The Shareholders' Meeting authorized the Board of Directors to the purchase and the disposal of own shares, in compliance with the proposal of the Board of Directors, as communicated with the Press Release on 22.04.2020, to which reference is made for completeness.

In accordance with the applicable legislation and using procedures that ensure the equal treatment of shareholders, the resolution concerns the purchase, in one or more transactions, up to a maximum of 8,000,000 ordinary shares of the Company, equal to 10% of the total, for a period of 18 months from the approval by the Shareholders' Meeting.

The Shareholders' Meeting also approved the 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 and the new Shareholders' meeting Regulation.

The minutes of the Extraordinary and Ordinary Shareholders' Meeting of doValue S.p.A., dated 26 May 2020, will be made available to the public in the manner and within the deadlines set by the current legislation.

Statement by the manager in charge of preparing the corporate accounting documents.

Elena Gottardo, in her capacity as manager in charge of preparing corporate accounting documents, declares - pursuant to paragraph 2, article 154-bis of Legislative Decree 58/1998 ("Consolidated Law on Finance") - that the accounting information contained in this press release corresponds to the document results, books and accounting records.

doValue S.p.A

doValue, formerly doBank S.p.A., is the leading operator in Southern Europe in credit management and real estate services for banks and investors. Present in Italy, Spain, Portugal, Greece and Cyprus, doValue has some 20 years of industry experience and manages assets of more than €130 billion (gross book value) with over 2,350 employees and an integrated range of services: special servicing of NPLs, UTPs, early arrears and performing loans, servicing of real estate assets, master servicing, data processing and delivery and other ancillary services. doValue is listed on the Electronic Stock Market (Mercato Telematico Azionario) operated by Borsa Italiana S.p.A. and, including the acquisition of Altamira Asset Management, recorded gross revenues in 2019 of about €364 million with an EBITDA margin of 39%.

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Fine Comunicato n.1967-25

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