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Societa' : doValue S.p.A.
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Informazione
Regolamentata
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Diffusione presunta
Oggetto : doValue S.p.A. - Ordinary Shareholders
Meeting of 29 April 2021

Testo del comunicato

Vedi allegato.

Press release

ORDINARY SHAREHOLDERS' MEETING OF 29 APRIL 2021

- *Separate financial statements for 2020, allocation of 2020 profit and dividend distribution approved*
- *Board of Directors and Board of Statutory Auditors elected for 2021-2023 three year period*
- *Giovanni Castellaneta elected Chairman of the Board of Directors and Andrea Mangoni Chief Executive Officer*
- *Amount of remuneration to pay to Directors and Statutory Auditors for 2021 determined*
- *2021 Incentive Plan approved*
- *New authorisation to purchase treasury shares granted*

Rome, 29 April 2021- doValue disclosed that the ordinary Shareholders' Meeting was held today in compliance with current laws and regulations to prevent and manage the COVID-19 epidemiologic emergency, as indicated in the notice of public convocation dated 18 March 2021, approving all of the points on the agenda.

2020 Financial Statements

The Meeting approved:

- **the doValue financial statements as at 31 December 2020** with 98.738% of the votes cast corresponding to 84.205% of share capital, which closed the year with a Net Profit of 7.830.689 euro;
- distribution of dividends for €20.8 million equal to 100% of the consolidated net profit excluding non-recurring elements (100% pay-out) with 98.835% of the votes cast corresponding to 84.287% of share capital. Thus the dividend per share will be €0.262.

In that regard, we refer to the release of 30 March 2021 following the Board of Directors' resolution to approve the separate draft financial statements which included the tables of the doValue consolidated balance sheet and income statement. The Group's consolidated financial statements as at 31 December 2020 were submitted during the meeting, which closed with a loss for the period of 23,144,267 euro.

Election of Company Representatives and establishment of remuneration

The Meeting established that there would be 10 members of the Board of Directors and determined their total remuneration as 810,000.00 euro gross per annum with 98.835% favourable votes (equal to 84.287% of total share capital). The meeting then confirmed the right for the Board of Directors as per art. 2389, paragraph 3, of the Italian Civil Code

The Meeting, with list vote system governed by art. 13 of the Articles of Association appointed the Board of Directors for the 2021-2023 three year period. The results of the vote are as follows:

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.

doValue

List no. 1, submitted by the shareholder AVIO S.a.r.l., obtained a total of 26.863.261 votes (39.375% of the votes cast and 33.579% of total share capital).

List no. 2, submitted by Studio Legale Trevisan & Associati on behalf of a group of institutions investors, obtained a total of 33,001,221 votes (48.371% of votes case and 41.252% of total share capital).

No votes to all lists: 0 (0% of votes cast and 0% of total share capital).

Abstained votes on all lists: 8,360,356 (12.254% of votes cast and 10,450% of total share capital)

Not voting on all lists: 0(0% of votes cast and 0% of total share capital).

Based on the above votes and considering that List no. 2 contained two names and List no. 1 ten components, the following were elected as Directors:

- 1) Giovanni Battista Dagnino - taken from List no. 2;
- 2) Patrizia Michela Giangualano - taken from List no. 2;
- 3) Giovanni Castellaneta - taken from List no. 1;
- 4) Andrea Mangoni - taken from List no. 1;
- 5) Francesco Colasanti - taken from List no. 1;
- 6) Giuseppe Ranieri - taken from List no. 1;
- 7) Nunzio Guglielmino - taken from List no. 1;
- 8) Roberta Neri - taken from List no. 1;
- 9) Emanuela Da Rin - taken from List no. 1
- 10) Marella Idi Maria Villa - taken from List no. 1;

The Board of Directors composed in this manner is compliant with recent provisions regarding gender quotas in corporate bodies of listed companies (Budget Law no. 160/2019).

At the time of their candidacy the individuals M Giovanni Battista Dagnino, Patrizia Giangualano, Giovanni Castellaneta, Nunzio Guglielmino and Marella Idi Maria Villa declared to possess the independence requirement as per art. 148, 3rd paragraph of Legislative Decree 58/1998 (Consolidated Law on Finance - TUF) and Corporate Governance Code of listed companies.

The Meeting, with list vote system governed by art. 23 of the Articles of Association, also elected the Company's statutory auditors for the years 2021-2023, the results of the voting are as follows:

The List no. 1 submitted by the shareholder AVIO S.a.r.l. obtained a total of 23,215,024 votes (34.027% of votes cast and 29.019% of total share capital).

List no. 2, submitted by Studio Legale Trevisan & Associati on behalf of a group of institutions investors, obtained a total of 36,188,396 votes (53.043% of votes cast and 45.235% of total share capital).

No votes to all lists: 46,011 (0.067% of votes cast and 0.058% of total share capital)

Abstained votes on all lists: 8,360,356 (12.254% of votes cast and 10.450% of total share capital).

Not voting on all lists: 415,051(0.608% of votes cast and 0.519% of total share capital).

Based on these votes the following standing statutory auditors were elected:

- 1) Nicola Lorito - taken from List no.1 - Chairman of the Board of Statutory Auditors
- 2) Francesco Mariano Bonifacio - taken from List no. 1;
- 3) Chiara Molon- taken from List no. 2;



The following were elected as substitute statutory auditors:

- 1) Maurizio De Magistris – taken from List no. 1;
- 2) Sonia Peron - taken from List no. 2

The Meeting established with 98.968% of the votes (equal to 84.401% of total share capital) a total annual remuneration of 150,000.00 euro for the Board of Statutory Auditors of which 60,000.00 euro for the Chairman and 45,000.00 euro for each standing Auditor.

All of the statutory auditors declared to possess the independence requirement as per art. 148, 3rd paragraph of the Consolidated Law on Finance (TUF).

The *curricula vitae* of all the members of the Board of Directors and Board of Statutory Auditors will be available on the Company's website www.dovalue.it, in the Governance section.

Remuneration policy and compensation paid

The Shareholders Meeting read the Report on the remuneration policy and compensation paid, approving with 59.039% of the votes (equal to 50.349% of total share capital) the remuneration policy for 2021 described in the first section of the same Report and voted favourably on the second section of the same regarding compensation paid in 2020 or relative to it, pursuant to article 123-ter of the Consolidated Law on Finance (TUF) and art. 84-quater of Consob Regulation no. 11971/1999 ("Issuers' Regulation").

It then approved with 59.128% of the votes (equal to 50.425% of total share capital) in favour of the 2021 Incentive Plan based on financial instruments, which includes the assignment of an incentive in free doValue common shares, to be paid over a multi-year time frame to selected beneficiaries when specific performance goals are met.

The Meeting also granted separate powers to the Chairman and Chief Executive Officer to enforce this resolution, including making any necessary changes and/or additions for the implementation of the Meeting resolution (which does not alter the substance of the resolution).

Revocation and new authorisation for the purchase and disposal of treasury shares

The Shareholders' Meeting revoked the authorisation for the purchase and disposal of treasury shares granted by the same to the Board of Directors with resolution of 26 May 2020.

At the same time, with 98.728% of the votes (equal to 84.197% of total share capital) it granted the Company's Board of Directors a new authorisation for the purchase and disposal of treasury shares in one or more transactions, according to the same terms and conditions as the previous meeting resolution, as indicated in the resolution proposal approved by the Board of Directors on 30 March 2021 and illustrated in the report available on the Company's website [ww.dovalue.it](http://www.dovalue.it) in the section "Governance - Shareholders' meeting of 29 April 2021".

In compliance with applicable regulations and with procedures ensuring equal treatment for shareholders, the resolution regards the purchase in one or more transactions, up to a maximum of 8,000,000 common shares of the company, equal to 10% of the total, for a period of 18 months from the shareholders' meeting approval.

The minutes of the doValue S.p.A. Shareholders' Meeting will be made available to the public according to the procedures and time frame required by current regulations.



The **Board of Directors of doValue** meeting in plenary session after the Shareholders' Meeting :

- elected Giovanni Castellaneta as Chairman of the Board of Directors and Andrea Mangoni as Chief Executive Officer, confirming all the powers previously conferred on him with Board of Directors resolution of 24 September 2020;
- assigned the function of Supervisory Body to the Board of Statutory Auditors, as per Legislative Decree 231/2001, determining the remuneration; Chiara Molon holds the office of Chairman of this body and Francesco Mariano Bonifacio and Nicola Lorito are members;
- confirmed Ms. Elena Gottardo as the Financial Reporting Officer for three years.

Verification of the integrity, professionalism and independence requirements of the directors and appointment of Board Committees shall be done by the Board of Directors at its first subsequent meeting in compliance with the provisions of current regulations. The results of such verification shall be disclosed to the market.

Declaration of the Financial Reporting Officer

Elena Gottardo, in the capacity of financial reporting officer, declares - pursuant to paragraph 2, article 154-bis of Italian Legislative Decree no. 58/1998 ("Consolidated Law on Finance") - that the accounting disclosures contained in this press release correspond to the documented results, and accounting books and 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 approximately 20 years of industry experience and manages assets of more than €160 billion (gross book value) with over 3,200 employees and an integrated range of services: special servicing of NPL, UTP, Early Arrears and Performing loans, Real Estate servicing, master servicing, data 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 and doValue Greece, recorded gross revenues in 2020 of about €418 million with an EBITDA excluding non-recurring items equal to € 125 million.

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