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| <p>Informazione<br/>Regolamentata n.<br/>20237-14-2023</p> | <p>Data/Ora Ricezione<br/>13 Aprile 2023 18:01:39</p> | <p>Euronext Growth Milan</p> |
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Societa' : DATRIX

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Informazione  
Regolamentata

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Shareholders' Meeting 28.04.23.pdf

*Testo del comunicato*

Vedi allegato.

## NOTICE OF CALL OF ORDINARY MEETING

The Ordinary Shareholders' Meeting is convened at the Company's offices in Milan, Foro Buonaparte 71, on **28 April 2023** at 10 a.m. on first call and, if necessary, on second call on **29 April 2023**, same place and time to discuss and resolve on the following

### AGENDA

1. Examination and approval of the financial statements of Datrix S.p.A. as at 31 December 2022 and presentation of the consolidated financial statements as at 31 December 2022.
2. Allocation of the result for the year ended 31 December 2022.
3. Appointment of the statutory auditor for the three-year period 2023-2025 and determination of the fee pursuant to Legislative Decree 39/2010.
4. Appointment of a Director following resignation and subsequent co-option pursuant to Article 2386 of the Civil Code.
5. Authorisation to purchase and dispose of treasury shares pursuant to Articles 2357 et seq. of the Civil Code, as well as Article 132 of Legislative Decree No. 58 of 24 February 1998 and Article 144-bis of the Consob Regulation adopted by resolution No. 11971/1999, as amended, subject to revocation of the authorisation granted by the previous Shareholders' Meeting for the portion that remained non-executed.

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### MEETING PROCEDURE

In accordance with the provisions permitted by Article 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020, concerning "*Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19*" (the "**Cura Italia Decree**"), as converted with amendments and whose application was last extended by Decree-Law No. 198 of 29 December 2022, converted with amendments by Law No. 14 of 24 February 2023, no. 198, as converted with amendments by Law no. 14 of 24 February 2023, the intervention of those entitled to vote at the Shareholders' Meeting may take place exclusively through the Designated Representative (as defined below), in accordance with the provisions of the law and the regulations in force, as better specified in the paragraph "Intervention at the Shareholders' Meeting through proxy voting to the Designated Representative".

Any changes and/or additions to the information in this notice will be made available in a timely manner via the Company's website at <https://datrixgroup.com/investor-relations/> and via the other methods provided for by the regulations in force.

### INFORMATION ON THE SHARE CAPITAL AS AT THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up share capital amounts to Euro 166,289.20 and is divided into 16,628,920 no-nominal value shares, of which: (i) 9,673,420 ordinary shares (ISIN code IT0005468357) admitted to trading on Euronext Growth Milan; and (ii) 6,955,500 shares with multiple voting rights (ISIN code IT0005468530).

Pursuant to Article 7 of the Articles of Association, ordinary shares give the right to one vote each, whereas multiple-vote shares give the right to three votes each. The Company holds 51,500 treasury shares.

### ENTITLEMENT TO INTERVENTION

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98, as amended (the "**TUF**") and Article 20 of the Articles of Association, the legitimacy to participate in the Shareholders' Meeting - which may take place exclusively through the Designated Representative - is subject to the receipt by the Company of the communication, to be requested by each legitimated party from its depository intermediary, issued by an authorised intermediary pursuant to the laws in force,

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certifying the ownership of the Shares on the basis of the evidence in its accounting records relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. **19 April 2023**, the so-called record date) Credit and debit entries made to the accounts after that date are not relevant to the entitlement to exercise voting rights in the Shareholders' Meeting. Therefore, those who will only be holders of shares after that date will not have the right to attend and vote at the Shareholders' Meeting, and therefore, will not be able to grant proxy (or sub-delegate) to the Designated Representative.

The notice from the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting and, therefore, no later than **25 April 2023**. However, the legitimacy to attend and vote shall remain unaffected if the communications are received by the Company after the aforementioned deadline, provided that they are received before the start of the meeting proceedings.

There are no procedures for voting by correspondence or by electronic means.

Attendance at the Shareholders' Meeting by the authorised persons (e.g., the members of the corporate bodies, the Designated Representative, the representatives of the Independent Auditors and the meeting secretary), may also (or exclusively) take place through the use of remote connection systems that allow for identification, in compliance with current and applicable provisions. Instructions for participation in the Shareholders' Meeting by audio/telecommunication means will be made known by the Company to the aforementioned persons.

#### **PARTICIPATION IN THE MEETING BY PROXY VOTING FOR THE DESIGNATED REPRESENTATIVE**

As allowed by Article 106(4) of the Cura Italia Decree, the intervention in the Shareholders' Meeting of those entitled to vote will take place exclusively through the Designated Representative. To this end, the Company mandated the company Monte Titoli S.p.A. - with registered office in Milan, Piazza degli Affari 6, 20123 Milan - to represent the shareholders pursuant to Article 135-*undecies* of the TUF (the "**Designated Representative**").

The proxy may be given, without cost to the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the agenda, by means of the specific proxy form available, with the relevant instructions for completion and transmission, on the Company's website [www.datrixgroup.com](http://www.datrixgroup.com), in the "Investor Relations/Meetings" section.

The proxy with the voting instructions must be received, together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the legal representative *pro tempore* or of another person with the appropriate powers, together with the appropriate documentation certifying the qualification and powers, by the Designated Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting, i.e. by **26 April 2023** with reference to the first call and by **27 April 2023** with reference to the second call, in the following alternative ways: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy Designated Representative of the Datrix 2023 Meeting") from its certified e-mail address (or, failing that, from its ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature, to the same certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) and with the same subject); (ii) transmission in original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A., to the attention of Register & AGM Services Office, Piazza degli Affari 6, 20123 Milan, Italy (Ref. "Proxy Designated Representative Datrix 2023 Meeting") by sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy Designated Representative Datrix 2023 Meeting"). The proxy granted to the Designated Representative has no effect with regard to resolutions on proposals for which no voting instructions have been given.

The proxy and voting instructions are revocable by the end of the second trading day preceding the date of the Shareholders' Meeting on first and also on second call, i.e. by 26 April 2023 with reference to the first call and by 27 April 2023 with reference to the second call, in the same manner as indicated above.

Pursuant to Article 106(4) of the Cura Italia Decree, the Designated Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-*novies* of the TUF, notwithstanding the provisions of Article 135-*undecies*(4) of the TUF.

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As allowed by the Cura Italia Decree, as an exception to the provisions of Article 135-*undecies*, paragraph 4, of the TUF, those who do not intend to avail themselves of the intervention method provided for by Article 135-*undecies* of the TUF may, alternatively, grant the Designated Representative a proxy or sub-delegation pursuant to Article 135-*novies* of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the specific proxy/sub-delegation form, available on the Company's website [www.datrixgroup.com](http://www.datrixgroup.com), in the "Investor Relations/Meetings" section.

For the transmission of proxies/sub-delegations, including electronically, the procedures indicated above and set out in the proxy form must be followed. The proxy pursuant to Article 135-*novies* of the Consolidated Law on Finance must be received no later than 6.00 p.m. on the day prior to the meeting (and in any case no later than the start of the meeting proceedings). Within this period, the proxy and voting instructions may always be revoked in the above manner.

For any clarifications regarding the granting of proxy to the Designated Representative, please contact the Register & AGM Services office by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or at the following telephone number (+39) 02.33635810 on office days open from 9 a.m. to 5 p.m.

#### **INTEGRATION OF THE AGENDA**

Pursuant to Article 16 of the Articles of Association, Shareholders who, also jointly, represent at least 10% of the share capital may request, within five days of the publication of this notice of call (i.e. by **18 April 2023**) the integration of the list of items to be discussed, indicating in the request the additional items proposed.

Shareholders in favour of whom the Company has received a communication from an authorised intermediary in accordance with current legislation are entitled to request the integration of the agenda.

Within the aforementioned five-day term, a report must be submitted by the proposing Shareholders, stating the reasons for the proposed resolutions on the new matters they propose to deal with. Additions to the agenda are not permitted for items on which the Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a project or report prepared by them.

Integration requests must be sent to the Company in writing, accompanied by information on the identity of the shareholders submitting the request, indicating the total percentage held and the references of the notice sent by the intermediary to the Company pursuant to current regulations, by registered letter to the Company's registered office in Milan, Foro Buonaparte 71, to the attention of the Chair of the Board of Directors, or electronically, by sending it to the following certified e-mail address [irdatrix@pec.it](mailto:irdatrix@pec.it).

The supplementary notice of the agenda shall be published in at least one daily newspaper with national circulation at the latest by the 7th (seventh) day prior to the date of the shareholders' meeting on first call (i.e. **21 April 2023**).

#### **RIGHT TO ASK QUESTIONS BEFORE THE MEETING**

Pursuant to Article 16 of the Articles of Association, persons entitled to vote at the Meeting in favour of whom the Company has received a notice from an authorised intermediary as per applicable regulations may submit questions on the items on the agenda prior to the Meeting.

Shareholders are invited to send any questions in writing by the fifth market trading day prior to the Meeting (i.e. by **21 April 2023**), accompanied by the information on the identity of the shareholders submitting them and the references of the notice sent by the intermediary to the Company pursuant to applicable regulations, by registered letter to the Company's registered office in Milan, Foro Buonaparte 71, to the attention of the Chair of the Board of Directors, or electronically, by sending them to the following certified e-mail address [irdatrix@pec.it](mailto:irdatrix@pec.it).

The Company reserves the right to provide uniform answers to questions with the same content. Questions received before the Meeting will be answered at the latest during the Meeting itself.

#### **INTEGRATION OF THE BOARD OF DIRECTORS**

With reference to item no. 4 on the agenda, please note that, pursuant to Article 23 of the Articles of Association, since it is not a question of appointing the entire Board of Directors, the appointment procedure by list voting does not apply,

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but the Meeting is called upon to pass resolutions with the majorities set forth by law with the specifications indicated therein. Further information on this matter is, however, contained in the special Report prepared by the Board of Directors and published in the manner and within the time limits prescribed by law.

#### **DOCUMENTATION**

The documentation relating to the Meeting, including the illustrative reports on the items on the agenda with the full text of the proposed resolutions, as well as the Annual Financial Report, the Report of the Board of Statutory Auditors, and the Report of the Independent Auditors, will be made available to the public in the manner and within the terms set forth by law, with Shareholders and those with voting rights entitled to obtain a copy.

Such documentation will be available at the Company's registered office in Milan, Foro Buonaparte 71 as well as on the Company's website at "<https://datrixgroup.com/investor-relations/assemblee/>" and on the website and sent to Borsa Italiana S.p.A.

Milan, 13 April 2023

For the Board of Directors  
The Chairman  
Fabrizio Milano d'Aragona

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Fine Comunicato n.20237-14

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