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Identificativo Informazione Regolamentata : 189682

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Oggetto : Ordinary Shareholders' Meeting and BoD held on April 26th, 2024

Testo del comunicato

Vedi allegato



Press Release

ORDINARY SHAREHOLDERS' MEETING AND BOARD OF DIRECTORS' MEETING HELD ON APRIL 26, 2024

- *Approval of the Separate Financial Statements as of December 31st, 2023, and allocation of the result for the financial year 2023*
- *Appointment of the Board of Directors and Board of Auditors for the three-year period 2024-2026*
- *Appointment of Alessandro Rivera as Chairman of the Board of Directors and Manuela Franchi as Chief Executive Officer*
- *Amount of remuneration to be paid to Directors and Statutory Auditors for the financial year 2024 determined*
- *Report on the remuneration policy for the period 2024-2026 and remuneration paid for the year 2023 approved*
- *Approval of the incentive plan for the 2024-2026 cycle of the 2022-2024 LTIP of remuneration based on financial instruments*
- *Granted a new authorization for the purchase of treasury shares including the possibility of realizing this through a public tender offer pursuant to Art. 102 TUF*
- *Appointed of KPMG S.p.A. as the external audit firm of doValue S.p.A. for the period 2025-2033.*
- *Appointment of the Supervisory Board and the Appointed Executive for the three-year period 2024-2026*
- *Change in the financial calendar*

Rome, April 26th, 2024 – doValue announces that the **Ordinary Shareholders' Meeting** have met today and has approved all items on the agenda.

Financial Statements 2023

The Meeting approved:

- with 100% of the votes cast corresponding to 57.147% of the capital, the **financial statements of doValue S.p.A. as of December 31st, 2023**, which closed with a loss of Euro 2,936,289.58, and the allocation of the result of the fiscal year 2023

In this regard, reference is also made to the press release issued on March 21st, 2024 following the resolution of the Board of Directors to approve the draft individual financial statements, which included doValue's consolidated balance sheet and income statement as an annex. During the meeting, the Group's Consolidated Financial Statements as of December 31st, 2023 were also presented, which closed with a negative Net Result for the period attributable to shareholders of the Parent Company of €17,829,640.

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.



Appointment of Company Representatives and establishment of remuneration

The Shareholders' Meeting set the number of members of the Board of Directors at 11 and determined the relative gross annual remuneration at Euro 1,135,000 with 96.660% of the votes in favour (equal to 55.239% of the total share capital). The Shareholders' Meeting thus confirmed the right of the Board of Directors pursuant to Article 2389, Section 3, of the Italian Civil Code.

The Shareholders' Meeting, with the list voting system governed by Article 13 of the Articles of Association, appointed the Board of Directors for the three-year period 2024-2026, the results of which are reported below:

List No. 1, submitted by the shareholders AVIO S.a.r.l and Sankaty European Investments S.à r.l., obtained a total of 33,897,613 votes (74.144% of the votes cast and 42.372% of the total share capital).

List No. 2, submitted by Studio Legale Trevisan & Associati on behalf of a group of institutional investors, obtained a total of 11,820,545 votes (25.855% of the votes cast and 14.775% of the total share capital).

Votes against all lists: 0 (0% of votes cast and 0% of total share capital).

Abstentions on all lists: 0 (0 % of votes cast and 0 % of total share capital)

Non-voting on all lists: 0 (0% of votes cast and 0% of total share capital).

As a result of the above votes, the following were elected as Directors:

- 1) Alessandro Rivera – taken from the List n.1
- 2) Manuela Franchi – taken from the List n.1
- 3) Elena Lieskovska – taken from the List n.1
- 4) Costantine Michael (Dean) Dakolias – taken from the List n.1
- 5) Francesco Colasanti – taken from the List n.1
- 6) James Corcoran – taken from the List n.1
- 7) Fotini Ioannou – taken from the List n.1
- 8) Camilla Cionini Visani – taken from the List n.1
- 9) Cristina Alba Ochoa – taken from the List n.1
- 10) Isabella De Michelis Di Slonghello – taken from the List n.1
- 11) Giuseppe Pisani – taken from the List n.2

The Board of Directors as thus composed complies with the recent provisions on gender quotas in the corporate bodies of listed companies (Budget Law No. 160/2019).

At the time of their candidacy, Messrs. James B. Corcoran, Fotini Ioannou, Cristina Alba Ochoa, Camilla Cionini Visani, Isabella De Michelis di Slonghello and Giuseppe Pisani declared that they meet the independence requirement set forth in Article 148, paragraph 3 of Legislative Decree 58/1998 (TUF) and the Corporate Governance Code of listed companies. Ms. Elena Lieskovska declared that she meets the independence requirement set forth in Article 148, paragraph 3, of Legislative Decree 58/1998 (TUF).

The Shareholders' Meeting, using the list voting system governed by Article 23 of the Articles of Association, also appointed the Company's Statutory Auditors for the financial years 2024-2026, the results of which are shown below:

List No. 1, submitted by the shareholders AVIO S.a.r.l and Sankaty European Investments S.à r.l. obtained a total of 33,138,553 votes (77.484% of the votes cast and 41.423% of the total share capital).

List No. 2, submitted by Studio Legale Trevisan & Associati on behalf of a group of institutional investors, obtained a total of 11,860,493 votes (25.942% of the votes cast and 14.825% of the total share capital).



Votes against all lists: 0 (0% of votes cast and 0% of total share capital)

Abstaining votes on all lists: 1 (0.000472% of votes cast and 0.000270% of total share capital)

Non-voting on all lists: 3 (1.572% of votes cast and 0.898% of total share capital).

As a result of the aforementioned votes, the following were elected as statutory auditors:

- 1) Chiara Molon – taken from the List n. 2 – Chairman of the Board of Statutory Auditors
- 2) Massimo Fulvio Campanelli – taken from the List n. 1
- 3) Paolo Carbone – taken from the List n.1

Appointed as alternate auditors:

- 1) Maurizio de Magistris – taken from the List n. 1;
- 2) Sonia Peron – taken from the List n. 2

The Shareholders' Meeting established with 99.999% of the votes (equal to 57.147% of the total share capital) a total annual remuneration of Euro 150,000.00, for the Board of Statutory Auditors of which Euro 60,000.00 to the Chairman and Euro 45,000.00 to each Standing Auditor.

All Statutory Auditors declared that they meet the independence requirement laid down in Article 148(3) of the Consolidated Law on Finance.

The curricula vitae of the members of the Board of Directors and the 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 examined the Report on the remuneration policy and compensation paid, approving with 75.832% of the votes (equal to 43.336% of the total share capital) the remuneration policy for the period 2024-2026 described in the first section of the same Report and expressing a favourable opinion with 87.934% of the votes (equal to 50.252% of the total share capital) on the second section of the same, concerning the remuneration paid in or relating to the financial year 2023, pursuant to Article 123-ter of the Consolidated Finance Act and Article 84-quater of Consob Regulation No. 11971/1999 (the "Issuers' Regulation").

It then approved with 99.973% of the votes (equal to 57.132% of the total share capital) in favour of the Incentive Plan relating to the 2024-2026 cycle of the LTIP 2022-2024 of the remuneration based on financial instruments, which provides for the assignment of an incentive in free ordinary doValue shares, to be paid over a multi-year period to selected beneficiaries subject to the achievement of specific performance targets. The Shareholders' Meeting also granted, severally, proxy to the Chairman and the Chief Executive Officer to implement this resolution, also by making any amendments and/or additions that may be necessary to implement what was resolved by the Shareholders' Meeting (not altering the substance of the resolution).

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

The Shareholders' Meeting revoked the authorization to purchase and dispose of treasury shares granted by it to the Company's Board of Directors by resolution of April 27th, 2023.

At the same time, by 99.942% of the votes (equal to 57.114% of the total share capital), it granted the Company's Board of Directors a new authorization to purchase treasury shares in one or more transactions, including the possibility of also operating by means of a Public Tender Offer, according to the terms and conditions indicated in the resolution proposal approved by the Board of Directors on March 14th, 2024 and



illustrated in the report available on the Company's website www.dovalue.it under the section "Governance - Shareholders' Meeting 26 April 2024".

In accordance with the applicable regulations and in a manner that ensures equal treatment of shareholders, the resolution concerns the purchase, in one or more transactions, of up to 8,000,000 ordinary shares of the company, equal to 10% of the total, for a period of 18 months from the shareholders' approval.

Appointment of the external audit firm of doValue S.p.A. for the period 2025-2033 and determination of remuneration

The Shareholders' Meeting appointed KPMG S.p.A. as external audit firm of doValue S.p.A. for the period 2025 - 2033 with 99.999 % of the votes representing 57.147% of the total share capital.

The minutes of the Shareholders' Meeting of doValue S.p.A. will be made available to the public in the manner and within the timeframe prescribed by the applicable regulations.

The Board of Directors of doValue, having met in full following the Shareholders' Meeting:

- appointed Alessandro Rivera as Chairman of the Board of Directors and Manuela Franchi as Chief Executive Officer, confirming all the powers and proxies already assigned to the latter by resolution of the Board of Directors during the previous term of office;
- entrusted the Board of Statutory Auditors with the function of Supervisory Board, pursuant to Legislative Decree 231/2001; Chiara Molon holds the role of Chairman of said body Massimo Fulvio Campanelli and Paolo Carbone are its members;
- confirmed Mr. Davide Soffietti as Financial Reporting Officer for a three-year term.
- set May 14th, 2024 at 3 p.m. as the date of the meeting of the Board of Directors that will deliberate on the 'approval of interim financial statement as of 03/31/2024.

The verification of the requirements of honorability, professionalism and independence of the directors and the appointment of the Endoconsulting Committees will be carried out by the Board of Directors at the first useful meeting in compliance with current regulatory provisions. The outcome of said verification will be communicated to the market.

Declaration of the Financial Reporting Officer

Davide Soffietti, in his capacity as the manager responsible for preparing the company's financial reports, declares - pursuant to paragraph 2, Article 154-bis of Legislative Decree No. 58/1998 ("Consolidated Law on Finance") - that the accounting information contained in this press release corresponds to the documentary results, books and accounting records.

doValue

The doValue Group is the leading operator in Southern Europe in credit and real estate management services for banks and investors. With an experience of more than 20 years and approximately €116 billion in assets under management (Gross Book Value) as at 31 December 2023 across Italy, Spain, Portugal, Greece and Cyprus, the doValue Group's business contributes to economic growth by fostering the sustainable development of the financial system. The doValue Group offers an integrated range of credit management services: servicing of Non-Performing Loans (NPL), Unlikely To Pay (UTP), Early Arrears, performing loans, Master Legal, Due Diligence, data processing and Master Servicing.

The shares of doValue are listed on the STAR segment of Euronext Milan (EXM) and, in 2023, the Group reported Gross Revenue of €486 million and EBITDA excluding non-recurring items of €179 million.

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