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Oggetto : Digital Value - Ordinary and Extraordinary
Shareholders' Meeting of June 5, 2024

Testo del comunicato

Vedi allegato



PRESS RELEASE

Ordinary and Extraordinary Shareholders' Meeting of June 5, 2024

The Shareholders' Meeting of Digital Value S.p.A.

in the Ordinary part has

- **Approved the annual financial statements as of December 31, 2023 and the allocation of net income for the year**
- **Examined the consolidated financial statements as of December 31, 2023**
- **Approved the report on remuneration policy and compensation paid**
- **Renewed the authorization to purchase and dispose of treasury shares**

in the Extraordinary part

- **Resolved a share capital increase with the exclusion of pre-emptive rights, for a maximum total amount of EUR 6,600,000.00, reserved for subscription to In Holding S.p.A.**
- **Resolved a share capital increase with the exclusion of pre-emptive rights, for a maximum total amount of EUR 6,572,000.00, reserved for subscription to HTT S.r.l.**

Rome, June 5, 2024 - **Digital Value S.p.A.** ("Digital Value" or the "Company" and, together with its subsidiaries, the "Group") announces that the Ordinary and Extraordinary Shareholders' Meeting was held today, under the chairmanship of Massimo Rossi, in first call, which resolved on the following matters. The Shareholders' Meeting was held exclusively through proxies given to Monte Titoli S.p.A., Designated Representative pursuant to Article 135-undecies of Legislative Decree No. 58/1998, as subsequently amended and supplemented (the "TUF") and in compliance with the provisions of Article 106, paragraph 4, of Decree Law No. 18 of March 17, 2020, converted by Law No. 27 of April 24, 2020, as subsequently amended and extended.

RESOLUTIONS ADOPTED BY THE ORDINARY SHAREHOLDERS' MEETING

FINANCIAL STATEMENTS OF DIGITAL VALUE AS OF DECEMBER 31, 2023

The Ordinary Shareholders' Meeting reviewed and approved the annual financial statements of Digital Value as of December 31, 2023, as per the draft financial statements approved by the Board of Directors on April 29, 2024, resolving to allocate the profit for the year as follows:

- to the shareholders a unit dividend of Euro 0.95 per eligible share, with an ex-dividend date of July 1, 2024, an entitlement date for payment pursuant to Article 83-terdecies of the TUF (record date) of July 2, 2024, and a dividend payment date of July 3, 2024;
- for the difference amounting to 21,927,266.71 euros to the retained earnings account.

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Cap. Soc. i.v. 1.554.957,60€



During the Shareholders' Meeting, the consolidated financial statements of Digital Value as of December 31, 2023 were also presented, which, as a reminder, closed with Net Revenues of Euro 847.4 million (+19.6% compared to the previous year), EBITDA of Euro 90.5 million (+23% compared to the previous year), EBIT of Euro 61 million (+19.4% compared to the previous year), and Net Income for the period of Euro 38.6 million (+13.4% compared to the previous year).

The files of Digital Value's Annual Financial Statements as of December 31, 2023 and Digital Value's Consolidated Financial Statements as of December 31, 2023 are available on the Company's website www.digitalvalue.it (Investor Relations Section - Financial Statements and Reports) and on the authorized storage mechanism "eMarket STORAGE" available at www.emarketstorage.com.

REPORT ON REMUNERATION POLICY AND COMPENSATION PAID PURSUANT TO ARTICLE 123-TER OF THE TUF (THE "REPORT")

The Ordinary Shareholders' Meeting, in compliance with Article 123-ter of the TUF, approved with a binding resolution Section I of the Report, concerning the Company's policy on the remuneration of members of the Board of Directors, Senior Executives with Strategic Responsibilities and members of the Board of Statutory Auditors of the Company with reference to the financial year 2024.

The Ordinary Shareholders' Meeting also approved by non-binding resolution Section II of the Report, concerning the compensation awarded to Directors and Statutory Auditors and, in aggregate form, the compensation awarded to Senior Executives with Strategic Responsibilities during 2023.

Copies of the Report are available on the Company's website www.digitalvalue.it (Investor Relations Section, Meetings) and on the authorized storage mechanism "eMarket STORAGE" available at www.emarketstorage.com.

AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES

The Ordinary Shareholders' Meeting resolved to renew the authorization to purchase treasury shares, subject to revocation of the resolution passed on April 5, 2023.

The purpose of the resolution is to provide the Company with a useful strategic investment opportunity, also taking into account the purposes permitted under current provisions - including the purposes contemplated in Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, "MAR") and in the practices permitted under Art. 13 MAR where applicable including, but not limited to, in service of share option programs or other allocations of shares to employees or members of the management or control bodies and for the purpose of the possible use of the shares as consideration in extraordinary transactions,

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including the exchange of shareholdings with other parties, as part of transactions in the interest of the Company, all in any case within the terms and in the manner that will be eventually resolved by the competent corporate bodies.

The resolution passed today authorizes the Board of Directors, and on its behalf the Chairman and the Chief Executive Officer, to proceed with the purchase of shares under the terms and for the purposes set forth above, with the gradualness deemed appropriate in the interest of the Company and in the manner set forth in the applicable provisions of Consob Regulation 11971/1999 (as subsequently amended), granting all the broadest powers for the execution of the purchase transactions referred to in this resolution, as well as any other formalities related thereto, including the possible assignment of tasks to intermediaries qualified in accordance with the law and with the power to appoint special attorneys.

The authorization to purchase was granted for the period of 18 months from the date of the resolution of today's Shareholders' Meeting, while the authorization to dispose was granted without time limit.

As of the date of this press release, the Company holds 40,259 treasury shares.

RESOLUTIONS ADOPTED BY THE EXTRAORDINARY SHAREHOLDERS' MEETING

SHARE CAPITAL INCREASE RESERVED FOR SUBSCRIPTION TO IN HOLDING S.P.A.

The Extraordinary Shareholders' Meeting approved a paid-in share capital increase, in divisible form, for a maximum nominal amount of EUR 17,000.00, with a maximum total share premium of EUR 6,583,000.00, and thus for a maximum total amount of EUR 6,600,000.00 (six million six hundred thousand/00) inclusive of share premium, by issuing a maximum total of 106. 249 new ordinary shares of the Company, with no indication of par value, having the same characteristics as those in circulation on the issue date and regular dividend entitlement, with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, at a price of Euro 62.118 each, (of which Euro 0.16 to be allocated to capital and the difference to the overpricing reserve), to be paid in cash, also by offsetting, and to be reserved for subscription, by the deadline of December 31, 2024, to In Holding S.p.A. It should be recalled that the resolution passed today is part of the Company's strategy of growth by external lines through acquisitions, to be achieved also through the involvement in the share capital of Digital Value of the seller (i.e. In Holding S.p.A.) for the purpose of sharing the industrial project and the strategic design underlying the transaction for the acquisition by the Company of a stake representing 100% of the share capital of Infordata S.p.A.

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SHARE CAPITAL INCREASE RESERVED FOR SUBSCRIPTION BY HTT S.R.L.

The Extraordinary Shareholders' Meeting also approved a share capital increase for cash, in divisible form, for a maximum nominal amount of €16,928.00, with a maximum total share premium of €6,555,072.00, and thus for a maximum total amount of €6,572,000.00 (six million five hundred and seventy-two thousand/00) inclusive of share premium, through the issuance of a maximum total of 105 .799 new ordinary shares of the Company, with no indication of par value, having the same characteristics as those in circulation on the issue date and regular dividend entitlement, with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, at a price of Euro 62.188 each, (of which Euro 0.16 to be allocated to capital and the difference to the share premium reserve), to be paid in cash, also by offsetting, and to be reserved for subscription, by the deadline of December 31, 2024, to HTT S.r.l.

It should be recalled that the resolution passed today is part of the Company's strategy of growth by external lines through acquisitions, to be achieved also through the involvement in the share capital of Digital Value of the seller (i.e. HTT S.r.l.) for the purpose of sharing the industrial project and the strategic design underlying the transaction for the acquisition by the Company of a stake in the share capital of TT Tecnosistemi S.p.A.

DOCUMENTATION

The minutes of the Shareholders' Meeting, the summary voting record, and Digital Value's Articles of Association, as most recently amended as a result of the Extraordinary Shareholders' Meeting's approval of the aforementioned capital increases, will be made available in the manner and within the terms prescribed by law.

Digital Value SpA

Digital Value S.p.A., headquartered in Rome and operating throughout the country, heads a Group that is one of Italy's leading players in the IT solutions and services sector with consolidated revenues of €847.4 million and more than 400 employees (source: consolidated financial statements as of December 31, 2023). The Group carries out research, design, development and marketing of ICT solutions and services for the digitalization of large account customers operating in the strategic sectors of the country's economy - Telecommunications, Transportation, Utilities, Finance, Industry and Public Administration - which represents the leading segment of the ICT market). Digital Value consolidates unique and specialized skills, capable of offering comprehensive coverage of the technological innovation needs of key market segments, the result of a steady and significant growth path. The Group's success is based on the unique skills, know-how and specialization of its human resources as well as its recognized ability to plan, implement and manage innovative and functional project solutions for the digitization of customers. Digital Value has been listed on the Euronext Milan market.

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