

Informazione Regolamentata n. 1967-75-2024	Data/Ora Inizio Diffusione 8 Agosto 2024 20:04:12	Euronext Star Milan
--	--	---------------------

Societa' : DOVALUE

Identificativo Informazione  
Regolamentata : 194595

Utenza - Referente : DOVALUEN06 - Della Seta

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 8 Agosto 2024 20:04:12

Data/Ora Inizio Diffusione : 8 Agosto 2024 20:04:12

Oggetto : Call notice of extraordinary and ordinary  
shareholders' meeting

*Testo del comunicato*

Vedi allegato



## CALL NOTICE OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The Extraordinary and Ordinary Shareholders' Meeting of doValue S.p.A. is convened on September 11<sup>th</sup>, 2024, on a single call, at 5.00 p.m., via telecommunications means, to discuss and resolve upon the following

### AGENDA

#### EXTRAORDINARY PART

- 1. Proposal to grant the Board of Directors an authorization to increase the share capital, in divisible form, for cash, for a maximum total amount of Euro 150,000.000.00, including any share premium, through the issue of ordinary shares, with no par value, having the same characteristics as the ordinary shares in circulation, to be offered with pre-emptive rights to those entitled thereto pursuant to Article 2441, paragraph 1, of the Italian Civil Code. Consequent amendment of Article 5 of the Articles of Association. Related and inherent resolutions.**
- 2. Proposal to grant the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code, to issue the Convertible Bond into ordinary shares up to 20% of doValue's share capital with consequent increase of the share capital with exclusion of option right pursuant to art. 2441, paragraph 5, of the Italian Civil Code; consequent amendment of the Articles of Association. Related and inherent resolutions.**
- 3. Reverse Stock Split of the ordinary shares of doValue S.p.A. in the ratio of 1 new ordinary share with regular dividend entitlement for every 5 existing ordinary shares; related amendments to the Articles of Association; related and inherent resolutions.**
- 4. Amendments to Articles 13 and 14 of the Articles of Association; related and inherent resolutions.**
- 5. Proposal to introduce the possibility of holding Shareholders' Meetings by means of exclusive participation through the so-called "appointed representative" and amendment on the reporting rules by the delegated bodies to the Board of Directors. Amendments to Articles 7, 8, 9 e 15 of the Articles of Association; related and inherent resolutions.**

#### ORDINARY PART

- 1. Increase in the number of Directors from 11 to 13; appointment of two Directors and remuneration; related and inherent resolutions.**

#### doValue S.p.A.

già doBank S.p.A.

Viale dell'Agricoltura, 7 – 37135 Verona (VR)

T: 800 44 33 94 – F: +39 045 8764 831

Mail: [infodvl@dovalue.it](mailto:infodvl@dovalue.it)

[dovalue.pec@actaliscertymail.it](mailto:dovalue.pec@actaliscertymail.it)

Sito web: [www.dovalue.it](http://www.dovalue.it)

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.

- 1.1 Increase in the number of Directors from 11 to 13;**
  - 1.2 Appointment of two directors;**
  - 1.3 Determination of remuneration: proposal to increase the total annual gross remuneration attributable by the Board of Directors to all directors from Euro 1,135,000 to Euro 1,275,000;**
- 2. Adoption of the TERP adjustment of the number of shares for all cycles (LTI 2022-24; 2023-25; 2024-26) as a consequence of the market capital increase.**

\* \* \* \* \*

*The Company - in compliance with the provisions of Article 11 of Law No. 2 of 5 March 2024 ("DDL Capitali") - has decided to avail itself of the option under which participation in the Shareholders' Meeting will exclusively take place through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98, without physical participation on their part.*

#### **RIGHT TO ATTEND THE SHAREHOLDERS' MEETING**

Pursuant to article 83-*sexies* of the Legislative Decree no 58/98 ("TUF") and article 8 of the Articles of Association, the right to attend the Shareholders' Meeting and to vote - exclusively by conferring a proxy to the Appointed Representative - is subject to the Company receiving the communication issued by an authorised intermediary in accordance with existing regulations, certifying ownership of the Shares based on the evidence of its accounting records at the end of the accounting day of the seventh business day before the date set for the Shareholders' Meeting on single call (therefore, **September 2<sup>nd</sup>, 2024 - record date**). Those who hold shares after that date shall not have the right to participate and vote at the Shareholders' Meeting.

The communication of the intermediary must be received by the Company by the end of the third trading day before the date set for the Shareholders' Meeting and, therefore, by **September 6<sup>th</sup>, 2024**. However, the right to participate and vote shall remain valid if the notices are received by the Company after the afore-mentioned deadline, provided that they are received prior to the beginning of the Shareholders' Meeting proceedings.

The Directors, the Statutory auditors, the representative of the Independent auditors and the Appointed Representative pursuant to article 135-*undecies* of the TUF may participate in the Shareholders' Meeting using remote connection systems that allow identification, in compliance with existing applicable regulations, without it being necessary for the President, the Secretary and/or the Notary to be in the same place in each case.

#### **ATTENDANCE AT THE SHAREHOLDERS' MEETING AND GRANTING OF DELEGATION TO THE SHAREHOLDERS' REPRESENTATIVE**

Pursuant to the DDL Capitali, participation and vote at the Shareholders' Meeting can only take place through **Computershare S.p.A.**, with registered office in Milan, in via Mascheroni 19, ("**Computershare**"), as the Company's Appointed Representative pursuant to article 135-*undecies* of the TUF (the "**Appointed Representative**").

#### **doValue S.p.A.**

già doBank S.p.A.

Viale dell'Agricoltura, 7 – 37135 Verona (VR)

T: 800 44 33 94 – F: +39 045 8764 831

Mail: [infodvl@dovalue.it](mailto:infodvl@dovalue.it)

[dovalue.pec@actaliscertymail.it](mailto:dovalue.pec@actaliscertymail.it)

Sito web: [www.dovalue.it](http://www.dovalue.it)

Sede Legale in Verona, Viale dell'Agricoltura, 7 – Iscrizione al Registro Imprese CCI/AA di Verona CCI/AA/NREA: VR/19260

Codice Fiscale n° 00390840239 e Partita IVA n° 02659940239 – Capitale Sociale € 41.280.000 interamente versato.

# doValue

The conferral of the proxy does not involve expenses (except for transmission costs, if any), and shall include voting instructions on all or some of the items on the agenda, using the specific proxy form available, including electronically, prepared by the Appointed Representative, in agreement with the Company, and available on the Company's website ([www.dovalue.it](http://www.dovalue.it)) in the "Governance - Shareholders' Meeting September 11<sup>th</sup>, 2024" section. The proxy and the voting instructions must be sent, together with the copy of a valid identification document of the delegating party or, if the delegating party is a legal entity, of the legal representative pro tempore or other subject duly empowered as necessary, together with documentation able to attest to such qualification and powers, to the Appointed Representative, by the end of the second trading day before the Shareholders' Meeting (therefore, by **September 9<sup>th</sup>, 2024**), through one of the following alternative methods:

- i) online, completing the online form available on doValue's website ([www.dovalue.it](http://www.dovalue.it)) in the "Governance - Shareholders' Meeting September 11<sup>th</sup>, 2024" section, provided that the delegating person, in order to receive the credentials, confirm their identification, including legal entities, or use their registered email address. Computershare S.p.A. will make the link available as of August 29<sup>th</sup>, 2024;
- ii) Registered email holders (PEC): if the delegating person (including legal entities) is a registered email holder, they may send a digital copy of the proxy form (PDF format) to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) (re: "Proxy for doValue September 2024 Shareholders' Meeting");
- iii) Advanced, qualified or digital electronic signature holders: if the delegating person is an advanced, qualified or digital electronic signature holder, they may also send a digital copy of the proxy form with Advanced Electronic Signature by common email to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) (re: "Proxy for the doValue September 2024 Shareholders' Meeting");
- iv) Common email address holders: the delegating person may send to the PEC address ([ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it)) a digital copy of the proxy form (PDF format) (re: "Proxy for the doValue September 2024 Shareholders' Meeting"). In this case, the original proxy, the instructions and a copy of the related documentation shall be sent to Computershare S.p.A., via Lorenzo Mascheroni 19, 20145 Milan (MI), as soon as possible.

The proxy and voting instructions can be revoked as described earlier by the same deadline (**September 9<sup>th</sup>, 2024**).

The shares for which the proxy has been conferred, including partially, are counted when ascertaining that the Shareholders' Meeting has been duly convened.

In accordance with the aforementioned DDL Capitali, the Appointed Representative may also be granted proxies and/or sub-proxies pursuant to article 135-novies of the TUF, notwithstanding article 135-undecies.4 of the TUF.

Those who do not wish to avail of the participation method envisaged by article 135-undecies of the TUF may, alternatively, confer a proxy or a sub-proxy to the Appointed Representative pursuant to article 135-novies of the TUF, which shall necessarily include voting instructions on all or some of the items on the agenda, using the appropriate proxy/sub-proxy form available on the Company's website ([www.dovalue.it](http://www.dovalue.it)) in the "Governance - Shareholders' Meeting September 11<sup>th</sup>, 2024" section.

Proxies/sub-proxies shall be conferred in accordance with the methods described and set out in the proxy form. Proxies must be received no later than 12 noon on the day before the

## doValue S.p.A.

già doBank S.p.A.

Viale dell'Agricoltura, 7 – 37135 Verona (VR)

T: 800 44 33 94 – F: +39 045 8764 831

Mail: [infodvl@dovalue.it](mailto:infodvl@dovalue.it)

[dovalue.pec@actaliscertymail.it](mailto:dovalue.pec@actaliscertymail.it)

Sito web: [www.dovalue.it](http://www.dovalue.it)

Sede Legale in Verona, Viale dell'Agricoltura, 7 – Iscrizione al Registro Imprese CCI/AA di Verona CCI/AA/NREA: VR/19260

Codice Fiscale n° 00390840239 e Partita IVA n° 02659940239 – Capitale Sociale € 41.280.000 interamente versato.

# doValue

Shareholders' Meeting, therefore by 12:00 a.m. September 10<sup>th</sup>, 2024. The proxy and voting instructions can be revoked as described earlier.

Computershare S.p.A. will be available for clarifications about the conferral of proxies to the Designated Representative (specifically, about the completion of the proxy form and the voting instructions and their transmission) at the following telephone numbers (+390246776814-0246776808) on weekdays between 9:00 a.m. and 01:00 p.m. and between 02:00 p.m. and 5:00 p.m.).

## **ADDITIONS TO THE AGENDA AND SUBMISSION OF RESOLUTION PROPOSALS (PURSUANT TO ARTICLE 126-BIS.1.1 OF THE TUF)**

Pursuant to article 126-*bis* of the TUF, the Shareholders who, jointly or separately, represent at least one-fortieth of the share capital may request, within ten days of the publication of this call notice and, therefore, by **August 18<sup>th</sup>, 2024**, the addition to the agenda, specifying in the request the proposed additional items or submit resolution proposals concerning items already included in the agenda by this call notice.

Shareholders for whom the Company has received a specific communication by an intermediary authorised by applicable legal regulations are entitled to request that further items be added to the agenda or to submit resolution proposals.

The requests for additions and the other resolution proposals shall be submitted in writing and shall be received by the Company by **August 18<sup>th</sup>, 2024**, by sending a registered letter with advice of receipt to the registered office of the Company Viale dell'Agricoltura 7, 37135 Verona (att. Ufficio Affari Societari), or by means of a communication to the registered email address [dovalue.legalesocietario@cert.dovalue.it](mailto:dovalue.legalesocietario@cert.dovalue.it) - copy to [coraffairs@dovalue.it](mailto:coraffairs@dovalue.it) (indicating, in the message accompanying the request, a telephone number, fax number or email address of the sender).

By the aforementioned deadline of ten days, the proposing Shareholders must submit a report stating the reasons for the proposed resolutions on the new items they are proposing to discuss or the reasons for the further proposed resolutions presented on items already in the agenda.

Adding items to the agenda is not allowed for the matters on which the Shareholders' Meeting resolves, according to the law, on proposals of the Directors or on the basis of a project or a report prepared by them.

Any additions to the agenda or the submission of resolution proposals on matters already on the agenda will be disclosed at least fifteen days before the date scheduled for the Shareholders' Meeting (therefore, by **August 27<sup>th</sup>, 2024**), in the same forms as those set forth for the publication of this notice.

## **SUBMISSION OF RESOLUTION PROPOSALS (PURSUANT TO ARTICLE 126-BIS.1, PENULTIMATE SENTENCE, OF THE TUF)**

Since participation and vote at the Shareholders' Meeting shall only take place exclusively through the Appointed Representative, for the purposes of this Shareholders' Meeting, in order to enable those concerned to exercise the right pursuant to article 126-*bis*.1.penultimate sentence of the TUF, the Shareholders can individually submit to the Company resolution proposals on matters already on the agenda by **August 27<sup>th</sup>, 2024** so that the Company can subsequently publish them.

### **doValue S.p.A.**

già doBank S.p.A.

Viale dell'Agricoltura, 7 – 37135 Verona (VR)

T: 800 44 33 94 – F: +39 045 8764 831

Mail: [infodvl@dovalue.it](mailto:infodvl@dovalue.it)

[dovalue.pec@actaliscertymail.it](mailto:dovalue.pec@actaliscertymail.it)

Sito web: [www.dovalue.it](http://www.dovalue.it)

Sede Legale in Verona, Viale dell'Agricoltura, 7 – Iscrizione al Registro Imprese CCI/AA di Verona CCI/AA/NREA: VR/19260  
Codice Fiscale n° 00390840239 e Partita IVA n° 02659940239 – Capitale Sociale € 41.280.000 interamente versato.

# doValue

The requests, to be submitted in writing and received before the above deadline, by sending a registered letter with advice of receipt to the Company's registered office Viale dell'Agricoltura 7, 37135 Verona (att. Ufficio Affari Societari), or by means of a communication to the registered email address [dovalue.legalesocietario@cert.dovalue.it](mailto:dovalue.legalesocietario@cert.dovalue.it) - copy to [coraffairs@dovalue.it](mailto:coraffairs@dovalue.it) (indicating, in the message accompanying the request, a telephone number, fax number or email address of the sender), together with a specific communication attesting to the legitimacy to exercise said right, issued by qualified intermediaries in accordance with the law.

The resolution proposals received in accordance with the terms and conditions set out above will be published on the Company's website by **August 29<sup>th</sup>, 2024**, so that all those with voting rights can examine them and, consequently, confer proxies and/or sub-proxies and the related voting instructions, to the Designated Representative. For the purpose of the foregoing, the Company reserves the right to check the relevance of the proposals on matters already on the agenda, their completeness and their compliance with applicable provisions, as well as the legitimacy of those making the proposals.

## RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to article 127-ter of the TUF, those entitled to vote and in favour of whom the Company has received a specific communication from an authorised intermediary under current legislation, may ask questions about the items on the agenda items before the Shareholders' Meeting.

The questions, to be submitted in writing, shall be made by sending a registered letter to the registered office of the Company, Viale dell'Agricoltura 7, 37135 Verona (att. Ufficio Affari Societari), or by means of a communication to the registered email address [dovalue.legalesocietario@cert.dovalue.it](mailto:dovalue.legalesocietario@cert.dovalue.it), copy to [coraffairs@dovalue.it](mailto:coraffairs@dovalue.it).

The questions must be received by the Company by the seventh trading day before the date set for the Shareholders' Meeting, therefore, **September 2<sup>nd</sup>, 2024**.

A response shall be provided to the questions received by this deadline at least three days before the Shareholders' Meeting, including through publication in the appropriate section of the Company's website ([www.dovalue.it](http://www.dovalue.it)), "*Governance - Shareholders' Meeting September 11<sup>th</sup>, 2024*" section. The Company may provide a single response to questions with the same content.

## APPOINTMENT OF TWO DIRECTORS

In the event that the Shareholders' Meeting approves the proposal under item 4 on the agenda of the Shareholders' Meeting, extraordinary part, the Board of Directors proposes to increase the number of members of the Board of Directors from eleven to thirteen.

The directors thus appointed will remain in office for the entire term of the current Board of Directors, appointed by the Shareholders' Meeting of the Company called to approve the financial statements for the year ending 31 December 2023, and therefore until the date of the Shareholders' Meeting of the Company called to approve the financial statements for the year ending 31 December 2026.

For the purposes of the technical procedures for the appointment of new directors, it should be noted that the list voting procedure does not apply.

Each shareholder of doValue has the right to make proposals on the matter and related nominations in accordance with the procedures and terms set forth in the paragraph **SUBMISSION OF RESOLUTION PROPOSALS (PURSUANT TO ARTICLE 126-BIS.1, PENULTIMATE SENTENCE, OF THE TUF)**. Shareholders who intend to submit proposals for the appointment of additional

### doValue S.p.A.

già doBank S.p.A.

Viale dell'Agricoltura, 7 – 37135 Verona (VR)

T: 800 44 33 94 – F: +39 045 8764 831

Mail: [infodvl@dovalue.it](mailto:infodvl@dovalue.it)

[dovalue.pec@actaliscertymail.it](mailto:dovalue.pec@actaliscertymail.it)

Sito web: [www.dovalue.it](http://www.dovalue.it)

Sede Legale in Verona, Viale dell'Agricoltura, 7 – Iscrizione al Registro Imprese CCAA di Verona CCAA/NREA: VR/19260

Codice Fiscale n° 00390840239 e Partita IVA n° 02659940239 – Capitale Sociale € 41.280.000 interamente versato.

# doValue

members of the Board of Directors are invited to submit their candidacy accompanied by: (i) the candidate's curriculum vitae; and (ii) a statement in which the candidate accepts the candidacy and office and certifies, under his/her own responsibility, the non-existence of causes of ineligibility and/or incompatibility, as well as the possession of the requirements prescribed by law and by the Bylaws for assuming the office, as well as (iii) certification attesting to the possession of the shares owned by the shareholder as of the date of submission of the candidacy.

For further information on the appointment of two directors, please refer to the explanatory report by the Board of Directors on the relevant agenda item, which will be made available to the public within terms and in the manner prescribed by the current regulation.

## DOCUMENTATION AND INFORMATION

The Shareholders' Meeting documentation, including the Board of Directors' explanatory reports required by applicable regulations on the agenda items and resolution proposals, will be made available to the public within the terms and in the manner provided for by current legislation, with the right to obtain a copy for Shareholders and those entitled to vote.

This documentation will be available at the Company's registered office, Viale dell'Agricoltura 7, 37135 Verona, by prior appointment made by emailing [coraffairs@dovalue.it](mailto:coraffairs@dovalue.it), as well as on the Company's website ([www.dovalue.it](http://www.dovalue.it)), in the "Governance - Shareholders' Meeting September 11<sup>th</sup>, 2024" section and the "eMarket Storage" storage mechanism and available on the website [www.emarketstorage.com](http://www.emarketstorage.com).

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

The subscribed and paid-up share capital amounts to Euro 41,280,000.00 and comprises 80,000,000 ordinary shares, with no par value.

On this notice date, the Company holds 2.776.928 treasury shares.

Each ordinary share gives the right to one vote.

\*\*\*\*\*

This call notice is published today on the Company's website [www.dovalue.it](http://www.dovalue.it), at the "Governance - Shareholders' Meeting September 11<sup>th</sup>, 2024" section and at the "eMarket Storage" storage mechanism, storage mechanism available on the website [www.emarketstorage.com](http://www.emarketstorage.com) as well as in excerpt form in the daily newspaper Il Sole 24 Ore, on August 9<sup>th</sup>, 2024.

Rome, **August 8<sup>th</sup>, 2024**

For the Board of Directors  
The Chairman  
(Alessandro Rivera)

## doValue S.p.A.

già doBank S.p.A.

Viale dell'Agricoltura, 7 – 37135 Verona (VR)

T: 800 44 33 94 – F: +39 045 8764 831

Mail: [infodvl@dovalue.it](mailto:infodvl@dovalue.it)

[dovalue.pec@actaliscertymail.it](mailto:dovalue.pec@actaliscertymail.it)

Sito web: [www.dovalue.it](http://www.dovalue.it)

Sede Legale in Verona, Viale dell'Agricoltura, 7 – Iscrizione al Registro Imprese CCI/AA di Verona CCI/AA/NREA: VR/19260  
Codice Fiscale n° 00390840239 e Partita IVA n° 02659940239 – Capitale Sociale € 41.280.000 interamente versato.

Fine Comunicato n.1967-75-2024

Numero di Pagine: 8