

<p>Informazione Regolamentata n. 1967-20-2025</p>	<p>Data/Ora Inizio Diffusione 20 Marzo 2025 20:38:35</p>	<p>Euronext Star Milan</p>
---	--	----------------------------

Societa' : DOVALUE

Identificativo Informazione Regolamentata : 202713

Utenza - Referente : DOVALUEN06 - Della Seta

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 20 Marzo 2025 20:38:35

Data/Ora Inizio Diffusione : 20 Marzo 2025 20:38:35

Oggetto : Notice of call of the Extraordinary and Ordinary Shareholders' meeting of 29 April 2025

Testo del comunicato

Vedi allegato



PRESS RELEASE

NOTICE OF CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 29 APRIL 2025

Rome, 20 March 2025 - The Board of Directors of doValue S.p.A. (the '**Company**' or '**doValue**'), which met today, resolved, inter alia, to convene the Extraordinary and Ordinary Shareholders' Meeting on 29 April 2025, on a single call.

The notice of the Extraordinary and Ordinary Shareholders' Meeting will be published within the terms of the law and in the manner set forth in the regulations in force.

The Board has decided to avail itself of the power, provided for in Article 8 of the Articles of Association and Article 106 of Decree-Law No. 18 of 17 March 2020, converted by Law No. 27 of 24 April 2020 as subsequently amended and most recently extended by Decree-Law No. 202 of 27 December 2024 converted with amendments into Law No. 15 of 21 February 2025, to convene the Shareholders' Meeting without the participation in person of the shareholders and exclusively through their proxy to the Appointed Representative.

The Extraordinary Shareholders' Meeting will be called upon to resolve on:

- Renewal of the proxy to the Board of Directors to increase the share capital, in one or more tranches and, in any case, in a divisible manner, with the exclusion of the option right pursuant to Articles 2443 and 2441, paragraph 4, second sentence, of the Italian Civil Code, through the issue, also in several tranches, of a number of ordinary shares not exceeding 10% of the total number of doValue shares outstanding at the date of any exercise of the proxy. Amendment to Article 5 of the Articles of Association

The Ordinary Shareholders' Meeting:

- Annual Financial Statements and Consolidated Financial Statements as at 31 December 2024 and allocation of the annual result;
- Remuneration policies: Report on the Remuneration Policy and compensation paid - Binding resolution on the first section pursuant to art. 123-ter, paragraph 3-bis of Legislative Decree no. 58 of 24 February 1998; Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998; Long-Term Incentive Plan: 2025-2027 cycle; adjustment of the performance targets of the "2023-2025" and "2024-2026" cycles of the LTI 2022-2024 Plan;
- Authorisation to purchase and dispose of treasury shares and to execute actions on the same, including the possibility of operating through a Tender Offer, subject to revocation of the authorisation resolution passed by the Ordinary Shareholders' Meeting on 26 April 2024.

During today's meeting, the Board also approved all the illustrative Reports relating to the items on the agenda, which will be made available with the related documentation, within the terms and according to the procedures indicated by law, at the registered office, subject to appointment, and on the Company's website www.dovalue.it, within the Governance section - "Shareholders' Meeting 29 April 2025", as well as at the "eMarket Storage" mechanism available at www.emarketstorage.it.

Other resolutions of the Board of Directors

During today's meeting, the Board assessed that the Directors 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 requirements set forth in Article 148, paragraph 3, of Legislative Decree No. 58/1998 (Consolidated Law on Finance) and Article 2 of the Corporate Governance Code for Listed Companies. This situation coincides with that verified in the previous year. The Board also assessed that the Chairman Alessandro Rivera and the Director Elena Lieskovska are independent pursuant to Article 148, paragraph 3, of Legislative Decree 58/1998 (TUF).

Fine Comunicato n.1967-20-2025

Numero di Pagine: 3