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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. (hereafter, "**doValue**" or the "**Company**") is convened on **April 29th, 2025**, on a single call, at 3.00 p.m., in Rome, at the offices of doValue located at Lungotevere Flaminio 18, under the procedures specified below, to discuss and resolve upon the following

AGENDA

EXTRAORDINARY PART

- 1. 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, 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.**

ORDINARY PART

- 1. Annual Financial Statements and Consolidated Financial Statements as at 31 December 2024**
 - 1.1 Approval of the Financial Statements as at 31 December 2024, Directors' Report on Operations, Report of the Board of Statutory Auditors and Independent Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2024 and the Sustainability Report;
 - 1.2 Allocation of financial year result.
- 2. Remuneration policies:**
 - 2.1 Report on the Remuneration Policy and compensation paid - Binding resolution on the first section pursuant to Article 123-ter, paragraph 3-bis of Legislative Decree No. 58 of 24 February 1998.
 - 2.2 Report on Remuneration Policy and compensation paid - Non-binding resolution on the second section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.
 - 2.3 Incentive plans in financial instruments: Long-Term Incentive Plan: cycle 2025-2027;
 - 2.4 Proposal for the adjustment of the performance targets for the "2023-2025" and "2024-2026" cycles of the LTI Plan 2022-2024.
- 3. 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.**

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*The Company - in compliance with the provisions of Article 8 of the Articles of Association and taking into account Article 106 of Decree Law No. 18 of March 17, 2020, converted by Law No. 27 of April 24, 2020 as subsequently amended and most recently extended by Decree Law No. 27 of December 27, 2024 no. 202 converted with amendments into Law No. 15 of February 21, 2025 (the "**Decree**") - has decided to avail itself of the option to provide that **the intervention and exercise of voting rights shall take place exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree No. 58/1998 (the "TUF"), without physical participation of the same, and the participation by the eligible persons (Appointed Representative, directors and auditors) shall also take place through telecommunication means.***

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, **April 16, 2025 - 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 **April 24, 2025**. 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.

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

The 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**").

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) in the "Governance - Shareholders' Meeting April 29, 2025" 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 **April 25, 2025**), through one of the following alternative methods:

- i) online, completing the online form available on doValue's website (www.dovalue.it) in the "Governance - Shareholders' Meeting September April 29, 2025) section, provided that the delegating person, in order to receive the credentials, confirm their

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identification, including legal entities, or use their registered email address. Computershare S.p.A. will make the link available as of April 15, 2025;

- 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 (re: "Proxy for doValue 2025 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 (re: "Proxy for the doValue 2025 Shareholders' Meeting");
- iv) Common email address holders: the delegating person may send to the PEC address (ufficiomilano@pecserviziotitoli.it) a digital copy of the proxy form (PDF format) (re: "Proxy for the doValue 2025 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 (**April 25, 2025**).

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 Decree, the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies TUF, as an exception to Article 135-undecies, paragraph 4, TUF as per the abovementioned proxy form.

Computershare S.p.A. will be available for clarifications about the conferral of proxies to the Appointed 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 **April 7, 2025**, 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 **April 7, 2025**, 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 - copy to coraffairs@dovalue.it (indicating, in the message accompanying the request, a telephone number, fax number or email address of the sender).

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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 **April 14, 2025**), 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 **April 14, 2025** so that the Company can subsequently publish them.

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 - copy to 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 **April 16, 2025**, 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 Appointed 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, copy to 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, **April 16, 2025**.

A response shall be provided to the questions received by this deadline at least three days before the Shareholders' Meeting (**April 24, 2025**), including through publication in the appropriate section of the Company's website (www.dovalue.it), "Governance - Shareholders' Meeting April

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29, 2025" section. The Company may provide a single response to questions with the same content.

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, as well as on the Company's website (www.dovalue.it), in the "Governance - Shareholders' Meeting April 29, 2025" section and the "eMarket Storage" storage mechanism and available on the website 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 68,614,035.50 and comprises 190,140,355 ordinary shares, with no par value.

On this notice date, the Company holds n. 555.385 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, at the "Governance - Shareholders' Meeting April 29, 2025" section and at the "eMarket Storage" storage mechanism, storage mechanism available on the website www.emarketstorage.com as well as in excerpt form in the daily newspaper MF/ Milano Finanza, on March 29, 2025.

Rome, March 28, 2025

For the Board of Directors
The Chairman
(Alessandro Rivera)

Fine Comunicato n.1967-24-2025

Numero di Pagine: 7