



## CALL NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders of doValue S.p.A. are called to a meeting, convened in ordinary session, on **28 April 2022**, on a single call, at 10:00 a.m., in Rome, at doValue's offices located in Lungotevere Flaminio 18, to discuss and resolve on the following

### AGENDA

- 1. Separate financial statements and consolidated financial statements at 31 December 2021**
  - 1.1 Approval of the separate financial statements at 31 December 2021, Directors' report thereon, Report of the Board of statutory auditors and Independent auditors' report. Presentation of the consolidated financial statements at 31 December 2021.
  - 1.2 Allocation of the profit for the year and dividend distribution.
- 2. Remuneration policies:**
  - 2.1 Report on remuneration policy and remuneration paid - Binding resolution on the first section pursuant to article 123-ter.3-bis of Legislative decree no. 58 of 24 February 1998.
  - 2.2 Report on remuneration policy and remuneration paid - Non-binding resolution on the second section pursuant to article 123-ter.6 of Legislative decree no. 58 of 24 February 1998 and binding resolution on a proposed waiver to the 2021 remuneration policy, concerning the allocation of the 2021 variable remuneration of the CEO.
  - 2.3 2022/2024 incentive plan based on financial instruments.
- 3. Authorisation to purchase and dispose of treasury shares and operate on them, following revocation of the authorising resolution passed by the Shareholders in their Ordinary Meeting on 29 April 2021.**
- 4. Appointment of a Director for integration of the Board**
- 5. Integration of the fees for the year 2021 of the auditing company EY S.p.A., in charge of the statutory audit for the period 2016-2024.**

\* \* \* \* \*

*In accordance with the provisions of article 106 of Law decree no. 18/2020, converted by Law no. 27/2020 (the "**Decree**") and amended by Law Decree no. **228/2021**, converted by Law no. **15** of **25 February 2022**, the Company decided to avail of the option under which **participation in the Shareholders' Meeting can only take place through the Designated***

### doValue 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.



**Representative pursuant to article 135-undecies of Legislative decree no. 58/98 (the "Designated Representative", without physical participation by the Shareholders.**

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

Pursuant to article 83-sexies of the Consolidated Finance Act ("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 Designated 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, **19 April 2022 - 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 **25 April 2022**. 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 Designated 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. The Secretary to the meeting and the Notary shall be present at the venue where the Shareholders' Meeting is convened.

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

Pursuant to the Decree, participation and vote at the Shareholders' Meeting can only take place through **Computershare S.p.A.**, with registered office in Milan, via Mascheroni 19, ("**Computershare**"), as the Company's Designated Representative pursuant to article 135-undecies of the TUF (the "**Designated 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 Designated Representative, in agreement with the Company, and available on the Company's website ([www.dovalue.it](http://www.dovalue.it)) in the "*Governance - Assemblea degli Azionisti 28 aprile 2022*" (Governance - Shareholders' Meeting 28 April 2022) 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 Designated Representative, by the end of the second trading day before the Shareholders' Meeting (therefore, by **26 April 2022**), through one of the following alternative methods:

- i) via internet through the link to doValue's website ([www.dovalue.it](http://www.dovalue.it)) in the "*Governance - Assemblea degli Azionisti 28 aprile 2022*" (*Governance - Shareholders' Meeting 29 April 2022*) section, which includes a compilation wizard, 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 14 April 2022;
- 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 2022 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 2022 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 2022 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 (**26 April 2022**).

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 Designated 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 Designated 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 - Assemblea degli Azionisti 28 aprile 2022" (Governance - Shareholders' Meeting 29 April 2022) section.

Proxies/sub-proxies shall be conferred in accordance with the methods described earlier and set out in the proxy form. Proxies must be received no later than 12 noon on the day before the Shareholders' Meeting. 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 (+390246776814-0246776818-0246776826-0246776811) on weekdays between 8:30 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 **8 April 2022**, 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 **8 April 2022**, 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 13 April 2022), 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 Designated 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 **12 April 2022** 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](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 **13 April 2022**, 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, **19 April 2022**.

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 - Assemblea degli Azionisti 28 aprile 2022" (Governance - Shareholders' Meeting 29 April 2022) 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](mailto:coraffairs@dovalue.it), as well as on the Company's website ([www.dovalue.it](http://www.dovalue.it)), in the "Governance - Assemblea degli Azionisti 28 aprile 2022" (Governance - Shareholders' Meeting 29 April 2022) 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 972,339 treasury shares

Each ordinary share gives the right to one vote.

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This call notice is published today on the Company's website [www.dovalue.it](http://www.dovalue.it), at the "Governance - Assemblea degli Azionisti 29 aprile 2022" (Governance - Shareholders' Meeting 29 April 2022) 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 MF/Milano Finanza, on 30 March 2022.

Rome, **29 March 2022**

For the Board of Directors  
The Chairman  
(Giovanni Castellaneta)