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Oggetto : Call Notice of Ordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato



CALL NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders of doValue S.p.A. are called to a meeting, convened in ordinary session, on **April 26th, 2024**, on a single call, at 11.00 a.m., in Rome, at doValue's offices located in Lungotevere Flaminio 18, to discuss and resolve on the following

AGENDA

1. Annual financial statements and consolidated financial statements as of December 31, 2023

- 1.1 Approval of the separate financial statements as of December 31st, 2023, Directors' report thereon, Report of the Board of statutory auditors and Independent auditors' report. Presentation of the consolidated financial statements as of December 31st, 2023 and the consolidated non-financial statement pursuant to Legislative Decree 254/2016.
- 1.2 Resolutions relating the result for the financial year 2023

2. Remuneration policies

- 2.1 Report on 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 February 24, 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 February 24, 1998.
- 2.3 Information Document on Compensation with Financial Instruments 2024.

3. Authorization to purchase and dispose of own shares and operate on them, including the possibility of operating also by means of Tender Offer, following revocation of the authorising resolution passed by the Shareholders in the Ordinary Meeting on April 27th, 2023, for the portion not executed.

4. Appointment of the Board of Directors:

- 4.1 Determination of the number of members.
- 4.2 Determination of the term of office.
- 4.3 Appointment of the members of the Board of Directors.
- 4.4 Determination of the fee for members of the Board of Directors.

5. Appointment of the Board of Auditors:

- 5.1 Appointment of three statutory auditors and two alternate auditors.
- 5.2 Appointment of the Chairman.
- 5.3 Determination of the fee for members of the Board of Statutory Auditors.

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6. Appointment of the Independent Audit Firm of doValue S.p.A. for the period 2025-2033 and determination of remuneration

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*In accordance with the provisions of Article 106 of Law decree No. 18/2020 converted by Law No. 27/2020 ("Decree") and amended and extended by Law decree No. 215/2023 converted by Law No. 18 of February 23rd, 2024, **the Company 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 (the "Appointed Representative", without physical participation by the Shareholders.***

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 17th, 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 **April 23th, 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. The Chairman 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, 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 26th, 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

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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 24th, 2024**), 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 April 26th, 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 April 11th, 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@pecserviziitolitoli.it (re: "Proxy for doValue 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@pecserviziitolitoli.it (re: "Proxy for the doValue 2024 Shareholders' Meeting");
- iv) Common email address holders: the delegating person may send to the PEC address (ufficiomilano@pecserviziitolitoli.it) a digital copy of the proxy form (PDF format) (re: "Proxy for the doValue 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 (**April 24th, 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 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 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) in the "Governance - Shareholders' Meeting April 26th, 2024" 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 (+390246776814-0246776808) on weekdays between 9:00 a.m. and 01:00 p.m. and between 02:00 p.m. and 5:00 p.m.).

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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 **March 25th, 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 **March 25th, 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 - copy to 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 **April 11th, 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 **April 10th, 2024** 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.

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The resolution proposals received in accordance with the terms and conditions set out above will be published on the Company's website by **April 11th, 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, 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 17th, 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), "*Governance - Shareholders' Meeting April 26th, 2024*" section. The Company may provide a single response to questions with the same content.

APPOINTMENT OF THE BOARD OF DIRECTORS

Pursuant to Article 13.1 of the Bylaws, the Board of Directors of the Company is composed of a number of Directors not less than seven and not more than eleven, determined by the Shareholders' Meeting itself within the aforementioned limits.

The Directors hold office for three fiscal years, unless a shorter term is established at the time of appointment; they cease to hold office on the date of the Shareholders' Meeting convened to approve the financial statements for the last fiscal year of their term of office and are eligible for re-election.

Directors are appointed by the Ordinary Shareholders' Meeting on the basis of lists submitted by shareholders or by the incumbent Board of Directors in which candidates must be listed, in a number not exceeding eleven, each paired with a sequential number.

With the exception of any list that may be submitted by the Board of Directors, only persons entitled to vote who, alone or together with others, at the time the list is submitted own shares with voting rights representing at least 2.5% of the share capital are entitled to submit lists.

Each shareholder may submit or participate with other shareholders in the submission of only one list, and each candidate may only appear on one list under penalty of ineligibility.

Each entity legitimate to vote (as well as (i) the legitimated entities belonging to the same group, by which is meant the party, including non-corporate, controlling pursuant to Article 2359 of the Civil Code and any company controlled by, or under the common control of, the

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same party, or (ii) the members of the same shareholders' agreement pursuant to Article 122 of the TUF, or (iii) the legitimated entities that are otherwise connected with each other by virtue of relevant relationships pursuant to applicable laws and/or regulations in force and applicable) may present or participate in the presentation of only one list just as each candidate may appear on only one list under penalty of ineligibility.

The lists must be deposited at the Company's registered office at least 25 days before the date of the Shareholders' Meeting on single call (i.e., by **April 1, 2024**) by sending to the certified e-mail address dovalue.legalesocietario@cert.dovalue.it, or by electronic communication to the address coraffairs@dovalue.it, or by hand delivery to the Company's registered office, Viale dell'Agricoltura 7, 37135 Verona, during normal business hours in working days. The lists are made available to the public at the registered office, on the Website within the section "Governance - Shareholders' Meeting April 26, 2024," and at the "eMarket Storage" storage mechanism operated by Teleborsa S.r.l. and available at www.emarketstorage.com at least 21 days before the date of the Shareholders' Meeting (i.e., by **April 5, 2024**).

Lists must be accompanied by the documentation and information required by the Articles of Association and current regulations. To this end, it is specifically recalled that, together with the lists, the following must be provided:

- i. information regarding the identity of the shareholders submitting the lists, with an indication of the total percentage of shareholding held;
- ii. declarations by shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any relationship of connection, even indirect, with the latter (it should be recalled that those who submit a "minority list" are addressees of the recommendations made by Consob in Notice no. DEM/9017893 of February 26, 2009);
- iii. a statement by the candidates certifying that they meet the requirements provided for by the laws and regulations pro tempore in force and by the Bylaws, including those of honorability and, where applicable, independence, and their acceptance of the candidacy and of the office, if elected; a facsimile of such statements is available on the website www.dovalue.it in the section "Governance - Shareholders' Meeting April 26, 2024"
- iv. a comprehensive disclosure of his or her personal and professional characteristics and expertise in the field of finance and/or other areas of relevance referred to in the "Guidance on the qualitative and quantitative composition of the new Board of Directors deemed optimal" (available on the Company's website at www.dovalue.it in the section "Governance - Shareholders' Meeting April 26, 2024") as well as the list of directorships and auditing positions held in other companies;
- v. any other or different statements, disclosures and/or documents required by the laws and regulations in force.

Pursuant to Article 13.7 of the Bylaws, each list must include of at least one candidate - or two if the list has 7 (seven) candidates or more - who meets the requirements to qualify as an Independent Director.

Lists that present a number of candidates equal to or greater than three must also include candidates belonging to both genders, so as to ensure the gender balance in compliance with current legislation, so that the candidates of the less represented gender are at least 2/5 of the total, with rounding, in the case of a fractional number, to the next higher unit.

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Shareholders wishing to present a list are invited to make proposals with regards to the determination of the number of directors, the term of office as well as with regard to remuneration, at the same time as submitting the list and to pay close attention to the "Guideline on the qualitative and quantitative composition of the new Board of Directors considered optimal" - which contains the analysis carried out by the outgoing Board on its own qualitative/quantitative composition considered suitable for the purpose of the proper performance of its functions, in accordance with the applicable provisions on corporate governance.

It is also required, for those presenting a list containing more than half the number of candidates to be elected, to provide adequate information, in the documentation submitted for the filing of the list, on the compliance of the list with the guidelines expressed by the Board of Directors and to indicate their candidate for the office of Chairman of the Board of Directors. For further information on the appointment of the Board of Directors, please refer to Article 13 of the Bylaws and the Explanatory Report on the relevant agenda item, which will be made available to the public within the terms and in the manner prescribed by current regulations.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting shall appoint the Board of Statutory Auditors, composed of three Statutory Auditors. The Shareholders' Meeting also appoints two Alternate Auditors. Appointment of the Company's Board of Statutory Auditors is carried out in accordance with the provisions of Article 23 of the Articles of Association, to which specific reference is made for all matters not mentioned hereto.

The appointment of the Statutory and Alternate auditors takes place on the basis of lists submitted by the legitimates entities in which the candidates must be listed by means of a progressive number. The lists are divided into two sections, indicating respectively up to 3 (three) candidates for the office of Statutory Auditor and up to 2 (two) candidates for the office of Alternate Auditor.

Only persons entitled to vote who, alone or together with others, hold a total of shares with voting rights representing at least 2.5% of the share capital at the time the list is submitted are entitled to submit lists.

Each entity legitimate to vote (as well as (i) the legitimated entities belonging to the same group, by which is meant the party, including non-corporate, controlling pursuant to Article 2359 of the Italian Civil Code and any company controlled by, or under the common control of, the same party or (ii) the members of the same shareholders' agreement pursuant to Article 122 of TUF, or (iii) the legitimated entities that are otherwise connected with each other by virtue of relevant connection relationships pursuant to applicable laws and/or regulations in force and applicable) may present or participate in the presentation of only one list as well as each candidate may appear on only one list under penalty of ineligibility.

Each shareholder may submit or participate together with other shareholders in the submission of only one list, and each candidate may appear on only one list under penalty of ineligibility.

In case of a list that has candidates for the office of Statutory and Alternate Auditor, at least the first candidate for the office of Statutory Auditor and at least the first candidate for the office of Alternate Auditor shown in the respective section must have been registered for at least three years in the Register of Statutory Auditors and must have exercised statutory

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accounts auditing activity for a period of no less than 3 (three) years; each section for the appointment of Statutory Auditor and Alternate Auditor must present a number of candidates belonging to the least represented gender that guarantees, within that section, compliance with the gender balance at least to the minimum extent required by the legislation, including regulations, in force.

With specific regard to the preparation of the lists and the composition of the Board of Statutory Auditors, it should be noted that those who exceed the limits of the number of offices, or whom causes of ineligibility, incompatibility and forfeiture occur, or who do not meet the requirements of honorability and professionalism, as well as any other requirements, established by current laws and regulations, cannot be elected as Statutory Auditors, and if elected they forfeit their office. For the purposes of Article 1, Paragraph 2, letters b) and c) of Ministry of Justice Decree No. 162 of March 30, 2000, which establishes the requirements of professionalism and honorability, subjects pertaining to commercial law and tax law, business economics and corporate finance, as well as subjects pertaining to the financial and credit sectors, are considered to be strictly pertinent to the Company's sphere of activity. Statutory Auditors may take on positions of administration and control in other companies within the limits established by the provisions, including regulations, in force.

The lists must be deposited at least 25 days before the date set for the Shareholders' Meeting on single call (i.e., by **April 1, 2024**) by sending to the certified e-mail address dovalue.legalesocietario@cert.dovalue.it, or by electronic communication to the address coraffairs@dovalue.it, or by hand delivery at the Company's registered office, Viale dell'Agricoltura 7, 37135 Verona, during normal business hours in working days.

The lists are made available to the public at least 21 days before the Shareholders' Meeting (i.e., by April 5, 2024) at the Company's registered office, on the Company's Website at www.dovalue.it within the section "Governance - Shareholders' Meeting April 26, 2024," and at the "eMarket Storage" storage mechanism, operated by Teleborsa S.r.l. and available at www.emarketstorage.com.

Together with the lists, by the above deadline, the legitimate entities who submitted them must also file any additional documentation and declarations required by the law, including regulations, in force from time to time. To this end, it is specifically recalled that, together with the lists, the following must be provided:

- i. information regarding the identity of the shareholders who have submitted the lists, with an indication of the total percentage of shareholding held;
- ii. a statement of the shareholders who submitted the list and other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence or presence of relations of connection provided for in Article 144- quinquies, first paragraph, of Consob Regulation 11971/1999 with the latter (it should be noted that those who submit a "minority list" are addressees of the recommendations made by Consob in Communication No. DEM/9017893 of February 26, 2009);
- iii. declarations with which the individual candidates accept the candidacy and certify, under their own responsibility, the non-existence of grounds for incompatibility or ineligibility, and likewise the existence of the requirements prescribed by law and the Articles of Association; a facsimile of these declarations is available on the website www.dovalue.it within the section "Governance - Shareholders' Meeting April 26, 2024";

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iv. comprehensive information on personal and professional characteristics as well as a list of administrative and control positions held in other companies.

The list for which the above stipulations are not observed is considered as not submitted.

In the event that only one list for the appointment of the Board of Statutory Auditors has been submitted by the deadline of 25 days before the Shareholders' Meeting, or more than one list has been submitted, but these lists are attributable to shareholders who are related to each other pursuant to the applicable laws and regulations, the Company shall give notice in the prescribed legal and regulatory forms, and lists for the appointment of the Board of Statutory Auditors may be filed up to the third day after the legal deadline, i.e., until **April 4, 2024**, by shareholders who, alone or together with other shareholders, represent at least 1.25% of the share capital represented by ordinary shares.

The election of auditors will be conducted in accordance with the provisions of the regulations and Article 23, of the Articles of Association. Lists presenting a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, with a minimum of two of each gender in the case where the list is composed of six candidates, so that the candidates of the least represented gender are at least 2/5 of the total, with rounding, in the case of a fractional number, to the lower unit.

For further information on the appointment of the Board of Statutory Auditors, please refer to Article 23 of the Articles of Association and the Explanatory Report on the relevant agenda item, which will be made available to the public within the terms and in the manner prescribed by current regulations.

Shareholders who wish to submit a list are invited to make proposals regarding the determination of compensation to the Board of Statutory Auditors at the same time as the list.

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 26th, 2024" 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 41,280,000.00 and comprises 80,000,000 ordinary shares, with no par value.

On this notice date, the Company holds 2.827.230 treasury shares.

Each ordinary share gives the right to one vote.

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

dovalue.pec@actaliscertymail.it

Sito web: 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

This call notice is published today on the Company's website www.dovalue.it, at the "Governance - Shareholders' Meeting April 26th, 2024" 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 "Il Sole 24 Ore", on March 16th, 2024.

Rome, **March 15th, 2024**

For the Board of Directors
The Chairman
(Giovanni Castellaneta)

doValue S.p.A.

già doBank S.p.A.

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Fine Comunicato n.1967-31-2024

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