



**SHAREHOLDERS' MEETING
ROME - 28 APRIL 2022**

EXPLANATORY REPORT
OF THE BOARD OF DIRECTORS
in accordance with Article 73 of Consob Regulation no. 11971/99

ON ITEM 3 OF THE AGENDA

AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES AND COMPLETE
ACTS ON THE SAME, SUBJECT TO THE REVOCATION OF THE AUTHORISING RESOLUTION
PASSED BY THE ORDINARY SHAREHOLDERS' MEETING ON 29 APRIL 2021



"EXPLANATORY REPORT OF THE DOVALUE S.P.A. BOARD OF DIRECTORS IN ACCORDANCE WITH ART. 73 OF CONSOB REGULATION NO. 11971/99 ON THE ITEM N.3 ON THE AGENDA "AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES AND COMPLETE ACTS ON THE SAME, SUBJECT TO THE REVOCATION OF THE AUTHORISING RESOLUTION PASSED BY THE ORDINARY SHAREHOLDERS' MEETING ON 29 APRIL 2021"

Dear Shareholders,

You have been called by the Board of Directors of DoValue S.p.A. ("**DoValue**" or the "**Company**") to the ordinary Shareholders' Meeting (the "**Shareholders' Meeting**") for the day of 28 April 2022, to discuss and resolve - subject to the revocation of the resolution passed by the ordinary shareholders' meeting on 29 April 2021 - on the approval of the proposal to authorise the Board of Directors to purchase and dispose of the company's ordinary shares, in accordance with the provisions of Art. 2357 and Art. 2357(3) of the Italian Civil Code, in respect of the conditions laid down in Art. 132 of Legislative Decree no. 58 of 24 February 1998 (the "**Consolidated Finance Law**"), Art. 144(2) of CONSOB regulation adopted by resolution no. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**"), and subject to the application of Regulation (EU) no. 596 of 16 April 2014 on market abuse (the "**MAR**"), and, where necessary, the application of Commission Delegated Regulation no. 1052 of 8 March 2016, with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the "**Delegated Regulation**"), as well as in compliance with market practices accepted from time to time, including those referred to in Art. 180, paragraph 1, letter c), of the Consolidated Finance Law, approved by CONSOB resolution no. 16839 of 19 March 2009 (the "**Accepted Practice**").

1. Reasons for requesting authorisation to purchase and dispose of treasury shares.

The purchases for which the Shareholders' Meeting is asked to authorise the purchase of treasury shares are to provide the company with a tool, where the conditions are met, to (i) encourage normal trading and to support market liquidity. In this regard, it should be recalled that the option to buy and sell treasury shares, which by now is standard practice of listed companies, is considered an important element of operating flexibility to be used for the above purposes, when there are suitable market conditions and (ii) to implement the Group remuneration policies.

Moreover, in this context it would be appropriate to include the right also to proceed with the possible cancellation of treasury shares in the absence of a reduction in share capital and consequent increase in the book value of the other shares, however with no par value.

The initiative will therefore allow the Board of Directors to:

- a) take action, where necessary and in accordance with current provisions, directly or through authorised intermediaries, with the aim of containing abnormal movements in the listing of the Company's shares and/or to stabilise trading and prices; in this context, also to dispose of the company's treasury shares, with no par value, in the absence of a reduction in share capital and consequent increase in the book value of the other shares; and/or
- b) make investments in treasury shares to pursue the Company's strategic policies (e.g. using them as consideration, including the case of exchange of securities, for the purchase of equity investments or in acquisitions of other companies), where the market conditions make such transactions advantageous on an economic scale; and/or
- c) restore, where necessary, the treasury shares reserve to service the *Share-based incentive plan* for the Group's management, as well as the payment to the Chief Executive Officer of the portion of remuneration in the form of company shares; and/or
- d) use the treasury shares for transactions such as the sale, transfer, assignment, exchange or other act of disposal as part of any agreements with strategic partners, or to service any extraordinary financial transactions (e.g. convertible loans); and/or
- e) use the treasury shares as a guarantee for loans;



f) use sources of surplus liquidity to optimise the capital structure and improve shareholder remuneration.

It is understood that as soon as the share programme is launched, the Issuer will be able to identify the specific purpose (or specific purposes) for which it carries out the transaction, using, if necessary, the regulatory safeguards established by the MAR or by Accepted Market Practice, and therefore identifying the limits on the amount of shares to be purchased for each of the specified purposes.

2. Maximum number of shares and respect of the provision laid down in Art. 2357, paragraph 1 of the Italian Civil Code.

In accordance with Art. 2357, paragraph 3, of the Italian Civil Code, authorisation is requested for the purchase, even if in multiple tranches, of 10% of the Company's share capital; this percentage is lower than the maximum limit established by the pro tempore applicable regulations, fixed at one-fifth of the Company's share capital - equivalent to 8,000,000 ordinary shares, less the number of ordinary shares already held by the Company, amounting to 972,339 shares on the date of this report (this figure may need to be updated at the date of the Shareholders' Meeting).

In accordance with Art. 2357, paragraph 1 of the Italian Civil Code, the maximum number of treasury shares that may be purchased must not exceed the amount of distributable profits and available reserves reported in the latest duly approved financial statements. In any case, only fully paid-up shares may be purchased.

The maximum number of shares that can be held would be increased proportionally and automatically at the time of any capital increase made during the duration of the authorisation, always in compliance with the maximum limit envisaged by Art. 2357 of the Italian Civil Code.

Prior to each transaction regarding the purchase of ordinary shares for the above purposes, the Board of Directors will check to ensure compliance with the limits laid down in Art. 2357 of the Italian Civil Code. As far as the disposal of shares is concerned, authorisation is requested for the entire amount of treasury shares already held in addition to those that would be purchased, with disposals to be carried out in one or more tranches, with no time limits.

3. Duration of the requested authorisation.

The Board of Directors proposes that the authorisation to purchase treasury shares be granted for the maximum term permitted by applicable laws and regulations (at the date of this report established by Art. 2357, paragraph 2 of the Italian Civil Code for a period of eighteen months from the date of the resolution passed by the Shareholders' Meeting approving this proposal). During this period, shares may be purchased on one or more occasions and at any time, as decided by the Board of Directors, and in any case freely determining the amount and times in accordance with the applicable law, and at a pace deemed advantageous for the Company.

The shares that will be purchased on the basis of the Shareholders' Meeting authorisation may be subject to acts of disposal and, in this context, may also be sold, even before the total amount of purchases subject to said authorisation is used up, on one or more occasions, without time limits, in the manner deemed most appropriate for the Company.

The authorisation for disposal is requested for an unlimited period of time also so that the Board of Directors can take full advantage of the flexibility in carrying out the disposal of shares.

4. Minimum price and maximum price to be paid for the purchase of treasury shares.

The Board of Directors proposes that treasury shares may be purchased at a unit price not lower than the official stock exchange price of doValue shares on the day preceding that on which the transaction is carried out, less 15%, and not higher than the official stock exchange price on the day before the purchase transaction is carried out, increased by 15%, without prejudice to the possible application of the terms and conditions established by the Delegated Regulation and by the Accepted Practice, where applicable.



The purchases will be made on the Screen-Based Stock Exchange (MTA) in accordance with Art. 144(2), first paragraph, letter b) of CONSOB Regulation no. 11971/99.

5. Disposal of treasury shares

As regards the consideration relating to the disposal of ordinary treasury shares, the Board of Directors proposes that the Shareholders' Meeting determines a price per share not lower than the official stock exchange price of doValue shares on the day before each transaction is carried out, less 15%, and not higher than the official stock exchange price on the day before each transaction is carried out, increased by 15%, granting the Board of Directors the power to determine, from time to time, any further conditions, methods and time limit of the disposal.

As an exception to the above:

where the shares are subject to exchange, swap, contribution or any other type of disposal not in cash, the economic terms of the transaction may be decided by the Board of Directors in compliance with the purposes of the initiative proposed herein and within the limits of applicable legislative provisions;

- in the event of provisions to service share-based incentive plans, the transaction will be completed according to the terms and conditions envisaged by such plans;

- if the shares are used for the purpose of carrying out activities to support market liquidity, the sales shall be carried out in accordance with the criteria set out in the Consob resolution on accepted market practices and applicable legislation in force at that time.

The authorisation for the disposal of treasury shares shall be understood to be granted also in reference to the treasury shares already held by doValue on the date of the resolution passed by the Shareholders' Meeting.

6. Procedures for purchases and disposals.

Purchase transactions of treasury shares will be carried out on regulated markets or possibly on multilateral trading systems on which the ordinary shares are traded in respect of the legislation in force and in conformity with the provisions of Art. 132 of the Consolidated Finance Law, Art. 144(2) of the Issuers' Regulation and any other applicable laws and regulations, including EU laws, and any Accepted Practice from time to time in force, at any rate in compliance with the operating rules set forth in the organisational and management regulations of those markets, also through trading options or derivatives on DoValue shares.

The Company will proceed, in accordance with Art. 2357(3) of the Italian Civil Code, to reduce the shareholder equity by an amount equal to the value of the treasury shares acquired; (i) derecognising the amount corresponding to the relative nominal value from the issued capital and (ii) adjusting the extraordinary reserve by an amount equal to the premium (or discount) paid with respect to the nominal value of the purchased shares.

With reference to transactions concerning the disposal of treasury shares, the Board of Directors proposes that they be carried out in any manner deemed appropriate in the interest of the Company and for the purposes referred to in this proposed resolution, including the sale on regulated markets or possibly on multilateral trading systems on which the treasury shares are traded, in blocks and through a swap or securities lending, in any case in compliance with the current legislation and Accepted Practice, where applicable.

It is noted that, in general, the treasury shares held by the Company, even indirectly, are excluded from the share capital on which the relevant investment is calculated for the purposes of Article 106 of the Consolidated Finance Law, with regard to the purpose of regulating public takeover bids. However, in accordance with Article 44(2) of the Issuers' Regulation, the aforementioned provision does not apply if the thresholds indicated in Article 106 of the Consolidated Finance Law are exceeded following purchases of treasury shares, carried out, even indirectly, by the Company in execution of a resolution that has been approved also with the favourable vote of the majority of the shareholders of the issuer, present at the shareholders' meeting, other than the shareholder or shareholders that hold, even jointly, the majority shareholding, even relative, provided that it exceeds 10% (known as *whitewash*). Therefore, it is noted that, in application of the aforementioned *whitewash*, if the same - asked to express an opinion on the authorisation to purchase and dispose of treasury shares - approves the



respective proposal with the majorities envisaged by Art. 44(2), paragraph 2 of the Consob Regulation, the treasury shares purchased by the Company in execution of that authorisation resolution will not be excluded from the share capital (and will therefore be calculated in the same) if the purchases of treasury shares lead to the exceeding, by a shareholder, of the relevant thresholds for the purposes of Art. 106 of the Consolidated Finance Law.

7. Information if the purchase transaction is instrumental to the reduction of capital.

The request for authorisation to purchase treasury shares is not intended to reduce share capital through cancellation of the purchased treasury shares, on the understanding that, should a reduction in share capital be approved by the Shareholders' Meeting in the future, the Company may implement this also through the cancellation of the treasury shares held in the portfolio of the company.

8. Proposed resolution

In consideration of the foregoing, the Board of Directors submits for your approval the following resolutions:

"The ordinary Shareholders' Meeting of doValue S.p.A.:

- having examined the explanatory report prepared by the Board of Directors;*
- having acknowledged that, as of today's date, the Company holds xxxx ordinary treasury shares (equal to xxx% of the Company's share capital);*
- having regard to the financial statements for the year ended 31 December 2021, approved today by the Shareholders' Meeting;*
- having acknowledged the proposed resolution put forward;*

resolves

(a) to revoke the resolution of authorisation of the Board of Directors for the purchase and disposal of treasury shares, passed by the ordinary shareholders' meeting on 29 April 2021 and to authorise, in accordance with and for the effects of Article 2357 et seq. of the Italian Civil Code and Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, the purchase of the Company's treasury shares, on one or more occasions, for a period of 18 months as from the date of this resolution in compliance with the following terms and conditions:

- the purchase is allowed for the following purposes:

- a) to take action, where necessary and in accordance with current provisions, directly or through authorised intermediaries, with the aim of containing abnormal movements in the listing of the Company's shares and/or to stabilise trading and prices; in this context, also to dispose of the company's treasury shares, with no par value, in the absence of a reduction in share capital and consequent increase in the book value of the other shares; and/or*
- b) to make investments in treasury shares to pursue the Company's strategic policies (e.g. using them as consideration, including the case of exchange of securities, for the purchase of equity investments or in acquisitions of other companies), where the market conditions make such transactions advantageous on an economic scale; and/or*
- c) to restore, where necessary, the treasury shares reserve to service the share-based incentive plan for the Group's management, as well as the payment to the Chief Executive Officer of the portion of remuneration in the form of company shares; and/or*
- d) to use the treasury shares for transactions such as the sale, transfer, assignment, exchange or other act of disposal as part of any agreements with strategic partners, or to service any extraordinary financial transactions (e.g. convertible loans); and/or*
- e) to use the treasury shares as a guarantee for loans;*
- f) to use sources of surplus liquidity to optimise the capital structure and improve shareholder remuneration.*

- the purchase must be made in compliance with law and, in particular, Art. 132 of Italian Legislative Decree no. 58 of 24 February 1998, Art. 144(2) of CONSOB Regulation 11971/1999, Commission



Delegated Regulation no. 2016/1052 of 8 March 2016, as well as any market practice accepted from time to time including those practices referred to in Art. 180, paragraph 1, letter c) of Italian Legislative Decree no. 58 of 24 February 1998, approved with CONSOB resolution no. 16839 of 19 March 2009, and may be executed according to one or more of the procedures laid down in Art. 144(2), first paragraph of CONSOB Regulation 11971/1999;

- the purchase price of each share must not be lower than the official stock exchange price of doValue shares on the day preceding that on which the transaction is carried out, less 15%, and not higher than the official stock exchange price on the day before the purchase transaction is carried out, increased by 15%, without prejudice to the possible application of the terms and conditions established by the Delegated Regulation and by the Accepted Practice, where applicable;

- the purchases may be made exclusively within the limits of the distributable profits and unrestricted reserves reported in the last duly approved financial statements at the date each transaction is executed, and only fully paid-up shares may be purchased;

- the maximum number of shares to be purchased may not exceed 10% of the Company's share capital on the date of this resolution, including any shares already held even by subsidiaries, without prejudice to an upward revision in the event of any increases of share capital implemented during the authorisation period, always in compliance with the maximum limit envisaged by Art. 2357 of the Italian Civil Code.

(b) to authorise the Chairman of the Board of Directors, in accordance with Art. 2357(3) of the Italian Civil Code, to dispose of all and/or part, without time limits, of the treasury shares purchased even before completing the purchases, establishing the price and methods of disposal and making any necessary or opportune accounting record, in accordance with the laws and regulatory provisions and accounting standards applicable at the time;

- the price of each share for disposal must not be not lower than the official stock exchange price of doValue shares on the day before the each transaction is carried out, less 15%, and not higher than the official stock exchange price on the day before each transaction is carried out, increased by 15%, granting the Board of Directors the power to determine, from time to time, any further conditions, methods and time limits of the disposal.

As an exception to the above:

- where the shares are subject to exchange, swap, contribution or any other type of disposal not in cash, the economic terms of the transaction may be decided by the Board of Directors in compliance with the purposes of the initiative proposed herein and within the limits of applicable legislative provisions;

- in the event of provisions to service share-based incentive plans, the transaction will be completed according to the terms and conditions envisaged by such plans;

- if the shares are used for the purpose of carrying out activities to support market liquidity, the sales shall be carried out in accordance with the criteria set out in the Consob resolution on accepted market practices and applicable legislation in force at that time.

The authorisation for the disposal of treasury shares is understood to be granted also in reference to treasury shares already held by doValue on the date of the resolution passed by the Shareholders' meeting.

(c) expressly to acknowledge that, in application of the so-called whitewash indicated in Art. 44(2), second paragraph of CONSOB Regulation no. 11971/99, in the event of approval of this authorisation resolution to purchase treasury shares with the majorities envisaged by aforementioned Art. 44(2), second paragraph of CONSOB Regulation no. 11971/99, the treasury shares purchased by the Company in execution of this authorisation resolution will not be excluded from the share capital (and will therefore be calculated in the same) for the purposes of calculating the exceeding, by one or more shareholders, of the relevant thresholds in accordance with Art. 106 of Italian Legislative Decree no. 58 of 24 February 1998, with consequent exempting effectiveness from the obligation of a totalitarian public takeover bid envisaged therein.



(d) to grant to the Board of Directors and, on its behalf, the CEO, all the powers and authority necessary or appropriate to perform the purchases of treasury shares, also through buy-back programmes, as well as for the performance of sale, disposal and/or use of all or part of the purchased treasury shares and in any case to implement the above resolutions, also through attorneys-in-fact, also approving each and any action implementing the relevant purchase programme and in compliance with any requirement of the competent Authorities.”

Rome, 28 March 2022

for THE BOARD OF DIRECTORS
THE CHAIRMAN
Giovanni Castellaneta