



## **DOXEE S.P.A.**

Registered office in Modena (MO) Viale Virgilio n. 48/b

Share capital subscribed and fully paid up of € 1,597,880.18

Entered in the Register of Companies of Modena under no. 02714390362

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### **EXCEPT FROM THE NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Shareholders entitled to attend and exercise their voting rights are called to the Ordinary and Extraordinary Shareholders' Meeting of Doxee S.p.A. (the "Company") in first call on **April 27, 2021, at 9.30 a.m.**, at the office of the notary Dr. Tomaso Vezzi in Modena (MO), Corso Canalgrande n. 36 and, if necessary, in second call on April 28, 2021, at the same time and location, to discuss the following:

#### **AGENDA**

##### **ORDINARY PART**

- 1) Approval of the financial statements for the year ending 12/31/2020, examination of the report on operations and the Board of Statutory Auditors and the Independent Auditors report. Allocation of profit for the year. Presentation of the consolidated financial statements as of 12/31/2020. Related and subsequent resolutions;
- 2) Revocation of the authorization to purchase own shares pursuant to articles 2357 and following the Italian Civil Code granted to the Board of Directors during the Shareholders' Meeting held on April 29, 2020 and granting of a new authorization to purchase own shares pursuant to articles 2357 of the Italian Civil Code, and subsequent disposal of own shares. Related and subsequent resolutions.
- 3) Approval of the multi-year Stock Grant Plan (Doxee Stock Grant Plan 2021-2024) concerning the free assignment of a maximum number of 215,000 ordinary shares of the Company to employees of the Company and/or other companies of the Group. Related and subsequent resolutions.
- 4) Creation of a specific profit reserve, earmarked to service the free share capital increase related to the Stock Grant Plan referred to in point 3 above. Related and subsequent resolutions.
- 5) Appointment for the legal audit of the accounts for the financial years 2021-2023 pursuant to art. 31 of the Articles of Association, and determination of the related fee. Related and subsequent resolutions.

##### **EXTRAORDINARY PART**

- 6) Amendment to art. 7 of the Articles of Association to include a new paragraph aimed at allowing the Company, pursuant to art. 2349 of the Italian Civil Code, to allocate profits and/or profit reserves to employees of the company or its subsidiaries, by means of issuing shares or other financial instruments to be assigned individually, in compliance with the current legislation. Related and subsequent resolutions.



7) Free share capital increase, pursuant to art. 2349, paragraph 1 of the Italian Civil Code, in divisible form, up to a maximum of EUR 47,708.00 corresponding to a maximum number of 215,000 ordinary shares with no indication of their nominal value and with regular dividend entitlement, to service the Stock Grant Plan, to be issued by the Board of Directors, also in several tranches, according to the terms and conditions set out in the Plan, by using the specific profit reserve, as per the resolution of the Ordinary Shareholders' Meeting referred to in point 4 above and subject to the registration in the Companies Register of the resolution of the Extraordinary Shareholders' Meeting referred to in point 6 above. Subsequent attribution of all necessary powers relating to the issue of new shares to the Board of Directors.

Amendment to art. 7 of the Articles of Association subsequent to the resolution for the free share capital increase, together with the amendment to art. 7 concerning the update of the resolved and defined share capital increases and of those whose subscription deadline has not yet expired. Related and subsequent resolutions.

8) Amendment of Articles 8, 10, 12, 17, 18, 19, 20, 21, 23 and 28 and insertion of the new Article 12-bis of the Articles of Association. Inherent and subsequent resolutions.

To minimize the risks related to the COVID-19 health emergency, pursuant to Article 106, paragraphs 2, 4 and 5, of Law Decree No. 18 of March 17, 2020 'so-called Cura Italia Decree' converted by Law No. 27 of April 24, 2020, as last amended by Article 3, paragraph 6, of Law Decree No. 183 of December 31, 2020 converted by Law No. 21 of February 26, 2021:

(a) attendance at the Shareholders' Meeting by persons entitled to attend and vote is permitted exclusively through the **representative designated by the Company** pursuant to Article 135-undecies of Legislative Decree No. 58/98 (TUF), and

(b) **exclusively by means of remote communication** that guarantee the identification of the participants, their participation, and the exercise of their voting right, pursuant to and for the purposes of Article 2370, fourth paragraph, of the Italian Civil Code, without the need for the Chairman of the Meeting and the secretary or notary taking the minutes to be in the same location.

The Company has appointed **Computershare S.p.A.** -- with its registered office in Rome, Via Monte Giberto, 33 - 00138 Rome -- to represent the shareholders pursuant to art. 135-undecies of Legislative Decree no. 58/98 and the above-mentioned Law Decree (the "**Designated Representative**"), specifying that the Designated Representative may also be granted proxies or sub-delegations pursuant to art. 135-novies of the Consolidated Law on Finance. 58/98 and the said Law Decree (the "**Designated Representative**"), specifying that the Designated Representative may also be granted proxies or sub-delegations pursuant to art. 135-novies of the Consolidated Law on Finance, as an exception to art. 135-undecies, paragraph 4 of Legislative Decree no. 58/98.

Information on the share capital, as well as information regarding procedures and terms for:

- participation in the Shareholders' Meeting (record date: April 16, 2021);
- attendance at the Meeting by proxy to the Designated Representative the types of proxy and the forms to be used;
- the exercise of the right to propose resolutions on the agenda items;
- the exercise of the right to ask questions on the agenda items;



- the availability of the documentation concerning the agenda items and of the additional documents for the meeting,

are contained in the notice of call, to which reference should be made, which can be found on the Company website at [www.doxee.com](http://www.doxee.com) (in the section "[Investor Relations](#) - Shareholders' Meetings").

Modena, April 12, 2021

The Chairman of the Board of Directors

Paolo Cavicchioli

## **DOXEE**

Doxee (DOX:IM – ISIN IT0005394413) is a multinational hi-tech company and a leading provider of products for Customer Communications Management (CCM), Digital Customer Experience and Dematerialization. Doxee offers innovative technology products based on Doxee's proprietary platform and delivered in cloud mode to over 200 Enterprise companies to ensure scalability, flexibility and reliability for mission-critical processes. Doxee products are a powerful tool for dynamic innovating communication strategies between the company and its customers, since they enable the creation of personalized and interactive relationships using digital machine learning and natural language processing technologies. For more than 10 years, the company has invested 13% of its revenues in Research & Development, with the goal of ensuring technological excellence and reliability. In addition to our constant commitment to R&D, Doxee promotes a working environment where our young people - highly educated and technologically skilled are the key to boost innovation from within. Doxee is an innovative SME headquartered in Modena, and offices located in Rome and Catanzaro, Italy, in the Czech Republic, and the United States. [www.doxee.com](http://www.doxee.com)

## **CONTACTS**

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