



## **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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### **NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING**

Shareholders entitled to attend and exercise their voting rights are called to the Extraordinary Shareholders' Meeting of Doxee S.p.A. (the "Company") in **first call on July 28, 2021, at 5.00 p.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 29, 2021**, at the same time and location, to discuss the following:

#### **AGENDA**

**1)** Approval of a new text of the Articles of Association, containing changes related to the adoption of the status as a "benefit company" and, specifically: the inclusion of goals related to the status as a "benefit company" in the company purpose statement and the possibility of including the phrase "Benefit Company" in the company name, the inclusion of the obligation for the company administration to balance the interests of shareholders with the purposes of common benefit, and the introduction of provisions relating (i) to the subject to whom the functions and tasks aimed at pursuing the purposes of common benefit are to be entrusted, (ii) the obligation to draw up an annual report relating to the pursuit of the common benefit. Consequent amendment of articles 1, 2, and 25 of the statute. Related and consequent resolutions.

#### **Share capital and voting rights**

The subscribed and paid-up share capital is Euro 1,597,880.18 divided into 7,201,100 ordinary shares, with no par value, each of which gives the right to one vote at the shareholders' meeting. The Company holds 65,500 treasury shares.

#### **Participation in the meeting and granting of the proxy to the Designated Representative**

Those who have the right to vote pursuant to law and the Articles of Association may attend the Shareholders' Meeting. Each share carries the right to one vote. The validity of the meeting's constitution and the resolutions of the Assembly are governed by current laws and the Articles of Association.

Entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is certified by a communication, in favor of the party entitled to vote, made by the intermediary, in accordance with its accounting records, based on the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call (record date: July 19, 2021). The credit and debit registrations made on the accounts



after July 19, 2021 will not be relevant for the purpose of legitimizing participation and exercising the right to vote at the Shareholders' Meeting. Therefore, those who own shares purchased after that date will not have the right to attend and vote at the Meeting.

The above communication from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting on first call (i.e. by July 23, 2021). However, the entitlement to attend and vote remains valid if the communications are received by the Company after the deadlines indicated above, provided they are received before the beginning of the meeting on single call.

To minimize the risks associated with the COVID-19 health emergency, the Company has decided to make use of the option - introduced by art. 106, paragraphs 2, 4, and 5, of Law Decree No. 18, the so-called "Cura Italia" decree converted by Law n. 27 of April 24, 2020, most recently amended by art. 3, paragraph 6, of the D.L. n. 183 of December 31, 2020 converted by Law n.21 of February 26, 2021 - to provide:

- a) that attendance at the Shareholders' Meeting by the persons entitled to attend and vote takes place exclusively through the **representative designated by the Company** pursuant to article 135-undecies of Legislative Decree No. 58/98 (TUF), thus precluding the physical attendance of the aforementioned subjects at the Shareholders' Meeting, and
- b) (b) that, without prejudice to the provisions under a) above, the participation of the participants in the Shareholders' Meeting takes place **exclusively through remote communication that guarantees the identification of the participants**, their participation, and the exercise of the right to vote, 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.

Consequently, 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**"). Shareholders who wish to attend the Shareholders' Meeting must therefore grant proxy to the Designated Representative - with the voting instructions - on the proposed resolution of the items on the agenda using the specific proxy form, prepared by the Designated Representative in agreement with the Company, and available on the Company's website at [www.doxee.com](http://www.doxee.com), section "[Investor Relations - Shareholders' Meetings.](#)"

The proxy form with the voting instructions must be sent according to the instructions on the form by the second trading day prior to the Meeting, i.e. by midnight on July 26, 2021, with reference to the first call, or by midnight of July 27, 2021, with reference to the second call, and within the same term the proxy may be revoked.

The proxy, thus conferred, is effective only for the proposals for which voting instructions were given (art. 135-undecies TUF).

It should also be noted that the Designated Representative may also be granted proxies or sub-delegations pursuant to art. 135-novies of the TUF, notwithstanding art. 135-undecies, paragraph 4 of Legislative Decree No. 58/98 following the instructions indicated in the form available on the Company's website at [www.doxee.com](http://www.doxee.com), section "[Investor Relations -](#)



**Shareholders' Meetings**". Considering the emergency still in progress, proxies may be granted by 1:00 p.m. on July 27, 2021, with reference to the first call, or by 1:00 p.m. on July 28, 2021, with reference to the second call. With the same methods, those entitled may revoke, within the same term, the proxy / sub-delegation and the voting instructions given.

The Designated Representative will be available for clarification or information at 06-45417401 or at the email address **ufficiorm@computershare.it**

There are no procedures for voting by mail or by electronic means.

Participants (such as the Designated Representative, the members of the corporate bodies of the Company, and the Secretary) may take part exclusively by means of teleconferencing and / or video conferencing, in accordance with the procedures that will be individually communicated to them, in compliance with the applicable regulations but without, in any case, the need for the Chairman and the Secretary or the Notary to be in the same place.

#### **Proposed resolutions by the Shareholders on the agenda items**

In relation to the fact that attendance at the Shareholders' Meeting is envisaged exclusively through the Designated Representative, the shareholders entitled to vote may submit proposals for resolutions and votes on the agenda items, which must be submitted by July 19, 2021, 3 p.m., by certified email addressed to **doxee@pec.it**. Each proposer must communicate his / her own shareholding and indicate the references of the intermediary's communication attesting the legitimacy to participate in the meeting.

The proposals - after verifying their relevance with respect to the agenda items as well as their correctness and completeness with respect to the applicable legislation - will be published on the Company's website by July 20, 2021, in order to allow those entitled to vote to express themselves consciously, also taking into account these new proposals and, therefore, to allow the Designated Representative to collect any related voting instructions.

#### **Right to ask questions on the agenda items**

In relation to the fact that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative, shareholders entitled to vote may ask questions on the agenda items on the agenda by sending them by email to the **doxee @ address. pec.it by July 20, 2021.**

Applicants must send to the Company - through their intermediary - the communications certifying the legitimacy to exercise their right; in the event that they have asked their intermediary for the communication to attend the Shareholders' Meeting, it will be sufficient to include references to the communication or at least the name of the intermediary itself in the request. Questions that are relevant to the agenda items will be answered by 12.00 p.m. on July 22, 2021 with a reply sent by email. The Company may provide a single answer to questions with the same content. The Company will not respond to requests received after the indicated deadline.

#### **Documents relating to the Shareholders' Meeting**

The documentation relating to the Shareholders' Meeting required by law have been deposited at the Company's registered office in accordance with the terms and procedures prescribed by



law and may be found on the Company's website [www.doxee.com](http://www.doxee.com) ("Investor Relations - Shareholders' Meetings" section).

The notice of call will be published today on the Company's website [www.doxee.com](http://www.doxee.com) ("Investor Relations - Shareholders' Meetings" section) and published in an excerpt on "Il Sole 24 Ore."

Modena, July 13, 2021

The Chairman of the Board of Directors  
Paolo Cavicchioli

#### **About 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 Milan, Rome and Catanzaro, Italy, in the Czech Republic, Slovak Republic and the United States. [www.doxee.com](http://www.doxee.com)

#### **CONTACTS**

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