



Notice of ordinary shareholders' meeting of Doxee

Modena, 13 April 2022

Doxee (DOX: IM), a high-tech multinational leader in Customer Communications Management (CCM), Digital Customer Experience and Paperless products, announces that today the notice of the Ordinary Shareholders' Meeting of Doxee S.p.A. has been published on the company website www.doxee.com in the *Investor Relations/Shareholders' Meetings* section, on the website www.borsaitaliana.it, in the *Stocks/Documents* section and, in summary form, in the Italian newspaper *Il Sole 24 Ore*.

The Ordinary Shareholders' Meeting of Doxee S.p.A. (the "Company") is convened on **28 April 2022, at 1:00 p.m.**, in first call, at the Company's offices in Modena (MO), Via Virgilio no. 48/b and, if necessary, in second call on 29 April 2022, at the same time and place, to discuss the following

AGENDA

- 1) Approval of the financial statements for the year ended 31/12/2021, examination of the report on operations, the report of the Board of Statutory Auditors and of the independent auditors. Presentation of the consolidated financial statements at 31/12/2021. Resolutions pertaining thereto and resulting therefrom.
- 2) Allocation of profit for the year. Resolutions pertaining thereto and resulting therefrom.
- 3) Withdrawal of the authorisation to purchase treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code as attributed to the Board of Directors at the Shareholders' Meeting of 27 April 2021 and granting of a new authorisation to purchase treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code, and subsequent disposal of treasury shares. Resolutions pertaining thereto and resulting therefrom.
- 4) Appointment of the Board of Directors. Resolutions pertaining thereto and/or resulting therefrom. **4.1** Determination of the number of members of the Board of Directors; **4.2** Determination of the Board of Directors' term of office; **4.3** Appointment of the Board of Directors' members; **4.4** Appointment of the Board of Directors' Chair; **4.5** Determination of the fee for the Board of Directors' members.



5) Appointment of the Board of Statutory Auditors. Resolutions pertaining thereto and/or resulting therefrom. **5.1** Appointment of three Standing Auditors and two Substitute Auditors; **5.2** Appointment of the Board of Statutory Auditors' Chair; **5.3** Determination of the fee for the Board of Statutory Auditors' members.

Share Capital and voting rights

The subscribed and paid-up share capital is 1,769,553.28 Euro divided into 7,974,772 ordinary shares, with no par value, each of which gives a right to a vote in the Shareholders' Meeting. The Company holds no. **91,000**¹ treasury shares.

The amount indicated, compared to what was communicated on 11 April 2022, takes into account an additional no. 2,000 shares purchased in February 2021.

Participation in the Shareholders' Meeting and proxy to the Appointed Representative

Participants with voting rights pursuant to the law and the Articles of Association can intervene in the Shareholders' Meeting. Every share gives the right to one vote. The Shareholders' Meeting is duly established and its resolutions are deemed to be valid pursuant to the laws and Articles of Association in force.

The legitimate right to intervene in the Shareholders' Meeting and to exercise the voting right is certified by a communication, in favour of the person who holds the voting right, made by the intermediary, in compliance with its accounting records, on the basis of the evidence relating to the end of the accounting day of the seventh open market day prior to the date set for the Shareholders' Meeting in first call (i.e. 19 April 2022 – the record date). Any credit and debit entries made on the accounts after the date of 19 April 2022 will not be relevant for the purposes of the legitimacy to take part in and exercise the voting right at the Shareholders' Meeting. Therefore, those who are holders of the shares following that date will not have the right to intervene and vote at the Shareholders' Meeting.

The intermediary's communication as set out above must reach the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting in first call (i.e. by 25 April 2022). However, there is no prejudice to the legitimate right to intervene and vote should the communications have reached the Company after the aforementioned deadlines, provided that this occurs by the start of the works of the Shareholders' Meeting of the single call.

In order to minimise the risks connected to the COVID-19 healthcare emergency, the Company has decided to make use of the option provided for by article 106, paragraphs 2, 4 and 5, of the Italian Law Decree no. 18 of 17 March 2020, the so-called '*Decreto Cura*

¹ *The amount indicated, compared to what was communicated on 11 April 2022, takes into account an additional no. 2,000 shares purchased in February 2021.*



Italia' converted into Law no. 27 of 24 April 2020 and subsequent changes, as extended by article 3, paragraph 1, of Italian Law Decree no. 228 of 30 December 2021:

(a) the intervention in the Shareholders' Meeting by those who have the right to intervene and vote shall take place **solely through the Appointed Representative** designated by the Company pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (Consolidated Law on Finance), remaining therefore excluded the physical participation of the aforementioned people in the Shareholders' Meeting, and

(b) without prejudice to the provisions at a), the intervention of the participants in the Shareholders' Meeting shall take place **solely through remote means of communication** which guarantee the identification of the participants, their participation and the exercise of their voting right, pursuant to and in application of article 2370, fourth paragraph, of the Italian Civil Code, without in any case the need for the Chair of the Shareholders' Meeting and the secretary who prepares the minutes to be in the same place.

Consequently the Company appointed Computershare S.p.A.—with its offices in Rome, via Monte Giberto, 33 – 00138 Rome—to represent the shareholders pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 and the aforementioned Law Decree (the “**Appointed Representative**”). Shareholders who wish to intervene in the Shareholders' Meeting must therefore confer on the Appointed Representative the proxy—with voting instructions—on all or some of the proposed resolutions regarding the items on the agenda, using the specific proxy form, prepared by the same Appointed Representative in agreement with the Company, available on the company website www.doxee.com, “Investor Relations – Shareholders' Meetings” section, or on the website of Borsa Italiana www.borsaitaliana.it, “Stocks/Documents” section.

The proxy form with the voting instructions must be sent following the instructions present on the form itself by the second open market day prior to the Shareholders' Meeting, i.e. by midnight on 26 April 2022, with reference to the first call, or by midnight on 27 April 2022, with reference to the second call, and the proxy may be withdrawn within the same deadline. The proxy which is conferred in this way is valid only for proposals in regard to which voting instructions have been given.

It is also noted that the Appointed Representative may also be conferred proxies or sub-proxies pursuant to article 135-novies of the Consolidated Law on Finance, by way of exception to article 135-undecies, paragraph 4 of Leg. Decree no. 58/98 following the instructions indicated on the form available on the company website www.doxee.com, “Investor Relations – Shareholders' Meetings” section, or on the website of Borsa Italiana www.borsaitaliana.it, “Stocks/Documents” section. The proxies can be conferred by midday on 27 April 2022, with reference to the first call, or by midday on 28 April 2022, with reference to the second call. In the same ways rights holders may withdraw, within the same deadline, the proxy/sub-proxy and the voting instructions given.

The Appointed Representative will be available for clarification or information by phone at no. +39 06-45417401 or at the email address ufficiorm@computershare.it.



No voting procedures by mail or with electronic means are envisaged.

Intervention in the Shareholders' Meeting of the participants (such as the Appointed Representative, the members of the Company's corporate bodies and the Secretary) may take place solely through telephone and/or video conference, with the means which will be communicated individually to them, in compliance with the legal provisions applicable but without, in any case, the need for the Chair of the Shareholders' Meeting and secretary preparing the minutes to be in the same place.

Resolutions proposed by Shareholders on items on the agenda

In relation to the fact that intervention in the Shareholders' Meeting is envisaged solely through the Appointed Representative, the Shareholders who have a legitimate right to vote may formulate proposals for resolutions and voting on the items on the agenda which they must present by midday on 18 April 2022, by means of certified email sent to the certified email address doxee@pec.it. Each proposer must communicate their shareholding and indicate the references of the intermediary's communication certifying the legitimate right to take part in the Shareholders' Meeting.

The proposals—subject to verification of their relevance in regard to the items on the agenda as well as their correctness and completeness in regard to the applicable law—will be published by 19 April 2022 on the Company's website, in order to enable the rights holders to have an informed opinion, and to deposit the lists for candidates for the appointment of the Board of Directors and the Board of Statutory Auditors, also taking account of these new proposals and, therefore, enable the Appointed Representative to collect any voting instructions also on these new proposals.

Right to ask questions on the items on the agenda

In relation to the fact that intervention in the Shareholders' Meeting is envisaged solely through the Appointed Representative, the Shareholders who are legitimated to vote can ask questions on the items on the agenda, sending them by 20 April 2022 by email to the certified email address doxee@pec.it. Applicants must send the Company—through their intermediary—communications certifying the legitimacy to exercise this right; should they have asked their intermediary for the communication to intervene in the Shareholders' Meeting, it will be sufficient to set out in the request the references of the communication or at least the name of the intermediary. For questions which are relevant for the items on the agenda, an answer will be given by midday on 23 April 2022, with reply sent by email. The Company can provide a single reply to questions with the same content. The Company will not reply to questions received after the indicated deadline.

Documents regarding the Shareholders' Meeting



The documentation relating to the Shareholders' Meeting prescribed by the law in force is deposited at the Company's registered office within the legal deadlines and in the way provided for by the law, and can be found on the company website www.doxee.com ("Investor Relations – Shareholders' Meetings" section), as well as on the website of Borsa Italiana www.borsaitaliana.it ("Stocks/Documents" section).

This communication is available on www.doxee.com and www.1info.it

DOXEE

Doxee (DOX:IM – ISIN IT0005394413) is a multinational hi-tech company leader in Customer Communications Management (CCM), Paperless and Digital Customer Experience products. We transform the Customer Experience through the use of digital technologies which enable companies to communicate with their customers in an innovative and engaging way. Thanks to the product Doxee Pvideo®, it is possible to create personalised and interactive videos, to offer customers digital and highly engaging experiences. 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 highly educated and technologically skilled young people are the key to boost innovation from within. Doxee is an innovative SME and Benefit Corporation headquartered in Modena, and with offices located in Milan, Rome and Catanzaro in Italy, in the Czech Republic, Slovak Republic and the United States. To find out more www.doxee.com

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