



ORDINARY SHAREHOLDERS' MEETING

APRIL 27, 2023 - 12:00 P.M. - ON FIRST CALL

APRIL 28, 2023 - 12:00 P.M. - ON SECOND CALL

**BOARD OF DIRECTORS' EXPLANATORY REPORT FOR
SHAREHOLDERS ON THE ITEMS ON THE AGENDA**



Modena, April 12, 2023

Dear Shareholders,

This report (the "**Report**") has been prepared by the Board of Directors of Doxee S.p.A. ("**Doxee**" or the "**Company**") to illustrate the items on the agenda of the Ordinary Shareholders' Meeting called on April 27, 2023, 12:00 p.m., on first call, at the Company's registered office in Modena (MO), Via Virgilio No. 48/b and, if necessary, on April 28, 2023, same time and place, on second call.

You are called to resolve on the following agenda, which will be explained in greater detail in this Report.

AGENDA

- 1)** Approval of the financial statements for the year ended 12/31/2022, review of the report on operations, the report of the board of statutory auditors and the report of the independent auditors. Presentation of the consolidated financial statements as of 12/31/2022. Pertinent and consequent resolutions.
- 2)** Allocation of operating profit. Pertinent and consequent resolutions.

- ITEM 1 ON THE AGENDA -

1) Approval of the financial statements for the year ended 12/31/2022, review of the report on operations, the report of the board of statutory auditors and the report of the independent auditors. Presentation of the consolidated financial statements as of 12/31/2022. Pertinent and consequent resolutions.

Dear Shareholders,

With reference to the first item on the agenda, you have been called to the ordinary session of the Shareholders' Meeting to approve the annual financial statements and to acknowledge the consolidated group financial statements for the year ending December 31, 2022, as well as the 2022 Impact Report attached to the annual financial statements (as required by Law No. 208/2015 following the Company's attainment of the status of Benefit Corporation), which were reviewed by the Board of Directors on March 28, 2023.

For all detailed information and comments, please refer to the report on operations made available to the public within the terms provided by current regulations, together with the separate financial statements, the consolidated financial statements, the report of the Statutory Auditors and the report of the Independent Auditors, and the Impact Report, at the Company's registered office, as well as on the Company's website at www.doxee.com (Investor Relations/Shareholders' Meeting section) and on the website of Borsa Italiana at www.borsaitaliana.it.

That being said, in connection with this item on the agenda, the Board of Directors proposes that the Shareholders' Meeting pass a resolution on agenda item no. 1 as follows:

"The Ordinary Shareholders' Meeting of Doxee S.p.A.

– having heard the President's explanation;

– having reviewed the draft financial statements as of December 31, 2022 of Doxee S.p.A. and the consolidated group financial statements as of December 31, 2022, the Board of Directors' Report on Operations and the Impact Report;

– acknowledging the reports of the Board of Statutory Auditors and the Independent Auditors;

– acknowledging the Board of Directors' explanatory report;

resolves

– to approve the financial statements as of December 31, 2022, as well as the Board of Directors' Report on Operations and the Impact Report;

– to acknowledge the Group's consolidated financial statements as of December 31, 2022 and related ancillary documents;

– to grant the Board of Directors - and for it the Chairman, with the power to sub-delegate - the power to take care of all the formalities and requirements for communication, filing and publication pertaining to the above resolution, in accordance with applicable regulations, making such formal amendments, additions or deletions as may be necessary".

- ITEM 2 ON THE AGENDA -

2) Allocation of operating profit. Pertinent and consequent resolutions.

With reference to item no. 2 on the agenda, concerning the allocation of the profit for the year resulting from the financial statements submitted to the Shareholders' Meeting for approval, please note that the fiscal year ending as of December 31, 2022 closed with a profit for the year of Euro 524,046.00 and it is proposed to allocate the profit for the year as follows: Euro 26,202.30 to legal reserves and Euro 497,843.70 to the extraordinary reserve.

On item no. 2 on the agenda, thus, Board proposes that the Shareholders' Meeting pass a resolution as follows

"The Ordinary Shareholders' Meeting of Doxee S.p.A.

- having heard the President's explanation;*
- having reviewed the draft financial statements as of December 31, 2022 of Doxee S.p.A;*
- acknowledging the reports of the Board of Statutory Auditors and the Independent Auditors;*
- acknowledging the Board of Directors' explanatory report;*

resolves

- to allocate the net profits for the year 2022, amounting to Euro 524,046.00 as*

follows:

Euro 26,202.30 to the legal reserve and

Euro 497,843.70 to the extraordinary reserve.

- to grant the Board of Directors - and for it the Chairman, with the power to sub-delegate - the power to execute this resolution".*

The Chairman of the Board of Directors

(Paolo Cavicchioli)

