



## PUBLICATION OF NOTICE OF THE ORDINARY AND EXTRAORDINARY MEETING OF DOXEE SHAREHOLDERS

*Modena, May 09, 2024*

**Doxee** (DOX: IM), a leading high-tech multinational provider of products in Customer Communications Management (CCM), Digital Customer Experience and Paperless, announces that today the notice of the Ordinary and Extraordinary Shareholders' Meeting of Doxee S.p.A. has been published on its website [www.doxee.com](http://www.doxee.com) in the Investor Relations/Shareholder Meeting section, on the website [www.borsaitaliana.it](http://www.borsaitaliana.it) in the "Shares/Documents" section and, in excerpts, in the daily newspaper Il Sole 24 Ore.

The Ordinary and Extraordinary Shareholders' Meeting of Doxee S.p.A. (the "**Company**") is convened in first call on **May 24, 2024, at 11.a.m.**, at the office of Notary Public Tomaso Vezzi in Modena, Corso Canalgrande 36 and, if necessary, in second call on **May 25, 2024, at the same time and place**, to discuss the following

### AGENDA

#### ORDINARY PART

- 1) Approval of the financial statements for the year ended 12/31/2023, 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 12/31/2023. Pertinent and consequent resolutions arising.
- 2) Allocation of profit (loss) for the period. Pertinent and consequent resolutions arising.
- 3) Appointment of external auditor for financial years 2024-2026 pursuant to art. 31 of the Articles of Association and setting of the relative fee. Pertinent and consequent resolutions arising.

#### EXTRAORDINARY PART

- 4) Authorization of the Board of Directors to increase the share capital for cash, in one or more installments and in divisible form, by a maximum of Euro 6,000,000.00, with first option to shareholders pursuant to art. 2441 of the Italian Civil Code, said mandate to be exercised within six months; amendment of art. 7 of the Articles of Association accordingly. Pertinent and consequent resolutions arising.
- 5) Amendment of articles 8, 12, 12-bis, 15, 16, 18, 20 and 21 of the Articles of Association. Pertinent and consequent resolutions arising.

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

The subscribed and paid-up share capital is Euro 1,913,570.19, divided into 8,623,807 ordinary shares, no par value, each of which entitles the holder to one vote at the meeting. As of the date of this notice, the Company holds 26,000 treasury shares. Treasury shares are considered when calculating the quorum of the Shareholders' Meeting but not for the purposes of voting majorities.

## **Attendance at the meeting and granting of proxy to the Designated Representative**

Those with voting rights pursuant to law and the Articles of Association may participate in the Shareholders' Meetings. Each share gives the right to one vote. The validity of the establishment and resolutions of the Shareholders' Meeting is governed by the applicable laws and Articles of Association.

Entitlement to attend the Shareholders' Meeting and exercise voting rights shall be certified by a notice, in favor of the person entitled to vote, made by an intermediary, in accordance with its accounting records, on the basis of the evidence relating to the end of the accounting day of the seventh trading day preceding the date set for the Shareholders' Meeting on first call (i.e. **May 15, 2024** - record date). Credit and debit entries made to the accounts after May 15, 2024 will not count for the purpose of eligibility to participate and exercise voting rights at the Shareholders' Meeting. Therefore, those who are verified as the owners of the shares after that date will not have the right to attend or vote at the Shareholders' Meeting.

The intermediary's notice referred to above 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 **May 21, 2024**). However, the entitlement to attend and vote remains intact if the communications are received by the Company after the above time limits, provided that they are received by the time the meeting proceedings for the individual call begin.

As permitted by art. 106, para. 4 of the "Cura Italia" Decree, the application of which was extended by art. 3, para. 12-duodecies of Decree Law no. 215 of December 30, 2023, as converted with amendments by Law no. 18 of February 23, 2024 and then further extended to December 31, 2024 by the "Capitali" Decree Law, the following has been decided:

(a) that the attendance at the Shareholders' Meeting of the persons entitled to attend and vote shall take place **exclusively through the representative designated** by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/98 (Consolidated Law on Finance), thus precluding the physical attendance of the said persons at the Shareholders' Meeting, and

(b) that, without prejudice to the provisions of point a), the attendance of the participants at the Shareholders' Meeting shall take place **also through remote means of communication** that guarantee the identification of the participants, their participation and the exercise of their voting rights, pursuant to and for the purposes of Article 2370, paragraph of the Italian Civil Code, without, in any event, the need for the Chairman of the Shareholders' Meeting and the secretary taking the minutes to be in the same place.

Consequently, the Company has appointed Computershare S.p.A. - with offices in Rome, Via Monte Giberto 33 - 00138 Rome, Italy - to represent the shareholders pursuant to **Article 135-undecies of Legislative Decree No. 58/98** and the aforementioned Decree Law (the "**Designated Representative**"). Shareholders who wish to attend the Shareholders' Meeting should therefore grant the Designated Representative a proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific proxy form, prepared by the Designated Representative in agreement with the Company, available on the Company's website at [www.doxee.com](http://www.doxee.com), "Investor Relations - Shareholders' Meeting" section, or on the website of Borsa Italiana at [www.borsaitaliana.it](http://www.borsaitaliana.it), "Shares/Documents" section. The proxy form with the voting instructions must be submitted following the instructions on the form by the second trading day prior to the Shareholders' Meeting, by May 22, 2024, with reference to the first call, or by May 23, 2024, with reference to the second call, and by the same deadline the proxy may be revoked in the same manner.

The proxy, so conferred, is effective only for those proposals in relation to which voting instructions have been given. It should be noted that the shares of the Company for which even partial proxies have been given are counted for the purpose of duly constituting the Shareholders' Meeting.



The Designated Representative may also be granted proxies or sub-delegations pursuant to Article **135-novies of the Consolidated Law on Finance** as an exception to Article 135-undecies, paragraph 4 of Legislative Decree No. 58/98 by following the instructions indicated in the form available on the Company's website at [www.doxee.com](http://www.doxee.com), "Investor Relations - Shareholders' Meeting" section, or on the website of Borsa Italiana at [www.borsaitaliana.it](http://www.borsaitaliana.it), "Shares/Documents" section. Proxies may be given by 12:00 p.m. on May 23, 2024, with reference to the first call, or by 12:00 p.m. on May 24, 2024, with reference to the second call. In the same manner, those entitled may revoke, within the same period, the proxy/sub-delegation and voting instructions given.

The Designated Representative will be available for clarifications or information at +39 06-45417401 or at the e-mail address [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

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

Participants (such as the Designated Representative, members of the corporate bodies of the Company, and the Secretary) may attend the Shareholders' Meeting by means of conference call and/or video conferencing, in the manner that will be individually communicated to them, in compliance with the applicable regulatory provisions but without, in any event, the need for the Chairman of the Meeting and the Secretary taking the minutes to be in the same place.

### **Proposals for resolutions by Shareholders on the items on the agenda**

In connection with the fact that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative, shareholders entitled to vote may formulate proposals for resolutions and votes on the items on the agenda, which they must submit by 12:00 p.m. on May 15, 2024, by certified e-mail addressed to the certified e-mail address [doxee@pec.it](mailto:doxee@pec.it). Each proposer must disclose his or her shareholding and indicate the details of the communication from the intermediary certifying entitlement to attend the Shareholders' Meeting.

The proposals - subject to verification of their relevance to the items on the agenda as well as their correctness and completeness with respect to the applicable regulations - will be posted on the Company's website by May 16, 2024, in order to enable those entitled to vote to express themselves in an informed manner, also taking into account these new proposals and, therefore, to enable the Designated Representative to gather any voting instructions on them as well.

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

In connection with the fact that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative, shareholders entitled to vote may ask questions on the items on the agenda by submitting them by 12:00 p.m. on May 16, 2024 by e-mail to the certified e-mail address [doxee@pec.it](mailto:doxee@pec.it). Applicants must send the Company - through their intermediary - notices certifying their entitlement to exercise the right. If they have requested their intermediary provide notice for attendance at the Shareholders' Meeting, it will be sufficient to include in the request the details of the notice or at least the name of the intermediary. Questions that are relevant to the items on the agenda will be answered by May 18, 2024, by sending a response by e-mail. The Company may provide unified answers to questions with the same content. The Company will not acknowledge questions received after the deadline indicated.



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

Documents relating to the Shareholders' Meeting prescribed by applicable law shall be filed at the registered office of the Company by the deadlines and in the manner prescribed by law, and can be found on the Company's website [www.doxee.com](http://www.doxee.com) (section "Investor Relations - Shareholders' Meeting"), as well as on the website of Borsa Italiana [www.borsaitaliana.it](http://www.borsaitaliana.it), "Shares/Documents" section.

Notice of the meeting will be posted today on the Company's website [www.doxee.com](http://www.doxee.com) (section "Investor Relations - Shareholders' Meeting"), as well as on the website of Borsa Italiana [www.borsaitaliana.it](http://www.borsaitaliana.it), "Shares/Documents" section, and excerpts of it shall be published in Il Sole 24 Ore.

*This press release is available on the website [www.doxee.com](http://www.doxee.com) and on [www.1info.it](http://www.1info.it)*

## **DOXEE**

Doxee (DOX:IM - ISIN IT0005394413) is a multinational Hi-Tech company and a leader in the Customer Communications Management and Customer Experience Management markets. Thanks to the Doxee Platform<sup>®</sup>, a cloud-native platform entirely designed on multi-cloud architectural paradigms, Doxee supports companies in managing all communications and multichannel interactions with their customers with the aim of promoting digital transformation and dematerialization processes, targeting mainly the Enterprise market and Public Administration. To support the evolution of the Doxee Platform<sup>®</sup>, Doxee has been investing about 13% of its revenues in R&D for more than 10 years, confirming the Company's willingness to pursue its strategic goals in product and process innovation.

Doxee is an innovative SME, Benefit Corporation and B Corp certified, which is structured as a Europe-wide "One Company" with an extensive offering of highly innovative products and operates in national and international contexts, particularly in the DACH (Germany, Austria, Switzerland) and CEE (Central and Eastern Europe) markets. For more information: [www.doxee.com](http://www.doxee.com)

## **Contacts**

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