



Digital Bros S.p.A.

Registered office: Via Tortona 37, 20144 Milan

Authorised share capital: Euro 6,024,334.80

Subscribed share capital: Euro 5,704,334.80

Tax code and VAT No. 09554160151 - Court of Milan

Website: www.digitalbros.com

NOTICE OF ORDINARY GENERAL MEETING

The Shareholder's Meeting is convened under ordinary session, on single call, at the registered office located at Via Tortona 37, Milan on October 27th, 2021 at 09.00, to resolve the following:

Agenda

1. Financial Statements for the fiscal year ended June 30th, 2021 and proposal on the allocation of profit of the fiscal year:
 - 1.1 approval of the Financial Statements for the year ended June 30th, 2021 and the Directors' Report on operations; approval of the Report by Board of Statutory Auditors and the Report by the external Audit Firm; presentation of the Financial Statements as at June 30th, 2021;
 - 1.2 allocation of Digital Bros S.p.A. profit for the year.
2. Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter, paragraphs 3-bis and 6, of Legislative Decree of February 24th, 1998 no. 58:
 - 2.1 binding resolution on the first section concerning the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree of February 24th, 1998 no. 58;
 - 2.2 non-binding resolution on the second section on the policy regarding remuneration and fees paid prepared pursuant to art. 123-ter, paragraph 6, of Legislative Decree of February 24th, 1998 no. 58.
3. Appointment of the external Audit firm for the period 2022-2030;
4. Authorization for the purchase and disposal of treasury shares pursuant to and for the purposes of Articles 2357, 2357-ter of the Italian Civil Code, of art. 132 of Legislative

Decree February 24th, 1998, n. 58 and art. 144-bis of the CONSOB regulation adopted with resolution no. 11971 of May 14th, 1999.

- **PROCEDURE FOR HOLDING THE SHAREHOLDERS' MEETING**

COVID 19 EMERGENCY – Procedure for holding the shareholders' meeting in accordance with Legislative Decree no. 18 of March 17th, 2020, converted into Law No. 27 of April 24th, 2020, and amended by art. 3, paragraph 6, of the L.D. No. 183 of December 31st, 2020, last modified by the Law Decree No. 105 of July 23rd, 2021

In consideration of the state of health emergency connected to the Covid-19 epidemic and taking into account the regulatory provisions issued for the containment of the contagion, the Company has decided to make use of the option provided for by art. 106, paragraph 4, of the Legislative Decree no.18 of March 17th, 2020 (converted into Law no. 27 of April 24th, 2020 and amended by art. 3, paragraph 6, of the Legislative Decree no. 183 of December 31st, 2020) as subsequently amended by Legislative Decree no. 105 of July 23rd, 2021 (the “Decree 18/2020”), on the conduct of meetings of listed companies. Participation and voting in the Shareholders' Meeting shall take place exclusively through the Shareholders' representative designated by the Company pursuant to art. 135-undecies of the T.U.F. (the “Designated Representative”). In accordance with the provisions of art. 106, paragraph 2, of the aforementioned Decree 18/2020, without prejudice to the foregoing, the members of the corporate bodies, the Secretary and / or the Notary and the Designated Representative, as well as any other persons authorized by the President of the Board of Directors, may only attend through video / telecommunication means that guarantee their identification and participation in compliance with the containment measures of the Covid-19 epidemiological emergency provided for by the current and applicable pro tempore law.

- **RIGHT TO INTERVENE AND VOTE AT THE GENERAL MEETING**

The right to intervene in the Shareholders' meeting and to exercise the right to vote is attested by a communication made to the Company by an authorized intermediary upon request of those entitled to vote, based on the accounting records as of the end of accounting day of the seventh trading day prior to the date on which the Shareholders' Meeting is convened (which is October 18th, 2021 “record date”). Those resulting owners of shares of the Company after such date, based on the accounting records, will not be entitled to intervene and vote in the Shareholders' Meeting. Notifications from the intermediaries to the Company must comply with applicable law and shall be received by the Company within the end of the third trading day prior to the date on which the Shareholders' Meeting is convened (therefore, within October 22nd, 2021). The right to intervene and vote will be granted also to those whose relevant communication is received by the Company after the aforementioned term, provided that it is received prior to the beginning of the Shareholders' Meeting works.

- **POSTAL VOTING**

No procedures will be in place for postal voting and electronic voting.

- **RIGHT TO ASK QUESTIONS ON THE AGENDA BEFORE THE GENERAL MEETING**

In accordance with art. 127-ter of the T.U.F., anyone with voting rights may submit questions on items on the agenda, also prior to the Shareholders' Meeting, and, in any case, by the record date (i.e. by October 18th, 2021), to which the Company, having verified their

relevance to the matters on the agenda and the legitimacy of the party submitting them, shall provide a response, waiving the minimum term provided by art. 127-ter, paragraph 1-bis, of the T.U.F., at least three days prior to the Shareholders' Meeting convening (i.e. by October 24th, 2021) through publication on the Company website (Governance section / Shareholders' Meeting) in order to allow those entitled to vote consciously on the matters on the agenda. Such questions - accompanied by the related notice, issued by the legally-authorized intermediary, attesting the Shareholder's entitlement to exercise this right - must be sent via registered letter or certified email to the following addresses: Digital Bros S.p.A., Via Tortona, 37, 20144 Milan digital-bros@registerpec.it; e-mail assemblea@digitalbros.com. Ownership of the right to vote can be confirmed even after the sending of the questions provided that this takes place by the third day following the record date (i.e., by October 21st, 2021). The Company may provide single answers to questions having the same contents.

- **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS**

According to article 126-bis of the T.U.F., Shareholders representing, individually or jointly, at least one fortieth of the share capital may request, within ten days of this notice being published (by October 5th, 2021), the integration of the items to be discussed on the agenda, with a written request of the additional items proposed; written requests must be submitted via registered letter or certified email to the following addresses: Digital Bros S.p.A., Via Tortona, 37, 20144 Milan, digital-bros@registerpec.it. A report on the additional items proposed for integration must be submitted within the aforementioned terms. The report will be made available to the public at the same time as the notice of integration of the items on the agenda as provided for by art.125-ter, paragraph 1 of the T.U.F..

No integrations to the agenda are permitted for the items upon which the Shareholders' Meeting resolves upon proposal by the Directors or based on a draft or report prepared by the same, pursuant to art. 126-bis, paragraph 3 of the T.U.F.. Any addition to the agenda shall be provided in the same form required for the publication of this notice of call within 15 days before the Shareholder's Meeting (by October 12th, 2021). Further proposed resolutions on items already on the agenda will be made available to the public in the manner provided for by Art. 125-ter, paragraph 1 of the T.U.F., at the same time as the publication of the notice of the presentation. In accordance with art. 126-bis, paragraph 1 of the T.U.F., the person who has the right to vote can individually submit resolution proposals at the Shareholders' Meeting.

- **INFORMATION ON SHARE CAPITAL**

The authorised share capital amounts to Euro 6,024,334.80 of which Euro 5,704,334.80 has been subscribed. The share capital consists of 14,260,837 ordinary shares with a par value of Euro 0.4 each. At the date of this notice, the Company does not hold any treasury shares. Any change in status regarding treasury shares will be communicated at the beginning of the Shareholders' Meeting. Each ordinary share gives the right to one vote for ordinary and extraordinary Shareholders' Meeting.

- **PARTICIPATION TO THE GENERAL MEETING AND ISSUE OF THE PROXIES TO THE DESIGNATED REPRESENTATIVE**

Participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Designated Representative pursuant to art.106 of Legislative Decree 18/2020. The Company has designated Computershare S.p.A. – with legal offices in Milan, via Mascheroni no. 19, 20145 – as Shareholders' Representative pursuant to art. 135-

undecies of Legislative Decree n. 58/98 (“Designated Representative”) and Legislative Decree 18/2020. Computershare S.p.A., shall be granted with a proxy with voting instructions, on the proposals on the Agenda of the Shareholders’ Meeting through the specific form prepared by the Designated Representative in accordance with the Company, available on the Company’s website (www.digitalbros.com, “Governance/Shareholders’ Meetings” Section).

The proxy to the Designated Representative of the Company shall be submitted by the end of the second trading day prior to the Shareholders’ Meeting convening (i.e. by October 25th, 2021) complying to the instructions for its preparation and notification indicated in the form itself. The proxy and voting instructions may always be revoked within the above time limit.

The shares of the Company for which, even if partial, the proxy has been granted, are counted for the purposes of the quorum required for the Shareholders’ Meeting. In relation to the proposals for which no voting instructions have been given, the shares are not counted for the majority calculation and the share of capital required for the approval of the resolutions.

It is hereby disclosed that the Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135- novies of the T.U.F., in derogation of the art. 135-undecies, par. 4 of the T.U.F..

The proxy shall be received by 12:00 p.m. of October 26th, 2021. Those entitled may revoke, the proxy / sub-delegation and the voting instructions conferred within the same terms.

Any clarification concerning the granting of the proxy to the Designated Representative, may be requested by e-mail at ufficiomi@computershare.it or at the following phone number +39 02-46776829.

The Company reserves the right to supplement and / or modify the instructions above following the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

- DOCUMENTS

The reports of the Directors and the full text of the proposed resolutions and the further documents regarding the Shareholders’ Meeting set forth by the applicable laws, will be made available to the public within the terms provided for by the applicable law at the Company’s registered offices and on the Company’s website www.digitalbros.com (Governance Section), as well as on the authorized disclosure and storage system “1Info”.

The By-laws and regulations for the Shareholders’ Meeting are available in the *Governance* section of the Company's website at www.digitalbros.com.

This notice of call is published in full today, according to art. 125-bis of the T.U.F. and art. 8.3 of the By-laws, on the Company’s website www.digitalbros.com (under the “Governance/Shareholders’ Meeting” Section) and at the mechanism for the central storage of regulated information “1Info”, as well as, as an abstract, on the newspaper “Italia Oggi”.

Those entitled to attend the General Meeting are invited to arrive well in advance of the time scheduled for the meeting.

Milan, September 25th, 2021

Chairman of the Board of Directors
Abramo Galante