



Digital Bros S.p.A.

Registered office: Via Tortona 37, 20144 Milan

Authorised share capital: Euro 6,024,334.80

Subscribed share capital: Euro 5,706,014.80

Tax code and VAT No. 09554160151 - Court of Milan

Website: www.digitalbros.com

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholder's Meeting will be held, with a single call, at the registered office located at Via Tortona no. 37, Milan (Italy) on October 27, 2023 at 09.00 am, to discuss and resolve the following:

Agenda

1. Financial Statements for the fiscal year ended 30 June 2023 and proposal on the allocation of net profit of the fiscal year:
 - 1.1 approval of the Financial Statements for the year ended 30 June 2023 and the Directors' Report on operations; the Report by Board of Statutory Auditors and the Report by the Audit Firm, and the Presentation of the Financial Statements as at 30 June 2023;
 - 1.2 allocation of Digital Bros S.p.A. net profit.
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 24, 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 24, 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 24, 1998 no. 58.
3. Appointment of the Board of Directors and define:
 - 3.1 the number of members of the Board of Directors;

- 3.2 the term of the office of the Board of Directors;
 - 3.3 the appointment of the Directors;
 - 3.4 the appointment of the Chairman of the Board of Directors;
 - 3.5 the annual remuneration of the members of the Board of Directors.
4. Appointment of the Board of Statutory Auditors for the period 2024-2026:
- 4.1 appointment of three Statutory Auditors and two Alternate Auditors;
 - 4.2 appointment of the Chairman of the Statutory Auditors;
 - 4.3 define the annual compensation of the members of the Board of Statutory Auditors.
5. 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.

- **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, 2023 "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 24, 2023). 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. The communication to the Company must be made by the intermediary at the request of the person having the right to vote.

- **REPRESENTATION AT THE SHAREHOLDERS' MEETING**

Those who have the right to vote can be represented at the Shareholders' Meeting by means of a written proxy pursuant to the current laws. To this end, it is possible to use the proxy form issued by authorized intermediaries at the request of the entitled party or the proxy form available on the Company's website. The representative may, in place of the original, deliver or transmit to the Company a copy of the proxy, also reproduced electronically, certifying under his own responsibility the compliance of the proxy with the original and the identity of the delegator. The voting proxy conferred with an electronic document signed with a qualified electronic or digital signature can be notified to the Company by e-mail at assemblea@digitalbros.com. The proxy form with the voting instructions must be sent, following the instructions on the form itself, i.e. delivery to the registered office in Milan Via Tortona 37 or attached to a certified e-mail message to digital-bros@registerpec.it, copy via e-mail assemblea@digitalbros.com, by October 24th, 2023. Within the term indicated, the proxy and the voting instructions can always be revoked in the manner referred to above. The proxy is effective only for proposals in relation to which voting instructions have been

given. The Company does not designate representatives to whom the entitled parties can confer a proxy with voting instructions.

- **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, 2023), 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, at the latest, during the Shareholders' Meeting in accordance with the procedures provided for by current legislation. 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, 2023). The Company may provide single answers to questions having the same contents and will not respond to questions that do not comply with the procedures, the terms and the conditions indicated above.

- **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 September 25th, 2023), 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 (fifteen) days before the Shareholder's Meeting (by October 12th, 2023). 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.

- **APPOINTMENT OF THE BOARD OF DIRECTORS AND OF THE BOARD OF STATUTORY AUDITORS**

On items no. 3 and no.4 of the agenda, (*Appointment of the Board of Directors and Appointment of the Statutory Auditors*) pursuant to applicable law and to art. 16 and 25 of the By-laws, the Shareholders' Meeting appoints the Board of Directors and the Board of Statutory Auditors, on the basis of the lists submitted by shareholders in compliance to the rules on gender balance.

Shareholders that individually or jointly with other Shareholders own shares representing at least 4.5% of the share capital, pursuant to what CONSOB established under Determination no. 83 of July 20, 2023 are entitled to present a list to appoint the Board of Directors and the Board of Statutory Auditors. Shareholders entitled to submit lists are invited to refer to the Policy on Diversity of the Board of Directors and the Guidelines expressed by the Board of Directors on size and composition of the Board of Directors, available on the Corporate Website at www.digitalbros.com (Corporate Section/Shareholders' Meeting). The Lists with three or more candidates must include candidates of both gender, so as to allow the Board of Directors to comply with the prevailing Laws on gender balance. Each Shareholder may submit or participate in the submission of one list only.

The lists shall be filed to the Company registered offices within at least twenty-five days before the date of the Shareholders' Meeting (i.e. by October 2nd 2023) by hand delivery at the registered office of the Company, via Tortona 37, Milano, during office hours, or by certified e-mail at the address digital-bros@registerpec.it.

With reference to the Board of Statutory Auditors appointment, in the event where – upon October 2, 2023 – only one list will be filed, or only lists submitted by Shareholders that are connected to each other pursuant applicable law and regulations were filed, it is then possible to submit additional lists until the third day following such date (i.e., by 5 October, 2023). In such case, the minimum participation to the share capital for the submission of the lists will be reduced by half.

The ownership of the minimum amount of shares required to submit the lists is determined with regard to the shares that are registered in favor of the Shareholder on the day when the lists are filed with the registered office of the Company. The Shareholders that submit the lists must exhibit and/or forward to the registered office of the Company a copy of the appropriate certification released by the intermediary qualified pursuant to the law, even after the filing of the lists, nonetheless at least before the deadline of lists presentation (therefore before October 6, 2023).

The lists for which the provisions described above will not be observed they will not be considered. If the candidates elected following the above procedure will not create a composition compliant with applicable gender balance provisions, the candidate of the less represented gender elected as the last in sequential order in the majority list will be replaced by the first candidate of the less represented gender not elected from the majority list according to the sequential order. This procedure will be applied until the composition of the Board of Directors is compliant with applicable gender balance provisions. If the foregoing procedure will not create a composition of the Board of Directors compliant with the applicable gender balance provisions, the last substitution will be made by resolution passed by the Shareholders' Meeting by relative majority, following the nomination of candidates of the less represented gender.

The submission of a list should be in compliance with the recommendations provided by CONSOB with Communication no. DEM / 9017893 of February 26, 2009.

For further information on the appointment of the Board of Directors and the Board of Statutory Auditors please see the report on the relevant item on the agenda, prepared by the

Board of Directors pursuant to Article 125-ter of T.U.F., available to the public in compliance with the terms set forth by the applicable law.

- INFORMATION ON SHARE CAPITAL

The authorised share capital amounts to Euro 6,024,334.80 of which Euro 5,706,014.80 has been subscribed. The share capital consists of 14,265,037 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.

- DOCUMENTS

The Directors' Reports 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 Shareholders' Meeting are invited to arrive well in advance of the time scheduled for the meeting.

Milan, 15 September 2023

Chairman of the Board of Directors
Abramo Galante