



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 AND EXTRAORDINARY SHAREHOLDERS' MEETING

All the Shareholders entitled to participate and vote are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting to be held at the registered office at Via Tortona no.37, Milan (Italy) on October 28th, 2024, at 09.00 a.m., with a single call, to discuss and resolve the agenda below.

Pursuant to Article 106, paragraph 4, of Legislative Decree No. 18 of March 17th, 2020, converted into Law No. 27 of April 24th, 2020, the effects of which were recently extended by Article 11, paragraph 2, of Law No. 21 of March 5th, 2024, those entitled will be allowed to participate and vote at the Shareholders' Meeting exclusively through a Designated Representative observing the instructions outlined in the dedicated section of this Notice and in accordance with Article 135-undecies of Legislative Decree No. 58/1998

Agenda

Ordinary part

1. Financial Statements for the fiscal year as of June 30th, 2024 and allocation of the Fiscal Year operating result:
 - 1.1 approval of the Financial Statements for the fiscal year as of June 30th, 2024, along with the Directors' Report, the Report of the Board of Statutory Auditors, the Report by the Auditing Firm and the presentation of the Consolidated Financial Statements as at June 30, 2024;
 - 1.2 allocation of Digital Bros S.p.A. net result.
2. Non-binding resolution on the second section of the Report on the policy regarding remuneration and fees paid, pursuant to art. 123-ter, paragraph 6, of Legislative Decree of February 24, 1998 no. 58.
3. Reduction of the size of the Board of Directors, from no. 9 to no. 8 members. Relative and consequent resolutions.
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 24, 1998, n. 58 and art. 144-bis of the CONSOB regulation adopted with resolution no. 11971 of May 14, 1999.

Please note that the Italian original version shall always prevail in case of any discrepancy or inconsistency between the Italian version and its English translation

Extraordinary part

1. Amendment of Articles 11 and 12 of the Company's Articles of Association regarding the methods of participation in the Shareholders' Meeting. Related and resulting resolutions.

- RIGHT TO INTERVENE AND VOTE AT THE GENERAL MEETING

Participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Designated Representative. The entitlement to attend is certified by a communication to the Company made by the authorized intermediary based on the accounting records as of the end of accounting day of the seventh trading day prior to the scheduled date for the Shareholders' Meeting (i.e. October 17th, 2024 "record date"). Those resulting as owners of Digital Bros' shares after the record date are not entitled to intervene and vote in the Shareholders' Meeting. The communication of the intermediaries must comply with the applicable laws and shall be received by the Company within the end of the third trading day prior to the scheduled date of the Shareholders' Meeting (i.e. October 23rd, 2024). The right to intervene and vote will be granted also to those whose relevant communication is received after the aforementioned term, provided that it is received before the beginning of the Shareholders' Meeting.

The communication to the Company shall be submitted by the intermediary at the request of the owner of the voting right.

- DESIGNATED REPRESENTATIVE AT THE SHAREHOLDERS' MEETING

Pursuant to art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the "Cura Italia Decree"), converted with Law no. 27/2020, whose effects have been extended by Art. 11, paragraph 2 of the Law no. 21/2024 until December 31st, 2024, attendance to the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Designated Representative pursuant to art. 135-undecies of Legislative Decree no. 58/1998 as subsequently amended and integrated.

The designated representative may also be granted with proxies or sub-proxies with voting instructions pursuant to art. 135-novies of the Legislative Decree no. 58/1998, as an exception to art. 135-undecies, paragraph 4, of the Legislative Decree no. 58/1998.

For this purpose, the Company has appointed Computershare S.p.A. – having its registered office in Milan, via Lorenzo Mascheroni 19, 20145 - as the "**Designated Representative**", according to Art. 135-undecies of Legislative Decree no. 58/1998 and to the above mentioned Cura Italia Decree.

Shareholders that are entitled to attend the Shareholders' Meeting shall grant the Designated Representative with the proxies and voting instructions related to all or some of the resolution proposals on the agenda items through the dedicated proxy form, which was prepared by the Designated Representative together with the Company. Such proxy form is available on the corporate website at www.digitalbros.com (Governance/Shareholders' Meeting).

The proxy form and the voting instructions shall be transmitted according to the procedure outlined in the form itself, within the end of the second trading day prior to the scheduled date of the Shareholders' Meeting (i.e. October 24th, 2024). The proxy may be revoked within the same deadline. The proxy is only effective for those resolutions for which voting instructions are provided.

The Designated Representative may also be granted with proxies or sub-proxies pursuant to Art. 135-novies of the Legislative Decree no. 58/1998, as an exception to Art. 135-undecies, paragraph 4, of the Legislative Decree no. 58/1998. These shall be submitted according to the instructions provided in the proxy form available on the corporate website at www.digitalbros.com (Governance/Shareholders' Meeting).

Any clarification concerning the proxy may be requested to the Designated Representative Computershare by e-mail at ufficiomi@computershare.it or at the following phone numbers: (+39) 0246776829 and (+39) 0246776814.

The remaining entitled parties (Computershare S.p.A. as the Designated Representative, the members of the corporate bodies and the designated Notary) may attend the Shareholders' Meeting by electronic means following the instructions that will be individually communicated.

- **POSTAL VOTING**

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

- **RIGHT TO SUBMIT QUESTIONS ON ITEMS ON THE AGENDA BEFORE THE GENERAL MEETING**

Pursuant to art. 127-ter of the Legislative Decree no. 58/1998, any subject entitled with voting rights may submit questions on the items on the agenda prior to the Shareholders' Meeting, by the record date (i.e. by October 17th, 2024). The Company, having assessed their relevance with respect to the agenda and the legitimacy of the submitting party, shall publish its reply to all questions received within the third trading day prior to the Shareholders' Meeting (i.e. October 23rd, 2024) on the corporate website. The questions 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; sending a copy to assemblea@digitalbros.com, together with the related notice, issued by the legally-authorized intermediary, attesting the Shareholder's entitlement to exercise such right. Entitlement to vote can also be confirmed after having submitted the questions, no later than the third day following the record date (i.e., by October 21th, 2024). The Company may provide single answers to questions having the same content and will not respond to questions that do not comply with the above-mentioned procedures, terms and conditions.

- **REPORT ON THE POLICY REGARDING REMUNERATION AND FEES PAID**

Pursuant to Art. 123-ter, paragraph 6, of the Legislative Decree no. 58/1998, the Shareholders' Meeting called for the approval of the financial statements is required to resolve in favor or against the second section of the Report on the policy regarding remuneration and fees paid. Pursuant to Art. 123-ter paragraph 4 of the Legislative Decree no. 58/1998, the second section, concerning the members of the management and auditing bodies and for managers with strategic responsibilities illustrates: (i) each of the items of their remuneration, including the treatment in the event of termination of office or termination of employment; (ii) the fees paid during the financial year of reference, for any purpose and in any form, by the Company and its subsidiaries or affiliates; (iii) the fees to be paid the following year or in subsequent years for the work performed during the reporting period; and (iv) how the Company has taken into account the non-binding vote on the second section of the Report expressed by the previous Shareholders' Meeting. Please note that the first section of the Report on the Policy regarding remuneration and fees paid, which outlines the Company's Remuneration Policy and the related implementation procedures, was submitted for the approval of the Shareholders' Meeting held on October 27th, 2023 and shall be valid until the date of approval of the financial statements as at June 30th, 2026, in line with the term of office of the Board of Directors appointed by the same Shareholders' Meeting,

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

According to Article 126-bis of the Legislative Decree no. 58/1998, Shareholders who, alone or jointly, represent at least one fortieth of the share capital, may request to integrate the items on the

agenda within ten days of this notice being published (i.e. October 6th, 2024), detailing in written request the additional items they propose for discussion or the resolution proposals on items already on the agenda. Such written requests shall be submitted through certified email to digitalbros@registerpec.it, together with the notice attesting the Shareholder's entitlement to exercise such right. A detailed report on the additional items proposed for integration must be submitted within the aforementioned terms to the Company's Board of Directors at the same address. The report will be made available to the public, with any remarks provided by the Board of Directors, 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 Legislative Decree no 58/1998.

Pursuant to Art. 126-bis, paragraph 3 of the Legislative Decree no. 58/1998, no integrations to the agenda are allowed for the items upon which the Shareholders' Meeting resolves upon proposal by the Directors, or based on a draft / reports prepared by the Board of Directors other than the ones referred to under Art. 125, paragraph 1 of the Legislative Decree no. 58/1998.

Additional information about any new item on the agenda will be communicated using the same format required for the publication of this Notice within 15 (fifteen) days before the Shareholder's Meeting (by October 13th, 2024). Any additional resolutions proposals for items already on the agenda will be made available to the public together with the publication of the submission notice, pursuant to Art. 125-ter, paragraph 1 of the Legislative Decree no. 58/1998.

ADDITIONAL RIGHTS OF THOSE ENTITLED TO VOTE

Taking into account that attendance to the Shareholders' Meeting is only allowed through the Designated Representative, those entitled to participate to the Shareholders' Meeting who intend to submit proposals for resolutions on the items on the agenda pursuant to Art. 126-bis, par. 1 of the Legislative Decree no. 58/1998 are kindly invited to submit them by October 13th, 2024, following the above mentioned procedures. Such proposals will be promptly made available to the public at the Company's registered office, on the corporate website and on the authorized storage system www.1info.it by October 15th, 2024. This shall allow those entitled to vote in an informed manner also on the new proposals and the Designated Representative to collect voting instructions also on such proposals.

INFORMATION ON SHARE CAPITAL

The authorised share capital amounts to Euro 6,024,334.80 of which Euro 5,706,014.80 subscribed. The share capital consists of no. 14,265,037 ordinary shares with a par value of Euro 0.4 each. As 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 right to one vote for Digital Bros' ordinary and extraordinary Shareholders' Meeting.

- DOCUMENTS

The Directors' reports, the full text of the proposed resolutions and any additional documents regarding the Shareholders' Meeting as provided by the applicable laws will be made available to the public within the terms set by the applicable law at the Company's registered office and on the Company's website www.digitalbros.com ("Governance/Shareholders' Meeting" Section), as well as on the authorized storage system "1Info".

The Articles of Association and the Shareholders' Meeting regulations are available on the Company's website at www.digitalbros.com ("Governance/Shareholders' Meeting" Section).

Pursuant to Art. 125-bis of the Legislative Decree no. 58/1998 and Art. 8.3 of the Company's Articles of Association, this Notice is published in its entirety today on Digital Bros' website www.digitalbros.com ("Governance/Shareholders' Meeting" Section) and on the authorized storage system "1Info". This Notice will also be published by extract in the newspaper "Italia Oggi".

Those entitled to attend the Shareholders' Meeting are invited to arrive in suitable advance with respect to the scheduled time for the start of the Meeting.



Milan, September 26th, 2024

Chairman of the Board of Directors
Abramo Galante