

Informazione Regolamentata n. 20237-8-2025	Data/Ora Inizio Diffusione 21 Aprile 2025 22:26:00	Euronext Growth Milan
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Societa' : DATRIX

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Oggetto : Datrix\_Ordinary and Extraordinary  
Shareholders' Meeting Call Notice

*Testo del comunicato*

Vedi allegato

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CALL NOTICE

The Ordinary and Extraordinary Shareholders' Meeting of Datrrix S.p.A. (the "**Company**" or "**Datrrix**") is convened for **May 7, 2025**, at 3:30 PM, on first call, and, if necessary, for May 8, 2025, at 3:30 PM, on second call, to discuss and resolve on the following matters:

### AGENDA

#### Ordinary session

1. Review and approval of the financial statements of Datrrix S.p.A. as of December 31, 2024, and presentation of the consolidated financial statements as of December 31, 2024. Related and resulting resolutions.
2. Allocation of the net income for the financial year ended December 31, 2024. Related and resulting resolutions.

#### Extraordinary session

1. Proposal to amend Articles 7 (Shares and categories of shares), 16 (Call and location of the Shareholders' Meeting), 20 (Participation in and representation at the Shareholders' Meeting), 24 (Call of the Board of Directors), 27 (Board of Directors' meetings via teleconference), and 33 (Board of Statutory Auditors) of the Company's By-Laws. Related and resulting resolutions.

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#### **METHOD OF HOLDING THE SHAREHOLDERS' MEETING PURSUANT TO DECREE-LAW N. 18 OF MARCH 17, 2020**

In accordance with the provisions of Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020, entitled "*Measures to strengthen the National Health Service and provide economic support for families, workers, and businesses connected to the COVID-19 epidemiological emergency*" (the "**Cura Italia Decree**"), as converted with amendments and whose application has most recently been extended to December 31, 2025, by Decree-Law No. 202 of December 27, 2024, containing urgent provisions on regulatory deadlines (the "**Milleproroghe Decree**"), as converted with amendments by Law No. 25 of February 21, 2025, the participation of shareholders entitled to vote at the Shareholders' Meeting shall take place exclusively through the Designated Representative (as defined below), in accordance with the legal provisions and applicable regulations, as further specified in the section "Attendance at the Shareholders' Meeting through voting by proxy to the Designated Representative."

Any amendments and/or additions to the information provided in this notice of call will be promptly made available through the Company's website at [www.datrrixgroup.com](http://www.datrrixgroup.com) and in the other manners provided for by applicable law.

#### **INFORMATION ON THE SHARE CAPITAL**

The subscribed and paid-in share capital amounts to Euro 167,666.19 and is divided into 16,766,619 shares without indication of nominal value, of which: (i) 9,811,119 ordinary shares (ISIN code IT0005468357) admitted to trading on Euronext Growth Milan; and (ii) 6,955,500 multiple voting shares (ISIN code IT0005468530).

Pursuant to Article 7 of the Company's By-Laws, each ordinary share entitles the holder to one vote, while each multiple voting share entitles the holder to three votes. The Company holds 16,500 treasury shares.

## ENTITLEMENT TO ATTEND THE SHAREHOLDERS' MEETING

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98, as amended (the "**TUF**"), and Article 20 of the Company's By-Laws, entitlement to attend the Shareholders' Meeting — which may only take place through the Designated Representative — is subject to receipt by the Company of a communication issued by an authorized intermediary in accordance with applicable laws, to be requested by each entitled party, certifying ownership of the shares based on the intermediary's accounting records as of the close of business on the seventh open market day prior to the date of the Shareholders' Meeting in first call (i.e., April 25, 2025, the so-called "record date"). Any credits or debits registered on accounts after that date shall not be taken into consideration for the purpose of entitlement to exercise voting rights at the Meeting. Therefore, persons who acquire ownership of the shares only after the record date shall not have the right to attend or vote at the Shareholders' Meeting and consequently may not grant proxies (or sub-proxies) to the Designated Representative.

The intermediary's communication must be received by the Company by the end of the third open market day prior to the date set for the Meeting in first call, and therefore by **May 2, 2025**. However, entitlement to attend and vote shall remain valid if the Company receives the communication after this deadline but before the start of the Meeting.

No procedures are envisaged for voting by correspondence or by electronic means.

Attendance at the Meeting by duly entitled parties (e.g., members of the corporate bodies, the Designated Representative, representatives of the auditing firm, and the secretary of the Meeting) shall occur exclusively through the use of remote connection systems that allow for identification, in compliance with applicable legal and regulatory provisions. Instructions for attending the Shareholders' Meeting via audio/telecommunication systems will be provided by the Company to the above-mentioned parties.

## ATTENDANCE AT THE SHAREHOLDERS' MEETING BY PROXY VOTE THROUGH THE DESIGNATED REPRESENTATIVE

As permitted by Article 106, paragraph 4, of the "**Cura Italia**" Decree, attendance at the Shareholders' Meeting by those entitled to vote will occur exclusively through the Designated Representative. To this end, the Company has appointed Monte Titoli S.p.A. — with registered office in Milan, Piazza degli Affari 6, 20123 Milan — to represent shareholders pursuant to Article 135-*undecies* of the TUF (the "**Designated Representative**").

The proxy may be granted free of charge (except for any shipping costs) with voting instructions on all or some of the items on the agenda, using the specific proxy form available, along with instructions for its completion and submission, on the Company's website [www.datrixgroup.com](http://www.datrixgroup.com), under the section "*Investors/Governance/Shareholders' Meetings and Meeting Documents*."

The proxy form, together with a copy of a valid ID document of the proxy grantor, or, if the proxy grantor is a legal entity, of its pro tempore legal representative or other duly authorized person (along with suitable documentation proving their status and powers), must be received by the Designated Representative by the end of the second open market day prior to the Meeting date, thus by **May 5, 2025** for the first call and by **May 6, 2025** for the second call, using one of the following alternative methods: (i) sending a digitally reproduced copy (PDF) via certified email to [rd@pec.euronext.com](mailto:rd@pec.euronext.com) (subject line "*Proxy to Designated Representative Datrix Shareholders' Meeting May 2025*") from the proxy grantor's certified email address (or, if unavailable, from a regular email address, provided the proxy and voting instructions are signed with a qualified electronic signature or digital signature); (ii) sending the original document by courier or registered mail with return receipt to: area Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan (Ref. "*Proxy to Designated Representative Datrix Shareholders' Meeting May 2025*"), while also sending a PDF copy via ordinary email to [rd@pec.euronext.com](mailto:rd@pec.euronext.com) (same subject line). The proxy granted to the Designated Representative is effective only for those proposals for which voting instructions are given.

The proxy and voting instructions may be revoked by the end of the second open market day prior to the Meeting date, that is, by **May 5, 2025** for the first call and **May 6, 2025** for the second call, using the same methods indicated above. Pursuant to Article 106, paragraph 4, of the "**Cura Italia**" Decree, proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF may also be granted to the Designated Representative, by way of derogation from the provisions of Article 135-*undecies*, paragraph 4, of the TUF.

As permitted by the "Cura Italia" Decree, by way of derogation from the provisions of Article 135-*undecies*, paragraph 4, of the TUF, those who do not wish to use the procedure provided by Article 135-*undecies* of the TUF may instead grant a proxy or sub-proxy to the same Designated Representative pursuant to Article 135-*novies* of the TUF, necessarily including voting instructions for all or some of the items on the agenda, using the specific proxy/sub-proxy form available on the Company's website [www.datrixgroup.com](http://www.datrixgroup.com), under the section "Investors/Governance/Shareholders' Meetings and Meeting Documents."

For the transmission of proxies/sub-proxies, including electronically, the procedures indicated above and detailed in the proxy form must be followed. The proxy under Article 135-*novies* of the TUF must be received by 6:00 PM on the day prior to the Meeting (and in any case before the start of the Meeting proceedings). Within the same term, the proxy and voting instructions may be revoked following the same procedures.

For any clarification regarding the granting of proxies to the Designated Representative, it is possible to contact Monte Titoli S.p.A. by email at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 on business days between 9:00 AM and 5:00 PM.

#### INTEGRATION OF THE AGENDA

Pursuant to Article 16 of the Bylaws, shareholders representing at least 10% of the share capital with voting rights at the ordinary Shareholders' Meeting may request, within five days from the publication of this call notice call (i.e., by **April 27, 2025**), the integration of the items to be discussed, indicating in the request the additional topics proposed.

Shareholders in whose favor a specific communication from an authorized intermediary (in accordance with applicable regulations) has been received by the Company are entitled to request the integration of the agenda.

Requests for the integration of the agenda must be accompanied by an explanatory report, which must be filed at the Company's registered office and delivered to the Board of Directors by the final deadline for submitting the integration request (i.e., by **April 27, 2025**). The integration of the list of topics to be discussed is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, based on proposals from the directors or on a project or report prepared by them.

Requests for integration must be submitted to the Company in writing, accompanied by information regarding the identity of the shareholders submitting it, indicating the total percentage held and references to the communication sent by the intermediary to the Company pursuant to current regulations. They must be sent by registered letter to the Company's registered office in Milan, Foro Buonaparte 71, to the attention of the Chairman of the Board of Directors, or electronically via certified email to: [irdatrix@pec.it](mailto:irdatrix@pec.it).

The notice integrating the agenda will be published in at least one national daily newspaper no later than the 7th (seventh) day before the date of the Shareholders' Meeting on first call (i.e., by **April 30, 2025**).

#### RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Considering that participation in the Shareholders' Meeting by entitled persons will only be possible through the Appointed Representative, any questions may be submitted no later than the seventh open market day prior to the Meeting on first call (i.e., by **April 25, 2025**), by registered letter to the Company's registered office in Milan, Foro Buonaparte 71, to the attention of the Chairman of the Board of Directors, or electronically via certified email to [irdatrix@pec.it](mailto:irdatrix@pec.it).

Questions must be submitted to the Company in writing, accompanied by information regarding the identity of the shareholders submitting them and references to the communication sent by the intermediary to the Company in accordance with applicable regulations.

In order to allow the entitled shareholders to cast their vote through the Appointed Representative, also taking into account the answers provided by the Company to such questions, the answers will be provided by the Company no later than the end of the third open market day preceding the date of the Meeting on first call (i.e., by **May 2, 2025**), by publication on the Company's website. The Company reserves the right to provide a single response to questions having the same content.

**DOCUMENTATION**

The documentation relating to the Shareholders' Meeting, including the explanatory reports on the items on the agenda with the full text of the proposed resolutions and the proxy forms required under applicable regulations, as well as the Annual Financial Report, the Report of the Board of Statutory Auditors, and the Report of the Independent Auditors, will be made available to the public in the manner and within the terms prescribed by law, with shareholders and those entitled to vote having the right to obtain a copy.

Such documentation will be available at the Company's registered office in Milan, Foro Buonaparte 71, on the Company's website at [www.datrixgroup.com](http://www.datrixgroup.com), as well as through the "eMarket Storage" dissemination system at [www.emarketstorage.com](http://www.emarketstorage.com), and through any other means provided for by applicable regulations.

This notice of call will be published, in excerpt, in the newspaper Libero.

Milan, April 22, 2025

On behalf of the Board of Directors

The Chairman

Fabrizio Milano d'Aragona

