

Informazione Regolamentata n. 20146-17-2025	Data/Ora Inizio Diffusione 22 Maggio 2025 22:35:54	Euronext Milan
---	---	----------------

Societa' : DIGITALVALUE

Identificativo Informazione : 206095
Regolamentata

Utenza - referente : DIGITALVALUEN03 - Pasqualin Alessandro

Tipologia : 3.1

Data/Ora Ricezione : 22 Maggio 2025 22:35:54

Data/Ora Inizio Diffusione : 22 Maggio 2025 22:35:54

Oggetto : NOTICE OF ORDINARY AND
EXTRAORDINARY SHAREHOLDERS'
MEETING TO BE HELD ON JUNE 26 AND 27,
2025, ON FIRST AND SECOND CALL,
RESPECTIVELY

Testo del comunicato

Vedi allegato



DIGITAL VALUE, APPROVAL OF RESULTS AS OF DECEMBER 31, 2024

NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING TO BE HELD ON JUNE 26 AND 27, 2025, ON FIRST AND SECOND CALL, RESPECTIVELY

Rome, May 22, 2025 – The Board of Directors of Digital Value S.p.A. (Ticker DGV), which met today under the chairmanship of Paolo Vantellini, has resolved to convene the Shareholders' Meeting, in both ordinary and extraordinary session, on June 26 and 27, 2025, on first and second call respectively.

The Ordinary Shareholders' Meeting will be called to resolve on the following matters: (i) the financial statements as of December 31, 2024 and the allocation of the net profit for the year, as well as the distribution of dividends; (ii) the report on the remuneration policy and compensation paid; (iii) the appointment of three directors pursuant to Article 2386 of the Italian Civil Code; (iv) the integration of the Board of Statutory Auditors pursuant to Article 2401 of the Italian Civil Code; (v) the adoption of an incentive plan (the "2025–2027 Plan") pursuant to Article 114-bis of Legislative Decree No. 58 of February 24, 1998 (the "TUF"); (vi) the request for authorization to purchase and dispose of treasury shares.

In the Extraordinary Session, the Shareholders' Meeting will be called to resolve on the proposal for a free share capital increase to support the 2025–2027 Plan, as well as on proposed amendments to the Articles of Association, primarily related to the introduction of the possibility to appoint a designated representative as the sole means of participation and voting at the Shareholders' Meeting, pursuant to Article 135-undecies.1 of the TUF; the recognition of the option, in line with the most recent practices and notarial guidance on the conduct of shareholder meetings, to allow meetings to be held also, or exclusively, by videoconference in accordance with the provisions and limits set by the regulations in force at the time.

The notice of call for the aforementioned Shareholders' Meeting will be published in accordance with legal requirements and made available on the Company's website (www.digitalvalue.it, section "Investor Relations - Shareholders' Meetings") and through the "eMarket STORAGE" mechanism (www.emarketstorage.com).

The documentation relating to the Shareholders' Meeting – including the explanatory reports on the agenda items with the full text of the proposed resolutions, as well as the information document prepared pursuant to Article 84-bis of the Regulation adopted by Consob Resolution No. 11971/1999 ("Issuers' Regulation") and Article 114-bis of the TUF – will be made available to the public, in accordance with legal deadlines, at the registered office of the Company (via della Maglianella, 65/E - 00166 Rome), on the Company's website (www.digitalvalue.it, section

Digital Value S.p.A.

Headquarter ROMA:
Via della Maglianella 65/E
00166 Roma, Italia
Tel. +39 06 66411156

MILANO:
Via Galileo Galilei 7
20124 – Milano (MI) Italia
Tel. +39 02 62610400

Altre sedi:
Ancona, Bologna, Napoli,
Prato
info@digitalvalue.it

C.F. - P. IVA e Numero
Registro Imprese di Roma:
10400090964
Rea: RM 1554887
Cap. Soc. i.v. 1.588.885,60€



“Investor Relations - Shareholders’ Meetings”), and through the “eMarket STORAGE” mechanism (www.emarketstorage.com).

Additional Information

Proposal for the adoption of an incentive plan called “2025–2027 Incentive Plan of Digital Value S.p.A.”

The Board of Directors, upon the proposal of the Remuneration and Appointments Committee, has resolved to submit to the Ordinary Shareholders’ Meeting, pursuant to Article 114-bis of the TUF, the proposal to adopt an incentive plan named “2025–2027 Incentive Plan of Digital Value S.p.A.” addressed to the CEO of Digital Value and employees of Digital Value and its subsidiaries who are considered key resources due to specific responsibilities and/or skills, including executives and managers of the Company or its subsidiaries.

The 2025–2027 Plan, if approved by the Shareholders’ Meeting, provides for the free assignment to beneficiaries of rights to receive, free of charge, ordinary shares of the Company (resulting from a free share capital increase of Digital Value pursuant to Article 2349 of the Italian Civil Code, to be approved by the Extraordinary Shareholders’ Meeting, or from treasury shares), subject to the achievement of certain performance objectives at the end of the vesting period (December 31, 2027).

The objectives of the 2025–2027 Plan are to: (i) strengthen the alignment of management’s interests with those of shareholders over the long term; (ii) incentivize sustainable performance and value creation during the 2025–2027 period; (iii) retain key talents and attract new strategic figures for the Digital Value Group; (iv) reward the achievement of the Company’s strategic corporate objectives.

For more information about the 2025–2027 Plan, reference should be made to the information document pursuant to Article 84-bis of the Issuers’ Regulation and the related Explanatory Report pursuant to Articles 114-bis of the TUF and 84-ter of the Issuers’ Regulation, which will be published in the manner and within the timeframes required by law.

Proposal for authorization to purchase and dispose of treasury shares

The Board of Directors has also resolved to submit to the Ordinary Shareholders’ Meeting the proposal to authorize, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of the TUF, the purchase and disposal of treasury shares, revoking the previous authorization granted by the Ordinary Shareholders’ Meeting on June 5, 2024.

Digital Value S.p.A.

Headquarter ROMA:
Via della Maglianella 65/E
00166 Roma, Italia
Tel. +39 06 66411156

MILANO:
Via Galileo Galilei 7
20124 – Milano (MI) Italia
Tel. +39 02 62610400

Altre sedi:
Ancona, Bologna, Napoli,
Prato
info@digitalvalue.it

C.F. - P. IVA e Numero
Registro Imprese di Roma:
10400090964
Rea: RM 1554887
Cap. Soc. i.v. 1.588.885,60€



The authorization to purchase and dispose of treasury shares, requested for a period of eighteen months from the date of the resolution of the Ordinary Shareholders' Meeting, aims to provide the Company with: (i) a stock of treasury shares to be used to support incentive and loyalty plans adopted by the Company, including the new 2025–2027 Plan; (ii) a strategic investment opportunity for any purpose permitted by applicable laws, including the purposes set forth in Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, "MAR"), such as purchasing treasury shares for subsequent cancellation or as consideration in extraordinary transactions, including share swaps.

The maximum number of treasury shares held may in no case exceed 20% of the total number of shares outstanding.

The Board of Directors proposes that purchases of treasury shares be carried out in compliance with the limits and conditions on trading set out in Article 5 of MAR and Articles 3 and 4 of Delegated Regulation (EU) No. 2016/1052 ("Regulation 1052"), where applicable.

As of today, Digital Value holds 33,908 treasury shares, equal to 0.33% of the share capital.

For further details regarding the proposal to authorize the purchase and disposal of treasury shares, please refer to the relevant Explanatory Report pursuant to Article 125-ter of the TUF and Article 73 of the Issuers' Regulation, which will be published in the manner and within the timeframes required by law.

Key Executives of the Digital Value Group

As of today, the Board of Directors has confirmed Alessandro Pasqualin, Chief Financial Officer of the Digital Value Group, as Executive with Strategic Responsibilities (DIRS) of the Company and has approved the appointment of the following new DIRS: General Management Director, Human Resources and Organization Director, and Sales Director.

Digital Value SpA

Digital Value S.p.A. is the parent company of a Group that is a leading player in the Italian IT solutions and services market. It reported consolidated revenues of €815.8 million and has over 600 employees (source: consolidated financial statements as of December 31, 2024). The Group engages in research, design, development, and commercialization of ICT solutions and services for the digital transformation of large enterprise clients in strategic sectors—Telecommunications, Transportation, Utilities, Finance, Industry, and Public Administration—which drive the ICT market. Digital Value offers comprehensive solutions to meet the technology innovation needs of key market segments, thanks to its continuous and significant growth path and consolidated specialized expertise. Its success is based on the uniqueness of its know-how, the specialization of its human capital, and its recognized ability to plan, implement, and manage innovative digitalization projects.

Digital Value has been listed on the Euronext Milan market since May 2023.

Digital Value S.p.A.

Headquarter ROMA:
Via della Maglianella 65/E
00166 Roma, Italia
Tel. +39 06 66411156

MILANO:
Via Galileo Galilei 7
20124 – Milano (MI) Italia
Tel. +39 02 62610400

Altre sedi:
Ancona, Bologna, Napoli,
Prato
info@digitalvalue.it

C.F. - P. IVA e Numero
Registro Imprese di Roma:
10400090964
Rea: RM 1554887
Cap. Soc. i.v. 1.588.885,60€



Info

Digital Value S.p.A.

Via Della Maglianella 65/E,

00166 Roma

Tel. +39 0262610403

E-mail investors@digitalvalue.it

Alessandro Pasqualin, IR Manager

Digital Value S.p.A.

Headquarter ROMA:

Via della Maglianella 65/E
00166 Roma, Italia
Tel. +39 06 66411156

MILANO:

Via Galileo Galilei 7
20124 – Milano (MI) Italia
Tel. +39 02 62610400

Altre sedi:

Ancona, Bologna, Napoli,
Prato
info@digitalvalue.it

C.F. - P. IVA e Numero
Registro Imprese di Roma:
10400090964

Rea: RM 1554887
Cap. Soc. i.v. 1.588.885,60€

