

## SHAREHOLDERS' MEETING AND BOARD OF DIRECTORS

**APPROVED THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2022**

**DIVIDEND AT 85 CENTS PER SHARE**

**BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS APPOINTED**

**APPROVED THE PLAN FOR ADMISSION TO TRADING OF THE ORDINARY SHARES OF DIGITAL VALUE S.P.A. ON THE REGULATED MARKET EURONEXT MILAN**

Rome, April 5, 2023 - The Ordinary Shareholders' Meeting of Digital Value S.p.A. (the "Company"), which met today in first call, approved the financial statements for the year ended December 31, 2022 in the terms proposed by the Board of Directors already disclosed last March 14, 2023.

The Meeting also took note of the consolidated financial statements of the Digital Value Group as of December 31, 2022 prepared in accordance with IFRS. Translated with DeepL

### CONSOLIDATED RESULTS FOR FISCAL YEAR 2022

- Consolidated revenues: € 708.5 million (+150.7 mln € / +27% vs 2021) (+ 111 mln/ +18.6% vs 2021 proformed)
- Ebitda: € 73.6 mln or 10.4% of revenues (+€16.1 mln/ +28% vs 2021) (+ 12.4 mln/ +20.3% vs 2021 pro-forma)
- Net profit: €34 million (+€3.4 million / +11.1% vs 2021)

### DIVIDEND

With reference to the operating results of Digital Value, which shows a profit of Euro 27,651,658.00, the Shareholders' Meeting resolved to allocate this profit as follows:

- to the shareholders a unit dividend of Euro 0.85 per eligible share for a total maximum of Euro 8,474,139.60, with the ex-dividend date of coupon No. 1 on April 24, 2023, the entitlement date for payment pursuant to Article 83-terdecies of Legislative Decree 58/1998 (record date) on April 25, 2023 and the date for payment of the dividend on April 26, 2023;
- for the difference amounting to 19,177,518.40 euros to the Retained Earnings account.

### APPOINTMENT OF THE BOARD OF DIRECTORS.

The Shareholders' Meeting appointed the new seven-member Board of Directors for the next three years in the persons of Massimo Rossi, Marco Patuano, Paolo Vantellini, Riccardo Benedini, Maria Grazia Filippini, Maria Luisa Mosconi, and Mario Vitale. Directors Maria Grazia Filippini, Maria Luisa Mosconi and Mario Vitale have declared that they meet the independence requirements set forth in Article 148, paragraph 3, of Legislative Decree No. 58/98 as subsequently amended and supplemented ("TUF"), as referred to in Article 147-ter, paragraph 4, of the TUF, and in Article 2 of the Corporate Governance Code for Listed Companies.

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#### Digital Value S.p.A.

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Rea: RM 1554887  
Cap. Soc. i.v. 1.554.957,60€

The Shareholders' Meeting determined the compensation payable to the members of the Board of Directors based on the proposals made by the shareholder DV Holding, owner of 6,452,233 ordinary shares representing 64.72 percent of the share capital of Digital Value S.p.A.

### **APPOINTMENT OF THE BOARD OF AUDITORS**

The Shareholders' Meeting appointed for the next three years the new Board of Statutory Auditors composed of three regular members in the persons of Sergio Marchese, Gian Luca Succi, Paola Ginevri Latoni, and as alternate auditors Lucia Calore and Alessandra Tella. It awarded the chairmanship of the Board to Sergio Marchese.

The Shareholders' Meeting determined the fees payable to the members of the Board of Statutory Auditors based on the proposals made by the shareholder DV Holding, owner of 6,452,233 ordinary shares representing 64.72 percent of the share capital of Digital Value S.p.A.

### **APPOINTMENT OF AUDITING FIRM**

The Shareholders' Meeting appointed the company BDO Italia S.p.A. to audit the accounts for the financial years 2023 - 2031 pursuant to Legislative Decree 39/2010, subject to, and effective as of the date of, the start of trading of the Company's shares on the regulated market Euronext Milan, organized and managed by Borsa Italiana S.p.A.

### **BUYBACK PLAN**

The Shareholders' Meeting authorized the Board of Directors, pursuant to Articles 2357 and 2357-ter of the Civil Code, as well as Article 132 of the TUF, to purchase, on one or more occasions, for the maximum period permitted by the applicable pro tempore regulations, a maximum number of 100,000 ordinary shares of the Company, with no indication of par value, for a maximum value of 10,000 euros. 000 at a consideration that is not higher than the highest price between the price of the last independent transaction and the price of the highest current independent bid on the trading venues where the purchase is made, it being understood that the unit consideration may in any case not be lower in the minimum of 20% and higher in the maximum of 10% with respect to the arithmetic average of the official prices recorded by the Company's stock in the 10 trading days prior to each individual purchase transaction.

### **TRANSLISTING**

The Shareholders' Meeting resolved:

- (i) to approve the plan to admit Digital Value S.p.A.'s ordinary shares to trading on the regulated market Euronext Milan, organized and managed by Borsa Italiana S.p.A. ("Euronext Milan"), with simultaneous delisting of the same ordinary shares of Digital Value S.p.A. from the multilateral trading system Euronext Growth Milan, organized and managed by Borsa Italiana S.p.A;

### **BYLAWS**

The Extraordinary Shareholders' Meeting resolved on a new text of the company's bylaws, effective as of the date of commencement of trading of the company's ordinary shares on Euronext Milan, which provides, among other things, for the introduction of enhanced voting pursuant to Article 127 quinquies of the TUF.

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## BOARD OF DIRECTORS

The Board of Directors of the Company, which met again today following the above-mentioned Ordinary and Extraordinary Shareholders' Meeting, proceeded to:

- (i) confirm Massimo Rossi as Chairman of the Company;
- (ii) confirm Executive Director Paolo Vantellini;
- (iii) verify the existence, for Directors Maria Grazia Filippini, Maria Luisa Mosconi and Mario Vitale, of the independence requirements required by Article 148, paragraph 3, of the TUF (as recalled by Article 147-ter, paragraph 4, of the TUF) and Article 2 of the Corporate Governance Code for Listed Companies.

The Company's Board of Directors also made the following resolutions as part of the project to admit the Company's shares to trading on Euronext Milan, with subordinate effectiveness and as of the start of trading on Euronext Milan:

- (i) appointment of a Remuneration and Appointments Committee, composed of Directors Maria Grazia Filippini (independent), Marco Patuano and Maria Luisa Mosconi (independent), assigning the Chairmanship to independent Director Maria Grazia Filippini.
- (ii) (ii) appointment of a control and risk committee, composed of Independent Directors Maria Grazia Filippini, Mario Vitale and Maria Luisa Mosconi, assigning its Chairmanship to Independent Director Maria Luisa Mosconi;
- (iii) (iii) approval of a new text of procedure for transactions with related parties and appointment of a committee for transactions with related parties, composed of Independent Directors Maria Grazia Filippini, Mario Vitale and Maria Luisa Mosconi, assigning the Chairmanship to Independent Director Maria Grazia Filippini;
- (iv) (iv) appointment of an environmental, social and governance committee, composed of Directors Mario Vitale (independent), Riccardo Benedini and Marco Patuano, attributing the Chairmanship to Independent Director Mario Vitale; (v) appointment of Independent Director Maria Grazia Filippini as lead independent director.

The Company also announces that, subject to the admission of the shares to trading on Euronext Milan and effective as of the date of the start of trading of the shares, it intends to adhere to the opt-out regime provided for in Articles 70, paragraph 8, and 71, paragraph 1-bis, of Consob Issuers' Regulation no. 11971/99, thus availing itself of the right to waive the obligations to publish disclosure documents provided for in Articles 70, paragraph 6, and 71, paragraph 1, of the same Regulations on the occasion of significant mergers, spin-offs, capital increases by contribution in kind, acquisitions and disposals.

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Copies of the financial statements as of December 31, 2022, and copies of the consolidated financial statements of the Digital Value Group are available to the public at the Company's registered office in Rome, Via della Maglianella65/E, and on the Company's website [www.digitalvalue.it](http://www.digitalvalue.it), Investors Relations / Meetings section.

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This press release is also available on the company's website [www.digitalvalue.it](http://www.digitalvalue.it), as well as at the authorized eMarket Storage mechanism available at [www.emarketstorage.com](http://www.emarketstorage.com)

## Digital Value SpA

*Digital Value S.p.A., headquartered in Rome and operating throughout the country, heads a Group that is one of Italy's leading players in the IT solutions and services sector with consolidated revenues of €708 million and more than 400 employees (source: consolidated financial statements as of December 31, 2022). The Group carries out research, design, development and marketing of ICT solutions and services for the digitalization of large account customers operating in the strategic sectors of the country's economy - Telecommunications, Transportation, Utilities, Finance, Industry and Public Administration - which represents the leading segment of the ICT market). Digital Value consolidates unique and specialized skills, capable of offering comprehensive coverage of the technological innovation needs of key market segments, the result of a steady and significant growth path. The Group's success is based on the unique skills, know-how and specialization of its human resources as well as its recognized ability to plan, implement and manage innovative and functional project solutions for the digitization of customers. Digital Value has been listed on the Euronext Growth Milan market since November 2018.*

### Info

<b>Digital Value S.p.A.</b>	<b>CFO SIM S.p.A.</b>	<b>Spriano Communication &amp; Partners</b>
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Riccardo Benedini, IR Manager	Euronext growth advisor	Corporate and finance communication advisor

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