

**EXPLANATORY REPORT
OF THE BOARD OF DIRECTORS ON THE ITEMS ON THE AGENDA OF THE ORDINARY
AND EXTRAORDINARY SHAREHOLDERS' MEETING OF DIGITAL VALUE S.P.A.
CONVENED FOR 26 JUNE 2025 AND 27 JUNE 2025, ON FIRST AND SECOND CALL,
RESPECTIVELY.**

Item 1 on the extraordinary agenda

“Proposal to increase the share capital, free of charge and also in several tranches, pursuant to article 2349 of the Italian Civil Code, for a maximum nominal amount of Euro 80,000, with the issue of a maximum number of 500,000 ordinary shares of the Company, with no indication of nominal value, to be assigned to the Digital Value Group’s employees who are beneficiaries of the “Digital Value S.p.A. 2025-2027 Incentive Plan”, through the use of profits and/or profit reserves. Amendment of article 5 of the Articles of Association. Related and consequent resolutions”.

Dear Shareholders,

the Board of Directors of Digital Value S.p.A. ("**Digital Value**" or the "**Company**") has called you to an Extraordinary Shareholders' Meeting to discuss and pass resolution on the approval of the proposal to increase the share capital of Digital Value, free of charge and also in several tranches, pursuant to article 2349 of the Italian Civil Code, by the final deadline of 31 December 2028, for a maximum nominal amount of Euro 80,000, with the issue of a maximum number of 500,000 ordinary shares of the Company, with no indication of nominal value, to be assigned to the Digital Value Group's beneficiaries of the "*Digital Value S.p.A. 2025-2027 Incentive Plan*" (the "**Plan**"), (the "**Plan**"), using profits and/or profit reserves as resulting from the last financial statements approved during the financial year which envisage the assignment of shares to service the Plan, with the consequent amendment of article 5 of the Articles of Association in force.

1. Motivations, allocation and characteristics of the free share capital increase

The Board of Directors of your Company, subject to the favourable opinion of the Committee for Appointments and Remuneration, has resolved, inter alia, to submit to the examination and approval of the Shareholders' Meeting, as the fifth item on the agenda of the ordinary session, the Plan reserved for the Chief Executive Officer of Digital Value and the managers of the Company or of the companies directly or indirectly controlled by it (the "**Subsidiaries**"), to be implemented through the assignment of ordinary shares of Digital Value upon reaching certain performance targets.

The reasons for adopting the Plan lie in having an instrument capable of (i) rewarding the achievement of strategic corporate targets, on the basis of which performance targets have been formulated; (ii) developing a medium-long term variable incentive policy aligned to market practices, in order to retain key figures and attract new strategic figures to the Digital Value Group (iii) to offer incentives for sustainable performance and value creation over the three-year period from 2025 to 2027; (iv) to offer incentives for the alignment of management interests with those of shareholders with a view to long-term value creation.

In particular, the Plan is aimed at the free allocation of rights to receive ordinary shares of the Company, in the ratio of one share, with regular dividend entitlement, for each right accrued, subject to meeting certain performance targets and the terms and conditions set forth in the Plan.

For further details on the Plan, see the specific Explanatory Report and the Disclosure Document drafted pursuant to article 114-bis of Legislative Decree no. 58/1998 and article 84-bis of Issuers' Regulation no. 11971/1999, available to Shareholders on the Company's website

[Www.digitalvalue.it](http://www.digitalvalue.it), in the "Shareholders' Meetings" Section, and on the "eMarket Storage" platform.

In order to ensure the availability of shares to be assigned to the employees of Digital Value and its Subsidiaries who are beneficiaries of the Plan, in the event that the performance targets set forth in the Plan are met, the Board of Directors submits to the examination and approval of the Shareholders' Meeting the proposal to increase the share capital free of charge, in one or more tranches, for a maximum nominal amount of Euro 80,000 by issuing a maximum of 500,000 new ordinary shares with no par value, using profits and/or profit reserves pursuant to article 2349 of the Italian Civil Code.

The shares may also be issued in several tranches over the duration of the resolution to increase the share capital illustrated above, and in any case by the final deadline of 31 December 2028.

The free capital increase pursuant to article 2349, paragraph 1, of the Italian Civil Code will be carried out using profits and/or profit reserves as resulting from the latest approved financial statements.

The Board of Directors will, therefore, be granted the power to identify in due time and on a case by case basis the profits and/or profit reserves to be allocated for this purpose, with a mandate to make the appropriate accounting entries following the issue transactions, in compliance with the provisions of the law and the accounting principles applicable to each case.

The newly issued shares reserved for the beneficiaries of the Plan and resulting from the free share capital increase will have regular dividend entitlement and will be accompanied by the coupons in place on said date.

2. Amendments of article 5 of the Articles of Association.

As a result of the proposed resolution submitted for your approval, it is appropriate to integrate article 5 of the Articles of Association in force with the inclusion of a transitional clause to incorporate the resolution to increase the share capital.

It should be noted that the amendment to the Articles of Association in question does not imply a right of withdrawal pursuant to Article 2437 of the Italian Civil Code.

Article 5 of the Articles of Association in force as of the date of publication of this Report, with evidence of the proposed amendments, including the deletion of the outdated transitional clauses, is reproduced below.

Current Wording	Proposed Wording
Article 5	Article 5
The share capital is Euro 1,588,885.60, divided into 10,181,624 ordinary shares.	<i>unchanged</i>
The share capital may also be increased by resolution of the Shareholders' Meeting by	<i>unchanged</i>

issuing shares with rights other than ordinary shares and by contributions other than in cash, within the scope permitted by law.	
The allocation of profits and/or profit reserves to the employees of the Company or its subsidiaries is allowed, through the issue of shares in accordance with article 2349 of the Italian Civil Code.	<i>unchanged</i>
The Shareholders' Meeting may grant the Board of Directors the power to increase the share capital on one or more occasions up to a predetermined amount and for a maximum of five years from the date of the resolution.	<i>unchanged</i>
In the resolutions to increase the share capital against payment, the option right may be excluded by the shareholders' meeting to the maximum extent established in compliance with article 2441, paragraph 4, second sentence of the Italian Civil Code and/or the other legal provisions in force.	<i>unchanged</i>
	The Extraordinary Shareholders' Meeting held on [●] June 2025 resolved to increase the share capital free of charge, also in several tranches, pursuant to article 2349 of the Italian Civil Code, by the final date of 31 December 2028, in favour of Digital Value Group employees who are beneficiaries of the "Digital Value S.p.A. Incentive Plan 2025-2027", for a maximum nominal amount of Euro 80,000, by issuing a maximum of 500.000 ordinary shares, with no indication of par value, having the same characteristics as those in circulation and regular dividend rights, with capitalisation, for each new share issued, of an amount equal to the implied par value of the company's shares in circulation at the time of the issue of the new shares, using a corresponding amount of profit and/or profit reserves.

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In view of the above, we invite you to pass the following resolutions:

“The Ordinary Shareholders’ Meeting of Digital Value S.p.A., having acknowledged the Explanatory Report of the Board of Directors,

resolves

- *to increase the share capital free of charge, also in several tranches, pursuant to article 2349 of the Italian Civil Code, by the final date of 31 December 2028, for a maximum nominal amount of Euro 80,000, by issuing a maximum of 500,000 ordinary shares, with no indication of par value, having the same characteristics as those in circulation, with regular enjoyment, in favour of Digital Value Group employees who are beneficiaries of the “Digital Value S.p.A. Incentive Plan 2025- 2027”, approved by the Ordinary Shareholders’ Meeting on [●] June 2025, with the allocation to the share capital, for each new share issued, of an amount equal to the implied par value of the company’s shares in circulation at the time of the issue of the new shares, using a corresponding amount of profits and/or profit reserves as resulting from the latest approved financial statements, under the terms and conditions and according to the procedures envisaged in the aforesaid incentive plan;*
- *to grant the Board of Directors the power to identify in due time and on a case by case basis the profits and/or profit reserves to be allocated for this purpose, with a mandate to make the appropriate accounting entries following the issue transactions, in compliance with the provisions of the law and the accounting principles applicable to each case;*
- *to amend article 5 of the Articles of Association as shown in the Explanatory Report prepared by the Board of Directors and in the text indicated below:*

“The share capital is Euro 1,588,885.60, divided into 10,181,624 ordinary shares.

The share capital may also be increased by resolution of the Shareholders’ Meeting by issuing shares with rights other than ordinary shares and by contributions other than in cash, within the scope permitted by law.

The allocation of profits and/or profit reserves to the employees of the Company or its subsidiaries is allowed, through the issue of shares in accordance with article 2349 of the Italian Civil Code.

The Shareholders’ Meeting may grant the Board of Directors the power to increase the share capital on one or more occasions up to a predetermined amount and for a maximum of five years from the date of the resolution.

In the resolutions to increase the share capital against payment, the option right may be excluded by the shareholders’ meeting to the maximum extent established in compliance with article 2441, paragraph 4, second sentence of the Italian Civil Code and/or the other pro-tempore legal provisions in force.

The Extraordinary Shareholders’ Meeting held on [●] June 2025 resolved to increase the share capital free of charge, also in several tranches, pursuant to article 2349 of the Italian Civil Code, by the final date of 31 December 2028, in favour of Digital Value Group employees who are beneficiaries of the “Digital Value S.p.A. Incentive Plan 2025- 2027”, for a maximum nominal amount of Euro 80,000, by issuing a maximum of 500,000 ordinary shares, with no indication of par value, having the same characteristics as those in circulation and regular dividend rights, with capitalisation, for each new share issued, of an amount equal to the implied par value of the company’s shares in circulation at the time of the issue of the new shares, using a corresponding amount of profits and/or profit reserves”;

- *to vest the board of directors, and on its behalf the chairman of the board of directors and the pro-tempore managing director in office, severally and with the power to sub-delegate, with the broadest powers necessary and/or appropriate, without any exclusion whatsoever, to implement the above resolution, also introducing any amendments or additions (that do not alter the substance of the resolution) that may be appropriate or required by the competent authorities in relation to legal provisions and, in general, to carry out any fulfilment necessary for this purpose, including, merely by way of example: (i) the power to update article 5 of the Articles of Association, in the part relating to the amount of the share capital and the number of shares that make it up, in relation to the total or partial execution of the share capital increase, also proceeding with the relevant filings with the Register of Companies, (ii) in accordance with the provisions of the “Digital Value S.p.A. Incentive Plan 2025-2027” and the practice in these transactions, the power to determine the number of shares to be issued, on the understanding that the board of directors shall have the power to issue a number of shares lower than the maximum number established by the shareholders’ meeting, (iii) the power to carry out any activity, prepare, submit and sign any document or deed required, necessary or appropriate for the purpose of implementing the resolved capital increase and the performance of any activity that is preliminary, accessory, instrumental or consequent to it;*

- *to establish that, should the resolved capital increase not be fully implemented by the deadline of 31 December 2028, the capital shall in any case be deemed to be increased by an amount equal to the tranches issued”.*

Rome, 22 May 2025

On behalf of the Board of Directors

The Chairman

Paolo Vantellini

