



CASTA DIVA GROUP: SHAREHOLDERS' MEETING

Milan, 11th March 2021

Casta Diva Group S.p.A. ("**CDG**" or "**Company**"), announces that the Shareholders' Meeting will take place, on the 29th March 2021 at 15.00 - ordinary session - on first call and, if necessary, on second call, on the 30th March 2021 at 3.00 pm.

The Shareholders' Meeting Draft has been published today in the newspaper Italia Oggi, and its full version on the Company's website, available on www.castadivagroup.com and in this press release.

Casta Diva Group S.p.a.
Registered Office in Milan – VIA LOMAZZO, 34
Share capital Euro 9.085.898,50
Registration C.C.I.A.A. in Milano
Tax Code and Companies Registration Number 13085870155
VAT number: 03076890965 –Rea N: 1614352

CASTA DIVA GROUP S.P.A.'S CALL OF THE ORDINARY SHAREHOLDERS 'MEETING

The Shareholders' Meeting of Casta Diva Group S.p.A. ("Company") is taking place at its headquarters, as ordinary session, on first call on the 29th March 2021, at 15.00, and, if necessary, on second call, on the 30th March 2021, at 15.00, to discuss and resolve on the following

agenda

1. Replacement of the resolutions passed by the ordinary shareholders' meeting on 28th June 2019, on 3rd January 2020 and on 16th June 2020, pursuant to art. 2377, paragraph 8, of the Italian Civil Code, subject to appeal pursuant to art. 2377 of the Italian Civil Code, and in particular of the following resolutions:

"1.1 Financial statements as of 31st December 2018. Presentation of the consolidated financial statements as of 31st December 2018. Reports of the Board of Directors, the Board of Statutory Auditors and the auditing firm. Allocation of the result for the year. Inherent and consequent resolutions;

1.2 Appointment of members of the company's board of directors for the three-year period 2019-2021 (until the approval of the financial statements as of 31.12.2021) before deciding their number; emoluments allocation;

1.3 Appointment of the members of the Company's Board of Statutory Auditors for the three-year period 2019-2021 (up to the approval of the financial statements as of 31.12.2021); determining remuneration;

1.4 Delegation to the Board of Directors for the purchase of treasury shares within the limits and for the purposes in accordance with the law;



1.5 Proposal of the assignment of the statutory audit and certification of the accounts for the three-year period 2019-2021; inherent and consequent resolutions;

1.6 Emoluments to the Board of Directors: update of the resolutions already passed on 28th June 2019;

1.7 Examination and approval of the draft financial statements as of 31st December 2019, with the report of the Independent Auditors and the Board of Statutory Auditors.

Presentation of the consolidated financial statement in relation to the financial year ended as of 31st December 2019. Related resolutions;

1.8 Allocation of the result for the year. Inherent and consequent resolutions. "

2. Appointment of Alternate Auditors.

Share capital

The share capital of Casta Diva Group S.p.A. amounts to Euro 9,085,898.50 and accounts for 18,644,719 ordinary shares, with no indication of nominal value. Each share allows one vote in the ordinary and extraordinary shareholders' meetings of the Company.

Participation in the Assembly

Pursuant to art. 83-sexies of Legislative Decree 58/1998 ("CLF"), those for whom the Company received specific communication by an intermediary, authorized on the basis of the accounting evidence, relating to the term of the 7th (seventh) trading day prior to the date of the Shareholders' Meeting (March 18th, 2021 - record date), are entitled to attend the Shareholders' Meeting and to exercise the right to vote - exclusively through the Designated Representative. The credit and debit postings made on the accounts subsequently on that date they are not relevant for purposes of legitimizing the exercise of the right to vote in the Assembly.

Pursuant to art. 83-sexies, paragraph 4, of the CLF, any communication of intermediaries must be received by the Company by the end of the 3rd (third) trading day preceding the date for the Assembly, by the 24th March 2021. The legitimacy remains valid to attend and vote if communications are received by the Company beyond the aforementioned term, provided it is before the start of the meeting on single call.

Pursuant to art. 106, paragraph 2, of the Law Decree n. 18 of 17th March 2020 ("Decree Care Italy"), as subsequently extended, the Assembly will take place exclusively through telecommunication that will guarantee the identification of the participants, their participation and their right to vote, without, in any case, the need for them to be in the same place as the chairman and the secretary who takes the minutes.

There are no procedures vote by correspondence or by electronic means.

The Company will provide the subjects entitled to attend the Shareholders' Meeting (the members of the Bodies Company, the Secretary in charge and the Designated Representative) with appropriate instructions to allow, according to the procedures communicated to them individually, access to shareholders' meetings, in compliance with the applicable regulatory provisions for this purpose.



Exercise of voting by proxy

Pursuant to art. 106, paragraph 4 of the Italian Care Decree, as subsequently extended, which allows companies, admitted to trading on a multilateral system negotiation, to include, in the notice of meeting, that attendance at the meeting is carried out exclusively with the designated representative, pursuant to article 135-undecies of the CLF, the participation in the Shareholders' Meeting of those who have the right to vote is allowed exclusively with the assistance of the lawyer Alessandro Franzini - designated shareholder representative by the Company pursuant to art. 135-undecies of the CLF ("Designated Representative").

The Directors, the Statutory Auditors, the Designated Representative as well as the other entitled members, in accordance with the law, to attend the Assembly, other than those who have the right to vote, may also take part in the Shareholders' Meeting with online connection systems that allow identification, in compliance with the current and applicable provisions.

The proxy can be given, without expenses for the delegator (apart from shipping costs), with voting instructions on all or some of the proposals on the agenda, by signing a specific proxy form, with relative instructions on how to fill it out and submit it, at the registered office and on the Company website www.castadivagroup.com, in the Investor Relations section.

The proxy with the voting instructions must be sent, in original, together with a copy of the Delegating Shareholder's valid identity document - or if the delegating shareholder is a legal person, the pro tempore legal representative's id or another member endowed with suitable powers, together with his documentation to certify qualification and powers - to the aforementioned Designated Representative, by the end of the second day of open market, prior to the date of the Shareholders' Meeting (by 25th March 2021), to the certified mail address alessandro.franzini@milano.pecavvocati.it, indicating "Casta Diva Group Assembly proxy 29th-30th March 2021" or by courier / registered letter with return receipt (to the following address: Avv. Alessandro Franzini, Studio ZNR Notai, 20123 Milan, Via Metastasio, 5, Ref. "Casta Diva Group Assembly proxy 29th – 30th March 2021").

Sending the proxy, to the aforementioned certified e-mail address, with original or digital signature, in accordance with the current legislation, meets the requirement of the written form.

The proxy and the voting instructions can be revoked by the end of the second market day opened prior to the date set for the Shareholders' Meeting (by the 25th March 2021) following the procedures mentioned above.

As per the Decree, notwithstanding art. 135-undecies, paragraph 4, of the CLF, those who do not intend to intervene in accordance with art. 135-undecies CLF, may, alternatively, intervene by conferring on the same Designated Representative delegation or sub-delegation, pursuant to art. 135-novies of the CLF (art. 106, paragraphs 4 and 5, of the Italia Decree), with voting instructions on all or some of the proposals on the agenda, using the proxy / sub-delegation form, available on the Company's website (www.castadivagroup.com, in the Investor Relations section).



For the notification of proxies / sub-delegations, even electronically, all instructions written in the proxy form must be followed. The proxy must be received by the day before the meeting before 18:00.

Any information regarding (i) the share capital; (ii) the procedures for intervening and voting in the Shareholders' Meeting, which may take place online, through the designated representative, as well as any indication regarding the record date (March 18th, 2021); (iii) the procedure to request and update the agenda;

(v) the procedure for the right to ask questions about the agenda; (vi) the conditions and terms to retrieve the documents that will be submitted to the Assembly, can be found in the full notice of call, available on the Company's website www.castadivagroup.com (Investor Relations section), and through authorized storage managed by Spafid Connect S.p.A. "EMarket Storage", available on the website www.emarketstorage.com.

For any clarifications relating to the granting of the proxy to the Designated Representative (in particular on how to fill the proxy form and the voting instructions and its communication), you can contact the Designated Representative by e-mail "Alessandro.franzini@znr.it" or on +39 02.433371 (on workdays, from 10 to 17).

Agenda Update

Pursuant to Article 13 of the current Statute, shareholders representing at least 10% of the share capital with voting rights in the ordinary shareholders' meeting may request, within five days from the publication of this notice, to update the agenda, specifying, in the application, the additional topics proposed. The supplementary notice of the agenda is also published in, at least, one of the newspapers shown in the bylaws by the seventh day prior to the date of the first meeting. Requests for agenda updates must be made with a report, mentioning the additional topics, which must be filed at the registered office within their deadline. The agenda update is not allowed for topics on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or a report proposed by them.

Right to ask questions about the agenda

Pursuant to Article 13 of the Articles of Association, shareholders can ask questions on the the agenda even before the Shareholders' Meeting, by sending a certified electronic mail to investor.relations@castadivagroup.com. All the questions received before the Shareholders' Meeting will be answered, the latest, during the meeting, having the Company the power to provide a single answer to the questions on the same topic. Questions must be given with appropriate certification issued by the intermediaries, where the shares owned by the shareholder are deposited or, alternatively, by the same communication requested to take part in the meeting proceedings.

Documentation

The documentation relating to the Shareholders' Meeting, required by current legislation, including the proxy form, will be available to the public at the registered office in Milan, Via Paolo Lomazzo n. 34, and will be available on the Company's website www.castadivagroup.com (in the "Investor Relations" section) by legal deadlines.



In compliance with the COVID-19 health emergency measures (CoronaVirus) issued by the authorities, the public is asked not to visit the registered office for the acquisition of the documentation, until these measures will be suspended.

This notice is published on the Company's website www.castadivagroup.com ("Investor Relations") and published in the newspaper Italia Oggi.

Milan, 11th March 2021

Andrea De Micheli
Chairman of the board of directors

Warning

The terms and conditions of participation in the Meeting, described in this notice of Convocation, could be subject to changes or updates in relation to the health emergency from COVID-19. Any changes or updates to the information reported in the notice of meeting will be available on the Company's website www.castadivagroup.com ("Investor Relations") and as provided for by current legislation.

For the exercise of shareholder rights, due to the Covid 19 emergency, the Company advises to use online communication, as mentioned in this notice.

Press release available on www.castadivagroup.com and www.emarketstorage.com

CASTA DIVA GROUP (CDG: IM - ISIN IT0005003782) is a multinational company, active in the communication sector, for the production of branded content, viral videos, digital content, films and live music entertainment. It is located in 4 continents with offices in 15 cities: Milan, Rome, London, Manchester, Prague, Beirut, Istanbul, New York, Los Angeles, Buenos Aires, Montevideo, Cape Town, Dubai, Mumbai and Shanghai. The Group's brands are Casta Diva Pictures, District, Casta Diva Events, G.2 Events, Casta Diva Financial Events, K2 Com, Blue Note Milano and Blue Note Off. It represents the largest network of advertising, films and events production worldwide, built through an active and continuous interaction between the different offices and the experience of its professionals in digital communication and live entertainment. It is a talent hub capable of winning Oscar awards and engaging with celebrities from all over the world as well as of discovering and attracting new creative talents that deliver very high standards of excellence. Casta Diva Group and its managers have offered innovative and creative communication strategies to over 100 major brands, reinterpreting conventional communication rules. Since been founded in 2005, the group has grown and has won more than 120 international awards, including numerous Lions at the Cannes Lions International Festival of Creativity, Mobius Award, LIA - London International Awards, EuBEA - European Best Event Awards.

The Group owns Blue Note Milano, the best known jazz club and restaurant in continental Europe, opened in 2003 (part of the international network Blue Note), well-known in the jazz world on an international level, located in Isola, on Via Borsieri (not only), producing over 300 shows a year, invoicing about 25% (source: Siae) of the jazz collection in Italy.

CONTACTS

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