



**CASTA DIVA GROUP: THE SHAREHOLDERS' MEETING ON THE 30th MARCH 2021 REPLACES, PURSUANT TO ART. 2377, PARAGRAPH 8, C.C., THE RESOLUTIONS MADE BY THE ORDINARY SHAREHOLDERS' MEETING ON THE 28th JUNE 2019, ON THE 3rd JANUARY 2020 AND ON THE 16th JUNE 2020 AND PROCEEDS WITH THE APPOINTMENT OF THE SUPPLEMENTARY STATUTORY AUDITORS**

Milan, 30<sup>th</sup> March 2021

The ordinary shareholders' meeting ("**Assembly**") of Casta Diva Group (CDG: IM), Innovative SME listed on the AIM Italia, active internationally in the communication sector, chaired by the President Andrea De Micheli, took place today on second call, not having reached the quorum on its first call, on the 29<sup>th</sup> March 2021.

The Chairman De Micheli opened the meeting, setting a broader context, which he summarized as the following:

*"This meeting takes place at a turning point in CDG's transformation path, started in mid-2019, which, has made it possible to protect the share value, despite the strong impact of Covid on some of the sectors covered by the Company.*

*I point out some steps of this path:*

- June 2019: governance opening, with three independent auditors with diversified experiences, placing Casta Diva at the forefront of the recommendations of Corporate governance exchange;*
- October 2019 and August 2020: strengthening the capital and shareholding structure thanks to the shareholder Reload SpA and others, who provided new liquidity for more than 2.4 million for the development project;*
- October 2020 strengthening the market share, those active clients and multi-year contracts, through the leasing of a business branch of Over Seas Srl;*
- year 2020: rationalization of the production structure and the international structure with new partners on emerging markets, such as Turkey;*
- year 2020 and early 2021: development of new offers for the creativity department, strengthening Casta Diva Ideas on TV programs production, with the creation of Casta Diva Entertainment, and digital solutions with the memorable Blue Note live streamed events, in collaboration with the Red Cross and Huawei, which will continue in the near future.*

*Sharing with the shareholders the next steps of this path:*

- strategic partnership and M&A actions to strengthen the offer in growing sectors, especially digital marketing and data analysis;*
- placement of young and motivated professionals, to capture the new worlds of communication;*
- development of marketing tools based on the most established trends: digital, globalization, sustainability, inclusion, convergence, security, to assist our customers with their necessary development".*

The Chairman then stated that Casta Diva expects a substantial recovery from Q3 in 2021, due to the return to post-covid normality through initiatives that they will combine the classic world of communication with the new trends, of which Covid has accelerated these dynamics: data analysis, creative content, digital distribution, global approach. Casta Diva will therefore support its clients with new creativity and customised quality, passion and innovation to face the future of communication, new and traditional culture with new paradigms. Finally, the President stated that he had the vision to make Casta Diva Group a hub for new communication as well as leader on our market.

**1. Pursuant to art. 2377, paragraph 8 of the Italian Civil Code, replacement of the resolutions passed by the ordinary shareholders' meeting on the 28th June 2019, on 3rd January 2020 and on the 16th June 2020**

The Assembly resolved by majority vote to replace, pursuant to art. 2377, paragraph 8 of the Italian Civil Code, the resolutions passed by the ordinary shareholders' meeting on the 28th June 2019, on the 3rd January 2020 and on the 16th June 2020, subject to appeal pursuant to art. 2377 of the Italian Civil Code, by alleged violation of the rules of the assembly procedure, and in particular, failure to admission to the shareholders' meeting of the person entitled in relation to no. 873,727 ordinary shares, in the name of Reload S.r.l. ("Reload Shares"), subject to judicial seizure.

On the basis of a prior decision of the administrative team, an indication was given to allow the person having the right for the aforementioned Reload Shares to attend this meeting.

The resolution in the first point on the Agenda was aimed at ending the ongoing disputes, also determining the stability of the previous resolutions subject to appeal.

The resolutions subject to replacement, pursuant to art. 2377, paragraph 8, of the Italian Civil Code, are related to following points on the Agenda:

- 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 e of the auditing company. Allocation of the result for the year. Related resolutions and consequent;
- 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) after determining their number; determination of emoluments;
- 1.3 Appointment of the members of the company's Board of Statutory Auditors for the three-year period 2019-2021 (until the approval of the financial statements as of 31.12.2021); determination of the remuneration;
- 1.4 Delegation to the Board of Directors for the purchase of treasury shares within the limits and for the purposes by law;
- 1.5 Proposal for the assignment of the statutory audit and certification of accounts for the three-year period 2019-2021; inherent and consequent resolutions;
- 1.6 Emoluments to the Board of Directors: integration of the resolutions already taken on 28th June 2019;
- 1.7 Examination and approval of the draft financial statements as at 31st December 2019, with the report of the Independent Auditors and the Board of Statutory Auditors. Presentation of the consolidated financial statements for the year ended on 31st December 2019. Consequent resolutions;
- 1.8 Allocation of the result for the year. Inherent and consequent resolutions. "

In relation to the aforementioned points, the Shareholders' Meeting approved all the proposals in the following terms:

Resolution on point 1.1

- favorable: n. 10,557,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 0 votes.

Resolution on point 1.2

- favorable: n. 10,557,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 0 votes.

Resolution on point 1.3

- favorable: n. 10,557,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 0 votes.

Resolution on point 1.4

- favorable: n. 10,557,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 0 votes.

Resolution on point 1.5

- favorable: n. 10,557,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 0 votes.

Resolution on point 1.6

- favorable: n. 10,200,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 357,000 votes.

Resolution on point 1.7

- favorable: n. 10,557,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 0 votes.

Resolution on point 1.8

- favorable: n. 10,557,847 votes;
- against: n. 873,727 votes;
- abstentions: n. 0 votes.

## **2. Appointment of alternate auditors**

The assembly resolved on the structure of the Board of Statutory Auditors as, after resignation (already disclosed) of the auditor Paolo Maria Mori and the alternate auditor Davide Lorenzo Pio Barosi, the current board of statutory auditors did not have both alternates, Antonio Danese has taken over as standing auditor.

In particular, the Assembly, after having acknowledged the office of Dr. Danese as effective advisor and, to the necessary extent, confirming him as the office of standing auditor, has resolved by majority vote (10,557,847 favorable; 873,727 votes against; 0 abstentions votes) to appoint two alternate auditors, who will remain in office until the expiry of the Board of Statutory Auditors currently in office, in the persons of: a) Ms. Monica Conte, born in Arnesano (LE) on 22nd November 1970 and b) Dr. Domenico Ravà, born in Genoa on 24th May 1963, with law requirements and of the articles of association for the office, on the basis of a proposal of resolution made by the majority shareholder Reload S.p.A. . The brief curriculum vitae of the two appointed auditors will be made available to shareholders on the company's website.

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**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 producing over 300 shows a year, invoicing about 25% (source: Siae) of the jazz collection in Italy.

Press release available on [www.castadivagroup.com](http://www.castadivagroup.com) and [www.emarketstorage.com](http://www.emarketstorage.com)

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