



## **CASTA DIVA GROUP S.P.A. - PROPOSAL FOR THE SHAREHOLDERS 'MEETING TO AMEND BYLAWS IN ORDER TO ISSUE MULTIPLE VOTING SHARES**

*This will consolidate the long-term shareholding and growth strategy of the Company following internal, external lines and the Business Plan, estimating the achievement of leadership on the Italian market over the three-year period and its positioning abroad*

Milan 3rd May 2021

CASTA DIVA GROUP S.p.A. (CDG: IM), Innovative SME listed on the AIM Italia, active on an international level in the communication sector ("CDG" or "Company"), stated that today the Board of Directors resolved to call the Extraordinary Shareholders' Meeting of the Company in order to propose to the Shareholders the amendment of articles 5 and 14 of the Statute and the introduction of articles 5-bis and 5-ter to allow the Company to issue multiple voting shares.

The Chairman De Micheli during the Board of Directors stated that the statutory amendment has, as a strategic objective, to encourage medium-long term investment of the Issuer's permanent shareholders, even in case of growth for external lines through the issue of new shares, and any financing operations of the Company, aimed at supporting its growth strategies.

The introduction of multiple voting shares would drastically reduce the potential effects of such possible transactions on the current shareholder base and would guarantee to keep, as long as necessary, the ability to achieve development, also following external lines which, according to the Plan published on 2<sup>nd</sup> December 2020, over the next three years, will lead Casta Diva Group to having market leadership in Italy and consolidation of positions abroad.

The amendment to the Articles of Association includes that the Multiple Voting Shares issued by the company have the same rights as the Ordinary Shares, except for the right to vote, which is for the Multiple Voting Shares with 3 (three) votes for each Share.

The conversion of ordinary shares into Multiple Voting Shares may take place by the 20<sup>th</sup> May 2026, as requested by the shareholder, for all or part of its ordinary shares ("**Conversion Request**"), in one or more tranches, limited to ordinary shares: (i) they have been held continuously by the same legal entity for the entire period from 10<sup>th</sup> May 2021 up to the date in which the Conversion Request is received by the Company ("**Uninterrupted Possession**"); (ii)

they have been registered on a list of those entitled to conversion into Multiple Voting Shares, held by the Company ("**List**"), within the fifteenth day of registration in the company register of the resolution of the extraordinary shareholders' meeting on 19<sup>th</sup> May 2021, by which art. 5-ter of the Statute ("**Booking Request**").

It is foreseen that, in the event that the Reservation Requests have a total of

more than 75% of the ordinary shares in circulation, each shareholder will have right to registration in the List for 75% of the ordinary shares for which the same has formulated the Booking Request.

Uninterrupted Possession occurs when the same legal entity remains owner of the shares for the entire period considered above, without any occurrence transfer of the same to another legal entity, or change of control of one company or entity that is the owner of the shares or transfer of substantial ownership of the shares held in the name of a trust company, which does not fall within the hypothesis of permitted transfers (as defined in the proposed amendment of the Articles of Association), and must be certified by the requesting shareholder, at the same time as the Reservation Request is to the Conversion Request, and result from the certification by the relevant intermediaries.

It is expected that the assembly will be held on May 19<sup>th</sup> p.v. on first call and where it takes place on May 20<sup>th</sup> on second call. The meeting notice will be published in accordance with the law.

For details on the proposed amendment to the Bylaws, please refer to the documentation that will be published and made available to the shareholders on the Company website [www.castadivagroup.com](http://www.castadivagroup.com) in compliance with the provisions of the law and applicable regulations.

The resolution to amend the Articles of Association aimed at allowing the Company to avail itself of the right to issue multiple voting shares is an amendment to the Statute concerning voting or participation rights pursuant to art. 2437, paragraph 1, lett. g), Civ. Cod.

Consequently, the Shareholders of the Company who will not have taken part in the shareholders' meeting resolution approving this amendment to the Articles of Association have the right of withdrawal, pursuant to art. 2437 and ss. Civ. code.

The Board of Directors, taking into account the provision of art. 2437-ter of of the Italian Civil Code, having acknowledged the opinion of the Board of Statutory Auditors and of BDO Italia S.p.A. (as the person in charge of the statutory audit), declared that 0.465 (zero point four hundred and sixty five) is the unit liquidation value of the shares of the Company for the purpose of withdrawal due to shareholders who will not have contribution to the shareholders' meeting resolution approving the amendments to the bylaws.

The right of withdrawal may be exercised by the owners of Casta Diva Group S.p.A.'s shares, entitled to do so, for all or part of the shares held, pursuant to Article 2437-bis of the Civil Code, no later than fifteen days from registration with the competent Register of Companies of the shareholders' meeting resolution approving the proposed amendment of the Articles of Association for the purpose of issuing Multiple Voting Shares, which will be communicated by the Company.

Please note that the statutory changes are subject to the fulfilment of the conditions (which can be waived) that the Maximum Withdrawal Payout by the Company does not exceed the liquidation value of Euro 100,000 (one hundred thousand). Consequently, the declarations of withdrawal made pursuant to art. 2437, paragraph 1, letter g), Civ. code., in turn, will be effective only in the event that the Maximum Withdrawal Outlay does not exceed the liquidation value of Euro 100,000.00 (one hundred thousand) or the condition is waived.

The terms and methods to exercise the right of withdrawal are described in detail

in the report of the Board of Directors, regarding the liquidation value available for the shareholders, together with the opinions expressed by the Board of Statutory Auditors and by auditing company BDO Italia S.p.A., with the methods and terms provided by the regulations, as well as on the Company's website [www.castadivagroup.com](http://www.castadivagroup.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 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)

## CONTACTS

EMITTENTE

**Casta Diva Group** | Guido Palladini | [investor.relations@castadivagroup.com](mailto:investor.relations@castadivagroup.com) | T +39023450817 | Via Lomazzo, 34 Milano

FINANCIAL MEDIA RELATIONS

**Close to Media** | Luca Manzato | [luca.manzato@closetomedia.it](mailto:luca.manzato@closetomedia.it) | T: +390270006237 | Via Caradosso, 8 Milano

CORPORATE MEDIA RELATIONS

**ABG PR** | Alessia Bianchi | [alessia@abgpr.com](mailto:alessia@abgpr.com) | T: +39 031.6871940/ M. +39 338.4840662 | Via Mosè Bianchi, 24 Milano

Alessia Segantin | [s\\_alessia@abgpr.com](mailto:s_alessia@abgpr.com) | T: +39 031.6871940/ M. +39 338.4840662 | Via Mosè Bianchi, 24 Milano

NOMAD AND SPECIALIST

**Banca Finnat Euramerica** | T +390669933219 | Piazza del Gesù, 49 Roma