



CASTA DIVA GROUP S.P.A.: PUBLICATION OF NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Milan, 14th June 2021

Casta Diva Group S.p.A. ("**CDG**" or "**Company**"), Innovative SME listed on the AIM Italia, active on an international level in the communication sector, informs that today the notice for the ordinary and extraordinary Shareholders' Meeting on first call on June 29th 2021, at 12.30, was published in the newspaper Italia Oggi, and, if necessary, on second call, on the 30th June 2021, at 3.00 pm. The Company has also made the documentation relating to the Shareholders' Meeting available at the registered office and on the Company's website.

Due to the ongoing health emergency from "COVID-19", in compliance with the Law Decree of 17th March 2020 n. 18 ("Decree") converted, with amendments, into Law 27/2020, the effectiveness of which was last extended by the Decree Law 31st December 2020, n. 183 converted into law with amendments by Law no. 21 on the 26th February 2021, participation in the Shareholders' Meeting may only take place through the designated representative pursuant to art. 135-undecies of the Legislative Decree, 24th February 1998, n. 58 ("CLF") and by means of telecommunication.

Therefore, only those in charge of administration and control, their representative, as well as other members, to whom participation to the shareholders' meeting is permitted in accordance with the law and the Articles of Association, will be allowed to take part in the meeting via online platforms, apart from the shareholders, who must necessarily have their representative.

The text of the notice of meeting and the documentation relating to the agenda of the Shareholders' Meeting are available at the company's registered office and can be viewed online in the "Investor Relations" section of the company's website www.castadivagroup.com. The full text of the notice of meeting is attached, filed and managed by Spafid Connect S.p.A. "EMarket Storage", available on the website "www.emarketstorage.com".

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

The Shareholders' Meeting of Casta Diva Group S.p.A. ("Company") is taking place in ordinary and extraordinary sessions, on first call on 29th June 2021, at 12.30, and, if necessary, on second call, on 30th June 2021, at 15.00, to discuss and deliberate on the following agenda

ordinary part

- 1) Financial statements as of 31st December 2020, together with the Company's report of Audit and the Board of Statutory Auditors. Presentation of the related consolidated financial statements as of December 31st 2020. Related and consequent resolutions.
- 2) Allocation of the result for the year. Related and consequent resolutions.

extraordinary part

- 1) Amendment of articles 5 (Capital and shares), 8 (Significant equity investments), 9 (Public Offer of Purchase and Public Exchange Offer), 12 (Duties of the Assembly), 13 (Convening the assembly), 14 (Speech and vote), 16 (Council of administration) 17 (Resolutions of the Board of Directors), 18 (Appointment and replacement of directors), 22 (Board of Statutory Auditors). Related and consequent resolutions.
- 2) Attribution to the Board of Directors of a proxy (a) pursuant to art. 2443 of Civil Code, to increase the share capital for a fee, even with exclusion of the right of option pursuant to art. 2441, paragraphs 4 and 5 of the Civil Code, and (b) pursuant to art. 2420-ter of the Civil Code to issue, even with the exclusion of the right to option, convertible bonds, possibly also cum warrant, for a total amount of Euro 30,000,000.00 including any surcharge, subject to revocation of the previous proxy granted on 18th July 2016. Amendment of Article 5 of the Statute. Inherent and consequent resolutions.

Share capital

Casta Diva Group S.p.A.'s share capital accounts for € 9,085,898.50 and is made up of 18,644,719 ordinary shares, with no indication of the par value. Each action gives right to 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 ("CFL") are entitled to take part in the Shareholders' Meeting and to exercise the right to vote - exclusively through the Designated Representative - those whose authorized intermediary has provided the Company with specific documentation, based on the accounting records relating to the end of the 7th (seventh) trading day prior to the date of the Shareholders' Meeting (June 18th 2021). The credit and debit registrations made on the accounts after that date are not relevant for the purpose of legitimizing the exercise of the right to vote in the Assembly.

Pursuant to art. 83-sexies, paragraph 4, of the CLF, the communication of intermediaries must be received by the Company by the end of the 3rd (third) trading day preceding the date of the Shareholders' Meeting, by June 24th, 2021. The legitimacy remains valid to attend and vote if the communications are received by the Company after aforementioned term, provided it is within the start of the meeting on the single call. Pursuant to art. 106, paragraph 2, Decree Law 17th March 2020, n. 18, converted into law with amendments by Law 24th April 2020, n. 27, the effectiveness of which was last extended by the Decree Law 31st December 2020, n. 183 converted into law with amendments by Law no. 21 ("Decree"), the Meeting will take place exclusively by means of telecommunication which will guarantee the identification of the participants, their participation and the exercise of the right to vote, without the need to be together with chairman and the secretary taking the minutes. There are no procedures for voting by correspondence or by electronic means.

The Company will provide those entitled to attend the Shareholders' Meeting (the members of the Corporate bodies, the Secretary in charge and the Designated Representative) with appropriate instructions to allow, as communicated to them individually, access to the shareholders' meetings, in compliance with the applicable regulatory provisions for this occasion.

Exercise of voting by proxy and Representative of the Shareholders designated by the Company

In order to minimize the risks associated with the ongoing health emergency, the Company has decided to make use of the right to provide that, pursuant to art. 106 of the Decree, the participation in the Shareholders' Meeting of those who have the right to vote is permitted exclusively with the representative, designated by the Company pursuant to art. 135-undecies of Legislative Decree no. 58/98, who will be conferred proxies, under the terms and conditions mentioned below; proxies or sub-delegations can be also conferred on the aforementioned designated representative, pursuant to the Article 135-novies of Legislative Decree no. 58/98, notwithstanding art. 135-undecies, paragraph 4, of the same decree.

The Company has appointed Lawyer Alessandro Franzini, as representative of the shareholders, designated in accordance with to art. 135-undecies, of Legislative Decree no. 58/98 ("Designated Representative").

Shareholders wishing to attend the Shareholders' Meeting must therefore confer, without expenses charged to them (except for any transmission or shipping costs), with their Designated Representative, in compliance with the provisions of art. 135-undecies of the CLF, the proxy, with the voting instructions on all or some of the resolution proposals on the items on the agenda, using the specific proxy form prepared by the same Designated Representative in agreement with the Company, available , with the relative indications on the Company's website at www.castadivagroup.com, Investor Relations section.

The proxy must be received - together with an identity document and, in the case of a delegating legal person, a document proving the powers to issue the proxy - by the end of the second trading day preceding the date of the Meeting (25th June 2021 and 26th June 2021 on a second call) to the certified e-mail address alessandro.franzini@milano.pecavvocati.it, as mentioned in the form available on the Company's website www.castadivagroup.com, in the Investor Relations section, and will have effect only for the proposals in relation to which voting instructions have been given. The proxy and the voting instructions can be revoked by the date mentioned above.

It is underlined that the shares related to the proxy, even partial, are calculated to ensure the regular constitution of the Meeting. In relation to the proposals with no voting instructions, the shares are not counted for the purposes of calculation of the majority and the share of capital required for the approval of the resolutions.

It should also be noted that the Designated Representative may be given proxies and / or sub-delegations pursuant to art. 135-novies CLF, notwithstanding art. 135-undecies, paragraph 4, CLF, which, with relative written voting instructions on all or some of the proposals on the agenda, must be sent to the Designated Representative via the certified e-mail address alessandro.franzini@milano.pecavvocati.it by 12.00 on the day before the date of the Shareholders' Meeting (i.e. June 28th, 2021 on first call and June 29th, 2021 on second call). Proxies can be given using the specific form available on the Company's website www.castadivagroup.com, Investor Relations section, according to the terms mentioned in the form.

The proxy and the voting instructions can be revoked within the same terms and with the same procedures.

The Shareholders will not be charged for granting proxies, pursuant to art. 135-novies and 135-undecies of the CLF, except for transmission or shipping ones.

Starting from the date of publication of this Notice of Call, the Designated Representative will make can be contacted for information and clarifications on 02 433371 and via email alessandro.franzini@znr.it.

Integration of the agenda

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, the integration of additional topics, indicating, in the application, what to discuss. The supplementary notice of the agenda is also published in at least one of the newspapers mentioned in the bylaws, the latest by the seventh day prior to the date of the Shareholders' Meeting on first call. Requests for additions to the agenda must be presented with a report, mentioning the additional topics to be discussed, which must be filed at the registered office by the deadline for submitting the additions requests. The integration of the agenda is not allowed for topics on which the meeting will deliberate, according to the law, on the proposal of the administrators or on the basis of a project or a report proposed by them.

Right to ask questions on the agenda

Pursuant to Article 13 of the Articles of Association, shareholders can ask questions on the topics on the agenda even before the Shareholders' Meeting, via e-mail writing to investor.relations@castadivagroup.com. The questions received before the Shareholders' Meeting will be answered at the latest during the same, with the right of the Company to provide a single answer to questions with the same content. Applications must be presented with specific certification issued by the intermediaries where the deposited shares are or, alternatively, by the same communication to take part in the meeting.

Documentation

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

In compliance with the COVID-19 health emergency containment measures (Coronavirus) issued by the Authorities, the public is asked to avoid access to the registered office for the documentation until these measures will change.

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

Milan, June 14th, 2021

Andrea De Micheli
Chairman of the Board of directors

Warning

The terms and conditions to attend the Meeting Mentioned in this notice of could be changed due to the COVID-19 health emergency from. 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" section) or in accordance with the current legislation.

For the shareholder rights, due to the Covid 19 emergency, the Company recommends the use of the communication tools mentioned in the notice.

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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 and www.emarketstorage.com

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