Digital Bros S.p.A.

Registered office: via Tortona 20144, Milan

Authorized Share Capital: Euro 6,024,334.80
Subscribed Share Capital: Euro 5,740,014.80
Tax Code and VAT No. 09554160151 – Court of Milan
Website: www.digitalbros.com

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

All the Shareholders entitled to participate and vote are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting on October 27th, 2026, at 09.00 a.m., with a single call, to discuss and resolve the agenda below.

Pursuant to Article 12 of the Company's Articles of Association, the regulations adopted by the Board of Directors pursuant to Article 125-bis.1, paragraph 3, of the T.U.F. and published on the Company's website (the "Shareholders' Meeting Procedures Regulation"), as well as the resolution adopted by the Board of Directors pursuant to Article 125-bis.1, paragraph 2, of the T.U.F., shareholders entitled to vote may attend the Shareholders' Meeting exclusively through the Designated Representative pursuant to Article 135-undecies of the T.U.F., in accordance with applicable laws and regulations and as further specified below.

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AGENDA

1. Financial Statements of Digital Bros S.p.A. as of June 30th, 2026 and proposed allocation of the net result for the fiscal year
    - 1.1 Approval of the Financial Statements of Digital Bros S.p.A. as of June 30th, 2026 and the related Directors' Report, together with the Reports of the Board of Statutory Auditors and the Independent Auditors; presentation of the Consolidated Financial Statements as of June 30th, 2026;
    - 1.2 Allocation of Digital Bros S.p.A.'s net result for the fiscal year.
2. Report on the Remuneration Policy and fees paid
    - 2.1 Binding resolution on the first section of the Report on the Remuneration Policy and fees paid, prepared pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58/1998, concerning the Company's remuneration policy for members of the management bodies, general managers and key management personnel;
    - 2.2 Non-binding resolution on the second section concerning compensation paid, prepared pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.

3. Approval of the 2026-2032 Phantom Share Plan
    3.1 Approval of the 2026-2032 Phantom Share Plan for directors, key management personnel and employees of the Company and its subsidiaries, pursuant to Article 114-bis of Legislative Decree No. 58/1998;
    3.2 Granting the Board of Directors all powers necessary to implement the 2026-2032 Phantom Share Plan, including the powers to adopt the implementing regulations, identify the beneficiaries, determine the performance conditions and establish the procedures for the settlement of the incentives.
4. Appointment of the Board of Directors
    4.1 Determination of the number of members of the Board of Directors;
    4.2 Determination of the term of office of the Board of Directors;
    4.3 Appointment of the members of the Board of Directors;
    4.4 Appointment of the Chairman of the Board of Directors;
    4.5 Determination of the remuneration of the members of the Board of Directors.
5. Appointment of the Board of Statutory Auditors for the three-year period 2027-2029
    5.1 Appointment of three Standing Statutory Auditors and two Alternate Statutory Auditors;
    5.2 Appointment of the Chairman of the Board of Statutory Auditors;
    5.3 Determination of the annual remuneration of the Standing Statutory Auditors.
6. Authorization for the purchase and disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of February 24th, 1998 and Article 144-bis of the Issuers' Regulation adopted by CONSOB Resolution No. 11971 of May 14th, 1999.

Extraordinary Session

1. Amendments to Articles 6, 8, 10, 11, 12, 14, 16 and 25 of the Articles of Association. Related and consequent resolutions.

- ENTITLEMENT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Entitlement to attend and vote at the Shareholders' Meeting, exclusively through the Designated Representative, shall be evidenced by a communication to the Company from an authorized intermediary, based on its accounting records, on behalf of the person entitled to vote and on the basis of the records as at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting (i.e., October 16th, 2026, the "Record Date").
Persons who become shareholders only after the Record Date shall not be entitled to attend or vote at the Shareholders' Meeting.
The intermediary's communication must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting to be held in a single call (i.e., October 22nd, 2026). Entitlement to attend and vote shall nevertheless remain unaffected if the communication is received by the Company after the above deadline, provided that it is received before the Shareholders' Meeting begins.

The communication to the Company shall be made by the intermediary at the request of the person entitled to vote.

- ATTENDANCE AND VOTING BY PROXY – DESIGNATED REPRESENTATIVE APPOINTED BY THE COMPANY

Pursuant to Article 12 of the Articles of Association, the regulations adopted by the Board of Directors pursuant to Article 125-bis.1, paragraph 3, of the T.U.F. and published on the Company's website, as well as the resolution adopted by the Board of Directors pursuant to Article 125-bis.1, paragraph 2, of the T.U.F. and Article 135-undecies of the T.U.F., attendance at the Shareholders' Meeting shall take place exclusively through the Designated Representative. The Designated Representative may also be granted proxies or sub-proxies, together with voting instructions, pursuant to Article 135-novies of the T.U.F..
The Company has appointed Computershare S.p.A., with registered office at Via Lorenzo Mascheroni 19, 20145 Milan, to represent shareholders pursuant to Article 135-undecies of the T.U.F. (the "Designated Representative").
Shareholders wishing to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy, together with voting instructions, on all or some of the proposed resolutions concerning the items on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company and available on the Company's website at www.digitalbros.com (Governance/Shareholders' Meeting section).
The proxy form, together with the voting instructions, must be submitted in accordance with the instructions set out in the form itself by the end of the second trading day prior to the Shareholders' Meeting (i.e., by October 23rd, 2026). The proxy may be revoked within the same deadline.
A proxy granted in this manner shall be effective only with respect to those proposals for which voting instructions have been provided.
The Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the T.U.F., by way of derogation from Article 135-undecies, paragraph 4, of the T.U.F., in accordance with the instructions set out in the relevant form available on the Company's website at www.digitalbros.com (Governance/Shareholders' Meeting section).
The Designated Representative is available for any clarifications or information at +39 02 46776829 and +39 02 46776814 or by email at ufficiomi@computershare.it.
Pursuant to Article 12.4 of the Articles of Association, attendance at the Shareholders' Meeting by the persons entitled to participate (Computershare S.p.A., in its capacity as Designated Representative, the members of the corporate bodies of Digital Bros S.p.A. and the appointed Notary Public) shall take place exclusively by means of telecommunication, in accordance with the procedures that will be communicated directly to them.

Pursuant to Article 125-bis.1, paragraph 5, of the T.U.F., shareholders representing, individually or jointly, one-twentieth of the share capital carrying voting rights on the items on the agenda may request, within eleven days of the publication of this notice (i.e., by September 28th, 2026), that the Shareholders' Meeting be held as an in-person meeting at a physical location, without attendance being exclusively through the Designated Representative.
Should this right be exercised, the Company will disclose it within three days by means of a supplement to this notice of call.

- POSTAL VOTING

No procedures will be in place for postal voting and electronic voting.

- RIGHT TO SUBMIT QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 127-ter of the T.U.F., persons entitled to vote may submit questions on the items on the agenda prior to the Shareholders' Meeting, and in any event no later than the Record Date (i.e., October 16th, 2026). After verifying that the questions are relevant to the items on the agenda and that the person submitting them is entitled to exercise such right, the Company will provide answers to questions received no later than three trading days prior to the date of the Shareholders' Meeting (i.e., by October 22nd, 2026), by publishing them on the Company's website.
Questions must be accompanied by a communication issued by an authorized intermediary in accordance with applicable laws and regulations, certifying entitlement to exercise the relevant right, and must be submitted by registered mail or certified email (PEC) to the following addresses: Digital Bros S.p.A., Via Tortona 37, 20144 Milan; digital-bros@registerpec.it, with a copy by email to assemblea@digitalbros.com.
Entitlement to vote may also be certified after the questions have been submitted, provided that such certification is received no later than the third day following the Record Date (i.e., by October 19th, 2026).
The Company may provide a single answer to questions concerning the same matter and will not answer questions that do not comply with the procedures, deadlines and conditions set out above.

- REPORT ON THE REMUNERATION POLICY AND FEES PAID

The Shareholders' Meeting is called to approve the Company's Remuneration Policy, which sets out the principles and guidelines governing the remuneration of members of the management bodies and key management personnel, as well as the procedures for its adoption.
The Report on the Remuneration Policy and fees paid consists of two sections.
The first section sets out the Company's remuneration policy for at least the following fiscal year, as well as the procedures for its adoption and implementation. Pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of the T.U.F., the first section is submitted to the Shareholders' Meeting for a binding vote.
The second section provides information on the fees paid during the relevant fiscal year and, pursuant to Article 123-ter, paragraph 6, of the T.U.F., is submitted to the Shareholders' Meeting for a non-binding vote.

- ADDITION OF ITEMS TO THE AGENDA PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, OF THE T.U.F.

Pursuant to Article 126-bis, paragraph 1, of the T.U.F., shareholders who, individually or jointly, represent at least one-fortieth of the share capital may, within three days of the publication of this notice of call (i.e., by September 20th, 2026), request that additional items be added to the agenda, specifying the additional matters proposed in their request.
The request must be submitted in writing, together with a communication certifying entitlement to exercise voting rights, by email to digital-bros@registerpec.it. Within the same deadline and in the same manner, the requesting shareholders must submit to the Company's Board of Directors a report setting out the reasons for the proposed additional items. Such report, together with any comments from the Board of Directors, will be made available to the public at the same time as the announcement of the addition of items to the agenda, in accordance with Article 125-ter, paragraph 1, of the T.U.F.
Pursuant to Article 126-bis, paragraph 3, of the T.U.F., shareholders may not request the addition of items to the agenda in respect of matters on which the Shareholders' Meeting is required by law to resolve upon a proposal of the Directors or on the basis of a plan or report prepared by the Directors, other than those referred to in Article 125-ter, paragraph 1, of the T.U.F..
Any additions to the agenda will be announced without delay and, in any event, within eight days of the publication of this notice of call, in the same manner as this notice of call.

- SUBMISSION OF NEW PROPOSED RESOLUTIONS PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 2, OF THE T.U.F.

Pursuant to Article 126-bis, paragraph 2, of the T.U.F., shareholders who, individually or jointly, represent at least one-fortieth of the share capital may submit proposed resolutions on matters already included on the agenda, as may be supplemented pursuant to Article 126-bis, paragraph 1, of the T.U.F., by the twentieth day prior to the date of the Shareholders' Meeting (i.e., by October 7th, 2026).
Proposed resolutions on matters included on the agenda, as may be supplemented pursuant to Article 126-bis, paragraph 1, of the T.U.F., must be submitted in writing by email to digital-bros@registerpec.it, together with a communication certifying entitlement to exercise voting rights. The proposed resolutions must be clear and complete and must specify the item on the agenda to which they relate and the text of the proposed resolution.
Pursuant to Article 126-bis, paragraph 4, of the T.U.F., the proposing shareholders must also prepare a report setting out the reasons for any additional proposed resolutions submitted in respect of matters already included on the agenda, as may be supplemented. The report must be submitted to the Board of Directors in the same manner and within the same deadline specified above.
Proposed resolutions received by the Company within the above deadline and in accordance with the procedures described above will be made available to the public, in the manner provided for under Article 125-ter, paragraph 1, of the T.U.F., without delay and, in any event, by the fifteenth day prior to the date of the Shareholders' Meeting (i.e., by October 12th, 2026).
At the same time as the announcement of the new proposed resolutions, the Board of Directors will make available to the public, in the manner provided for under Article 125-ter, paragraph 1, of the T.U.F., the report prepared pursuant to Article 126-bis, paragraph 4, of the T.U.F., together with any comments of the Board of Directors.
For the purposes of the above, the Company reserves the right to verify that the proposed resolutions are relevant to the matters on the agenda, are complete and comply with applicable laws and regulations, as well as to verify that the proposing shareholders are entitled to exercise the relevant right.

- APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

With reference to items 4 and 5 on the agenda (appointment of the Board of Directors and the Board of Statutory Auditors), shareholders are reminded that, pursuant to applicable laws and regulations and Articles 16 and 25 of the Articles of Association, appointments are made on the basis of lists submitted by shareholders in compliance with the applicable gender balance requirements.
Only shareholders who, individually or jointly with other shareholders, hold at least 4.5% of the share capital carrying voting rights are entitled to submit lists for the appointment of the Board of Directors and the Board of Statutory Auditors, pursuant to Articles 147-ter and 148, paragraph 1, of the T.U.F. and the applicable regulatory provisions.
Shareholders entitled to submit lists are also invited to review the Board of Directors' Diversity Policy and the Board of Directors' Guidelines on the size and composition of the new Board of Directors, available on the Company's website at www.digitalbros.com (Governance/Shareholders' Meeting section) and through the authorized storage mechanism 1INFO at www.1info.it. Lists containing three or more candidates must include candidates of both genders, so that the number of candidates belonging to the less represented gender is at least equal to the percentage required by the applicable provisions in force from time to time, rounded up to the nearest whole number.
Each shareholder may not submit, or participate in the submission of, more than one list, whether directly or through an intermediary or fiduciary company. Lists must be filed with the Company's registered office at least 25 days prior to the date of the Shareholders' Meeting (i.e., by October 2nd, 2026), either: (i) by hand delivery to the Company's registered office at Via Tortona 37, Milan, during normal business

hours; or (ii) by certified email (PEC) to digital-bros@registerpec.it.
With specific reference to the appointment of the Board of Statutory Auditors, if only one list has been filed by October 2nd, 2026, or if the only lists filed have been submitted by shareholders who are connected with one another within the meaning of applicable laws and regulations, additional lists may be submitted until the third day following such date, i.e., October 5th, 2026. In such case, the ownership threshold required for the submission of lists shall be reduced by half.
Ownership of the minimum shareholding required to submit a list shall be determined on the basis of the shares registered in the name of the relevant shareholder or shareholders on the date on which the list is filed with the Company. The relevant certification may also be provided after the list has been filed, provided that it is submitted by the deadline for the publication of the lists (i.e., by October 6th, 2026).
Lists submitted without complying with the requirements set out above shall not be put to a vote. If the composition of the Board does not comply with the gender balance requirements applicable from time to time, the last elected candidate belonging to the more represented gender, according to the sequential order of the majority list, shall be replaced by the first non-elected candidate belonging to the less represented gender from the same list, according to the sequential order in which the candidates are listed. This replacement procedure shall continue until the composition complies with the applicable gender balance requirements. If this procedure does not result in the Board of Directors meeting the applicable gender balance requirements, the necessary replacement shall be resolved upon by the Shareholders' Meeting by relative majority, following the submission of candidates belonging to the less represented gender.
The lists will be made available to the public by October 6th, 2026 at the Company's registered office, on the Company's website at www.digitalbros.com (Governance/Shareholders' Meeting section) and through the authorized storage mechanism "1INFO".
For further information on the appointment of the Board of Directors and the Board of Statutory Auditors, reference should be made to the respective explanatory reports prepared by the Board of Directors in connection with the relevant items on the agenda pursuant to Article 125-ter of the T.U.F. and made available to the public within the deadlines and in accordance with the procedures prescribed by applicable laws and regulations.

- INFORMATION ON THE SHARE CAPITAL

The authorized share capital amounts to Euro 6,024,334.80, of which Euro 5,740,014.80 has been subscribed. The subscribed share capital is divided into 14,350,037 ordinary shares with a nominal value of Euro 0.40 each. As of the date of this notice, the Company does not hold any treasury shares. Any change in the number of treasury shares held by the Company will be disclosed at the opening of the Shareholders' Meeting. Each ordinary share carries one vote at the Company's Ordinary and Extraordinary Shareholders' Meetings.

- DOCUMENTATION

The Directors' explanatory reports, including the full text of the proposed resolutions, and any other documentation relating to the Shareholders' Meeting required under applicable laws and regulations will be made available to the public within the applicable statutory deadlines at the Company's registered office, on the Company's website at www.digitalbros.com (Governance/Shareholders' Meeting section) and through the authorized storage mechanism "1INFO".

The Articles of Association and the Shareholders' Meeting Regulations are available on the Company's website at www.digitalbros.com (Governance/Shareholders' Meeting section).

This notice of call is published today in full, pursuant to Article 125-bis of Legislative Decree No. 58 of February 24th, 1998 and Article 8.3 of the Articles of Association, on the Company's website at www.digitalbros.com (Governance/Shareholders' Meeting section) and through the authorized storage mechanism "1INFO". An extract of this notice is also published in the newspaper Italia Oggi.

Persons entitled to attend the Shareholders' Meeting are requested to join sufficiently in advance of the scheduled starting time.

Milan, September 17th, 2026

Chairman of the Board of Directors
(Abramo Galante)