



PRESS RELEASE

- BOARD OF DIRECTORS APPROVES THE PROPOSAL TO:**
- INCREASE FROM 5 TO 6 THE MEMBERS OF BOARD OF DIRECTORS NUMBER;**
 - AMENDMENT OF THE BY-LAWS FOR THE ISSUE OF PLURIMUM VOTING SHARES.**

Milan, 2 august 2022

MeglioQuesto S.p.A. (1CALL: IM) ("**MeglioQuesto**" or the "**Company**"), one of the main Italian operators in the multichannel *customer experience* sector, announces Board of Directors, meeting today, has resolved to call the Shareholders' Meeting in ordinary and extraordinary session in order to propose (i) an extension of the composition of the Board of Directors with the appointment of a new member and the consequent increase of the members from 5 to 6 and (ii) the modification of articles 6 and 7 of the articles of association with the introduction of a new article 6-bis in order to provide for the right to issue multiple voting shares pursuant to article 2351 of the Italian Civil Code (the "**Multiple Voting Shares**"), (iii) further consequent amendments to the bylaws the renaming of the multilateral trading facility "AIM Italia" into "Euronext Growth Milan" (the "**Shareholders' Meeting**").

The proposal to expand the composition of the Board of Directors arises from the need, in consideration of the increased size of the MeglioQuesto group, also as a result of recent acquisitions, to enrich and improve, through the inclusion of an additional professional figure, the board dialogue guaranteeing the at the same time a more efficient governance structure.

In addition, the Board has assessed how the issue of the Multi-Voting Shares can incentivize medium-long term investment in MeglioQuesto's share capital and reduce any dilutive effects that may result from new share issues as part of the strategy of external growth pursued by the Company.

The proposed amendment to the Articles of Association provides that the Multiple Voting Shares will attribute to their holders the same rights as ordinary shares, except for the voting right which the Multiple Voting Shares will be entitled to at the rate of 3 votes for each share.

Multiple Voting Shares will not be admitted to trading on Euronext Growth Milan.

The conversion of ordinary shares into Multiple Voting Shares may take place at the request of each shareholder, for a maximum number equal to 30% of the ordinary shares held, to be presented to the Company (by 14 October 2022) proving the uninterrupted ownership of the shares for which the conversion is requested from the date of the shareholders' meeting that will approve the aforementioned amendments to the bylaws until 30 September 2022 (and subject to their actual possession on the conversion date).

At the same time, the Board decided to submit for the approval of the next shareholders' meeting certain further amendments to the articles of association aimed exclusively at reflecting the change of the company name of AIM Italia to Euronext Growth Milan.

The Ordinary and Extraordinary Shareholders' Meeting for the resolutions is expected to be held on 23 August 2022 on first call and, if necessary, on 24 August 2022 on second call, in the manner provided for in the relevant notice.

The notice of meeting will be published in accordance with the law. For details on the proposed amendments to the Articles of Association, please refer to the documentation will be published and made available to shareholders on the Company's website www.meglioquesto.it in the *Investor Relations & Governance / Shareholders' Meeting* section, in compliance with the applicable legal and regulatory provisions.

It should be noted that the resolution to amend the Articles of Association aimed at allowing the introduction

of the Multiple Voting Shares constitutes a modification of the Articles of Association concerning the voting or participation rights referred to in art. 2437, paragraph 1, lett. g), of the civil code.

Consequently, the shareholders of the Company who did not participate in the shareholders' meeting resolution approving this statutory amendment will have the right of withdrawal, pursuant to art. 2437 and ss. of the civil code.

In this regard, the Board of Directors, taking into account the provision of art. 2437-ter 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), determined the unit liquidation value of the Company's shares at € 2.038 for the purpose of exercising the aforementioned right of withdrawal which may be exercised by the holders of MeglioQuesto shares entitled to do so, for all or part of the shares held, pursuant to Article 2437-bis of the Italian Civil Code, within and no later than fifteen days from the registration in the competent Register of Companies of the resolution of the Shareholders' Meeting.

The Company will promptly notify the shareholders and the market of the registration of this resolution.

Lastly, the effectiveness of the resolution to amend the Articles of Association aimed at the introduction of the Multiple Voting Shares will be subject to the condition precedent (which can be waived by the Board of Directors) that the total liquidation value to be borne by MeglioQuesto as a result of the withdrawals exercised does not exceed the total amount of € 500,000.00.

It follows that even the withdrawal declarations submitted pursuant to Article 2437, paragraph 1, of the Italian Civil Code, as well as the payment of the liquidation value of the withdrawn shares, will be effective only if the total value of the withdrawals exercised is not higher than the amount.

The terms and procedures for exercising the right of withdrawal are described in detail in the explanatory report prepared by the Board of Directors on the liquidation value pursuant to Article 2437-ter of the Italian Civil Code, which will be made available to shareholders, together with the opinion of the Board of Statutory Auditors and to the opinion of the auditing company BDO Italia S.p.A. in accordance with the law on the Company's website www.meglioquesto.it, *Investor Relations & Governance / Shareholders' Meeting Section* together with the remaining documentation relating to this next shareholders' meeting.

MeglioQuesto (1CALL: IM - ISIN IT0005450173) is a *customer interaction company* with a multi-channel offer aimed at top tier customers in the telco, multiutility, finance & insurance sectors. MeglioQuesto is the market leader with its articulated multi-channel offer based on customized solutions for the acquisition and management of relationships with end consumers. The Group operates with the following business lines: "*Customer acquisition*", relating to all services aimed at increasing and developing the customer base of companies through activities aimed at the acquisition of new end customers or through up-selling and cross selling on already active users; "*Customer management*", relating to customer care services and in particular to all those services relating to the management of relations between the company and end customers, including telephone, commercial and technical assistance services, file management and back office activities.

Identification codes

Ordinary shares: ISIN IT0005450173 (Ticker 1CALL)

Warrants MeglioQuesto 2021-2025: ISIN IT0005450207 (Ticker W1CALL)

Press release available on www.meglioquesto.it and www.1info.it

For further information

ISSUER - MeglioQuesto

T +390291430999

IR Manager, Felice Saladini: investor@meglioquesto.it

Communication Department, Maurizio Guagnetti: maurizio.guagnetti@meglioquesto.it

EURONEXT GROWTH ADVISOR – illimity Bank

T +39 02/82849699

meglioquesto@illimity.com

IR ADVISOR – IR Top Consulting

T +390245473884

Maria Antonietta Pireddu, m.pireddu@irtop.com Domenico Gentile, d.gentile@irtop.com