

# ITALMOBILIARE

## INVESTMENT HOLDING

ITALMOBILIARE S.p.A.  
Registered office | Via Borgonuovo 20, 20121 Milan  
Milan Companies Register | Tax Code 00796400158  
Issued Share Capital | € 100,166,937  
Website [www.italmobiliare.it](http://www.italmobiliare.it)

## Notice of call of Extraordinary and Ordinary General Meeting

(Published on the Company's website on March 12, 2026)

Those entitled to vote at the General Meeting of Italmobiliare S.p.A. (the "Company") are hereby convened to attend the Extraordinary and Ordinary Meeting, in a single call, on **April 22, 2026 at 10:30 a.m.** at the Conference Room of Fondazione Luigi Rovati, 52 Corso Venezia, Milan, to resolve on the following

### AGENDA

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#### EXTRAORDINARY MEETING

1. Amendment of the By-laws to adopt the one-tier administration and control system pursuant to Articles 2409-sexiesdecies et seq. of the Italian Civil Code, as well as further amendments to the By-laws: Article 3 (Object), Article 4 (Duration), Article 10 (Participation and representation), Article 18 (Powers), Article 20 (Meetings of the Board of Directors and the Executive Committee), Article 26 (Statutory Audit), Article 33 (Reference to law provisions), and partial renumbering of the Articles of the By-laws; related resolutions.

#### ORDINARY MEETING

1. Financial statements for the year ended December 31, 2025.
2. Allocation of the profit for the year and dividend distribution.
3. Subject to the approval of the By-laws amendments under item 1 of the Extraordinary Meeting, appointment of the Board of Directors:
  - 3.1 Determination of the number of members of the Board of Directors;
  - 3.2 Determination of the term of office of the Board of Directors;
  - 3.3 Appointment of the members of the Board of Directors;
  - 3.4 Determination of the remuneration of the Board of Directors.
4. Subject to the approval of the By-laws amendments under item 1 of the Extraordinary Meeting, remuneration policy for the financial year 2026 pursuant to Article 123-ter of the Consolidated Law on Finance.
5. Consultation on the compensation paid in the financial year 2025 pursuant to Article 123-ter of the Consolidated Law on Finance.
6. Subject to the approval of the By-laws amendments under item 1 of the Extraordinary Meeting, adoption of a Long-Term Incentive Plan based on financial instruments pursuant to Article 114-bis of the Consolidated Law on Finance.
7. Authorisation to buy and sell treasury shares, subject to revocation of the authorisation given by the Ordinary Meeting held on April 17, 2025 for the portion not executed.

## ENTITLEMENT TO ATTEND AND VOTE AT THE GENERAL MEETING

Those who hold voting rights at the end of the seventh market trading day prior to the date scheduled for the General Meeting, in a single call, (April 13, 2026 - *Record date*) are entitled to participate in the General Meeting.

Those who prove to be holders of ordinary shares of the Company after that date will not be entitled to attend or vote at the General Meeting.

Credit and debit entries registered in the accounts after the above-mentioned deadline shall not be considered for the purpose of legitimising the exercise of voting rights at the General Meeting.

Entitlement to participate in the General Meeting and to exercise the right to vote is attested by a letter sent by the authorised intermediary to the Company, in compliance with the intermediary's accounting records, in favour of the person/entity entitled to vote. This communication must reach the Company by the end of the third open market day preceding the date set for the General Meeting (i.e. by April 17, 2026). The right to attend and vote will not be affected if the Company receives the notice after this deadline, provided that it is received before the start of the General Meeting.

## VOTING BY PROXY AND DESIGNATED REPRESENTATIVE

Those entitled to participate and vote in the General Meeting may be represented by means of a written proxy pursuant to current law, using the form available at the registered office (Via Borgonuovo 20, 20121 Milan) and on the Company's website [www.italmobiliare.it/en](http://www.italmobiliare.it/en), in the *Governance/Shareholders' Meeting* section: (<https://www.italmobiliare.it/en/governance/shareholders-meeting>).

The Company may be notified of the proxy by registered letter sent to the registered office (*Corporate Affairs Department*, at the address indicated above) or by e-mail to the certified e-mail address [affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it). The proxy-holder may also deliver or send to the Company a copy of the proxy in substitution of the original, on an electronic support if preferred, attesting under their own responsibility that the proxy is a copy of the original and the identity of the delegating party.

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Participation and exercise of the right to vote at the General Meeting can also take place through the **representative designated** by the Company pursuant to Article 135-undecies of the Consolidated Law on Finance ("CLF"), identified in the person of the lawyer Dario Trevisan or his substitutes in case of impediment ("Designated Representative").

The Designated Representative can be given a written proxy pursuant to Article 135-undecies of the CLF, without expenses for the delegating party (except for any shipping costs), with voting instructions on all or some of the proposed resolutions concerning the items on the agenda.

Giving a proxy to the Designated Representative pursuant to Article 135-undecies of the CLF must be done by signing the specific "Designated Representative Proxy Form", also in electronic format, made available on the Company's website [www.italmobiliare.it/en](http://www.italmobiliare.it/en), in the *Governance/Shareholders' Meeting* section, and must reach the lawyer Dario Trevisan, together with the related written voting instructions, a copy of an identity document and, in the case of a legal person, the documentation proving the corporate powers (a copy of the Chamber of Commerce registration or similar).

- by courier or registered letter with return receipt, to the following address: Trevisan & Associates Law Firm, Viale Majno 45, 20122 Milan – Italy, or
- electronically, to the following certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it)

(Ref. "Italmobiliare 2026 AGM Proxy"),

no later than the end of the second open market day preceding the date set for the General Meeting (i.e., no later than 23:59 on April 20, 2026).

The proxy and the related voting instructions given to the Designated Representative pursuant to Article 135-undecies of the CLF can be revoked prior to the aforementioned deadline (April 20, 2026) using the same procedures as for giving the proxy.

A proxy given in this way only has effect for the motions on which voting instructions have been given.

Note that the shares for which even a partial proxy has been given are counted to ensure regular constitution of the General Meeting. In relation to the motions for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for approval of the resolutions.

As of today's date, the Designated Representative is available to the shareholders to provide any information and clarifications that may be necessary about granting a proxy (and, in particular, regarding the completion of the proxy form and the voting instructions and their transmission), at the addresses indicated above and/or at the toll-free number: 800 134 679 (on working days and during working hours).

The regular constitution of the General Meeting and the validity of the resolutions on the items on the agenda are governed by law.

## INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW MOTIONS

According to Article 126-bis of the CLF, shareholders who, individually or jointly, own at least one fortieth of the share capital represented by shares with voting rights may request, in writing, within ten days of publication of this notice of call, that the agenda of the General Meeting be integrated, indicating in the request the additional topics they are proposing or submitting motions on topics that are already on the agenda. Requests must be sent by registered letter to the Company's registered office (*Corporate Affairs Department* – Via Borgonuovo 20, Milan) or by e-mail to the certified e-mail address [affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it), accompanied by the appropriate documentation attesting ownership of the required shareholding issued by the authorised intermediary and proving entitlement to exercise this right. By the said deadline and using the same procedures, the Board of Directors must be given a report on the proposed topics for discussion or the reason for the additional resolution proposals submitted on the topics already on the agenda.

Any integrations made to the agenda or the submission of additional motions on items already on the agenda will be announced in the same forms laid down for the publication of this notice of call, at least fifteen days prior to the date scheduled for the General Meeting (i.e., April 7, 2026). At the same time, the report prepared by the shareholders making the proposal, accompanied by any assessments by the Board of Directors, will be made available to the public.

Integrations of the agenda are not accepted for items on which the General Meeting resolves, by law, on the proposal of the directors or on the basis of a project or a report drawn up by the directors.

Those entitled to vote may individually submit motions at the General Meeting.

## RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

Those entitled to vote may submit questions on the items on the agenda, also prior to the General Meeting. Requests should be received at least five open market days prior to the date of the meeting (i.e., by April 15, 2026), sent by registered letter to the registered office (*Corporate Affairs Department* – Via Borgonuovo 20, Milan) or by e-mail to the certified e-mail address

[affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it) accompanied by the appropriate documentation attesting entitlement to exercise voting rights issued by the authorised intermediary.

Questions submitted by the deadline indicated shall be answered at the General Meeting at the latest. The Company may provide a single answer to various questions with the same content.

## APPOINTMENT OF THE BOARD OF DIRECTORS

The amendment to the administration and control system referred to in item 1 of the Extraordinary Session, if approved, will become effective, subject to registration of the resolution in the competent Companies Register, as from the appointment of the Board of Directors to be resolved upon under item 3 on the agenda of the Ordinary Session.

Accordingly, the appointment of the Board of Directors shall be carried out only if the proposed amendments to the By-laws referred to in item 1 of the Extraordinary Session are approved. If, however, these amendments are not approved, the appointment of the Board of Directors will be postponed to a subsequent General Meeting to appoint the Board of Directors and the Board of Statutory Auditors in accordance with the current provisions of the By-laws.

Pursuant to the new wording of Article 16 of the By-laws, whose approval is proposed under the Extraordinary Session, the appointment of the Board of Directors shall take place, in compliance with the current regulations on gender balance, on the basis of lists of candidates submitted by the shareholders at least 25 days prior to the date set for the General Meeting (i.e., Saturday, March 28, 2026).

Lists may be presented by shareholders who, alone or together with other shareholders, can document on the day the slates are deposited with the Company that, overall, they hold an interest in the share capital with voting rights of not less than 1%, as established by Consob Resolution no. 155 of January 27, 2026.

The lists must be filed at the Company's registered office (Via Borgonuovo 20, 20121 Milan – *Corporate Affairs Department*) or sent to the certified e-mail address [affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it), together with the following documentation:

- a) the statements in which the individual candidates accept their candidacy and declare, under their own responsibility, that there are no grounds for ineligibility and that they meet the integrity requirements established by law, as well as one or more of the other directors' requirements, in accordance with the law and the By-laws.
- b) a brief curriculum vitae on the personal and professional skills of each candidate with an indication of positions they hold as director or statutory auditor in other companies;
- c) information on the identity of the shareholders who have presented lists;
- d) a statement by shareholders – other than those who have a controlling or majority stake, individually or jointly – acknowledging that they do not have any joint shareholdings, as defined by law.

The documentation issued by the authorised intermediary proving ownership of the percentage of share capital required for the submission of the list may also be produced after filing the list, provided that it is delivered within the deadline for the publication of the lists by the Company (i.e., by April 1, 2026).

Any list submitted in violation of any provision of the aforementioned Article 16 is invalid and ineffective and is considered as not being submitted.

Reference is made to the Directors' Report to the General Meeting, published on the Company's website [www.italmobiliare.it/en](http://www.italmobiliare.it/en) in the *Governance/Shareholders' Meeting* section (<https://www.italmobiliare.it/en/governance/shareholders-meeting>), with regard

to the specific requirements applicable to candidates, including those arising from Italmobiliare's indirect 100% holdings in two asset management companies and in a factoring company, as well as from its qualified shareholding in an insurance company.

Shareholders wishing to submit lists are also invited to review the recommendations contained in CONSOB Communication DEM/9017893 of February 26, 2009, as well as the orientation opinion issued by the Board of Directors of Italmobiliare on the composition of the Board of Directors, available on the Company's website, [www.italmobiliare.it/en](http://www.italmobiliare.it/en) in the *Governance/Shareholders' Meeting* section (<https://www.italmobiliare.it/en/governance/shareholders-meeting>).

Finally, it should be noted that the lists will be made available to the public at the Company's registered office, through the authorised storage mechanism "eMarket STORAGE" available at [www.emarketstorage.com](http://www.emarketstorage.com), and will be published on the Company's website, in the *Governance/Shareholders' Meeting* section, at least twenty-one days prior to the date of the General Meeting (i.e., by [April 1, 2026](#)).

## DOCUMENTATION

The documentation relating to the items on the agenda and the Directors' Report to the General Meeting with the proposed resolutions are available to the public within the legal deadline at the Company's registered office, on the Company's website [www.italmobiliare.it/en](http://www.italmobiliare.it/en) in the *Governance/Shareholders' Meeting* section (<https://www.italmobiliare.it/en/governance/shareholders-meeting>) as well as on the authorised storage mechanism "eMarket STORAGE" at the address [www.emarketstorage.com](http://www.emarketstorage.com). The proxy forms are available to the public within the legal deadline at the Company's registered office and on the Company's website [www.italmobiliare.it/en](http://www.italmobiliare.it/en) in the *Governance/Shareholders' Meeting* section (<https://www.italmobiliare.it/en/governance/shareholders-meeting>).

Shareholders are entitled to examine all the documents filed at the registered office and to obtain a copy of them at their own expense.

Documents required by Article 2429 of the Italian Civil Code, paragraph 3 and 4, will be made available within the legal deadline at the registered office.

## INFORMATION ON THE SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

It should be noted that at the date of publication of this notice:

- the Company's share capital is divided into 42,500,000 no-par value ordinary shares;
- each ordinary share attributes the right to one vote;
- the Company directly holds 427,975 treasury shares with suspended voting rights.

Any subsequent change to the number of treasury shares held will be published on the Company's website and announced at the start of the General Meeting.

Milano, March 5, 2026

For the Board of Directors  
The Chairperson  
Laura Zanetti