
ITALMOBILIARE

INVESTMENT HOLDING

ITALMOBILIARE S.p.A.
Registered office in Via Borgonuovo 20, 20121 Milan
Milan Companies Register | Tax Code 00796400158
Issued Share Capital euro 100,166,937
Website www.italmobiliare.it

Notice of calling of Ordinary Shareholders' Meeting

(Published on the Company's website on March 21, 2024)

Those entitled to vote at the ITALMOBILIARE S.p.A. (the "Company") Shareholders' Meeting are hereby called to attend the Ordinary Shareholders' Meeting at a single calling on **April 23, 2024 at 10.30 a.m.** at the Intesa Sanpaolo Meeting Room, Piazza Belgioioso 1, Milan, to resolve on the following

AGENDA

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1. Financial statements for the year ended December 31, 2023.
2. Proposal for the distribution of the dividend and of an additional extraordinary dividend, also out of reserves.
3. Report on the Remuneration Policy and on the Compensation Paid, pursuant to art. 123-ter of the Consolidated Law on Finance: remuneration policy for 2024.
4. Report on the Remuneration Policy and on the Compensation Paid, pursuant to art. 123-ter of the Consolidated Law on Finance: consultation on the compensation paid in 2023.
5. Authorisation to buy and sell treasury shares, subject to revocation of the authorisation given by the Ordinary Shareholders' Meeting held on April 27, 2023.

ENTITLEMENT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Those who hold voting rights at the end of the seventh market trading day prior to the date scheduled for the Shareholders' Meeting in a single call (April 12, 2024 - Record date) are entitled to participate in the Shareholders' Meeting.

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

Entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is attested by a letter sent by the authorized 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 Shareholders' Meeting (i.e. by April 18, 2024). The right to attend and vote will not be affected if the Company receives the notice after this deadline, providing it is received before the start of the Shareholders' Meeting.

VOTING BY PROXY AND APPOINTED REPRESENTATIVE

Those entitled to participate and vote in the Shareholders' 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, in the Governance/Shareholders' Meetings 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 email to the certified email address 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.

Participation and exercise of the right to vote at the Shareholders' Meeting can also take place through the representative designated by the Company pursuant to art. 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 ("**Appointed Representative**").

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

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

(Ref. "ITALMOBILIARE 2024 AGM Proxy"),

no later than the end of the second open market day preceding the date set for the Shareholders' Meeting (i.e. no later than 23:59 pm on [April 19, 2024](#)).

The proxy and the related voting instructions given to the Appointed Representative pursuant to art. 135-*undecies* of the CLF can be revoked prior to the aforementioned deadline ([April 19, 2024](#)) 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 Shareholders' 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 Appointed 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.

The regular constitution of the Shareholders' 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 art. 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 calling, that the agenda of the Shareholders' 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 registered offices (*Corporate Affairs Department* – Via Borgonuovo 20, Milan) or by email to the certified email address affarisocietari.italmobiliare@legalmail.it, accompanied by the appropriate documentation attesting ownership of the required shareholding issued by the authorized 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 Shareholders' Meeting (namely April 8, 2024). 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 Shareholders' 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 Shareholders' 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 Shareholders' Meeting. Requests should be received at least five open market days prior to the date of the meeting, i.e. by April 16, 2024, sent by registered letter to the registered offices (*Corporate Affairs Department* – Via Borgonuovo 20, Milan) or by email to the certified email address affarisocietari.italmobiliare@legalmail.it accompanied by the appropriate documentation attesting entitlement to exercise voting rights issued by the authorized intermediary.

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

DOCUMENTATION

The documentation relating to the items on the agenda and the Directors' Report to the Shareholders' 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 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. 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 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 offices and to obtain a copy of them at their own expense.

Documents required by article 2429 of the 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 ordinary shares without par value;
- each ordinary share attributes the right to one vote;
- the Company directly holds 217,070 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 Shareholders' Meeting.

Milan, March 7, 2024

For the Board of Directors
The Chairman
Laura Zanetti