



SOGEFI S.p.A.
Via Ciovassino 1 - Milan
Fully Paid-in Share Capital Euro 62,461,355.84
Company Register of Milan Monza Brianza Lodi and Tax Code 00607460201
Company subject to the direction and coordination of CIR S.p.A.

Notice of Annual General Meeting

Shareholders are hereby invited to attend the Ordinary Shareholders Meeting to be held at the registered office of Sogefi S.p.A. (the “Company”) in Milan, at Via Ciovassino 1, on **24 April 2025, at 4 p.m.** in first call and, if a second call should be necessary, on **26 April 2025**, at the same place and time, to discuss and resolve upon the following:

Agenda

1. **Annual report for the year ended 31 December 2024 and allocation of the result for the year:**
 - a. **Approval of the Statutory Financial Statements as of December 31, 2024;**
 - b. **Allocation of the result for the year.**
2. **Assignment of the statutory audit mandate and of the limited audit of sustainability reporting.**
3. **Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous and related authorisation to dispose of them resolved by the Ordinary Shareholders meeting of April 22, 2024.**
4. **Report on remuneration policy and compensation paid:**
 - a. **Binding vote on Section I - Remuneration policy 2025;**
 - b. **Consultative vote on Section II – Information on compensation paid in 2024.**
5. **Appointment of the Board of Directors:**
 - a. **Determination of the number of members;**
 - b. **Determination of the term of office;**
 - c. **Determination of emoluments;**
 - d. **Identification of the members.**
6. **Approval of 2025 Stock Grant Plan.**

In accordance with the provisions of articles 10 and 13 of By-Laws, **Shareholders may only take part in the Meeting and to exercise voting rights through the Designated Representative Monte Titoli S.p.A.**, with registered office in Milan, Piazza degli Affari no. 6 (hereinafter referred to as “**Monte Titoli**” or the “**Designated Representative**”) in accordance with the procedures and terms provided for in the remainder of this notice; **without prejudice to the foregoing, the members of the corporate bodies as well as any other persons authorized to do so by the Chairman of the Meeting may also intervene by means of telecommunication, with the specification that the Chairman of the Meeting, the Notary and the Designated Representative will be present at the place of the Meeting.**

There shall be no voting procedures by correspondence or by electronic means.

INFORMATION ON THE SHARE CAPITAL

As of today, the share capital subscribed and fully paid amounts to Euro 62,461,355.84 and is represented by no. 120,117,992 ordinary shares of par value Euro 0.52 each all having voting right, except the own shares whose voting right is suspended.

The Company owns 1,058,294 of its own shares. Information on the amount of the share capital with an indication of the number of shares into which it is divided is made available on the

Company's website www.sogefigroup.com (section Investor – Shareholders' Meetings).

ATTENDANCE TO AND PROXIES FOR THE SHAREHOLDERS MEETING

Entitlement to take part in the Meeting and to exercise voting rights - exclusively through the Designated Representative - is attested by a notification made by an authorized intermediary as per the terms of Art. 83-*sexies* of Legislative Decree 58/1998 and subsequent amendments and additions (TUF), in favour of the person entitled to vote on the basis of evidence at the end of the accounting day of **11 April 2025** (*record date*), seventh open-market day preceding the date established for the Meeting in first call.

Those who are holders only after such date shall not be entitled to take part and vote in the Meeting. Shareholders with not yet dematerialised shares should entrust them to an authorized intermediary to introduce them into the centralized management dematerialisation system, in accordance with art. 36 of the joint Consob and Banca d'Italia post-trading disposition dated 13 August 2018 and subsequent amendments and additions, and ask the transmission of the above-mentioned notice.

DESIGNATED REPRESENTATIVE

As provided by paragraph 6 of art. 13 of the By-Laws, and in accordance with the provisions of art. 135-*undecies*.1 TUF, the intervention in the Meeting of those who have the right to vote will take place exclusively through the Designated Representative, to whom must be conferred the proxy without expenses for the delegating party, with the voting instructions, on all or some of the proposals on the agenda of the Meeting, through the appropriate forms available, with the relevant instructions for compilation and transmission, on the Company's website www.sogefigroup.com (section Investors – Shareholders' Meetings).

The proxy pursuant to art. 135-*undecies* of the TUF, with the voting instructions, must be received by the Designated Representative, by the end of the second open-market day preceding the date established for the Meeting (that is by **11.59pm of 22 April 2025** for the first call or **24 April 2025** for the second call) together with a copy of a valid identity document of the delegating party or, if the latter is a legal entity, of the legal representative *pro-tempore* or another person with suitable powers, together with documentation proving the entitlement to exercise such right, with the following alternative methods: (i) transmission of a PDF copy to the certified email address RD@pec.euronext.com (subject "Sogefi 2025 Shareholders' Meeting Proxy") from a certified email (or, failing that, from ordinary email, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission in original, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A., Register Services, Piazza degli Affari no. 6, 20123 Milan (Ref. "Sogefi 2025 Shareholders' Meeting Proxy") anticipating a PDF copy by ordinary email to RD@pec.euronext.com (subject "Sogefi 2025 Shareholders' Meeting Proxy").

The proxy and the voting instructions can be revoked within the terms by which they can be granted (that is by **11.59pm of 22 April 2025** for the first call or **24 April 2025** for the second call). The proxy shall not be effective for the proposals in relation to which voting instructions have not been granted.

It is specified that the shares of the Company for which the proxy has been conferred, even partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting.

Those who do not intend to make use of the intervention pursuant to art. 135-*undecies* TUF, may, alternatively, confer to the same Designated Representative a proxy or sub-proxy pursuant to art. 135-*novies* TUF, necessarily containing the voting instructions on all or some of the proposals on the agenda, by using the specific proxy/sub-proxy form, available on the Company's website www.sogefigroup.com (section Investors - Shareholders Meeting). For the granting and notification, also electronically, of the proxies/sub-proxies, the procedures set out in the proxy form shall be followed. The proxy/sub-proxy shall be received by the end of the second open-market day preceding the date established for the Meeting respectively in the first and second call. The proxy and voting instructions can always be revoked within the aforementioned deadline.

If the notice of the authorized intermediary certifying the right to take part in the Meeting is lacking, the proxy shall be deemed without effect.

For any clarifications relating to the granting of the proxy to the Designated Representative (and in particular regarding the compilation of the proxy form and the voting instructions and their transmission), it is possible to contact Monte Titoli via e-mail at RegisterServices@euronext.com or at the telephone number (+39) 02.33635810 (on office days, from 9.00am to 5.00pm).

RIGHT TO ASK QUESTIONS ON THE ITEMS OF THE AGENDA

Pursuant to art. 127-ter of the TUF and art. 135-undecies.1 TUF, the Shareholders who intend asking questions on the items of the agenda of the Shareholders Meeting may send them by registered mail with return receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it attaching documentation proving the entitlement to exercise such right. The questions must arrive by the end of the seventh open market day preceding the date established for the Meeting in first call, i.e., by **11 April 2025** (*record date*).

The Company shall provide a written answer by **21 April, 2025** by means of publication on the Company's website www.sogefigroup.com (section Investor – Shareholders' meetings).

The questions having the same contents may receive a common answer.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to art. 126-bis of the TUF, the Shareholders who represent, also jointly, at least a fortieth of the share capital, may ask, within ten days from the publication of this notice, an addition to the items of the agenda to be dealt with, indicating in the request the further proposed items or may present resolution proposals on the items of the agenda. It should be noted however that the addition of the items to be dealt with is not allowed for the matters on which the Meeting, by law, resolves on a proposal of the Directors or on the basis of a project or a report prepared by them, other than those indicated in art. 125-ter, paragraph 1 of the TUF.

The requests must be sent by registered mail with return receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it and must be completed with a report on the items which have been proposed for discussion as well as by the certification(s) issued by an authorized intermediary attesting the person's entitlement to exercise this right. About any addition to the agenda or the presentation of new resolution proposals on the items of the agenda, information will be given in the same way of this notice, at least fifteen days preceding the date established for the Meeting on the first call. Within this term the report prepared by proposing shareholders will be made available to the public.

Pursuant to art. 126-bis, paragraph 1, third paragraph, of the TUF, having considered the rules to take part in the Meeting, and, therefore, of the provisions of art. 135-undecies.1, second paragraph, of the TUF, those entitled to vote may individually submit resolution proposals on the items on the agenda by **April 9, 2025**. The proposals must be sent by registered mail with advice of receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it and must be completed with a resolution text on the items on the agenda, as well as by the certification(s) issued by an authorized intermediary attesting the person's entitlement to exercise this right. The proposals submitted will be published on the Company's website www.sogefigroup.com (section Investor – Shareholders' meetings) by **April 11, 2025** so that those with voting rights may examine them for the purpose of granting proxies or sub-delegations to the Designated Representative.

In case of proposals for resolutions on the items on the agenda that are alternative to those formulated by the Board, the proposal of the administrative body will be put to the vote first (unless it is withdrawn) and only if this proposal is rejected will the Shareholders' proposals be put to the vote. Such proposals, if alternative to each other, will be submitted to the Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to the vote first is rejected, will the next proposal be put to the vote in order of capital represented, and so on.

APPOINTMENT OF THE BOARD OF DIRECTORS

With regard to item 5 on the Agenda, please note that the term of office of the Board of Directors expires with the next Meeting: new members must therefore be appointed.

The Board of Directors is appointed pursuant to art. 147-ter of the TUF and art. 17 of the By-Laws, to which reference should be made. The Directors are appointed by the Shareholders' Meeting on the basis of lists presented by the Shareholders in which the candidates must be listed by a progressive number. Only Shareholders who, alone or together with other Shareholders, represent at least 2.5% (two point five per cent) of the share capital are entitled to submit lists.

The lists, signed by the Shareholder or Shareholders submitting them, including by proxy to one of them, accompanied by the required documentation, must be filed by the submitting Shareholders from Monday to Friday from 9.00am to 5.00pm at the Company's registered office or sent to the certified email address sogefi@legalmail.it by **March 31, 2025** and will be made public in accordance with the provisions in force.

The lists must be provided together with:

- the information relating to the identity of the Shareholders who have submitted them, with an indication of the total percentage of shareholding held and one or more certifications, to be filed at the Company's registered office at the same time or, in any case, by **April 3, 2025** proving the ownership of such shareholding(s) at the date of submission of the lists;
- where the list is presented by Shareholders other than those who hold, even jointly, a controlling or relative majority shareholding, with a declaration by the same Shareholders, certifying the absence of connection relationships as indicated by the provisions of the law and regulations in force;
- a detailed description of the personal and professional characteristics of the candidates, as well as a declaration by the candidates themselves that they meet the requirements laid down by the laws in force and by the By-Laws, including any suitability to qualify as independent pursuant to law or regulation, and with which they certify any activities carried out in competition and their acceptance of the candidacy, as well as the list of administrative and control positions held by them in other companies.

The lists having three or more candidates shall include members of different gender at least in the proportion prescribed by the existing legislation on equal opportunities and balance between the genders.

Lists which fail to comply with the above rules shall be considered as not presented.

No Shareholder may present or contribute to the presentation of more than one list, even via an intermediary or trustee. Shareholders subject to the same control pursuant to art. 93 of the TUF or belonging to the same voting syndicate may present or contribute to the presentation of only one list.

Each Shareholder can vote for just one list.

No one may be a candidate on more than one list, and acceptance of candidature on more than one list constitutes cause for ineligibility.

If only one list is presented or admitted, all Directors are appointed from that list.

If no list is presented or the number of Directors appointed is smaller than the minimum required by the Shareholders, the Shareholders' Meeting must be reconvened to elect a full Board of Directors.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

For further information relating to the appointment of the Board of Directors, please refer to what is indicated in the Illustrative Report on the relevant item on the agenda, prepared by the Board of Directors pursuant to art. 125-ter of the TUF, which will be made available to the public within the terms and in the manner established by current legislation.

DOCUMENTATION

The documentation relating to the Agenda, envisaged by applicable regulations, including, inter alia, the integral text of the resolution proposals, will be at disposal of the public as per the terms of the law, at the Company registered office, on the authorized storage system e-Market STORAGE (www.emarketstorage.com) as well as on the Company's website www.sogefigroup.com (section Investor – Shareholders' meetings). The Shareholders are entitled to obtain a copy of such documentation. The financial statements for the year 2024 will be made available to the public in the same way. The By-Laws is available on the website www.sogefigroup.com (section Investor – Corporate Governance).

Milan, March 14, 2025

**for the Board of Directors
The Chairman
Monica Mondardini**