



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 Shareholders' Meeting

Shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders Meeting to be held at the registered office of Sogefi S.p.A. (the "Company") in Milan, at Via Ciovassino 1, on **July 18, 2024**, in single call, at **2.p.m.**, to discuss and resolve upon the following:

Agenda

Ordinary Part

1. Proposal for distribution of an extraordinary dividend; related and consequent resolutions.

Extraordinary Part

1. Proposal to amend the articles 10 and 13 of the Company Bylaws, relating to the methods of intervention and representation in the shareholders' meetings; related and consequent resolutions.

In accordance with the provisions of art. 106 of Law Decree no. 18 of March 17, 2020 ("Decreto Cura Italia"), converted with amendments by the Law no. 27 of April 24, 2020 (as amended, lastly, by the Law n. 21 of March 5, 2024):

- **Shareholders may only take part in the Meeting 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;

- **the members of the corporate bodies, the secretary and/or of the notary public and the Designated Representative, as well as any other person authorized to do so by the Chairman of the Board of Directors may only take part in the Meeting by any means of telecommunication which guarantee their identification**, in a manner to be defined and communicated by the Chairman to each of the aforesaid subjects, in accordance with the rules applicable for such case, without it being necessary for the Chairman, the secretary and/or the notary public to be in the same place in any case;

- 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 1,376,942 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 (Investor – Shareholders' Meetings section).

ATTENDANCE TO AND PROXIES FOR THE SHAREHOLDERS MEETING

Entitlement to take part in the Meeting and exercise the vote – 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 **July 9, 2024**

(*record date*), seventh open-market day preceding the date established for the Meeting in single 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 4 of art. 106 of the Italian Decree “Cura Italia”, 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 Investor - 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 in single call (that is by 11.59pm of July 16, 2024) 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 July 2024 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 July 2024 Shareholders' Meeting Proxy”) anticipating a PDF copy by ordinary email to RD@pec.euronext.com (subject “Sogefi July 2024 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 July 16, 2024).

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 6.00 pm on the day before the Meeting (and in any case by the start of the Meeting's work). 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, 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 single call, i.e., by July 9, 2024.

The Company shall provide a written answer by July 15, 2024 by means of publication on the Company's website www.sogefigroup.com (Investor – Shareholders' meetings section).

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 authorised 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 in single 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, those entitled to vote may individually submit resolution proposals on the items on the agenda by July 3, 2024. 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 (Investor – Shareholders' meetings section) by July 11, 2024 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.

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 (Investor – Shareholders' meetings section). The Shareholders are entitled to obtain a copy of such documentation.

The Articles of Association are available on the website www.sogefigroup.com (Investor – Corporate Governance section).

The extract of the notice of call is published in the newspaper “la Repubblica” of June 18, 2024.

Milan, June 18, 2024

for the Board of Directors
The Chairperson
Monica Mondardini