

## SHAREHOLDERS' MEETING CALL NOTICE

(published on March 28, 2022)

Those with the right to attend and vote are called to the Shareholders' Meeting at the registered office in Fabriano, via Ermanno Casoli No. 2 on **April 28, 2022** at 9 AM in single call, to discuss and vote upon the following

### Agenda

Approval of the 2021 Annual Accounts:

1. Approval of the Financial Statements at December 31, 2021; Directors' Report; Board of Statutory Auditors' Report; Non Financial Declaration, Independent Auditors' Report; Presentation of the Consolidated Financial Statements at December 31, 2021;
2. Deliberations on the result for the year.

Remuneration Report:

3. Approval of the remuneration policy in accordance with Article 123-ter, paragraph 3-bis of Legislative Decree No. 58/1998;
4. Resolutions on the second section, in accordance with paragraph 6 of Article 123-ter of Legislative Decree No. 58/1998;
5. Authorisation of the purchase and utilisation of treasury shares.

**Share capital information:** the share capital comprises 63,322,800 ordinary shares of a unitary nominal value of Euro 0.20, each conferring one vote. At today's date, the Company does not hold treasury shares. This situation may have changed by the date of the Shareholders' Meeting; any change will be communicated at the beginning of the Meeting.

**Supplementation of the Agenda and proposals on matters already on the Agenda:** shareholders which, also jointly, represent at least one-fortieth of the share capital with voting rights can request supplementation of the matters on the Agenda or additional proposals, through written request to be sent to the certified email address [elicacorporate@sicurezza postale.it](mailto:elicacorporate@sicurezza postale.it) within ten days from publication of the present notice (by **April 7, 2022**), in accordance with Article 126-bis of the CFA. Within the same time period and in the same manner, a Report concerning the new proposed matters for the Agenda or further proposals and certification of share ownership by the relative intermediary must be provided to the Company.

**Other shareholder rights:** In relation to the fact that attendance at the Shareholders' AGM is exclusively permitted through the Designated Agent, entitled shareholders who wish to draw up proposals to be discussed and voted upon regarding matters on the agenda should present them by April 13, 2022 [15<sup>th</sup> day before the Shareholders' Meeting]. These proposals shall be published without delay by April 15, 2022, on the Company website in order to allow those with voting rights to express their vote knowledgeably, also taking into account these new proposals and to permit the Designated Agent to collect any voting instructions on such.

**Participation at the Shareholders' Meeting:** all those who have sent the company the communication provided by the appointed intermediary by the end of the third market day preceding the date fixed for the Shareholders' Meeting have the right to attend the Meeting, but may still attend and vote as long as the communications sent to the Company after the above-stated time period are received before the beginning of the business of the Shareholders' Meeting.

Elica S.p.A.

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elica.com Codice SDI - Y1NM1XC

CODICE FISCALE REGISTRO IMPRESE AN 00096570429  
Share capital Euro 12,664,560 fully paid-in

ISO 9001, ISO 14001, ISO 45001, ORGANIC, ISO 45001  
CERTIFIED COMPANY



The communication provided by the intermediaries is based on the available information at the end of the seventh trading day before the date fixed for the Shareholders' Meeting (**April 19, 2022**). Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

Pursuant to Article 106 of Decree Law No. 18 of March 17, 2020 (the "Italian Healthcare" Decree), converted by Law No. 27 of April 24, 2020, as amended by Decree Law No. 183 of December 31, 2020, converted with amendments by Law No. 21 of February 26, 2021 and Decree Law No. 228 of December 30, 2021, **attendance at the Shareholders' Meeting by those who are entitled to vote is permitted exclusively through the designated agent**, pursuant to Article 135-*undecies*, CFA, to whom a proxy or sub-delegation may be granted pursuant to Article 135-*novies*, CFA, as an exception to the provisions of Article 135-*undecies*, CFA, in accordance with the procedures and conditions indicated below.

### Participation at the Shareholders' Meeting and assigning of proxy to the Designated Agent

The Company has appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni No. 19, 20145 - to represent the shareholders pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 and the cited Decree-Law (the "**Designated Agent**"). Shareholders who wish to attend the Shareholders' AGM must therefore grant the Designated Agent a proxy - with voting instructions - on all or some of the proposed resolutions on the items on the Agenda using the specific proxy form, including electronically, prepared by the Designated Agent in agreement with the Company, available on the Company's website at the address <https://www.elica.com/corporation/en/investor-relations/shareholders-meeting> which includes a link to send the procedure.

The proxy form with voting instructions must be submitted following the instructions on the form itself and on the Company's website by the end of the second market day open prior to the Shareholders' Meeting, i.e. by April 26, 2022, and within the same deadline the proxy may be revoked.

The proxy, thus conferred, shall take effect only for those proposals in relation to which voting instructions have been given.

It should also be noted that the Designated Agent may also be conferred mandates or sub-delegations pursuant to Article 135-*novies* of the CFA, in derogation of Article 135-*undecies*, paragraph 4 of Legislative Decree No. 58/98 by following the instructions indicated in the form available on the Company's website at the following address <https://elica.com/corporation> Shareholders' AGM section. Proxies may be granted by April 27, 2022. In the same way, those entitled may revoke, within the same deadline, the proxy/sub-delegation and the voting instructions given.

In view of the limitations that may arise due to health requirements, the participation in the Shareholders' Meeting of the persons entitled to attend (the members of the corporate boards, the Secretary in charge and the Designated Agent) may also take place by means of telecommunications (even exclusively) in the manner individually communicated to them, in compliance with the applicable regulations for this eventuality.

The Designated Agent will be available for clarification or information at 02-46776818 and 02-46776811 or at the following email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions in light of intervening needs, as required by the epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

**Right to submit questions:** those with voting rights may submit questions concerning the matters on the Agenda, also before the Shareholders' AGM, sending them at least seven days before the Meeting itself (**April 19, 2022**) to the certified email address [elicacorporate@sicurezzapostale.it](mailto:elicacorporate@sicurezzapostale.it), marked for the attention of the 'Investor Relations Manager. Questions received prior to the Meeting shall be answered no later than two trading days prior to the



date of the Meeting (i.e. no later than **April 26, 2022**) by publication on the company's website. In order to exercise this right, certification by the intermediary confirming the right to vote must be sent to the Company.

**Documentation:** the Illustrative Reports of the Board of Directors to the Shareholders' AGM, the complete text of the proposals and the information and the documentation concerning the Shareholders' AGM will be made available to shareholders at the registered office of the Company, at the 1Info storage mechanism [www.1info.it](http://www.1info.it), and published on the Company website at <https://elica.com/corporation> (Investor Relations - Shareholders' AGM section), where shareholders may obtain a copy.

Specifically, the following will be made available, simultaneous to the publication of this notice, the documentation relating to all items on the agenda.

The further documentation required by the applicable Regulation, including the Minutes of the Shareholders' Meeting, will be published in accordance with law.

The Company reserves the right to communicate any changes in the information contained in this call notice in view of the measures that may be necessary or appropriate in relation to the COVID-19 epidemiological situation and related developments that are currently unforeseeable.

Fabriano, March 16, 2022

For the Board of Directors  
The Chairperson Francesco Casoli

**Elica S.p.A.**

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