



EXTRAORDINARY SHAREHOLDERS' MEETING CALL NOTICE

(published July 30, 2024)

Those with the right to attend and vote are called to the Extraordinary Shareholders' Meeting to be held at the registered office in Fabriano, via Ermanno Casoli No. 2 and by videoconference on September 19, 2024 at 9AM in single call, to discuss and vote upon the following

Agenda

1. AMENDMENT TO ARTICLE 8 OF THE BY-LAWS DUE TO THE INTRODUCTION OF ORDINARY MULTI-VOTE SHARES AND STRENGTHENED MULTI-VOTE SHARES

1.1 Introduction of Article 8.5.1 and consequent amendment of Article 8.1, in addition to the introduction of Articles 8.5 (excluding Article 8.5.2) to 8.14 (ORDINARY MULTI-VOTE SHARES);

1.2 Introduction of Article 8.5.2 (STRENGTHENED MULTI-VOTE SHARES).

Pursuant to Article 106 of Decree-Law No. 18 of March 17, 2020 (the so-called "Italian Healthcare" Decree), converted by Law No. 27 of April 24, 2020, as subsequently extended pursuant to Article 11, paragraph 2 of Law No. 21 of March 5, 2024, 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: 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 (i.e. by September 16, 2024) 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.

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 (September 10, 2024). Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

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. The company at today's date holds 1,566,442 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@sicurezzapostale.it within ten days from publication of the present notice (by August 9, 2024), 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. In relation to supplementation to the Agenda or the presentation of further proposals on existing matters, notice is given in the same manner prescribed for the publication of the call notice by September 4, 2024 (15th day before the Shareholders' Meeting).

Other shareholder rights: in relation to the fact that attendance at the Shareholders' Meeting 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 September 4, 2024 (15th day before the Meeting). These proposals shall be published without delay by the second day following the above deadline (i.e. September 6, 2024) on the Company website and also on the authorised storage mechanism www.1info.it and at the Company's registered office, 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 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' Meeting must therefore grant the Designated Agent a proxy with voting instructions on all or some of the proposed motions 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://corporate.elica.com/it/governance/assemblea-degli-azionisti>, 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 September 17, 2024) 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 <https://corporate.elica.com/it/governance/assemblea-degli-azionisti>. Proxies may be granted by twelve noon on September 18, 2024. In the same way, those entitled may revoke, within the same deadline, the proxy/sub-delegation and the voting instructions given.

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 02-46776814 or at the following email address ufficiomi@computershare.it.

Right to submit questions: those with voting rights may submit questions concerning the matters on the Agenda, also before the Shareholders' Meeting, sending them at least seven days before the Meeting itself (September 10, 2024) to the certified email address elicacorporate@sicurezzapostale.it, marked for the attention of the Investor Relations Manager. Questions received prior to the Meeting shall be answered no later than three trading days prior to the date of the Meeting (i.e. no later than September 16, 2024) 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 report of the Board of Directors to the Shareholders' Meeting containing the proposed resolutions and the documents relating to the Shareholders' Meeting will be made available to the public at the same time as this notice at the registered office, at the 1Info storage mechanism at www.1info.it, and posted on the Company's website <https://corporate.elica.com/it/governance/assemblea-degli-azionisti>, with Shareholders being entitled to obtain copies.

Right of withdrawal: It should be noted that Shareholders not participating in the approval of the resolution under item 1.2 on the Agenda regarding the introduction of the "strengthened" multi-vote shares pursuant to the Joint-Stock Companies Bill, may exercise their right of withdrawal pursuant to Article 2437 of the Civil Code, within 15 days of registration of the Shareholders' Meeting resolution approving the change with the Companies Registration Office, against payment of a unitary liquidation value of Euro 1.9094, determined by the Board of Directors of Elica S.p.A. in accordance with Article 2437-ter of the Civil Code.

The terms and conditions for the exercise of the right of withdrawal are described in detail in the Directors' Illustrative Report available at the Company's registered office, at the 1Info storage mechanism at www.1info.it, and on the Company's website <https://corporate.elica.com/it/governance/assemblea-degli-azionisti>.

Fabriano, July 30, 2024

For the Board of Directors
The Chairperson Francesco Casoli