

## Notice of Call of Ordinary and Extraordinary Shareholders' Meeting

The Ordinary and Extraordinary Shareholders' Meeting (the "**Meeting**") of **EQUITA Group S.p.A.** (the "**Company**") is convened at the Company's registered office in Via Filippo Turati 9, Milan (MI), 20121 - Italy, **single call**, on **29 April 2025**, at **10.00 a.m.**, to resolve on the following

### Agenda

#### Ordinary part

1. Financial Statements at 31 December 2024:
  - 1.1. Approval of the Financial Statements at 31 December 2024. Presentation of the Consolidated Financial Statements at 31 December 2024.
  - 1.2. Allocation of profit for the year and distribution of dividends to shareholders.
2. Report on the Remuneration Policy and on Fees Paid:
  - 2.1 First Section - Remuneration and Incentive Policy applicable to the EQUITA Group effective from 2025 (binding resolution).
  - 2.2 Second Section - Fees paid with reference to the financial year 2024 (non-binding resolution).
3. New incentive plan based on financial instruments called "*Equita Group 2025-2027 Plan based on financial instruments*".
4. Amendments to the incentive plan based on financial instruments called "*Equita Group 2022-2025 Plan based on Phantom Shares*".
5. Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous shareholders' authorisation of 18 April 2024.
6. Assignment of a new mandate to the audit firm Ernst & Young S.p.A. for the limited review of the Sustainability Reporting prepared under Directive 2022/2464/EU ("CSRD") for the Equita Group for the financial years 2025-2027. Determination of the related compensation.

#### Extraordinary part

1. Amendments to articles 2 (*Corporate Purpose*), 6bis (*Shares with Increased Voting Rights*), 10 (*Participation and Voting*), 12 (*Appointment of Directors*), and 15 (*Powers and Resolutions*) of the Articles of Association:
  - 1.1 Amendment of Article 2 (*Corporate Purpose*):
  - 1.2 Amendment of Article 6bis (*Shares with Increased Voting Rights*).
  - 1.3 Amendment of Article 10 (*Participation and Voting*).
  - 1.4 Amendment of Article 12 (*Appointment of Directors*).
  - 1.5 Amendment of Article 15 (*Powers and Resolutions*).

## Share capital

The share capital of the Company, subscribed and fully paid-up, is €11,969,425.70, represented by 52,604,080 ordinary shares all with no expressed par value.

Under Article 6 of the Articles of Association, each share gives the right to one vote, except as provided for under Article 6-bis (Shares with increased voting rights) of the above-mentioned Articles of Association, based upon which each share gives the right to two (6) votes if the conditions specified in article 6-bis above apply. The Regulations on increased voting rights and the Shareholders with a shareholding of more than 5% who have requested and obtained inclusion on the increased voting rights list are published on the website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance section, Increased Voting Rights area*). As at the date of this notice (the "Notice"), 17,951,723 ordinary shares had their voting rights increased and, therefore, the total number of voting rights exercisable at the Company's Shareholders' Meeting is 70,555,803.

At the date this Notice is published, the Company holds 2,449,773 treasury shares, representing approximately 4.7% of the share capital.

## Right to attend

Those having voting rights are entitled to attend the Meeting.

Under Article 83-*sexies* of Italian Legislative Decree no. 58/1998 ("Consolidated Law on Finance"), the right to participate in the Shareholders' Meeting and exercise the right to vote shall be vested in those who hold Company shares at the end of the accounting day of the 7th (seventh) trading day prior to the date set for the Shareholders' Meeting (single call) (i.e. **16 April 2025** – the record date). This is evidenced by a communication from the intermediary to the Company, in favour of the person entitled to vote, prepared on the basis of the intermediary's accounting records. Those who, on the basis of the registrations made in the intermediary's accounts, are found to be the owners of Company shares after 16 April 2025, shall not be entitled to attend and vote at the Shareholders' Meeting.

The communication of the intermediary shall be received by the Company by the end of the 3rd (third) open trading day prior to the date of the Meeting (i.e. by **24 April 2025**). Nevertheless, the right to attend and vote shall not be affected if the communication is received by the Company after the aforementioned term, as long as such communication is received before the beginning of the Meeting.

## Proxy voting

Under Article 135-*novies* of the Consolidated Finance Law and Article 10.3 of the Articles of Association, those having voting rights may be represented at the Meeting, pursuant to law, by a written proxy issued according to applicable legal and regulatory provisions.

The proxy form is available on the Company's website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance section, Shareholders' Meeting area*).

Voting proxies may be notified to the Company, together with a copy of the principal's identity document, or, if the delegating party is a legal entity, a copy of a currently valid identity document of the pro tempore legal representative or another duly authorized person, together with appropriate documentation proving their qualification and powers, by registered letter with return receipt addressed to EQUITA Group S.p.A., Legal and

Corporate Affairs Office, Via Filippo Turati 9, Milan (MI), 20121 - Italy or to the certified e-mail address [equitagroupspa@legalmail.it](mailto:equitagroupspa@legalmail.it).

Any prior notification of a copy of the proxy shall not exempt the agent, at the time of his/her registration at the Meeting, from the obligation to certify, under his/her own responsibility, the conformity of the copy of the proxy to the original and the identity of the principal. The agent shall retain the original of the proxy and keep a record of any voting instructions received for one year after the conclusion of the Meeting.

### **Shareholders' representative appointed by the Company**

Under Article 135-undecies of the Consolidated Law on Finance, the Company designated Monte Titoli S.p.A., with registered office in Piazza degli Affari 6, Milan (MI), 20123 - Italy ("Monte Titoli"), is the "Designated Representative" to whom shareholders may grant proxy free of charge. Voting instructions on all or some of the proposals on the items on the agenda are attached to the proxy. Proxies must be granted by signing the specific proxy form made available in the appropriate section of the Company's website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area) and submitted, in the manner specified therein, by the end of the 2nd (second) trading day prior to the date set for the Shareholders' Meeting ( i.e. by **25 April 2025**).

The voting proxy issued pursuant to Article 135-undecies of the Consolidated Law on Finance must be submitted together with:

- a copy of a currently valid identity document of the principal or
- where the principal is a legal person, a copy of a currently valid identity document of the pro tempore legal representative or of another person with appropriate powers, together with appropriate documentation attesting to his/her qualification and powers,

by means of one of the following options:

- i) transmission of an electronically reproduced copy (PDF) to the certified mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "EQUITA Group S.p.A. Shareholders' Meeting Proxy - April 2025") from one's own certified mailbox (or, failing that, transmission from one's own mailbox of the electronic document signed with a qualified electronic or digital signature);
- ii) transmission in original by courier or registered letter with return receipt to the Register Services area, c/o Monte Titoli S.p.A., Piazza degli Affari 6, Milan (MI), 20123 - Italy (Ref. "Proxy of the Shareholders' Meeting EQUITA Group S.p.A. - April 2025") by sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the mailbox: [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy of the Shareholders' Meeting EQUITA Group S.p.A. - April 2025").

The proxy and the related voting instructions are revocable within the same term (i.e. by **25 April 2025**). The proxy shall have no effect with respect to proposals in respect of which no voting instructions have been given. For further information, reference should be made to the relevant section of the Company website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area).

For any clarifications concerning the granting of proxy to the Designated Representative (and, specifically, concerning the filling in of the proxy form and the voting instructions and their transmission), please contact Monte Titoli S.p.A. by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by telephone on (+39) 02.33635810 (during working days from 9 a.m. to 5 p.m.).

### **Integration of the Agenda and proposals for new resolutions**

Pursuant to Article 126-bis of the Consolidated Law on Finance, shareholders who, together with other shareholders, represent at least 1/40 (one-fortieth) of the share capital may request, within 10 (ten) days of the publication of this Notice (i.e. by **7 April 2025**), that the Agenda be integrated with new items to be discussed, by indicating in the request the additional items proposed by them, or present proposals for new resolutions regarding the items included in the Agenda. In any case, each person entitled to vote may individually submit resolution proposals to the Meeting.

The requests, together with certification attesting such shareholders' ownership – issued by the broker's depository of the shares owned by the shareholders – shall be made in writing and submitted to the Company (in particular to the Board of Directors, for the attention of the Corporate and Legal Affairs Office, Via Filippo Turati 9, 20121 Milan), by registered mail with advice of receipt or to the certified e-mail address [equitagroupspa@legalmail.it](mailto:equitagroupspa@legalmail.it).

Shareholders asking for an addition to the Agenda shall also draft a report outlining the reason for such addition or for the proposals for new resolutions regarding items already included on the Agenda. The report shall be submitted, using the same methods for the submission of the request for addition, to the Board of Directors of the Company within the timeframe provided for the submission of the above-mentioned request for addition (i.e. **7 April 2025**).

Information regarding additions to the Agenda or proposals for new resolutions on items already included on the Agenda will be provided to the market using the same methods required for the publication of this Notice, at least 15 (fifteen) days prior to the date of the Meeting (i.e. by **14 April 2025**). Said additional proposals for resolutions on items already on the Agenda shall be made available to the public at the registered office of the Company in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company's website [www.equita.eu](http://www.equita.eu) (*Investor Relations > Corporate Governance > Shareholders' Meeting*) and on the authorised eMarket Storage mechanism [www.emarketstorage.it](http://www.emarketstorage.it), at the same time as the publication of the news to the market. Furthermore, at the same time the news to the market is published, the Board of Directors shall make available to the public at the registered office of the Company in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company's website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance section, Shareholders' Meeting area*) and on the authorised eMarket Storage mechanism [www.emarketstorage.it](http://www.emarketstorage.it), the report prepared by the shareholders, accompanied by their own evaluations, if any.

No addition to the Agenda shall be permitted for items upon which the Meeting resolves, under law, upon proposal by the Board of Directors or upon a project or a report made by the Board of Directors other than those referred to under article 125-ter, paragraph 1 of TUF.

### **Right to raise questions on items of the Agenda**

Pursuant to Article 127-ter of TUF, those having voting rights may raise questions on items of the Agenda, even before the Meeting. Those wishing to exercise such right shall deliver their questions to the Company, at the latest prior to the *record date* (i.e. **16 April 2025**).

Questions, together with the communication issued by the authorised intermediary in compliance with the applicable law, attesting the entitlement to exercise such right, can be submitted to the Company (Corporate and Legal Affairs Office, Via Filippo Turati 9, Milan (MI), 20121 - Italy, by registered letter with return receipt or

to the certified e-mail address [equitagroupspa@legalmail.it](mailto:equitagroupspa@legalmail.it) (it being understood that the e-mail may originate from a non-certified mailbox), in compliance with the deadline indicated above.

Questions received prior to the Shareholders' Meeting within the specified deadlines shall be answered no later than the 2nd (second) day prior to the date of the Shareholders' Meeting, and, therefore, no later than **27 April 2025**, by means of publication on the Company's website.

It should be noted that i) no answer is due, not even at the Shareholders' Meeting, to questions asked prior to the meeting, when the requested information is already available in "Q&A" format on the Company's website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance section, Shareholders' Meeting area*); ii) the Company may, however, provide unitary answers to questions with the same content.

The right of members to put questions directly to the Meeting remains unaffected.

### **Documentation**

Documentation regarding the Shareholders' Meeting required under legislation in force, including the reports thereon, is made available to the public within the terms specified by law at the registered office of the Company in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company's website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance section, Shareholders' Meeting area*) and on the authorised eMarket Storage mechanism [www.emarketstorage.it](http://www.emarketstorage.it).

Milan, 28 March 2025

*For the Board of Directors*

*The Chairperson*

*(Sara Biglieri)*

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*This Notice is published on the Company's website [www.equita.eu](http://www.equita.eu) (*Investor Relations - Corporate Governance section, Shareholders' Meeting area*) and on the authorised eMarket Storage mechanism [www.emarketstorage.it](http://www.emarketstorage.it), as well as in excerpt form in the daily newspaper "Domani" on 28 March 2025.*