



COIMA RES S.P.A. SIIQ  
REGISTERED OFFICE IN MILAN, PIAZZA GAE AULENTI, 12  
SHARE CAPITAL EURO 14,482,292.19 FULLY SUBSCRIBED AND PAID UP  
MILAN TRADE REGISTER ENTRY NUMBER AND CF 09126500967

### **NOTICE OF CALL OF ANNUAL GENERAL MEETING**

Those entitled to attend and exercise their right to vote are called to the Annual General Meeting on April 21<sup>st</sup>, 2022, in single call, at 9:00 a.m., in Milan, Piazza Gae Aulenti, 12, to discuss and pass resolutions on the following

#### **AGENDA:**

- 1. Approval of the financial statements as of December 31<sup>st</sup>, 2021 and presentation of the consolidated financial statements as of December 31<sup>st</sup>, 2021. Related and consequent resolutions.**
- 2. Allocation of the result for the year and proposed dividend distribution. Related and consequent resolutions.**
- 3. Report on remuneration policy and compensation paid, pursuant to Article 123-ter of Legislative Decree no. 58 of February 24<sup>th</sup>, 1998, as subsequently amended:**
  - 3.1 First section: Report on remuneration policy. Binding resolution.**
  - 3.2 Second section: report on compensation paid. Non-binding resolution.**
- 4. Appointment of the Board of Directors.**
  - 4.1 Determination of the number of members of the Board of Directors.**
  - 4.2 Determination of the term of office of the Board of Directors.**
  - 4.3 Appointment of the members of the Board of Directors.**
  - 4.4 Appointment of the Chairman of the Board of Directors.**
  - 4.5 Determination of the remuneration of the members of the Board of Directors.**
- 5. Authorisation to purchase and dispose of treasury shares pursuant to Article 2357 of the Italian Civil Code, subject to revocation of the previous authorisation resolved by the Annual General Meeting on April 22<sup>nd</sup>, 2021. Related and consequent resolutions.**

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## **EMERGENCY CONCERNING COVID-19 – PROCEDURES FOR THE CONDUCT OF THE ANNUAL GENERAL MEETING**

Taking into account the regulatory provisions issued for the containment of contagion from COVID-19, in the pursuit of the maximum protection of the health of its Shareholders, corporate representatives, employees and consultants, the Company has decided to avail itself of the faculty provided for by Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, as last extended pursuant to Decree-Law No. 228 of 30 December 2021 converted into Law No. 15 of 25 February 2022, providing that intervention by those entitled to attend the Shareholders' Meeting may take place **exclusively through the representative designated by the Company** pursuant to Article 135-undecies of Legislative Decree no. 58/98, identified in Società per Amministrazioni Fiduciarie - Spafid S.p.A, with registered office in Milan (the "**Designated Representative**"), in the manner specified below.

### **INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF CALL**

The subscribed and paid-in share capital amounts to Euro 14,482,292.19 represented by 36,106,558 ordinary shares with no indication of nominal value.

Information on the amount of the share capital is available on the Company's website [www.coimares.com](http://www.coimares.com) (Section <https://www.coimares.com/en/investors/shareholders-and-dividends>).

### **INTEGRATION OF THE AGENDA AND SUBMISSION OF NEW PROPOSALS FOR RESOLUTIONS**

Pursuant to Article 126-bis, paragraph 1, first sentence, of Legislative Decree no. 58/98, as subsequently amended ("TUF"), Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of the notice of call of this Annual General Meeting, the integration of the list of items to be discussed, indicating in the request the additional items proposed by them or submit proposals for resolutions on items already on the agenda in this notice of call. Shareholders are entitled to request additions to the agenda or to submit new resolution proposals if the Company has received a specific communication from an authorised intermediary in accordance with current legislation.

Within the previously mentioned term of ten days, the proposing Shareholders must submit a report containing the reasons for the proposed resolutions on the new items on the agenda or the reasons for further proposed resolutions on items already on the agenda.

Additions to the agenda are not permitted for items on which the Annual General Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or report prepared by them, other than those indicated in Article 125-ter, paragraph 1, TUF.

Requests for integration and further resolution proposals must be submitted in writing and must be sent to the Company by registered letter at the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, for the attention of the Legal Department, or by e-mail, by sending them to the following certified e-mail address [coimares@legalmail.it](mailto:coimares@legalmail.it).

The Company reserves the right not to accept applications for integration or further resolution proposals sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please indicate a telephone number or e-mail address of the sender in the message accompanying the integration request.

Any additions to the agenda or the submission of further resolution proposals will be notified by the Company, in the same manner as this notice, at least fifteen days prior to the date set for the Annual General Meeting.

### **INDIVIDUAL SUBMISSION OF NEW PROPOSALS FOR RESOLUTION**

In view of the fact that participation in the Annual General Meeting is permitted exclusively through



the Appointed Representative, for the sole purpose of this Annual General Meeting it is envisaged that those who have the right to vote may submit proposals for resolutions on the items on the agenda to the Company individually - pursuant to Article 126-bis, paragraph 1, third sentence, TUF - by April 1<sup>st</sup>, 2022.

Further resolution proposals must be submitted in writing, together with information enabling the identification of the person submitting them, at the Company's registered office or by sending them to the certified e-mail address [coimares@legalmail.it](mailto:coimares@legalmail.it).

Such resolution proposals shall be published by the Company by April 6<sup>th</sup>, 2022 in the section of the Company's website dedicated to this Annual General Meeting so that the holders of voting rights may view them for the purposes of granting proxies and/or sub-delegations, with related voting instructions, to the Designated Representative. For the purposes of the related publication, as well as in relation to the proceedings of the Annual General Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the proposers.

#### **ENTITLEMENT TO ATTEND AND REPRESENTATION AT THE ANNUAL GENERAL MEETING**

Pursuant to Article 83-sexies of TUF and Article 13 of the Company Statute, the right to participate in the Annual General Meeting is subject to the receipt by the Company of the communication issued by an authorized intermediary pursuant to current regulations, certifying the ownership of the Shares on the basis of the evidence in its accounting records at the end of the accounting day of the seventh trading day prior to the date of the Annual General Meeting on single call (i.e. April 8<sup>th</sup>, 2022). Credit and debit entries made in the accounts after that date are not relevant for the purposes of entitlement to exercise voting rights at the Annual General Meeting; therefore, those who are holders of the shares after that date will not have the right to participate and vote at the Annual General Meeting.

Intermediaries' notifications to the Company are made in accordance with the regulations in force.

As indicated above, in consideration of the epidemiological emergency from COVID-19, as permitted by Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, as last extended pursuant to Decree-Law No. 228 of 30 December 2021, converted with amendments into Law No. 15 of 25 February 2022, holders of voting rights who intend to participate in the Shareholders' Meeting may participate exclusively by proxy to the Designated Representative, in accordance with the procedures set forth below.

For any clarifications regarding the granting of the proxy to the Appointed Representative (and in particular regarding the filling in of the proxy form and the Voting Instructions and their transmission), it is possible to contact SPAFID by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone number (+39) 0280687.335 - 0280687.319 (on open office days, from 9:00 a.m. to 5:00 p.m.).

#### ***DELEGATION TO THE REPRESENTATIVE APPOINTED PURSUANT TO ART. 135-UNDECIES OF THE D. LGS. 58/98***

Shareholders who wish to attend the Annual General Meeting may therefore, without charge to the delegating party except for any transmission costs, grant the Appointed Representative a proxy with voting instructions on all or some of the proposed resolutions regarding the items on the agenda, using the specific proxy form available on the Company's website at [www.coimares.com](http://www.coimares.com), in the "Governance/Annual General Meetings" section (the "**Proxy Form to the Designated Representative**"). The proxy must be received by the aforementioned Designated Representative with the relative voting instructions, together with a signed copy of an identity document and, in the case of a legal entity, the documentation proving the powers to sign, by the end of the second trading day prior to the date of the Annual General Meeting (i.e. by 11:59 p.m. on April 19<sup>th</sup>, 2022) with the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to



the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (ref. "Delega Assemblea Coimares 2022") from one's own certified e-mail address (or, failing that, from one's ordinary e-mail address, in this case the proxy with the voting instructions must be signed with a qualified electronic or digital signature (ii) original transmission, by courier or registered A / R, to Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (Ref. "Delega Assemblea Coimares 2022"), anticipating a copy reproduced electronically (PDF) by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (ref. "Delega Assemblea Coimares 2022").

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Annual General Meeting (i.e. by 11:59 p.m. on April 19<sup>th</sup>, 2022) in the manner indicated above.

The proxy, thus conferred, is effective only for those proposals in relation to which voting instructions have been given.

#### ***PROXY OR SUB-DELEGATION PURSUANT TO ART. 135-NOVIES OF THE D. LGS. 58/98***

As permitted by the aforementioned art. 106 of Decree-Law no. 18 of 17 March 2020, as last extended pursuant to Decree-Law no. 228 of 30 December 2021, converted with amendments into Law no. 15 of 25 February 2022, the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to art. 135-novies TUF, as an exception to Article 135-undecies, paragraph 4, TUF, with voting instructions on all or some of the proposals relating to the items on the agenda, using the form available on the Company's website at [www.coimares.com](http://www.coimares.com), in the section "Governance/Shareholders' Meetings" (the "**Proxy and/or Sub-delegation Form**").

For the notification of proxies/sub-delegations, also by electronic means, the procedures indicated in the proxy form must be followed. The delegation/sub-delegation must be received by 6:00 p.m. on April 20<sup>th</sup>, 2022 (and in any case by the beginning of the Annual General Meeting). The proxy/sub-delegation and voting instructions may always be revoked within the aforementioned deadline.

The proxy and/or sub-delegation and voting instructions may be revoked within the same deadline as above.

#### ***INTERVENTION OF THE MEMBERS OF THE CORPORATE BODIES, THE SECRETARY AND THE DESIGNATED REPRESENTATIVE***

The participation in the Annual General Meeting of the members of the corporate bodies, of the Secretary in charge, of the members of the Audit Firm and of the Designated Representative, in compliance with the measures to contain the spread of Covid-19 infection provided for by the applicable legal provisions, may also, or exclusively, by means of video/telecommunication, in the manner individually communicated to them, in accordance with the applicable regulatory provisions for this eventuality.



## **RIGHT TO ASK QUESTIONS BEFORE THE MEETING**

Pursuant to Article 127-ter of TUF, those who have the right to vote at the Annual General Meeting may ask questions on the items on the agenda even before the Annual General Meeting, for which the Company has received a specific communication from an authorized intermediary in accordance with current regulations. Questions must be sent to the Company in writing, by registered letter, to the Company's registered office, Piazza Gae Aulenti, 12, 20154 Milan, for the attention of the Legal Department, or electronically, by sending them to the following certified e-mail address [coimares@legalmail.it](mailto:coimares@legalmail.it). Applications must reach the Company by the seventh trading day prior to the Annual General Meeting (i.e. by April 8<sup>th</sup>, 2022).

The Company reserves the right to provide a single answer to questions having the same content. Questions received before the Annual General Meeting shall be answered at the latest two days before the Annual General Meeting (i.e. by April 19<sup>th</sup>, 2022).

It should be noted that, pursuant to the aforementioned art. 127-ter of the TUF, no answer is due, not even at the Annual General Meeting, to the questions asked before the Meeting, when the information requested is already available in "question and answer" format in a specific section of the Company's website or when the answer has been published on the same website.

## **APPOINTMENT OF THE BOARD OF DIRECTORS**

Pursuant to Article 18 of the Company Statute, the company is managed by a Board of Directors consisting of a minimum of three to a maximum of eleven members, including the Chairman and one or more Deputy Chairmen. The determination of the number of directors and their appointment will be made by the Annual General Meeting.

The Directors are appointed by the Annual General Meeting on the basis of lists of candidates submitted by shareholders who, alone or together with other shareholders, hold shares representing at least 4.5% of the share capital, as established by Consob Resolution no. 60 of January 28<sup>th</sup>, 2022.

Each shareholder may present or contribute to the presentation of only one list and each candidate may appear on only one list under penalty of ineligibility.

Pursuant to the aforementioned art. 18 of the Company Statute, the candidates included in the lists must be indicated in a number no greater than those to be appointed, must be listed in progressive number and must meet the integrity requirements provided for by law. In particular, at least two candidates, indicated in a position not later than the second and seventh place on each list, must also meet the independence requirements provided for by law. Lists that present a number of candidates equal to or greater than three must be composed of candidates belonging to both genders in such a way that they belong to the least represented gender at least two fifths of the total, with rounding down to the next higher unit in the case of a fractional number, pursuant to Article 18 of the Company's Articles of Association (it being understood that if the number of members of the Board of Directors to be elected is equal to three, rounding down to the lower unit would be applied).

The lists of candidates must be filed by the shareholder(s) at least 25 calendar days prior to the date set for the Annual General Meeting. However, in view of the fact that the deadline falls on a Sunday and that the Company's offices are closed, this deadline for the benefit of shareholders is postponed to the next working day, i.e. Monday March 28<sup>th</sup>, 2022.

Lists may be deposited in one of the following ways: (i) by post or by hand delivery to the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan, by contacting Fulvio Di Gilio (tel. +39 02 6556 0972), during normal office hours, or (ii) by certified e-mail to [coimares@legalmail.it](mailto:coimares@legalmail.it). Ownership of the minimum shareholding required for the presentation of the lists, to the extent indicated above, is determined taking into account the shares registered in favour of the shareholder on the day the lists are deposited with the company. The related



certification may also be produced after the filing of the list, provided that it is within the deadline for the publication of the lists by the company (March 31<sup>st</sup>, 2022), by means of a communication issued by an authorized intermediary in accordance with the regulations in force.

Together with each list, within the above mentioned deadline, the following must be deposited: (i) exhaustive information on the personal and professional characteristics of the candidates; (ii) declarations in which the individual candidates accept the candidature and certify, under their own responsibility, that there are no grounds for ineligibility and incompatibility and that they meet the requirements of integrity, as well as any requirements of independence provided for by the combined provisions of articles. 147-ter, paragraph 4, and 148, paragraph 3, of TUF; (iii) an indication of the identity of the shareholders who submitted the lists and the total percentage of the shareholding held, as proven by suitable documentation issued by an intermediary authorized under the law. In addition, shareholders are invited to take into account the independence requirements and the number of independent directors recommended by Article 2 of the new Corporate Governance Code.

It should also be noted that those who submit a "minority list" are addressees of the recommendations made by Consob in Communication no. DEM/9017893 of 26 February 2009.

For further information on the appointment of the Board of Directors, please refer to the illustrative report on the related item on the agenda, prepared by the Board of Directors pursuant to Article 125-ter of TUF and made available to the public within the terms and in the manner required by law.

## **DOCUMENTATION**

The documentation relating to the items on the agenda of the Shareholders' Meeting will be made available to the public within the terms and in the manner prescribed by current legislation, with the right of the Shareholders and those who have the right to vote to obtain a copy.

This documentation will be available at the registered office of the Company, Piazza Gae Aulenti, 12, 20154 Milan (on weekdays from Monday to Friday from 9 a.m. to 1 p.m. and from 2 p.m. to 6 p.m.), as well as on the Company's website at the address [www.coimares.com](http://www.coimares.com), in the section "Governance/ Annual General Meetings" and at the storage mechanism "eMarket STORAGE", available at the address [www.emarketstorage.com](http://www.emarketstorage.com).

It should be noted that all the information and documentation regarding this Annual General Meeting, also pursuant to Art. 125-quater of the TUF, together with the Company Statute, are available on the Company website at the address [www.coimares.com](http://www.coimares.com), in the section "Governance/Annual General Meetings".

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The Company reserves the right to supplement and/or amend the content of this notice if, prior to the holding of the Shareholders' Meeting, the regulations set forth in Article 106 of Decree-Law No. 18 of 17 March 2020, as last extended pursuant to Decree-Law No. 228 of 30 December 2021, converted with amendments into Law No. 15 of 25 February 2022, are amended or further measures are issued by the competent Authorities in relation to the ongoing COVID-19 pandemic. Any amendments and/or additions will be promptly notified in the same manner as the publication of this notice.

Milan, March 11<sup>th</sup>, 2022

For the Board of Directors  
The Chairman  
(Caio Massimo Capuano)