

DANIELI & C. OFFICINE MECCANICHE S.P.A.

REGISTERED OFFICES: BUTTRIO (UDINE) VIA NAZIONALE, 41

FULLY-PAID SHARE CAPITAL OF EURO 81,304,566

NUMBER OF REGISTRATION WITH THE REGISTER OF COMPANIES OF UDINE, VAT
REGISTRATION NUMBER AND TAX NUMBER: 00167460302

SUPPLEMENT TO THE NOTICE OF CONVOCATION OF
SHAREHOLDERS MEETING

As a supplement and partial amendment of the provisions of the Notice of Convocation of the Shareholders Meeting (the "**Shareholders Meeting**"), in ordinary and extraordinary session, made available at the company's registered office and on the Company's website and distributed through the authorized storage mechanism SDIR & STORAGE (www.emarketstorage.com) on September 25, 2020, and reported by extract in the newspaper "*Italiaoggi*" on September 25, 2020, (the "**Notice of Convocation**") the Company announced that it has decided to exercise the faculty provided for by article 106, paragraph 4, of Decree Law March 17, 2020, n. 18 (the "**Decreto Cura Italia**", converted by Law No. 27, of April 24 2020) concerning the holding of meetings of listed companies, the application of which has been extended to the meetings convened by October 15, 2020 of Article 71 of Legislative Decree No. 10 of August 14, 2020.

The decision was taken in the light of the continuing state of emergency and the requests received from some shareholders, in order to encourage participation in the Shareholders' Meeting without the need to intervene in the presence.

Therefore, in application of the above-mentioned provision, the participation of shareholders in the Shareholders' Meeting will be carried out exclusively by proxy to the designated representative, identified by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58, of February 24, 1998 (the "**TUF**"), and in derogation from the statutory provisions, in the *Trevisan & Associati Law Firm*, with registered office in Milan, Viale Majno n. 45 (the "**Designated Representative**"), in person of the lawyer Dario Trevisan or, in case of impediment, by Mrs Camilla Clerici, or by Mr Giulio Tonelli born in La Spezia on 27/02/1979, or by Mrs. Valeria Proli, or by Mrs. Raffaella Cortellino or by Mr. Andrea Ferrero born in Torino, or by Mrs. Alessia Giacomazzi or by Mrs. Roberta Garbuio, or by Mrs. Luisa Trinca or by Mrs. Mirta Samengo. Therefore, the physical participation of individual shareholders or their representatives in the Shareholders' Meeting is excluded.

Each person entitled to participate and vote in the Shareholders' Meeting must therefore confer free of charge (except for any shipping costs) delegation, and voting instructions, to the Designated Representative pursuant to art. 135-*undecies* TUF, by filling in and subscribing to the appropriate form available on the www.danieli.com website, Investors section, or at the Company's registered office. The Designated Representative may also be delegated or sub-delegated pursuant to Article 135-*novies* of

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the TUF, as indicated in the Notice of Convocation, in derogation from Article 135-undecies, paragraph 4, of the TUF, as provided for in Article 106, paragraph 4, of the *Decreto Cura Italia*.

There are no procedures for voting by correspondence or by electronic means in relation to the Assembly.

Notwithstanding what above, it should be noted that the intervention at the Shareholders' Meeting of legitimated persons (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the Corporate Bodies, the Secretary, the Appointed Representative, the Auditing Company and/or the employees and/or collaborators authorized by the Chairman), in view of the limitations that may arise for health needs related to the epidemiological emergency by "Covid-19", it may also (or only) take place by means of telecommunications that allow its identification, in the manner individually communicated to them, in accordance with the applicable legal provisions for such cases.

In the light of the above, the following are the methods of conferring proxy to the Designated Representative, as well as some additions and changes compared to what indicated in the Notice of Convocation.

Instructions for granting proxy and voting instructions to the Designated Representative

Delegation pursuant to art. 135-undecies TUF ("delegation to the Designated Representative")

The delegation pursuant to Article 135-undecies of the TUF, with voting instructions on all or some of the proposals on the agenda, must be conferred, free of charge for the delegating party (except for any shipping costs), by the person entitled to vote, legitimized in the forms of law, to the avv. Dario Trevisan by filling in and subscribing the appropriate form available on the website www.danieli.com, Investors section, or at the Company headquarters, to be sent, in original, to the Appointed Representative together with a copy of the identity document and documentation attesting to his entitlement to speak and vote at the Shareholders' Meeting, as well as, in the case of a legal person, the documentation proving the corporate powers (copy of chamber of commerce certificate or similar document) by courier or registered letter A/R to:

Studio Legale Trevisan & Associati,

Viale Majno, n. 45

20122 - Milano

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by the end of the second open stock market trading day preceding the date set for the Shareholders' Meeting in a single call (i.e., **by 23:59 on 26 October, 2020**).

Without prejudice to the sending of the original proxy, complete with voting instructions, the same may also be notified electronically, at the certified email address: representative-designato@pec.it. The sending to the aforementioned certified email address of the proxy, signed with advanced electronic

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signature, qualified or digital, in accordance with current legislation, meets the requirement of written form.

The transmission of the proxy pursuant to art. 135-*undecies* of TUF in different manner and terms from those mentioned above, will not guarantee to the delegating party the proper conferral of the delegation to the Designated Representative.

The proxy and the related voting instructions conferred to the Designated Representative pursuant to art. 135-*undecies* of the TUF are revocable by the aforementioned deadline (i.e., **by 23:59 on 26 October 2020**), in the same manner as for the contribution.

Pursuant to Article 135-*undecies*, paragraph 3, of the TUF, the shares for which the proxy was conferred, even partial, are nevertheless counted for the purposes of the regular constitution of the Shareholders' Meeting and, in relation to proposals for which no voting instructions have been conferred, the shareholder's shares are not taken into account for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

Delegation and/or sub-delegation pursuant to art. 135-novies TUF ("ordinary proxy" and/or "sub-proxy")

Those who did not avail themselves of proxy as per art. 135-*undecies* of the TUF may delegate and/or sub-delegate the Designated Representative pursuant to art. 135-*novies* of the TUF, in derogation from art. 135-*undecies*, paragraph 4, of the TUF, which, with the related written voting instructions, together with a signed copy of an identity document and, in the case of a legal person, the documentation proving the corporate powers (camera or similar copy) shall be sent to:

Trevisan & Associati Law Firm, by post, at: Viale Majno n. 45, 20122, Milan, or by certified e-mail, at: representante-designato@pec.it or e-mail: representante-designato@trevisanlaw.it (Ref. "DANIELI & C. OFFICINE MECCANICHE 2020 Shareholders' Meeting Delegation")

by 12.00 am on October 27, 2020 (provided that the Designated Representative may accept delegations and/or sub-delegations and/or voting instructions even after the above-mentioned deadline, provided that before the beginning of the meeting proceedings).

The delegation and/or sub-delegation, with the related voting instructions -conferred to the Designated Representative pursuant to art. 135-*novies* of the TUF- are revocable by the aforementioned deadline (October 27, 2020), in the same manner as for the contribution.

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As indicated in the Notice of Convocation, the entitlement to speak and vote at the Shareholders' Meeting - even though through the Designated Representative - must be attested by the communication provided for by art. 83-*sexies* of the TUF carried out by the intermediary in order to attending the Shareholders' Meeting and exercising the right to vote. Therefore, the proxy and/or the sub-delegation to the Designated Representative will be validly accepted at the Shareholders' Meeting only on condition that the Company has received, by the beginning of the Shareholders' Meeting, appropriate

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communication of the intermediary concerning the actions indicated in the delegation and/or sub-delegation. For more information on this point, please refer to the Notice of Convocation.

The proxy to the Designated Representative shall be effective only for proposals for which voting instructions have been given.

The Designated Representative is available for further clarification regarding the delegation and/or sub-delegation to the Designated Representative (and, in particular, about the completion of the proxy/sub-delegation form and voting instructions and their transmission), to the addresses indicated above and/or to the Freephone number: 800 134 679.

Presentation of new proposals to the Shareholders Meeting.

For the purpose of supplement and partial amendment of what is indicated in the Notice of Convocation, considering the possibility of participation in the Shareholders' Meeting exclusively through the Designated Representative, the persons who have the right to vote, even if they represent less than one fortieth of the share capital, they may individually table resolutions and/or votes on the items on the agenda which must, in any case, be presented to the Corporate Affairs Office, within **October, 16 2020**. The proposals - subject to verification of their relevance to the topics on the agenda as well as their accuracy and completeness with regard to the applicable legislation - will be published within **October 19, 2020** on the Company's website, in order to enable those entitled to vote to express themselves consciously, also taking into account these new proposals and, therefore, to allow the Designated Representative to collect any voting instructions also on the same.

Right to ask questions on items on the agenda

In place of the provisions of the Notice of Convocation, and taking into account the possibility of participation in the Shareholders' Meeting exclusively through the Designated Representative, those who have the right to vote can ask questions on the agenda even before the Shareholders' Meeting, by sending them to the Company **by the end of the 7th open stock market trading day before the date set for the Shareholders' Meeting**, i.e. within **October 19, 2020**. Questions received within the deadline specified and which are in line with the items on the agenda will be answered by October 26, 2020, by publication in the appropriate section of the website, with the right to provide a single answer to questions with the same content.

The Extract of this Notice will be published in the newspaper "*Italia Oggi*" of 7 October 2020.

For the Board of Directors

The President: Gianpietro Benedetti (signed)

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