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Societa' : EQUITA GROUP

Identificativo : 173286

Informazione
Regolamentata

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Diffusione presunta

Oggetto : Notice of call of the Ordinary and
Extraordinary Shareholders' Meeting of
Equita Group (20 April 2023)

Testo del comunicato

Vedi allegato.

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting (the "**Meeting**") of **Equita Group S.p.A.** (the "**Company**" or "**Equita Group**") is convened, at the Company's registered office in Milan, Via Filippo Turati 9, **in single call**, on **20 April 2023**, at **11:00 a.m.**, to resolve on the following

Agenda

Ordinary part

1. Financial statements at 31 December 2022:
 - 1.1 Approval of the financial statements at 31 December 2022: related and consequent resolutions. Presentation of the consolidated financial statements at 31 December 2022.
 - 1.2 Allocation of the profit for the year and distribution of the dividend to the shareholders using, in part, the reserves: related and consequent resolutions.
2. Report on the Remuneration Policy and on Fees Paid:
 - 2.1 First Section – Remuneration and incentive policy applicable to the Equita Group with effect from 2023: related and consequent resolutions (binding resolution).
 - 2.2 Second Section – Fees paid in 2022: related and consequent resolutions (non-binding resolution).
3. Appointment of the Board of Directors:
 - 3.1 Determining the number of members.
 - 3.2 Determining the term of office.
 - 3.3 Appointing the members of the Board of Directors.
 - 3.4 Appointing the Chair of the Board of Directors.
 - 3.5 Determining the Directors' fees.
4. Appointment of the Board of Statutory Auditors:
 - 4.1 Appointing the members of the Board of Statutory Auditors.
 - 4.2 Appointing the Chair of the Board of Statutory Auditors.
 - 4.3 Determining the fees of the Chair of the Board of Statutory Auditors and of the Standing Auditors.
5. Mutually-agreed termination of the engagement for the statutory audit of the financial statements with KPMG S.p.A. and assignment of the new engagement for the statutory audit of the financial statements for the period 2023 – 2031. Determining the related fees. Related and consequent resolutions.
6. Authorisation to purchase and dispose of treasury shares, upon revocation of the resolution of 28 April 2022; related and consequent resolutions.

Extraordinary part

1. Proposed allocation to the Board of Directors, pursuant to article 2443 of the Italian Civil Code, of the power to increase the share capital under article 2349 of the Italian Civil Code, by issuing shares to be granted to employees of Equita Group S.p.A. and/or its subsidiaries as part of incentive plans; consequent amendment of article 5 of the current By-laws; related and consequent resolutions.
2. Proposed allocation to the Board of Directors, pursuant to article 2443 of the Italian Civil Code, of the power to increase the share capital for consideration, in one or more tranches and also in separate issues, excluding the option right, under article 2441.4.2 of the Italian Civil Code; consequent amendment of article 5 of the current By-laws; related and consequent resolutions.

The Company decided to avail of the option – established by Law decree no. 18 of 17 March 2020, implementing "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses following the epidemiological emergency from COVID-19" (the "Cura Italia decree"), converted with amendments by Law no. 27 of 24 April 2020, the application of which was last extended by Law decree no. 198 of 29 December 2022, converted with amendments by Law no. 14 of 24 February 2023 - of holding the Shareholders' Meeting exclusively

through the representative designated pursuant to article 135-*undecies* of Legislative decree no. 58/1998 (“TUF”), without physical presence of the Shareholders.

Share Capital

The share capital of the Company, subscribed and fully paid-in, is equal to €11,587,376.30, represented by 50,925,028 ordinary shares all with no expressed par value.

In accordance with article 6 of the By-laws, each share gives the right to one vote, except as provided under article 6*bis* (Increased voting rights) of the above-mentioned By-laws, based on which each share gives the right to two (2) votes if the conditions specified in article 6*bis* above apply. The regulation on increased voting rights and the shareholders with a shareholding greater than 5% who have requested to be enrolled on the list for increased voting rights are published on the website www.equita.eu in the *Corporate Governance / Share Capital, Shareholders and Increased Voting Rights* section. At the date of this notice of call (the “**Notice**”), 20,537,659 ordinary shares have obtained the increased voting rights and, therefore, the total number of voting rights comprising Equita Group's share capital is 71,462,687.

At the date this Notice is published, the Company holds 3,901,490 treasury shares (whose voting rights are suspended), representing 7.7% of the share capital of the Company.

Right to attend

In accordance with article 83-*sexies* of the TUF, the right to attend the Meeting and exercise voting rights – which may only take place through a designated representative – shall be confirmed by a communication made to the Company by the intermediary, that each eligible person must request from its depositary intermediary, in compliance with the accounting records, in favour of the person having the voting right, on the basis of the accounting records relating to the end of the accounting day of the seventh open trading day prior to the date set for the Meeting on a single call (record date: **11 April 2023**). Those being Company’s shareholders after such date, based on the accounting records, shall not be entitled to attend and vote in the Meeting.

The communication of the intermediary shall be received by the Company by the end of the third open trading day prior to the date of the Meeting (i.e., by **17 April 2023**). 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.

The Directors, the Statutory Auditors, the representative of the Independent Auditors, the designated representative pursuant to article 135-*undecies* of the TUF and the other parties who have a right to attend the Meeting pursuant to the law, the By-laws and the Shareholders' Meeting Regulations, may participate in the Meeting via video-telephone connection systems that allow for the identification of the participants, their participation and the exercise of their voting rights, in compliance with the applicable provisions in force. Conversely, as already mentioned, the Shareholders may attend the Meeting exclusively through their designated representative.

Attendance at the Shareholders' Meeting and granting of proxy to the Shareholders' Representative

Pursuant to article 106 of the Cura Italia decree, whose application was extended, attendance at the Meeting of those with voting rights will take place exclusively through Monte Titoli S.p.A., with registered office in Milan (MI - 20123), Piazza degli Affari 6, (“**Monte Titoli**”), as the representative designated by the Company pursuant to article 135-*undecies* of the TUF (the “**Designated Representative**”).

The proxy is conferred, at no cost for the delegating party (except for any delivery costs), with voting instructions on all or some of the Agenda Items, by means of the specific form available, with the relevant instructions for completion and transmission, on the Company's website at www.equita.eu (*Corporate Governance - Shareholders' Meetings* section).

The proxy to the Designated Representative, with the voting instructions, together with a copy of a currently valid ID document of the delegating party or, if the delegating party is a legal person, of the *pro tempore* legal representative or other party entrusted with the appropriate powers, and the appropriate documentation certifying the delegating party's

qualification and powers, must be received by the Designated Representative, by the end of the second trading day prior to the date of the Meeting (i.e., by **18 April 2023**), in one of the following ways:

- (i) transmission of a digital copy (PDF), to the certified email address RD@pec.euronext.com (Re: “Proxy Equita Group 2023 Shareholders' Meeting”) from one’s certified email box, or, alternatively, transmission of a digital copy (PDF) signed with a qualified electronic or digital signature, to the certified email address RD@pec.euronext.com (Re: “Proxy Equita Group 2023 Shareholders' Meeting”) from one email box;

or

- (ii) transmission in original by courier or registered letter with return receipt to Monte Titoli S.p.A. – to the attention of Ufficio Register & AGM Services, Piazza degli Affari 6, 20123 Milan (Re: “Proxy Equita Group 2023 Shareholders' Meeting”), sending in advance a digital copy (PDF) by ordinary e-mail to the following address: RD@pec.euronext.com (Re: “Proxy Equita Group 2023 Shareholders' Meeting”).

Accordingly, the proxy shall only be effective with regard to the proposals for which voting instructions have been given. The shares covered by the proxy, including partially, are considered for the purpose of the regular constitution of the Meeting. With respect to proposals for which no voting instructions are given, the shares are not considered for the purposes of calculating the majority and percentage of capital required to approve the resolutions.

The proxy and voting instructions may be withdrawn by the end of the second trading day before the date set for the Meeting (i.e., **18 April 2023**) in the manner indicated above.

Pursuant to the Cura Italia decree and its extensions, the Designated Representative may also be granted proxies and/or sub-proxies pursuant to article 135-novies of the TUF, as an exception to article 135-undecies.4 of the TUF.

Therefore, those who do not plan to avail of the attendance method envisaged by article 135-undecies of the TUF, may, alternatively, grant the Designated Representative a proxy or sub-proxy pursuant to article 135-novies of the TUF, necessarily containing voting instructions on all or some of the proposals on the Agenda, by using the specific proxy/sub-proxy form, available on the Company's website www.equita.eu (Corporate Governance - Shareholders' Meetings section).

The aforesaid proxies/sub-proxies pursuant to article 135-novies of the TUF shall be submitted in accordance with the procedures indicated above and set forth in the proxy form. The proxies must be received no later than **6.00 p.m.** on the day prior to the Meeting, i.e., by **19 April 2023** (and, in any case, before the beginning of the meeting). The proxy and the voting instructions may always be revoked as described earlier, within the above time limit.

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 or by telephone on (+39) 02.33635810 (during open office days, from 9:00 a.m. to 5:00 p.m.).

No procedures for voting by correspondence or by electronic means are envisaged.

Integration of the Agenda and proposals for new resolutions

Pursuant to article 126-bis of the TUF, the Shareholders representing, also together with other shareholders, at least one-fortieth of the share capital may request, within ten (10) days of the publication of this Notice (i.e., by **20 March 2023**), to integrate the Agenda 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.

The requests, together with the certification confirming ownership of the Shareholders' investments (issued by the intermediaries with which their shares are deposited), shall be made in writing and submitted, within the above-mentioned time, to the Company (specifically, to the Board of Directors, for the attention of the Ufficio Affari Legali e Societari, Via Filippo Turati 9, 20121 Milan), by registered letter with return receipt or by certified email (equitagroupspa@legalmail.it) (notwithstanding that, for the purposes of the latter method of transmission, the email may be sent from a non-certified email address).

Shareholders requesting the integration of the Agenda shall also draft a report outlining the reason for such integration or for the proposals for new resolutions regarding items already included in the Agenda. The report shall be submitted, by the same modalities for the submission of the request for integration, to the Board of Directors of the Company by the term provided for the submission of the above-mentioned request for integration (i.e., **20 March 2023**).

Information regarding the Agenda's integration or the proposals for new resolutions on items already included on the Agenda will be provided to the market by the same modalities required for the publication of this Notice, at least fifteen (15) days prior to the date of the Meeting (i.e., by **5 April 2023**). 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 Milan at Via Filippo Turati 9, on the Company website www.equita.eu (*Corporate Governance - Shareholders' Meetings* section) and on the authorised *eMarket Storage* mechanism at www.emarketstorage.com, at the same time the news to the market is published. 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 Milan at Via Filippo Turati 9, on the Company website www.equita.eu (*Corporate Governance - Shareholders' Meetings* section) and on the authorised *eMarket Storage* mechanism at www.emarketstorage.com, the report prepared by the Shareholders, accompanied by their assessments, if any.

No integration of the Agenda shall be permitted for items upon which the Meeting resolves, under the laws, 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. 1 of the TUF.

Individual proposals for resolutions

Since attendance to the Meeting of those entitled to vote may only take place through the Designated Representative, the Shareholders, pursuant to article 126-bis of the TUF, may individually put forward proposals for resolutions related to the items on the Agenda by **3 April 2023**, by sending them, in writing, together with the certification confirming ownership of the Shareholders' investments (issued by the intermediaries with which their shares are deposited), within the above deadline, to the Company (and, specifically, to the Board of Directors, to the attention of Ufficio Affari Legali e Societari, Via Filippo Turati 9, 20121 Milan), by registered letter with return receipt or to the certified e-mail address equitagroupspa@legalmail.it (notwithstanding that, for the purposes of the latter method of transmission, the email may be sent from a non-certified email address). Proposals received within the terms and methods illustrated above will be published on the Company website by **5 April 2023**, so that the holders of the right to vote may view them for the purposes of granting proxies and/or sub-proxies, with the respective voting instructions, to the Designated Representative. For the purposes of the above, the Company reserves the right to check the relevance of the proposals with respect to the items on the Agenda, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposing parties.

Right to raise questions on items of the Agenda

In accordance with article 127-ter of TUF, those having voting rights may raise questions on items of the Agenda, 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., **11 April 2023**).

Questions, together with the communication issued by the authorised intermediary in compliance with the applicable law, attesting the entitlement to exercise such right, shall be submitted to the Company (to the attention of the Ufficio

Affari Legali e Societari) to the certified email address equitagroupspa@legalmail.it (notwithstanding that the email may be sent from a non-certified email address), by the above-mentioned term.

The questions received within the specified terms shall be answered no later than the second day prior to the date of the Meeting, i.e., no later than **18 April 2023 at 11:00 a.m.**, by means of publication on the Company's website.

Ownership of the voting right may also be confirmed after the questions have been submitted, but no later than the third day following the record date (i.e., no later than **14 April 2023**).

Please note that *i)* no answer is due, even during the Meeting, to questions submitted before the Meeting, if the requested information is already available in a "Q&A" format on the Company's website www.equita.eu (*Corporate Governance - Shareholders' Meetings* section) or when the answers have already been published on the Company's website and *ii)* the Company may, in any case, provide single answers to questions having the same content.

Appointment of the Board of Directors

In accordance with article 11.1 of the By-laws, the Company is managed by a Board of Directors which is composed of 7 (seven) to 11 (eleven) members.

Before appointing the Board of Directors, the Shareholders, in their Ordinary Meeting, determine the number and term in office of the members. Directors are appointed on the basis of lists according to the procedure established in article 12 of the By-laws - published on the Company website www.equita.eu (*Corporate Governance - By-laws* section), to which express reference shall be made for that not stated hereunder and in compliance with the applicable laws and regulations.

In compliance with article 12 of the By-laws, the lists may be presented by the outgoing Board of Directors or by those shareholders who, alone or together with other shareholders, own at least 4.5% (four point five per cent) of the share capital with voting rights. This must be proven by filing proper certification issued by the intermediary who ascertains the ownership of said investment necessary to present the list.

Shareholders may not present or exercise their voting rights for more than one list, even through a third-party or trust company.

The lists presented by shareholders, signed by those who present them, shall be filed at the registered office in Milan at Via Filippo Turati 9 or, preferably, by sending them to the certified mail address equitagroupspa@legalmail.it, at least twenty-five (25) days prior to the date set for the Meeting. The aforementioned deadline expires on Sunday, 26 March 2023 and is therefore extended to the following day, Monday, **27 March 2023**. The lists shall be made available to the public by the Company at the registered office, on the authorised eMarket Storage mechanism at www.emarketstorage.com and on the Company website www.equita.eu (in the *Corporate Governance - Shareholders' Meetings* section) at least twenty-one (21) days before the date set for the Meeting (i.e., by **30 March**).

Together with each list the following must also be filed within the aforesaid deadline of **27 March 2023**:

- (i) information on the identity of the shareholders who presented the list with the total percentage of investment held, proven by appropriate certification issued by a legally-certified intermediary;
- (ii) the CV containing the personal and professional characteristics of the individual candidates with indication, if any, of those qualifying as independent;
- (iii) the statements with which the individual candidates accept their candidacy and certify, under their responsibility, the non-existence of reasons for incompatibility or of ineligibility, and the existence of the requirements established by the By-laws and by the applicable legal and regulatory provisions.

Ownership of the minimum investment percentage necessary for presenting lists, equal to 4.5% of the share capital entitled to vote, is determined considering the shares registered in the name of the shareholder on the day when the lists are filed at the Company. The relevant certification can also be produced after the list is filed, provided that it is before the deadline set for the Company to publish the lists (i.e., by **30 March 2023**), by notification issued by an authorised intermediary pursuant to legislation in force.

Furthermore, in compliance with the provisions of Consob Communication DEM/9017893 dated 26 February 2009, shareholders that present a “minority list” are required to file - together with the list and relevant documents specified above - a statement certifying the absence of relationships connecting them, as defined by the aforesaid Communication, with the shareholders holding, also jointly, a controlling interest or plurality interest and that submitted and/or voted for the “majority list”. Shareholders are requested to examine the above-mentioned Consob Communication.

Lists containing a number of candidates equal to or greater than 3 (three) shall also include a number of candidates of a different gender, so that the percentage of candidates belonging to the less represented gender belongs to the percentage of candidates envisaged by the applicable legal and regulatory provisions on gender balance.

The lists presented without complying with the aforesaid requirements and with the provisions set out in article 12 of the By-laws are considered not presented.

The Directors are elected following the provisions under article 12 of the By-laws, available on the Company website www.equita.eu (*Corporate Governance - By-laws section*).

For further information about the appointment of the Board of Directors, please refer to the report on the relevant item of the agenda prepared by the Board of Directors pursuant to article 125-ter of the TUF and made available to the public within the terms and according to the methods set forth by law at the registered office of the Company in Milan, Via Filippo Turati 9, on the Company website www.equita.eu (*Corporate Governance - Shareholders’ Meetings section*) and on the authorised eMarket Storage mechanism at www.emarketstorage.com.

Appointment of the Board of Statutory Auditors

In accordance with article 17.1 of the By-laws, company management is controlled by a Board of Statutory Auditors, consisting of 3 (three) Standing Auditors and 2 (two) Alternate Auditors, appointed and operating in accordance with the law.

The Statutory Auditors are appointed on the basis of lists according to the procedure established in article 18 of the By-laws - published on the Company website www.equita.eu (*Corporate Governance - By-laws section*), to which express reference shall be made for that not stated hereunder and in compliance with the applicable laws and regulations.

In compliance with article 18 of the By-laws, the lists may be presented by those shareholders who, alone or together with other shareholders, own at least 4.5% (four point five per cent) of the share capital with voting rights. This must be proven by filing proper certification issued by the intermediary who ascertains the ownership of said shareholding necessary to present the list. The aforementioned lists are divided into two sections: one for candidates for the position of Standing Auditor and the other for candidates for the position of Alternate Auditor.

Shareholders may not present or exercise their voting rights for more than one list, even through a third-party or trust company. Shareholders belonging to the same group and shareholders adhering to a shareholders’ agreement concerning shares of the issuer cannot present or vote more than one list, even through a third-party or trust company. A candidate may only be on one list under penalty of ineligibility.

The lists presented by shareholders, signed by those who present them, shall be filed at the registered office in Milan at Via Filippo Turati 9 or, preferably, by sending them to the certified mail address equitagroupspa@legalmail.it, at least twenty-five (25) days prior to the date set for the Meeting. The aforementioned deadline expires on Sunday, 26 March 2023 and is therefore extended to the following day, Monday, **27 March 2023**. The lists shall be made available to the public by the Company at the registered office, on the eMarket Storage mechanism at www.emarketstorage.com and on the Company website www.equita.eu (in the *Corporate Governance - Shareholders' Meetings* section) at least twenty-one (21) days before the date set for the Meeting (i.e., by **30 March 2023**).

Together with each list the following must also be filed within the aforesaid deadline of **27 March 2023**:

- (i) information on the identity of the shareholders who presented the list with the total percentage of stake held, proven by appropriate certification issued by a legally certified intermediary.
- (ii) the CV containing the personal and professional characteristics of the individual candidates;
- (iii) the statements with which the individual candidates accept their candidacy and certify, under their responsibility, the non-existence of reasons for incompatibility or of ineligibility, and the existence of the requirements established by the By-laws and by the applicable legal and regulatory provisions.

Ownership of the minimum investment percentage necessary for presenting lists, equal to 4.5% of the share capital entitled to vote, is determined considering the shares registered in the name of the shareholder on the day when the lists are filed at the Company. The relevant certification can also be produced after the list is filed, provided that it is before the deadline set for the Company to publish the lists (i.e., by **30 March 2023**), by notification issued by an authorised intermediary pursuant to legislation in force.

Furthermore, in compliance with the provisions of article 144-*quinquies* of Consob's Issuer regulation and Consob Communication DEM/9017893 dated 26 February 2009, the shareholders that present a "minority list" are required to file - together with the list and relevant documents specified above - a statement certifying the absence of relationships connecting them, as defined by the aforesaid Communication, with the shareholders holding, also jointly, a controlling interest or plurality interest and that submitted and/or voted for the "majority list". Shareholders are requested to examine the above-mentioned Consob Communication.

With respect to the composition, lists containing a number of candidates equal to or greater than 3 (three) shall also include a number of candidates of a different gender, so that the percentage of candidates belonging to the less represented gender belongs to the percentage of candidates envisaged by the applicable legal and regulatory provisions on gender balance.

If by the deadline for filing the lists (i.e., within **27 March 2023**) only one list has been filed, or lists have been presented only by shareholders who, pursuant to the applicable legal and regulatory provisions, are connected to each other, additional lists may be presented up until 6:00 p.m. of the third day following said deadline (i.e. until **30 March 2023**). In this case, the minimum shareholding stake for presenting lists will be cut in half, and will therefore be equal to 2.25% of the share capital.

The lists presented without complying with the aforesaid requirements and with the provisions set out in article 18 of the By-laws are considered not presented.

The Directors are elected following the provisions under article 18 of the By-laws, available on the Company website www.equita.eu (*Corporate Governance - By-laws* section).

For further information about the appointment of the Board of Statutory Auditors, please refer to the report on the relevant item of the agenda prepared by the Board of Directors pursuant to article 125-*ter* of the TUF and made available

to the public within the terms and according to the methods set forth by law at the registered office of the Company in Milan, Via Filippo Turati 9, on the Company website www.equita.eu (*Corporate Governance - Shareholders' Meetings* section) and on the authorised *eMarket Storage* mechanism at www.emarketstorage.com.

Documentation

The documentation regarding the Shareholders' Meeting required by legislation in force, including the reports thereon, are made available to the public within the terms set forth by law at the registered office of the Company in Milan at Via Filippo Turati 9, on the Company website www.equita.eu (*Corporate Governance - Shareholders' Meetings* section) and on the authorised *eMarket Storage* mechanism at www.emarketstorage.com.

Milan, 10 March 2023

*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 (*Corporate Governance - Shareholders' Meetings* section) on 10 March 2023 and, in abstract, on the newspaper "Domani" on 11 March 2023.*

Fine Comunicato n.20115-6

Numero di Pagine: 10