

**GRUPPO  
ORSERO****EXTRACT OF NOTICE CONVENING THE****EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF ORSERO S.P.A.**

Holders of ordinary shares are convened to the Extraordinary and Ordinary Shareholders' Meeting of Orsero, exclusively by means of telecommunication, to be held on **April 26, 2023, at 4:00** p.m., on single call, to discuss and pass resolutions on the following

**AGENDA****Extraordinary part**

1. Amendments to the Articles of Association. Related and consequent resolutions.

**Ordinary part**

1. Approval of the separate financial statements as at December 31, 2022, complete with the reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the 2022 consolidated financial statements. Presentation of the 2022 Sustainability Report - Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016. Allocation of the profit for the year and distribution of the dividend. Related and consequent resolutions:
  - 1.1 Approval of the separate financial statements as at December 31, 2022, complete with the reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors;
  - 1.2 Allocation of the profit for the year and distribution of the dividend.
2. Report on the "2023 Remuneration Policy and 2022 Fees Paid" pursuant to Art. 123-ter of the TUF:
  - 2.1 Binding resolution on "Section One" on the remuneration policy pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of the TUF;
  - 2.2 Non-binding resolution on "Section Two" on fees paid pursuant to Art. 123-ter, paragraph 6 of the TUF.
3. Appointment of the Board of Directors:
  - 3.1 determination of the number of members;
  - 3.2 determination of the term of office;
  - 3.3 appointment of the members of the Board of Directors;
  - 3.4 Appointment of the Chairman of the Board of Directors;
  - 3.5 determination of fees.
4. Appointment of the Board of Statutory Auditors for the 2023-2025 three-year period
  - 4.1 appointment of the Board of Statutory Auditors and its Chairman;
  - 4.2 determination of fees.
5. Approval of an incentive compensation plan based on financial instruments called "*Orsero S.p.A. 2023 - 2025 Performance Share Plan.*" Related and consequent resolutions.
6. Authorization to purchase and dispose of treasury shares, pursuant to the joint provisions of Arts. 2357 and 2357-ter of the Italian Civil Code, as well as Art. 132 of the TUF and the relative implementing provisions, subject to revocation of the previous authorization for the portion not executed. Related and consequent resolutions.



All information about:

- the amount of the share capital and voting rights;
- legitimacy and procedures for attending and voting at the Shareholders' Meeting (record date April 17, 2023);
- the procedure for exercising proxy voting exclusively through the Company's designated representative in accordance with the law;
- the deadline for exercising the right to ask questions before the Shareholders' Meeting and the right to supplement the agenda and submit further proposals for items to be included on the agenda;
- the terms and conditions for the presentation of lists for the appointment of the Board of Directors and the Board of Statutory Auditors;
- the terms and conditions for obtaining the proposed resolutions, explanatory reports on items on the agenda and documents to be submitted to the Shareholders' Meeting;

is available in the meeting notice, which should be referred to for the details and which is published in full on the Company's website [www.orserogroup.it](http://www.orserogroup.it) in the "Governance/Shareholders' Meeting" section and is available on the authorized storage mechanism "eMarket STORAGE" (accessible at [www.emarketstorage.com](http://www.emarketstorage.com)).

We would also like to inform you that the annual financial report as of December 31, 2022, including the draft annual financial statements, the consolidated financial statements, the report on operations (which includes the consolidated non-financial statement as of December 31, 2022 pursuant to Italian Legislative Decree 254/2016) and the certificates and reports envisaged *ex lege*, as well as the Report on Corporate Governance and Ownership Structures, will be available at the Company's registered office, on the authorized storage mechanism "eMarket STORAGE" (accessible at [www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company's website [www.orserogroup.it](http://www.orserogroup.it), Governance/Shareholders' Meeting section, by March 31, 2023. The documentation pursuant to Art. 77, paragraph 2-bis of Consob Regulation no. 11971/99 and Art. 15, paragraph 1, letter a) of Consob Regulation no. 20249/17 will be available at the Company's registered office at least 15 days before the date of the Shareholders' Meeting, i.e., by April 11, 2023.

Milan, March 16, 2023