

TREVI – Finanziaria Industriale S.p.A.

Registered Office: Cesena (FC), Via Larga 201

Share capital: Euro 123,044,339.55 fully paid-up

Forlì - Cesena Register of Companies, Tax Code and VAT No. 01547370401

Forlì - Cesena Chamber of Commerce Business Register [REA] No. 201,271

Website: <http://www.trevifin.com>

CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Those who are entitled to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting, exclusively through the Designated Representative as specified below, at the Company's registered office on 10 May 2023 at 10:00 a.m., on first call and, if necessary, on 11 May 2023, same place and time, on second call, to discuss and resolve on the following

AGENDA

1. **Financial statements at 31 December 2022, accompanied by the Directors' Report, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors. Presentation of the Consolidated Financial Statements at 31 December 2022 and the Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree 254/2016. Proposal for the allocation of the loss for the year. Resolutions thereon.**
2. **Report on the remuneration policy and the remuneration paid:**
 - 2.1 approval of the first section of the report pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree No. 58 of 24 February 1998;
 - 2.2 resolutions pertaining to the second section of the report pursuant to Art. 123-ter, paragraph 6 of Italian Legislative Decree No. 58 of 24 February 1998.
3. **Appointment of a Director to integrate the Board of Directors. Resolutions thereon.**
4. **Proposal to approve a medium-long term incentive plan pursuant to Art. 114-bis of Italian Legislative Decree No. 58 of 24 February 1998. Resolutions thereon.**

5. Increase in the fee due to the auditing firm KPMG S.p.A. for the statutory audit assignment. Resolutions thereon.

Procedures for the Shareholders' Meeting pursuant to Italian Legislative Decree No. 18 of 17 March 2020

The Company has decided to avail itself of the option provided for by Art. 106, paragraph 4, of Italian Decree Law No. 18 of 17 March 2020, converted with amendments into Italian Law of 24 April 2020, the application of which was last extended by Italian Decree Law No. 198, converted with amendments into Italian Law of 24 February 2023 (the “**Decree**”). The attendance at the Shareholders' Meeting by those having the voting right may take place exclusively through the Representative designated by the Company pursuant to Art. 135-*undecies* of Italian Legislative Decree No. 58 of 24 February 1998 (“TUF” – Italian Consolidated Law on Finance), i.e., the Company “Monte Titoli S.p.A.”, with registered office in Milan, Piazza degli Affari No. 6 (the “**Designated Representative**”) - as specified below.

Without prejudice to the above regarding the possibility for those entitled to vote to intervene exclusively through the Designated Representative, it is hereby noted that the Directors, the Statutory Auditors, the secretary of the meeting, the same Designated Representative and the other persons entitled to attend the Shareholders' Meeting other than those entitled to vote may also participate by means of telecommunication systems that guarantee their identification, without it being necessary in any case for the Chairperson of the Shareholders' Meeting and the person in charge of drawing up the minutes (secretary or notary) to be in the same place. The instructions to attend the Shareholders' Meeting will be made available by the Company to the aforementioned persons.

Right to attend the Shareholders' Meeting and exercise the voting right

Pursuant to Art. 83-*sexies* of TUF and Art. 17 of the Articles of Association, those who have the voting right are entitled to attend the Shareholders' Meeting, exclusively through the Designated Representative. The legitimate attendance of the Shareholders' Meeting and the exercise of voting rights is certified by a

statement to the Company issued by the authorised intermediary based on the evidence in its accounting records and relating to the term of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call, i.e., **28 April 2023** (the "**Record date**"). Therefore, any person who becomes holder of shares after that date will not have the right to attend and vote at the Shareholders' Meeting and will not be able to issue a proxy to the Designated Representative.

The notice from the intermediary shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call and, therefore, by 05 May 2023. However, shareholders will be eligible to attend and vote if such notices are received by the Company after the aforesaid deadline, provided that they are received before the start of the meeting proceedings of the single call.

There are no procedures for voting by correspondence or by electronic means.

Proxies at the Shareholders' Meeting

As allowed by Art. 106, paragraph 4 of the Decree, **the attendance at the Shareholders' Meeting of those who have the voting right is allowed exclusively through representation, by granting a proxy to the Designated Representative.**

The proxy may be granted, at no cost to the delegating party (except for any shipping costs), with voting instructions on all or some of the proposals on the agenda.

The proxy shall be granted by signing, with a handwritten signature or with a qualified electronic signature or digital signature, in accordance with the current legislation, the specific form available on the Company's website at www.trevifin.com, in the "Governance/Shareholders' Meetings" section or at the Company's registered office and shall be received in original by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., by 11:59 p.m. on 8 May 2023 or, if the Shareholders' Meeting is held on second call, by 11:59 p.m. of 9 May 2023) together with a copy of an identity document of the Delegating Shareholder with current validity or, if the Delegating Shareholder is a legal entity, of the *pro tempore* legal representative or other person with appropriate powers, together with appropriate

documentation to attest their qualification and powers, by the above-mentioned Designated Representative at the certified e-mail address RD@pec.euronext.com: i) for proxies with a handwritten signature, by hand delivery during office hours (from 9:00 a.m. to 5:00 p.m.) or by courier or registered letter with return receipt to the attention of the Register Services Dept. of Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan, (Ref. “Delega Assemblea_TREVI maggio 2023”); ii) for proxies with a qualified electronic signature or digital signature, without prejudice to hand delivery at the registered office or the forwarding of the original proxy complete with voting instructions by certified e-mail to RD@pec.euronext.com. The proxy and voting instructions may be revoked within the above-mentioned deadline.

It should be noted that the shares for which proxy has been granted, even partially, are counted for the purpose of validly constituting the Shareholders’ Meeting. The proxy shall have no effect with regard to proposals for which no voting instructions have been given.

Notwithstanding the mandatory granting of proxy to the Designated Representative, this latter may be granted proxies or sub-proxies pursuant to Art. 135-*novies* of TUF, also by way of derogation from the provisions of Art. 135-*undecies*, paragraph 4 of TUF. For the purposes of any such intermediate proxies, it is possible to use the proxy form made available on the Company’s website at www.trevifin.com, in the “Governance/Shareholders’ Meetings” section, or in paper format made available at the Company’s registered office.

Proxies/sub-proxies pursuant to Art. 135-*novies* of TUF are notified to the Designated Representative in accordance with the procedures indicated in the proxy form available on the Company’s website at the above address, and to Monte Titoli S.p.A. by e-mail at RD@pec.euronext.com.

Right to submit questions on the items on the agenda

Pursuant to Art. 127-*ter* of TUF, Shareholders with voting rights, for whom the Company has received a notice from an authorised intermediary in accordance with current legislation, may submit questions on the items on the agenda even prior to the Shareholders’ Meeting, by sending them in writing to the

Company, along with information concerning the identity of the shareholders who submitted them at the registered office by e-mail to the certified e-mail address trevifinanziaria@legalmail.it before the record date, i.e., 28 April 2023.

The item on the agenda to which each question refers shall be expressly indicated. The Company will not take into account questions received that are not strictly relevant to the items on the agenda of the Shareholders' Meeting.

In order to allow those entitled to vote to express their vote through the Designated Representative, also taking into account the answers provided by the Company to the questions received prior to the Shareholders' Meeting within the aforementioned deadline and in the aforementioned manner, the questions received prior to the Shareholders' Meeting will also be answered by publication on the Company's website at www.trevifin.com, in the "Governance/Shareholders' Meetings" section by 12:00 noon of 8 May 2023.

The Company may provide a single reply to questions with the same content.

It should be noted that, pursuant to the aforementioned Art. 127-ter of TUF, no reply is necessary, even during the Shareholders' Meeting, to questions raised prior to it, when the information required is already available in "FAQ" format in a special section that may be prepared and made available on the Company's website or when the answer has been published on the same website.

Integration of the agenda and presentation of new proposed resolutions on items already on the agenda (pursuant to Art. 126-bis, paragraph 1, first sentence, TUF).

Pursuant to Art. 126-bis of TUF, Shareholders, who individually or jointly account for one fortieth of the share capital may ask for the integration of the list of items on the agenda, specifying in the request the additional item they propose or presenting proposed resolutions on items already on the agenda as per this Notice of call.

The requests for integration of the items on the agenda or presentation of proposed resolutions on items already on the agenda shall be submitted in writing, by registered letter with return receipt addressed to

the registered office of the Company, to the attention of the Board of Directors or by certified e-mail at trevifinanza@legalmail.it, along with any information necessary for the identification of the applicants, within 10 days from the publication of this Notice of call (i.e., by 17 April 2023).

Shareholders in favour of whom the Company has received specific notice from an authorised intermediary in accordance with current legislation proving their ownership of the share capital required above are entitled to request an integration of the agenda or to present new proposed resolutions.

By the same deadline and in the same manner, any applicants shall also submit to the Board of Directors a report giving the reason for the proposed resolutions on the new items for which they propose discussion or the reason relating to additional proposed resolutions presented on items already on the agenda.

Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda are disclosed by the Company in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the Shareholders' Meeting on first call, i.e., 25 April 2023.

Concurrently with the publication of the notice of integrations to the agenda or the presentation of proposed resolutions on items already on the agenda, the reports drawn up by Shareholders requiring integrations or presenting further proposed resolutions accompanied by any assessments of the Board of Directors shall be made available to the public by the Company at the registered office, on the Company's website at www.trevifin.com, in the "*Governance/Shareholders' Meetings*" section, also in accordance with the other modalities set out for the report on the items on the agenda referred to in Art. 125-ter, paragraph 1 of TUF.

It should be noted that integrations to the agenda are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Board of Directors or on the basis of a project or report prepared by them (other than the reports on each item on the agenda referred to in Art. 125-ter, paragraph 1 of TUF).

Presentation of new proposed resolutions on items already on the agenda (pursuant to Art. 126-bis, paragraph 1, second-last sentence, TUF)

Since attendance to the Shareholders' Meeting is allowed exclusively through the Designated Representative, for the sole purpose of this Shareholders' Meeting it is envisaged that those with voting rights may individually present proposed resolutions to the Company on the items on the agenda - pursuant to Art. 126-bis, paragraph 1, second-last sentence of TUF – by 27 April 2023.

Shareholders in favour of whom the Company has received specific notice from an authorised intermediary in accordance with current legislation are entitled to present new proposed resolutions.

Such proposed resolutions shall be submitted in writing, by registered letter with return receipt addressed to the registered office of the Company, to the attention of the Board of Directors or by certified e-mail at trevifinanziaria@legalmail.it, along with any information necessary for the identification of the applicants.

Proposed resolutions received by the Company within the terms and in the manner described above will be published on the Company's website at www.trevifin.com, in the "Governance/Shareholder Meetings" section by 2 May 2023, so that those with voting rights can view them for the purpose of granting proxies and/or sub-proxies, with the related voting instructions, to the Designated Representative.

For the purposes of the above, as well as in relation to the proceedings of the meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable regulations, as well as the legitimacy of the applicants.

Documentation

The documentation concerning the items on the agenda required by the applicable statutory provisions and regulations - including the reports on the items on the agenda with the full text of the proposed resolution, as well as the Annual Financial Report, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors and the Consolidated Non-Financial Statement at 31 December 2022 - will be made available to the public at the Company's registered office, on the centralised storage

mechanism “EMarket STORAGE” - available at www.emarketstorage.com - and on the Company’s website at www.trevifin.com, in the “*Governance/Shareholders’ Meetings*” section, under the terms set out in current legislation; those entitled to vote may obtain a copy.

The Company’s registered office is open to the public for consultation and/or delivery of copies of the above documents to all interested parties on weekdays from Monday to Friday from 9 a.m. to 6 p.m.

For any further information, please contact the *Investor Relations* Office of the Company at the following telephone number: +390547 319411 or at the following e-mail address investorrelations@trevifin.com.

Cesena, 07 April 2023

The Chief Executive Officer

Giuseppe Caselli