

**GIGLIO GROUP S.P.A.**

Registered office in Piazza Diaz 6, Milan, 20123

Share capital of € 4,393,604.40 (fully paid-up)

Milan, Monza, Brianza and Lodi Companies Registration Office and VAT number 07396371002

Economic &amp; Admin. Register no. 2091150

**NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Shareholders with voting rights for the Shareholders' Meeting of Giglio Group S.p.A. (hereinafter also referred to as, "**Giglio**" or the "**Company**") are hereby called to attend the Ordinary and Extraordinary Shareholders' Meeting to be held on **17 November 2023** at **12:00** in single call at Piazza della Meridiana 1 - 16124, Genoa (GE) (hereinafter also referred to as the "**Meeting**"), to discuss and resolve upon the following

**AGENDA****ORDINARY PART**

1. Appointment of a board member following resignation and subsequent co-optation pursuant to Art. 2386 of the Italian Civil Code and to the current By-laws. Resolutions pertaining thereto and resulting therefrom.

**EXTRAORDINARY PART**

1. Paid increase in share capital, in tranches, with exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, by the final deadline of 31 December 2023 for an amount up to a total of € 5,000,000.00, including any share premium, through the issue of ordinary shares having the same characteristics as the ordinary outstanding Giglio shares and regular dividend rights, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors; consequent modification of Art. 6 of the Company's By-laws. Resolutions pertaining thereto and resulting therefrom.
2. Granting of an authorisation to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code to increase the share capital via a paid increase in tranches without option rights for an amount of € 5,000,000.00 including any share premium, to be subscribed by 31 December 2023 and to be carried out in one or more tranches within five years from the date of the resolution, through the issue of ordinary shares having the same characteristics as the outstanding ones and regular dividend rights, with the exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors; consequent modification of Art. 6 of the Company's By-laws. Resolutions pertaining thereto and resulting therefrom.
3. Amendment to Art. 3 of the Company's By-laws ("Company Object") following the merger by incorporation of E-COMMERCE OUTSOURCING S.r.l. in Giglio and to Art. 11 ("Disclosure Obligations") and 15.4 following the Company's transfer from the STAR segment to Euronext Milan.

**SHARE CAPITAL AND SHARES WITH INCREASED VOTING RIGHTS**

As of the date of publication of this call, the share capital of Giglio, subscribed and paid-in, amounts to € 4,149,295.00, divided into 21,968,022 ordinary shares, without nominal value. Each ordinary share gives the right to one vote in the ordinary and extraordinary shareholders' meetings of the Company, except for the shares with reference to which the increased voting right has been achieved (in the ratio of two voting rights for each share). As of the date of publication of this call, the Company does not hold own treasury shares. Information regarding the composition of the share capital are available on the Company's Website at [www.giglio.org](http://www.giglio.org) ("Investor relations - Shareholders ID" section).



Article 6 of Giglio's By-laws governs the increased vote, with the consequence that, in compliance with the provisions of art. 120, paragraph 1, of the CFA, the total number of voting rights must be understood by share capital. Following the increases in voting rights achieved on the date of publication of this notice, the total number of voting rights is equal to no. 34,194,481. For further information, also with reference to the special list pursuant to art. 6.2.1 of the By-laws ("**Special List**"), please refer to the website [www.giglio.org](http://www.giglio.org) (section "Governance" - "Shares With Increased Voting Rights").

### **RIGHT TO ATTEND AND VOTE IN THE MEETING**

Pursuant to Art. 83-sexies of the Legislative Decree no. 58 of 24 February 1998 ("**CFA**") and to Art. 12 of the By-laws, the individuals for whom the authorised intermediary (pursuant to the applicable rules) shares with the Company, upon the request of the individual with right to vote, the communication certifying the ownership of said right upon the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting in single call (08 November 2023 - record date) shall have a right to attend the Meeting and vote.

Debit and credit entries made on the accounts after the record date shall not be taken into account for the purpose of entitlement to vote in the Shareholders' Meeting. Therefore, those individuals who shall hold shares of the Company after said record date shall not be entitled to participate nor vote in the Meeting.

The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the Shareholders' Meeting (therefore, by 14 November 2023). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting.

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

Pursuant to Art. 127-ter of the CFA, individuals with voting rights may pose questions on the items of the agenda also before the beginning of the Meeting, by sending them to the Company before the record date (i.e., by **08 November 2023**); the Company shall not be held accountable for the requests received after said date. The Company, upon assessing their relevance with the items on the agenda of the Meeting and the right of the individual who poses them, shall provide an answer to these questions at least two days before the Shareholders' Meeting (i.e. by **15 November 2023**), also through a publication on a specific section of the Company's website, for the purpose of allowing individuals with a right to attend and vote to express their opinion knowingly with regard to the items on the agenda.

It is noticed that the entitlement of the right to vote may be certified also after the submission of the questions, but always before the third day after the record date (i.e. by **11 November 2023**). The Company may provide a single answer to multiple questions with the same content.

The submission of the aforementioned questions - together with the identification data of the individuals submitting them, as well as with the notification issued by the authorised intermediary pursuant to the applicable regulation certifying the right to vote of the individual proposing the question -shall take place via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: [giglio@arubapec.it](mailto:giglio@arubapec.it).

### **INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING AND DRAFT RESOLUTIONS ON ITEMS ON THE AGENDA**

In accordance with Article 126-bis of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the present notice



(i.e. by 28 October 2023), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Said request shall be delivered in writing to the Company within the aforementioned term via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: [giglio@arubapec.it](mailto:giglio@arubapec.it), to the attention of the Legal and Corporate Affairs Office. Each request shall be submitted together with a report outlining the reasons for the draft resolutions of new items to be added to the Agenda or the reasoning concerning further resolutions to be presented on items already on the Agenda.

Within the same aforementioned term, the Company shall receive a notification from the authorised intermediary, pursuant to applicable regulations, certifying the ownership of a share in the capital of the Company as requirement for eligibility to exercise the right to request a supplementation of the agenda and to present new draft resolutions.

In any event, each individual with voting rights shall be able to submit draft resolutions independently during the Meeting, on the items of its Agenda.

Any request of supplementation of the agenda or new resolution proposals on items already on the agenda shall be disclosed at least fifteen days before the date of the Meeting (i.e. **02 November 2023**) with the same procedures set forth for the disclosure of this notice. At the same time, the reports submitted by those individuals who requested a supplementation and/or proposed new resolutions shall be disclosed with the same procedure set forth for the Meeting's documents, along with any assessment of the Board of Directors.

It is noted that the supplementation of the Agenda is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-ter, par.1 of the CFA.

### EXERCISE OF PROXY VOTING

Pursuant to article 135-novies of the CFA and article 12 of the By-laws, those who have the right to vote may be represented at the Shareholders' Meeting by means of a proxy available at the registered office and in the appropriate section of the Company's website [www.giglio.org](http://www.giglio.org), in the section Corporate Governance/Shareholders' Meetings/Meeting 17 November 2023. Said request shall be delivered in writing to the Company within the aforementioned term via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: [giglio@arubapec.it](mailto:giglio@arubapec.it), to the attention of the Legal and Corporate Affairs Office.

It is noted that, pursuant to Art. 135-novies of the CFA, the representative may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original version and the identity of the delegating person. The representative shall preserve the original proxy and keep track for one year, starting from the end of the Meetings' works, of any voting instruction received".

Proxy may be granted through a computer-generated document signed in electronic form in accordance with Legislative Decree no. 82 of 7 March 2005.

### SHAREHOLDERS' APPOINTED REPRESENTATIVE

Pursuant to Art. 135-undecies of the CFA, the Company appointed Monte Titoli S.p.A. ("**Monte Titoli**") as individual to whom shareholders may freely delegate their rights (the "**Appointed Representative**"), with the exception of any dispatch cost. Voting instructions on all or some of the draft resolutions related to the items on the agenda must be attached to the proxy.

The proxy must be granted via subscription of the specific proxy form made available in the specific section of the Company's website at [www.giglio.org](http://www.giglio.org), in the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 17 November 2023 " section and



subsequently sent, as indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting, i.e. by 15 November 2023.

Proxies and their voting instructions can be revoked by the same term as mentioned above. The proxy shall have no effect on the draft resolutions for which the shareholder gave no voting instructions. For further information, see the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 17 November 2023" section of the Company's website at [www.giglio.org](http://www.giglio.org). The Appointed Representative will be available to shareholders to provide any information and clarifications that may be necessary via e-mail to [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or to the number (+39) 02.33635810 on business days, from 9:00 to 17:00.

It is noted that the shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the Shareholders' Meeting. With regard to proposals for which no voting instructions are given, the shares concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.

## DOCUMENTS

All documents related to the Shareholders' Meeting, including the Explanatory Notes of the Board of Directors, the draft resolution on the first item of the agenda for the ordinary meeting and on the third item for the extraordinary one, as well as the information on the share capital and all the forms to be used for proxy and correspondence vote shall be made available to the public according to the procedures and time limits laid down by law, and all Shareholders and individuals with voting rights shall have the power to obtain a copy thereof. The Meeting's documents shall be made available at the Company's registered office (Milan, Piazza Diaz 6), with the authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company's website ([www.giglio.org](http://www.giglio.org)).

The Explanatory Notes of the Board of Directors, drawn up pursuant to Art. 2441, par. 6 of the Italian Civil Code, to Art. 72 of Consob Regulation no. 11971/1999, as subsequently amended and integrated, and to Art. 125-ter of Legislative Decree no. 58/98, as well as the fair value analysis on the value of the shares issued for a share capital increase submitted by the Auditing Company pursuant to Art. 158 of Legislative Decree no. 58/98 on the first and second items on the agenda of the extraordinary meeting shall be made available to the public in line with the deadlines set forth in applicable laws, i.e. by 27 October 2023, at the Company's headquarters (Piazza Diaz, 6, Milan), on the authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company's website ([www.giglio.org](http://www.giglio.org)).

This notice of call shall be published, pursuant to Art. 125-bis of the CFA, Art. 84 of Consob Regulation no. 11971/1999 and Art. 12 of the By-laws, on the Company's website ([www.giglio.org](http://www.giglio.org) – *Corporate Governance – Shareholders' Meetings*), on the website of the authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)), and on Italia Oggi on 18 October 2023 as an excerpt.

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The Company reserves its right to integrate and/or amend the contents of this notice should this become necessary following the evolution of the current public health situation and the possible introduction, upon provisions issued by the competent authorities, of alternative modalities for the performance of the Shareholders' Meetings works.

Milan, 18 October 2023

The Chairman of the Board of Directors

Alessandro Giglio