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NEWLAT FOOD S.p.A.

REGISTERED OFFICE IN REGGIO EMILIA – VIA J. F. KENNEDY, 16

SHARE CAPITAL € 43,935,050.00 FULLY SUBSCRIBED AND PAID-IN

REGISTRATION IN THE REGGIO EMILIA COMPANY REGISTER NO. 277595 AND TAX ID AND VAT NUMBER 00183410653

COMPANY SUBJECT TO MANAGEMENT AND COORDINATION BY NEWLAT GROUP S.A.

PURSUANT TO ARTICLES 2497 ET SEQ. OF THE ITALIAN CIVIL CODE

NOTICE OF CONVOCAZIONE OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Newlat Food S.p.A. is convened at the registered office of the Company Newlat Group S.A., located in Paradiso (Switzerland), Via Geretta 8, in accordance with the procedures set forth below, on 29 April 2024, on first call, at 12.00 noon, and where necessary on second call on 6 May 2024, same place and time, to discuss and resolve on the following:

AGENDA

1. **Approval of the Financial Statements as at 31 December 2023, accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Related resolutions. Presentation of the consolidated financial statements as at 31 December 2023.**
2. **Allocation of the profit for the year. Related resolutions.**
3. **Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (TUF):**
 - 3.1 **Binding vote on Section I.**
 - 3.2 **Advisory vote on Section II.**
4. **Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.**

* * *

The Company has decided to avail itself of the option established by Article 106 of Italian Law-Decree no. 18/2020, converted by Italian Law no. 27/2020 and as last extended by Law no. 21/2024 ("Decree"), providing that Shareholders may only participate in the Shareholders' Meeting through a representative appointed pursuant to Article 135-undecies of Italian Legislative Decree no. 58/98 (Consolidated Law on Finance - "TUF"), without participating in person themselves.

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INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF CONVOCAZIONE

The subscribed and paid-in share capital amounted to € 43,935,050.00 divided into 43,935,050 ordinary shares without nominal value, all of which have voting rights with the exception of treasury shares whose voting rights are suspended.





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Each share is assigned one vote or two votes pursuant to art. 6, paragraph 9 of the Articles of Association, in the event of a positive assessment of this right by the board of directors.

ELIGIBILITY FOR PARTICIPATION IN THE SHAREHOLDERS' MEETING.

Pursuant to article 83-sexies of the TUF, eligibility to participate in the Shareholders' Meeting and to exercise the right to vote – which may only take place through a designated representative – is attested by a communication made by a qualified intermediary to the person entitled to vote on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. 18 April 2023, so-called record date). Those who hold shares only after that date will not be entitled to participate and vote at the Shareholders' Meeting.

The communication from the intermediary must reach 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 24 April 2024. However, eligibility to participate and vote remains if the notice is received by the Company after the aforementioned deadline but before the start of the Shareholders' Meeting. The Directors, the Statutory Auditors, the secretary of the meeting and/or the Notary, the representative of the Independent Auditors as well as the representative appointed pursuant to article 135-undecies of the TUF, as well as any other persons authorised by the Chair of the Board of Directors, may also attend the Shareholders' Meeting, or exclusively through the use of remote connection systems that allow their identification in a manner that the Chair will define and communicate to each of the aforementioned persons, in compliance with current applicable provisions.

PARTICIPATION IN THE SHAREHOLDERS' MEETING AND DELEGATION OF A PROXY TO THE SHAREHOLDERS' REPRESENTATIVE

As permitted by art. 106 of the Decree, the participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Studio Segre S.r.l. as appointed representative of the Company pursuant to art. 135-undecies of the TUF (“Designated Representative”).

The proxy can be granted at no cost to the delegator along with voting instructions on all or some of the proposals on the agenda using the specific form made available on the Company's website at www.newlat.it, in the *Corporate Governance – Shareholders' Meeting* section.

The proxy with voting instructions must be submitted together with a copy of a valid identity document of the delegating Shareholder or, if the delegating Shareholder is a legal person, of the legal representative pro tempore or of another person with appropriate powers, together with documentation certifying their qualification and powers, to the aforementioned Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting even at second call (i.e. by 25 April 2024 and 2 May 2024, respectively), sending it by registered mail with return receipt to the address “Studio Segre S.r.l.” - Via Valeggio 41 - 10129 Turin, Italy, or by sending an email to the PEC certified email address segre@legalmail.it (subject line "Proxy 2024 Newlat Shareholders' Meeting") from a certified email address (or failing that from an ordinary email address).

The proxy and voting instructions may be revoked during the same period within which they may be conferred.





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Proxies and/or sub-proxies may also be delegated pursuant to article 135-novies of the TUF, as an exception to article 135-undecies, paragraph 4 of the TUF. Those who do not intend to avail themselves of the method of participation envisaged by art. 135-undecies of the TUF may alternatively grant the same Designated Representative proxy or sub-proxy pursuant to art. 135-novies of the TUF, necessarily containing instructions on how to vote on all or some of the items on the agenda by using the proxy/sub-proxy form made available on the Company's website (at www.newlat.it, in the *Corporate Governance – Shareholders' Meeting* section) at no expense to the delegator. For the submission of such proxies/sub-proxies, the procedures specified above and detailed in the proxy form must be followed. The proxy must be received no later than 6 pm on the day before the Shareholders' Meeting (and in any case before the beginning of the meeting's proceedings). Within the aforementioned period the proxy and voting instructions may always be revoked in the aforementioned manner.

The communication to the Company made by the authorised intermediary certifying entitlement to attend the Shareholders' Meeting is also necessary in the event of a proxy being conferred on the Designated Representative of the Company. Therefore, in the absence of the aforementioned communication the proxy must be considered null and void.

The Company reserves the right to supplement and/or amend the above instructions in accordance with any subsequent legal and/or regulatory provisions. Any amendments, updates or clarifications will be made available in a timely manner in the same method as the publication of the notice of call and/or in any case through the information channels envisaged by current law.

QUESTIONS ON THE ITEMS ON THE AGENDA.

Pursuant to article 127-ter of the TUF, those entitled to vote may ask questions on the items on the agenda before the Shareholders' Meeting, by sending them to the Company no later than the seventh trading day prior to the date of the Shareholders' Meeting on first call (i.e. by 18 April 2024), in writing by registered letter with return receipt to the registered office of the Company located in Reggio Emilia (RE), Via Kennedy 16, or by PEC certified email to newlat@pec.it. The legal basis for exercising this right is attested by the submission to the Company, at the addresses indicated above, of a specific communication issued by the intermediaries authorised in accordance with the law, certifying ownership of such right. Questions received before the Shareholders' Meeting shall be answered at the latest by 12.00 noon of the third day prior to the date set for the Shareholders' Meeting on first call. The Company may provide a single answer to questions having the same content. Answers will be made available on the Company's website at www.newlat.it, in the *Corporate Governance – Shareholders' Meeting* section.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS.

Pursuant to art. 126-bis of the TUF, within ten days of the publication of this notice shareholders who even jointly represent at least one-fortieth of the share capital may request the addition of items to the agenda, specifying in the request the additional items proposed or presenting proposals for resolutions on items already on the agenda by Monday, 15 April 2024. Note also that additions to the items to be discussed are not permitted for items on which the Shareholders' Meeting, in accordance with the law, resolves on a proposal from the Directors or on the basis of a project or report prepared thereby, other than those referred to in art. 125-ter, paragraph 1, of the TUF. Questions must be submitted by registered letter with return receipt to the registered office or by certified email at newlat@pec.it and must be accompanied by a report on the matters proposed for discussion, as well as the communication/certification issued by an authorised intermediary proving the entitlement to exercise the right. Any additions to the agenda shall be made known in the same manner as this notice of call at least fifteen days before the date set for the first





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call, within which the report prepared by the Proposing Shareholders shall be made available to the public. Proposals for resolutions on matters already on the agenda will instead be notified by publication on the Company's website at www.newlat.it in the section *Corporate Governance – Shareholders' Meeting* by Wednesday, 17 April 2024 so that the holders of voting rights may examine them for the purpose of granting proxies or sub-proxies to the Designated Representative.

In the case of proposals for resolutions on the items on the agenda other than those formulated by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn), and only in the event that such proposal is rejected the proposals of the Shareholders will be put to a vote. These proposals, if alternative to each other, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to a vote first is rejected will the next proposal be put to a vote in order of represented capital and so on.

DOCUMENTATION.

The documentation required by current legislation relating to the items on the agenda, including among other things the full text of the proposed resolutions, will be made available to the public in accordance with the law at the registered office and on the website at www.newlat.it in the *Corporate Governance - Shareholders' Meeting* section. It will also be available on the authorised eMarket storage mechanism at www.emarketstorage.com.

The Articles of Association are available at www.newlat.it in the *Corporate Governance - Shareholders' Meeting* section.

Pursuant to art. 125-bis of Italian Legislative Decree 58/1998, the extract of this notice of convocation will be published in the newspaper *Italia Oggi* on 19 March 2024.

Reggio Emilia, 19 March 2024

For the Board of Directors
The Chair
(Angelo Mastrolia)

