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Oggetto : Tesmec S.p.A. - Call of the Shareholders Meeting April 30th 2025

Testo del comunicato

Vedi allegato

TESMEC S.P.A.

Registered office
Piazza Sant' Ambrogio, 16 – 20123 Milan
Milan Register of Companies no. 314026
Tax and VAT code: 10227100152
Share capital Euro 15,702,162
Website: www.tesmec.com

CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The persons legitimately entitled to attend and exercise voting rights are convened to the ordinary Shareholders' Meeting of Tesmec S.p.A. (“**Tesmec**” or “**Company**”) at the Tesmec operational headquarters in Grassobbio (BG), Via Zanica 17/O 24050, on 30 April 2025 at 10:30 a.m. in single call to discuss and deliberate on the following:

AGENDA

- 1. Approval of the financial statements as at 31 December 2024 and presentation of the Tesmec Group’s consolidated financial statements and relevant reports, including sustainability statement; allocation of result for the period; related and consequent resolutions.**
 - 1.1 Approval of the financial statements as at 31 December 2024;**
 - 1.2 Allocation of profit or loss for the period.**
- 2 Resolutions regarding the report on the policy of remuneration and compensation paid pursuant to Article 123-ter of Legislative Decree 58/1998 and Article 84-quater of CONSOB Regulation no. 11971/1999; related and consequent resolutions.**
 - 2.1 Binding vote on the remuneration policy relating to 2025 illustrated in the first section of the report;**
 - 2.2 Consultation on the second section of the report regarding the fees paid in 2024 or relating to them.**
- 3. Authorisation to purchase and dispose of treasury shares, following the revocation of the previous authorization decided by the Ordinary Shareholders' Meeting on April 18, 2024; related and consequent resolutions.**
- 4. Appointment of the Board of Directors; related and consequent resolutions.**
 - 4.1 Determination of the number of members of the Board of Directors;**
 - 4.2 Determination of the period of office of the Board of Directors;**
 - 4.3 Appointment of the members of the Board of Directors;**
 - 4.4 Appointment of the Chairman of the Board of Directors;**
 - 4.5 Determination of the remuneration of the members of the Board of Directors.**
- 5. Appointment of the Board of Statutory Auditors: related and consequent resolutions.**
 - 5.1 Appointment of three Standing Auditors and two Alternate Auditors;**
 - 5.2 Appointment of the Chairman of the Board of Statutory Auditors;**
 - 5.3 Determination of the remuneration of the members of the Board of Statutory Auditors.**

Information in the share capital at the date of the call notice

The share capital of Tesmec totals Euro 15,702,162.00 represented by 606,460,200 ordinary shares with no nominal value. The shares are registered, indivisible, freely transferable and, pursuant to Article 9 of the Articles of Association, each share gives the right to one vote in the ordinary and extraordinary Shareholders' Meetings of the Company, without prejudice to the provisions of that provision of the Articles of Association with reference to the increase in voting rights. At the time of this notice of call, the Company holds 4,711,879 treasury share and none of the shares have achieved the increased voting right.

Therefore, the total number of voting rights that can be exercised at the Meeting is 601,748,321.

Right to attend and vote at the Shareholders' Meeting

Pursuant to Article 8 of the Articles of Association and in accordance with the provisions of Article 135-*undecies*.1 of the Consolidated Law on Finance (T.U.F.), attendance at the Shareholders' Meeting by those entitled to vote and the exercise of voting rights may **only take place through the designated representative** without physical participation of shareholders; the aforementioned designated representative may also be granted proxies and/or sub-delegates pursuant to Article 135-*novies* of the Consolidated Law on Finance (T.U.F.), as an exception to Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance (T.U.F.).

Entitlement to attend the Shareholders' Meeting and exercise voting rights is attested by a communication to the Company, made by the intermediary, in favor of the person who is entitled to vote, based on the evidence relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting on single call ("record date"), coinciding with Thursday, April 17, 2025. Those who are found to own the shares only after the aforementioned record date will therefore not have the right to attend and vote at the Meeting. The broker's notice referred to above must be received by the Company by the end of the third trading day preceding the date set for the Meeting (i.e., by Friday, April 25, 2025). However, the entitlement to attend and vote remains intact if the notice is received by the Company after this deadline, provided that it is received by the start of the meeting proceedings of this convocation.

Pursuant to Article 8 of the Articles of Association, the directors, auditors, representatives of the auditing firm, notary public, Designated Representative and other persons who are allowed to attend the Shareholders' Meeting pursuant to the law and the Articles of Association, other than those who have the right to vote, may also, or only, attend the Shareholders' Meeting through the use of remote connection systems that guarantee the identification of the participants and their participation, in accordance with current and applicable regulations, in accordance with the procedures that will be made known by the Company to the aforementioned persons.

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

Participation in the Shareholders' Meeting and conferral of proxy to the Designated Representative

Pursuant to Article 8 of the Articles of Association and in accordance with the provisions of Article 135-*undecies*.1 of the Consolidated Law on Finance (T.U.F.), attendance at the Shareholders' Meeting by those entitled to vote and the exercise of voting rights is permitted **exclusively through Computershare S.p.A.** with registered office at Via Lorenzo Mascheroni No. 19, 20145 - Milan (MI) and with offices at Via Nizza 262/73, 10126 - Turin (TO), the shareholders' representative designated by the Company, pursuant to Articles 135-*undecies* and 135-*undecies*.1 of the TUF (the "**Designated Representative**").

All those with the right to attend and vote who intend to take part in the Shareholders' Meeting must therefore confer, as per mandatory requirements, the appropriate proxy to the Designated Representative.

Conferral of proxies and sub-proxies to the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance (T.U.F.)

The proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance (T.U.F.) may be conferred, at no expense for the delegating party (with the exception of any postage expenses), through the specific form, prepared by said Designated Representative in agreement with the Company, and made available, with the

associated instructions for compilation and transmission, on the Company's website at the address www.tesmec.com (Governance / Shareholders' Meetings section) in the section dedicated to this Shareholders' Meeting as well as at the Company's registered office and/or administrative office.

The proxy form to be notified to the Designated Representative with the relevant voting instructions together with an identity document and any documentation proving signing powers must be sent by following the instructions on the form itself and on the Company website before the second open market day before the Shareholders' Meeting (i.e. by Monday **28 April 2025**) and the conferral of the proxy may be revoked within the aforementioned deadline and using the same methods.

The Designated Representative, notwithstanding Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance (T.U.F.), may also be given sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance (T.U.F.), using the same form as above, which must be received by Computershare S.p.A. in the same manner and within the terms indicated above, it being understood that the Appointed Representative may accept sub-delegations and voting instructions even after the aforementioned deadline provided that it is received by 12:00 noon on April 29, 2025.

Proxies or sub-delegations so conferred shall be effective only for those proposals in respect of which voting instructions have been given.

For any clarifications regarding the conferral of the proxy to the Designated Representative (and, in particular, regarding the compilation of the proxy form and the voting instructions and their transmission), as well as for requesting the proxy form, the Designated Representative will be available for clarifications or information at the number +39 011 092 3200 or via e-mail at the address sedeto@computershare.it.

Right to pose questions before the Shareholders' Meeting

Pursuant to Article 127-*ter* and Article 135-*undecies*.1, Paragraph 3, of the Consolidated Law on Finance (T.U.F.), those who are entitled to vote at the Shareholders' Meeting may ask questions on items on the agenda by the record date (i.e. by Thursday, April 17, 2025).

The questions must be submitted by sending them accompanied by the certification released by the intermediary proving their capacity as shareholders, to the e-mail address tesmecspa@pec.it, with the indication, in the subject of the email, of the words "*Shareholders' Meeting 2025 - Questions on items on the agenda pursuant to art. 127-ter Legislative Decree 24 February 1998 n. 58*". The ownership of the right to vote can also be attested after the submission of the questions provided within the third day following the record date (i.e. by Sunday 20 April 2025) by indicating the communication issued by the intermediary to the Company.

Questions received within the indicated deadlines will be answered by 12:00 noon of Sunday 27 April 2025, by publication in the specific section of the Company's website.

The Company can provide a unified response to questions with the same content. An answer is not due, not even during the Shareholders' Meeting, to the questions asked before it when the answer has been published in accordance with the law. The Company will not answer questions that do not comply with the methods, terms and conditions indicated above.

Additions to the agenda and submission of new draft resolutions

Pursuant to Article 126-*bis* of the Consolidated Law on Finance (T.U.F.), the Shareholders who, including jointly, represent at least one fortieth of the share capital with voting rights can request, within ten days from the publication of this notice, additions to the agenda, specifying in the request the further arguments or the new draft resolutions proposed on items already on the agenda. The request must be submitted in writing by the proposing Shareholders by e-mail to the address tesmecspa@pec.it, accompanied by the relevant communication issued by the intermediary proving the ownership of the above-mentioned fraction of share capital. Within the above-mentioned term of ten days and using the same methods, any proposing Shareholder must deliver to the Board of Directors a report that outlines the reason for the draft resolutions on new items that they propose be discussed or the reason for the additional draft resolutions submitted on items already on the agenda. No addition to the agenda is allowed for those arguments on which the Shareholders' Meeting resolves, in accordance with the law, upon proposals made by the directors or on the basis of a project or report

prepared by them, other than those indicated under Article 125-ter, paragraph 1, of the Consolidated Law on Finance (T.U.F.)

For any additions to the agenda or the submission of further proposed resolutions on matters already on the agenda of the Shareholders' Meeting, notice shall be given, in the same form prescribed for the publication of this notice, at least 15 days before the date set for the Shareholders' Meeting. On the same date, the Company shall make available to the public, in the manner set forth in Article 125-ter, paragraph 1, of the Consolidated Law on Finance (T.U.F.), the further resolution proposals on matters already on the agenda, the reports submitted by the Shareholders, as well as any evaluations of the Board of Directors.

The Company reserves the right not to accept resolution proposals sent by certified mail that are illegible or transmitted with damaged or otherwise illegible files. Please indicate in the accompanying message a telephone number or e-mail address at which the sender can be contacted. For the purpose of the relevant publication, as well as in connection with the conduct of the meeting proceedings, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the proposers.

The right to make individual draft resolutions

Pursuant to Article 135-undecies.1, paragraph 2, of the TUF, the presentation of resolution proposals at the Shareholders' Meeting is not permitted. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance (T.U.F.), those entitled to vote may individually submit resolution proposals on items on the agenda or proposals whose submission is otherwise permitted by law by the fifteenth day prior to the date of the single call of the Shareholders' Meeting (i.e. by Tuesday, April 15, 2025).

The draft resolutions must be submitted by 12:00 noon of Tuesday, April 15, 2025, by having them sent by certified e-mail to tesmecspa@pec.it, with the subject line of the e-mail stating "Shareholder Meeting 2025 - Individual draft resolutions"

The draft resolutions must contain the text of the resolution and be accompanied by information on the identity of the person submitting and the percentage of the share capital held at the date of submission, as well as the notice sent by the intermediary to the Company.

Eligibility for the individual submission of resolution proposals is subject to the Company's receipt of the notice issued by the intermediary certifying ownership of the voting right provided for in Article 83-sexies of the Consolidated Law on Finance (T.U.F.).

The validly submitted proposals will be made available to the public within two days after the deadline for submitting them (i.e. Thursday, April 17, 2025), by the Company on its website www.tesmec.com in the section dedicated to this Shareholders' Meeting, as well as by the other applicable methods pursuant to the laws and regulations in force.

The Company reserves the right not to accept draft resolutions sent by certified mail that are illegible or transmitted with damaged or otherwise illegible files. Please indicate in the accompanying message a telephone number or e-mail address at which the sender can be contacted. For the purpose of the relevant publication, as well as in relation to the conduct of the Shareholder meeting proceedings, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the proposers.

In case of draft resolutions on the items on the agenda alternative to those formulated by the Board of Directors, the draft resolution of the Board of Directors shall be put to the vote first (unless it is withdrawn) and, only if it is rejected, the Shareholders' draft resolutions shall be put to the vote. These draft resolutions, even in the absence of a draft resolution from the Board of Directors, will be submitted to the Shareholders' Meeting starting with the draft resolution submitted by the Shareholders representing the largest percentage of the share capital. Only if the draft resolution put to the vote is rejected will the next draft resolution be put to the vote in order of the share capital represented.

Submission of lists for the appointment of directors and auditors

Members of the Board of Directors and the Board of Statutory Auditors will be appointed on the basis of lists, submitted by shareholders in accordance with the provisions of Articles 14 and 22, respectively, of the current Articles of Association (to which reference should be made). Only those shareholders who, on the date of submission of such list, own, alone or together with others, shares with voting rights in the aggregate representing at least 4.5% of the subscribed and paid-up capital entitled to vote at the Ordinary Shareholders' Meeting for corporate offices shall have the right to submit a list. Each shareholder may not submit (or concur to submit), or vote for, even through a third party or trust company, more than one list. A candidate may be on only one list, under penalty of ineligibility.

Lists must be filed at the administrative office or sent to the Company by e-mail to the address: tesmecspa@pec.it (to the attention of Ms. Fjorela Puce) at least 25 (twenty-five) days before the date scheduled for the Shareholders' Meeting i.e. by Saturday, April 5, 2025. Please refer to Articles 14 and 22 of the Articles of Association for a detailed explanation of how and when to submit lists.

The lists will be made available to the public, on the website www.tesmec.com section "Shareholders' Meetings," as well as in the manner prescribed by the regulations in force, by the Company without delay and in any case at least 21 (twenty-one) days before the date scheduled for the Shareholders' Meeting i.e. Wednesday, April 9, 2025.

With particular regard to the appointment of the Board of Statutory Auditors, it should be noted that in the event that, by the deadline specified for the filing of lists for the appointment of the Board of Statutory Auditors (i.e., by Saturday, April 5, 2025), only one list has been filed, or only lists submitted by as many shareholders who, on the basis of the information provided and the documentation filed in accordance with the foregoing, are connected with each other pursuant to Article 144-quinquies of the Issuers' Regulations, the Company will notify without delay and shareholders may submit lists of candidates for the appointment of statutory auditors until the third day following such date (i.e., until Tuesday, April 8, 2025). In this case: (i) the minimum shareholding required for the submission of lists will be equal to 2.25% of the subscribed and paid-up capital having the right to vote at the Ordinary Shareholders' Meeting for corporate offices; (ii) the documentation proving the ownership of such shareholding at the time of the submission of the list must in any case be filed by Wednesday, April 9, 2025 in the manner provided for in Article 22 of the Articles of Association.

Articles 14 and 22 of the Articles of Association stipulate that the renewal of the Board of Directors and the Board of Statutory Auditors must take place in compliance with the pro tempore rules on gender balance and the applicable legal and regulatory framework. A share of at least two-fifths of the elected Directors and Statutory Auditors is reserved for the less represented gender. Therefore, it is required, i) pursuant to Article 14 of the Articles of Association, that Shareholders who intend to submit a list for the renewal of the Board of Directors bearing a number of candidates equal to or greater than three, include a number of candidates belonging to the less represented gender equal to at least two-fifths of the candidates (rounded up to the next higher unit, if applicable); and ii) pursuant to Article 22 of the Articles of Association, to Shareholders who intend to submit a list for the renewal of the Board of Statutory Auditors bearing a number of candidates equal to or greater than three, to include in the section of standing auditors a number of candidates belonging to the least represented gender equal to at least two-fifths of the candidates (rounded down to the nearest whole number, if applicable), as well as, if the section of alternate auditors indicates two candidates, one of each gender.

For anything not expressly stated in this Call of Notice of Shareholders' Meeting, please refer to the Reports of the Board of Directors on the items on the agenda of the Shareholders' Meeting available in the appropriate section of the website www.tesmec.it (Section "Shareholders' Meetings").

Lists for which all the above provisions will not be complied with will be considered as not submitted. Shareholders who intend to submit a list may contact Tesmec's Investor Relator, Ms. Fjorela Puce, in advance to acquire the necessary operational details.

Documents

The documents relating to the items on the agenda of the Shareholders' Meeting, including therein the reports containing the draft resolutions on the same, will be made available to the public within the terms provided by law through the filing at the administrative office in Grassobbio (BG), Via Zanica 17/O of the Company and on the website of Borsa Italiana S.p.A., in the centralised storage mechanism eMarketStorage which can be

consulted at the address www.emarketstorage.it, and will also be available on the Company's website www.tesmec.com, "*Shareholders' Meetings*" section, in accordance with the terms of the legislation in force, with the Shareholders and the parties legitimately entitled to vote able to obtain a copy of them.

The Articles of Association are available on the website of the Company www.tesmec.com .

Grassobbio, 20 March 2025

Tesmec S.p.A.

Fine Comunicato n.1155-9-2025

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