



## ASCOPIAVE S.p.A.

Via Verizzo, 1030 Pieve di Soligo (TV)

Share Capital Euro 234,411,575.00 fully paid-up

Fiscal Code, VAT No. and Treviso-Belluno Company Register No. 03916270261

### NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Ascopiave S.p.A. ("**Ascopiave**" or the "**Company**") is convened for the day 18<sup>th</sup> April 2023, on first call, at 3 pm, and for 19 April 2023, on second call, at 3 pm, at the offices of Notary Federico Tassinari, in Bologna (BO), Via Galliera, No. 8, to discuss and resolve upon the following

#### AGENDA

1. Annual financial statements as at 31 December 2022; allocation of profit for the year:
  - 1.1 approval of the financial statements as at 31 December 2022, accompanied by the Board of Directors' report on operations, the Board of Statutory Auditors' report and the Independent Auditors' report; presentation of the consolidated financial statements as at 31 December 2022;
  - 1.2 Approval of the proposed distribution of profits for the year; inherent and consequent resolutions.
2. Report on remuneration policy and compensation paid:
  - 2.1 Approval of the first section of the report on the remuneration policy and compensation paid drawn up pursuant to Article 123-ter of Legislative Decree no. 58 dated 24 February 1998 (*i.e.*, remuneration policy for the year 2023); resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 dated 24 February 1998; related and consequent resolutions;
  - 2.2 advisory vote on the second section of the report on remuneration policy and compensation paid prepared pursuant to Article 123-ter of Legislative Decree No. 58 dated 24 February 1998 (*i.e.*, report on compensation paid in the year 2022); resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 dated 24 February 1998.
3. Appointment of the Board of Directors and determination of their remuneration; related and consequent resolutions.
4. Appointment of the Board of Statutory Auditors and determination of its remuneration; related and consequent resolutions.
5. Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting dated 28 April 2022, for the portion not executed; related and consequent resolutions.

**In view of the above, the Shareholders' Meeting can be validly constituted and pass resolutions on the day 18<sup>th</sup> April 2023 in first call.**

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#### 1. PROCEDURES OF THE ASSEMBLY

The Company has decided to avail itself of the option envisaged by article 106, paragraph 4, of Decree-Law no. 18 dated 17 March 2020 on "*Measures to reinforce the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19*", converted into law through amendments by Law

no. 27 (the "**Cura Italia Decree-Law**"), the effectiveness of which was extended by Article 3.1, Decree-Law no. 228/2021, converted into law with amendments by Law no. 15 dated 25 February 2022 and, most recently, by paragraph 10-*undecies* of Article 3, Decree-Law no. 198/2022, converted into law with amendments by Law no. 14/2023.

In particular, pursuant to Article 106, paragraph 4, of the Consolidated Law on Finance, it is provided that participation in the Shareholders' Meeting by those entitled to attend may take place exclusively by granting proxy (or sub-delegation) to the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 dated 24 February 1998, Consolidated Law on Finance (hereinafter "**TUF**") - identified in Monte Titoli S.p.A, with registered office in Milan (the "**Designated Representative**" or "**Monte Titoli**") - in the manner specified below in the paragraph "*Representation at the Shareholders' Meeting*", the physical participation of individual Shareholders being precluded. The Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance, with the methods specified below in the paragraph "*Representation at Shareholders' Meetings*".

It is hereby specified that, without prejudice to the foregoing with regard to the possibility for those entitled to vote to intervene exclusively through the Designated Representative, the directors, the statutory auditors, the secretary of the meeting, the notary public, the Designated Representative himself, the representatives of the auditing firm as well as the other subjects whose participation in the Shareholders' Meeting is requested, may also participate in the latter exclusively by means of telecommunications that guarantee their identification, without it being necessary in any case for the chairman, the secretary and the notary to be in the same place, in the manner individually notified to them by the Company.

In consideration of the manner in which the Shareholders' Meeting is to be held, it shall be deemed duly convened and held at the offices of Notary Federico Tassinari, in Bologna (BO), Via Galliera, no. 8.

Any changes will be promptly announced in the same manner as the publication of the notice and/or in any case through the information channels envisaged by the legislation in force from time to time.

## **2. INFORMATION ON SHARE CAPITAL**

As of the date of this notice of call, Ascopiave share capital is equal to Euro 234,411,575.00, divided into 234,411,575 ordinary shares, with a par value of Euro 1.00 each. Each ordinary share gives the right to 1 (one) vote exercisable at the Shareholders' Meeting. In the event that the right to vote has become effective, each share entitles the holder to two votes.

Please also refer to the information published on the Company's website ([www.gruppoascopiave.it](http://www.gruppoascopiave.it), section "Corporate Governance" and "Investor Relator") for updates on the Company's updated shareholder and voting capital situation.

As of the date of this notice, the Company holds 17,701,578 treasury shares.

## **3. ENTITLEMENT TO ATTEND THE SHAREHOLDERS' MEETING AND EXERCISE VOTING RIGHTS**

The following are entitled to attend the Shareholders' Meeting and exercise their voting rights, exclusively by conferring specific proxy (or sub-delegation) to the Designated Representative: all those in favour of whom the Company has received a specific communication from an intermediary authorised to keep accounts pursuant to law, based on the accounting records relating to the end of the accounting day of the 7th (seventh) open market day (i.e. **5 April 2023**) prior to the date of the Shareholders' Meeting (the "record date"), in accordance with the provisions of Article 83-*sexies* of the Consolidated Finance Act and Article 11 of Ascopiave's Articles of Association (the "**Articles of Association**").

The aforementioned communication from the authorised intermediary must reach the Company by the end of the 3rd (third) trading day prior to the date set for the Shareholders' Meeting (i.e. **13 April 2023**). This is without prejudice to the right to attend and vote, again exclusively through the Designated Representative, if the communication is received by the Company subsequent to the aforementioned deadline, provided that it has been received prior to the start of the Shareholders' Meeting proceedings.

Credit and debit entries made on the accounts subsequent to the record date are not relevant for the purpose of legitimising the exercise of voting rights at the Shareholders' Meeting. Therefore, those who hold the Company's shares only after that date will not have the right to attend and vote at the Shareholders' Meeting and will not be able to grant proxy (or sub-delegate) to the Designated Representative; in this case, if the registration on the account of the shares takes place prior to the opening of the Shareholders' Meeting, they will be considered as not having participated in the approval of the resolutions pursuant to Article 127-bis, paragraph 2, of TUF.

It should be noted that the above communication to Ascopiave is made by the authorised intermediary at the request of the person holding the right. Holders of voting rights are requested to give instructions to the authorised intermediary that holds the relevant accounts, so that the aforementioned communication can be made to the Company. Any requests for notice by the authorised intermediary or financial charges for the fulfilment of the latter's duties are not attributable to the Company.

Please note that it is not possible to vote electronically and/or by correspondence.

#### **4. REPRESENTATION IN THE ASSEMBLY**

In accordance with the provisions of Article 106, paragraph 4, of the D.L. Cura Italia, the Company has availed itself of the option to provide that participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative and, in particular, by freely delegating the same as follows.

Proxies may alternatively be granted, in the manner described below, pursuant to:

- (i) Article 135-*novies* of TUF, by means of the 'ordinary proxy (or sub-delegation) form'; or
- (ii) of Article 135-*undecies* of TUF, by means of the 'proxy form to the designated representative'.

For any clarifications concerning the granting of proxy (and in particular concerning the filling in of the proxy form and the Voting Instructions and their transmission), persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com at (+39) 02.33635810 during open office days, from 0900 hours to 1700 hours.

#### **4.1 ORDINARY DELEGATION (OR SUB-DELEGATION) PURSUANT TO ARTICLE 135-NOVIES OF TUF**

Any person entitled to attend and exercise voting rights may be represented at the Shareholders' Meeting by the Designated Representative by means of a proxy (or sub-delegation) conferred pursuant to Article 135-*novies* of the Consolidated Law on Finance, Article 106 of the Italian Legislative Decree and Article 11.2 of the Articles of Association without any expenses borne by him except for those of transmission.

The proxy may be given using the proxy and/or sub-delegation form available on the Company's *website at [www.gruppoascopiave.it](http://www.gruppoascopiave.it)*. The proxy and/or sub-delegation to the Designated Representative must contain voting instructions on all or some of the proposals relating to the items on the agenda; the Designated Representative shall not express any vote at the Shareholders' Meeting in relation to those proposals for which he/she has not received precise voting instructions.

The proxy and/or sub-delegation must be sent to the Designated Representative, together with a copy of an identity document, currently valid, of the delegating party and, in the case of a legal entity, a copy of an identity document

of the legal representative *pro tempore*, or of another party with the appropriate powers, together with documentation proving the corporate powers (copy of Chamber of Commerce certificate or similar), no later than h 1800 hours of the day prior to the date of the Shareholders' Meeting on first call (and in any case prior to the start of the meeting proceedings), by means of one of the following alternative methods:

- (i) transmission of an electronically reproduced copy (PDF) to the certified mail address RD@pec.euronext.com (subject line "Proxy ASCOPLAVE 2023 Shareholders' Meeting") from one's own certified mailbox (or, failing that, from one's own mailbox of the electronic document signed with a qualified electronic or digital signature);
- (ii) transmission in original, by courier or registered mail with return receipt to the Register Services area, c/o Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy ASCOPLAVE 2023 Shareholders' Meeting") **in advance by e-mail (PDF)** to the following e-mail address: RD@pec.euronext.com (Ref. "Proxy ASCOPLAVE 2023 Shareholders' Meeting").

The proxy (or sub-delegation) and/or the related voting instructions are revocable within the period as above, in the same manner as used for their conferment.

#### **4.2 DELEGATION TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-UNDECIES TUF**

The proxy accompanied by the voting instructions may also be conferred, without expenses to be borne by the delegating party except for transmission expenses, to Monte Titoli, in its capacity as Designated Representative of the Company pursuant to Article 135-undecies of the Consolidated Law on Finance, Article 106 of the Italian Legislative Decree and Article 11.3 of the Articles of Association.

The proxy to the Designated Representative must be given using the specific proxy form, available on the Company's website at [www.gruppoascopiave.it](http://www.gruppoascopiave.it), in the area dedicated to the Shareholders' Meeting.

The proxy to the Designated Representative must contain voting instructions on all or some of the proposals relating to the items on the agenda. The proxy to the Designated Representative is effective only for the resolution proposals for which the delegating party has given voting instructions. The shares of the Company for which the proxy has been conferred, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting. On the other hand, in relation to proposals for which no voting instructions have been given, the Company's shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

The proxy form to the Designated Representative with the relevant voting instructions must be received by the Designated Representative by the end of the 2nd (second) trading day prior to the date of the Shareholders' Meeting (i.e., if the Shareholders' Meeting is held on first call, by 11:59 p.m. on **14 April 2023**, and by 11:59 p.m. on 17 April 2023, if the Shareholders' Meeting is held on second call), together with a copy of the currently valid identity document of the Proxy Granter and, in the case of a legal entity, a copy of the currently valid identity document of the Proxy Granter: 59 of 17 April 2023, in the event the Shareholders' Meeting is held on second call), together with a copy of the identity document, currently valid, of the delegating party and, in the event of a legal entity, a copy of an identity document of the legal representative *pro tempore*, or of another person with appropriate powers, together with documentation proving the corporate powers (copy of Chamber of Commerce certificate or similar). The proxy must be sent to the Designated Representative by one of the following alternative methods:

- (i) transmission of an electronically reproduced copy (PDF) to the certified mail address RD@pec.euronext.com (subject line "Proxy ASCOPLAVE 2023 Shareholders' Meeting") from one's own certified mailbox (or, failing that, from one's own mailbox of the electronic document signed with a qualified electronic or digital signature);

- (ii) transmission in original, by courier or registered letter with return receipt to the Register Services area, c/o Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan (Ref. " *Proxy ASCOPIAVE 2023 Shareholders' Meeting*") **in advance by e-mail (PDF)** to the following e-mail address: RD@pec.euronext.com (Ref. " *Proxy ASCOPIAVE 2023 Shareholders' Meeting*").

The proxy to the Designated Representative and the voting instructions can be withdrawn within the same time limit as above (i.e., if the Shareholders' Meeting is held on first call, by 11:59 p.m. on **14 April 2023**, or by 11:59 p.m. on 17 April 2023, if the Shareholders' Meeting is held on second call) and in the same manner as used for their conferment.

## **5. RIGHT OF MEMBERS TO ASK QUESTIONS ON AGENDA ITEMS**

Pursuant to Article 127-ter of TUF, those entitled to vote may submit questions on the items on the agenda prior to the Shareholders' Meeting. Questions must be received no later than 7 (seven) trading days prior to the date of the Shareholders' Meeting (and, therefore, no later than **5 April 2023**). Entitled to submit questions are those who have the right to vote and for whom the Company has received, by the third day following the *record date*, the appropriate certification issued by the authorised intermediary pursuant to the regulations in force, attesting the ownership of the shares by the applicant.

Applications may be submitted: (i) by registered mail with return receipt, to be sent to the registered office of Ascopiave at Via Verizzo, 1030, Pieve di Soligo (TV), or (ii) by certified e-mail to the address '*ascopiave@pec.ascocert.it*'.

Only questions relevant to the items on the agenda will be entertained. The Company may provide unitary answers to questions with the same content.

Questions received by the aforementioned deadline will be answered by **13 April 2023**, after verifying their relevance and the legitimacy of the applicant, through publication in the section of the Company's website at [www.gruppoascopiave.it](http://www.gruppoascopiave.it), in the area dedicated to the Shareholders' Meeting. The Company has decided to anticipate the deadline for providing a response, with respect to the provisions of Article 127-ter, paragraph 1-bis, of the Consolidated Law on Finance, in order to allow shareholders to make an informed choice for the purpose of voting instructions to the Designated Representative in a timely manner.

## **6. ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND PROPOSALS FOR RESOLUTIONS ON ITEMS BY SHAREHOLDERS HOLDING AT LEAST 2.5% OF THE SHARE CAPITAL**

Pursuant to the provisions of Article 126-bis of the Consolidated Law on Finance, shareholders who, also jointly, represent at least 2.5% (one fortieth) of the share capital may request, within 10 (ten) days of the publication of this notice of call (i.e. by **18 March 2023**), the integration of the list of items to be discussed, indicating in the request the additional items proposed and/or the proposed resolutions, or submit proposed resolutions on items already on the agenda.

Pursuant to Article 126-bis, paragraph 3, of the Consolidated Law on Finance, the supplementation of the list of items to be dealt with is not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, upon the proposal of the Board of Directors or on the basis of a draft or a report prepared by the Board of Directors other than that referred to in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

The application shall be submitted in writing and sent (i) by registered mail with return receipt, to Ascopiave's registered office at Via Verizzo, 1030, Pieve di Soligo (TV), or (ii) by certified e-mail to the address "*ascopiave@pec.ascocert.it*", together with the certifications issued by the authorised intermediary(ies), certifying the ownership of at least 2.5% of the share capital.

By the same deadline (i.e. by **18 March 2023**) and in the same manner, the applicant shall submit to the Company's Board of Directors a report on the matters proposed to be dealt with and/or containing an explanation and justification of the additional resolution proposals submitted on matters already on the agenda.

Notice of integrations admitted by the Board of Directors or of the presentation of additional resolution proposals on items already on the agenda will be given fifteen days prior to the date set for the Shareholders' Meeting (i.e. by **3 April 2023**), in the same forms provided by law for the notice of call. At the same time as the publication of the notice of integration or presentation, the report prepared by the requesting shareholders, accompanied by any evaluations of the administrative body, will be made available to the public, in the same forms envisaged in the documentation relating to the Shareholders' Meeting.

**7. SUBMISSION OF NEW RESOLUTION PROPOSALS BY HOLDERS OF VOTING RIGHTS (PURSUANT TO ARTICLE 126-BIS (1), PENULTIMATE SENTENCE, OF THE CONSOLIDATED LAW ON FINANCE)**

Since participation in the Shareholders' Meeting is allowed exclusively through the Designated Representative, for the sole purpose of this Shareholders' Meeting, those entitled to vote may individually submit resolution proposals to the Company on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the Consolidated Law on Finance - sufficiently in advance and, in any case, no later than **3 April 2023**.

The aforesaid proposals, formulated in a clear and complete manner, must be submitted in writing, indicating as reference "*Proposals for resolutions pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the Consolidated Law on Finance*", together with the information enabling the identification of the person submitting them, as well as information relating to the ownership of shares (by means of appropriate certification by the intermediary) and of the relevant voting right, and sent to the Company by the aforementioned deadline (i.e. by **3 April 2023**) by certified e-mail to the address "[ascopiave@pec.ascocert.it](mailto:ascopiave@pec.ascocert.it)".

The resolution proposals received by the Company shall be published on the section of the Company's website at [www.gruppoascopiave.it](http://www.gruppoascopiave.it), in the area dedicated to the Shareholders' Meeting, no later than **5 April 2023**, so that the holders of voting rights may view them for the purpose of granting proxies, with related voting instructions, to the Designated Representative.

For the purposes of the above, 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.

**Procedures and deadlines for the submission of lists for the election of members of the Board of Directors and the Board of Auditors**

Pursuant to the laws and by-laws in force, the election of the members of the Board of Directors and the Board of Statutory Auditors takes place on the basis of lists submitted by the Shareholders, in which the candidates must be listed with a progressive number. In this regard, reference is made in full to the provisions of Articles 15 and 22 respectively of the Articles of Association available on the website [www.gruppoascopiave.it](http://www.gruppoascopiave.it), to which reference is made for further details.

The lists of candidates, signed by the Shareholders submitting them, or by the Shareholder with the proxy to submit them, and accompanied by the necessary documentation, must be filed at the registered office at least twenty-five days prior to the date set for the Shareholders' Meeting (i.e. 24 March 2023).

The lists must be filed in one of the following ways: (i) by hand delivery of the relevant documents to the offices of the Corporate Affairs Department of Ascopiave S.p.A., Via Verizzo 1030 - 31053 Pieve di Soligo (TV), from Monday to Friday, from 0900 hours to 1700 hours; (ii) by sending them by certified mail to the address [ascopiave@pec.ascocert.it](mailto:ascopiave@pec.ascocert.it), accompanied by the documentation required by the laws and regulations in force and by the provisions of the above-mentioned articles of the Articles of Association.

The lists will be made available to the public at the Company's registered office, at Borsa Italiana S.p.A., recorded and stored in Teleborsa S.r.l. "eMarket Storage" system, as well as published on the Company's website [www.gruppoascopiave.it](http://www.gruppoascopiave.it) at least twenty-one days prior to the Shareholders' Meeting (i.e. by 28 March 2023).

Shareholders who, alone or with other shareholders, hold a total of shares with voting rights representing at least 2.5% of the share capital are entitled to submit lists (in consideration of Consob Determination No. 76 dated 30/01/2023).

Ownership of the number of shares necessary for the submission of lists shall be attested, at the same time as the filing of the list or at the latest 21 days prior to the date of the Shareholders' Meeting (i.e. by 28 March 2023), by the filing or receipt by the Company of the notice issued by the intermediary with respect to the shares registered in favour of the Shareholder on the day on which the lists are filed with the Company.

Pursuant to Article 144-sexies, paragraph 5, of the regulation approved by Consob with resolution No. 11971 on 14 May 1999 (as subsequently amended and supplemented, the "**Issuers' Regulation**"), if, within the twenty-five calendar days prior to the date set for the Shareholders' Meeting (i.e. 24 March 2023), only one list has been submitted for the election of the Board of Statutory Auditors, or only lists submitted by shareholders who are connected with each other pursuant to Article 144-quinquies of the Issuers' Regulation, other lists may be submitted up to the third day following that date (i.e. within 27 March 2023), it being understood that, in this case, certification of the ownership of the lists will be required. *144-quinquies* of the Issuers' Regulations, other lists may be submitted up to the third day following that date (i.e. by 27 March 2023), it being understood that, in this case, the certification on the ownership of the shares must in any case be produced by the deadline for the publication of the lists by Ascopiave, i.e. the twenty-first day prior to the Shareholders' Meeting, which expires on 28 March 2023. In this case, the 2.5% minimum threshold for the submission of lists, as indicated above, will be reduced to half.

Pursuant to Article 144-sexies of the Issuers' Regulation, shareholders other than the majority shareholder who intend to submit a list for the appointment of the Board of Statutory Auditors are required to file, at the same time as the list, a declaration stating that there are no relations of connection with said shareholder, as envisaged in Article *144-quinquies* of the Issuers' Regulation.

It should be noted that Consob Recommendation No. DEM/9017893 dated 26 February 2009 recommends that shareholders submitting a minority list for the appointment of the Board of Directors should file, together with the list, a statement attesting to the absence of any relationship, even indirect, as envisaged in Article *144-quinquies* of the Issuers' Regulation, with shareholders who hold, even jointly, a controlling or relative majority interest.

Without prejudice to the foregoing, with regard to the Board of Directors, pursuant to Article 15 of the Bylaws: (i) each list must indicate no less than 1 (one) candidate, the candidates must be in sequential order and the first candidate on each list must meet the independence requirements set forth in Article 148, paragraph 3, of the Consolidated Law on Finance and the *Corporate Governance* Code of listed companies promoted by Borsa Italiana S.p.A. Each candidate may only run in one list, under penalty of ineligibility; (ii) each list must be accompanied by a list of the shareholders submitting the list, indicating their name, company name or denomination, registered office, registration number in the Company Register or equivalent and percentage of share capital held, the *curriculum vitae* of each candidate (with full information on their personal and professional background) the declarations with which the individual candidates accept their candidacy and certify the non-existence of causes of ineligibility, incompatibility and disqualification, the possession of the requirements of honourableness and professionalism prescribed by law and the possible indication of the possession of the requirements of independence pursuant to Article 148, paragraph 3, of the Consolidated Law on Finance and the *Corporate Governance* Code.

Furthermore, when submitting lists for the election of the members of the Board of Directors, please take into account the legal provisions on gender balance and, in particular, please include in the lists with at least three candidates a number of candidates of the less represented gender such as to ensure that the composition of the Company's Board of Directors complies with the applicable legal provisions on gender balance.

Please note that, pursuant to Article 15.3 of the bylaws, each shareholder may submit (or concur to submit) and vote for only one list, even if through a third party or trust company. The following must also submit (or participate in submitting) and vote for a single list: (i) shareholders belonging to the same Group (meaning subsidiaries, parent companies and companies subject to the same control pursuant to Article 93 of the Consolidated Law on Finance), (ii) shareholders who are members of the same shareholders' agreement pursuant to Article 122 of the Consolidated Law on Finance on shares of the Company. 122 of the Consolidated Law on Finance on shares of the Company, or in any case to agreements or pacts having as their object shares of the Company, (iii) shareholders who are

otherwise connected to each other by virtue of relevant connection relationships pursuant to applicable laws and regulations, it being understood in any case that, for the purposes of the election of Directors of the Company, collective investment schemes (CIS) shall not be considered connected to the entities belonging to the Group to which the intermediary managing them belongs. If a shareholder who is connected - according to the criteria listed above - to the shareholder who submitted and voted the Majority List (as defined in the Company's by-laws) (a) submits a Minority List (as defined in the Company's by-laws), such list shall not be taken into account for the purpose of electing a director pursuant to Article 15.12 of the Company's by-laws; or (b) votes for a list other than the Majority List, such vote shall not be taken into account if it was decisive for the election of the minority director pursuant to the Company's by-laws.

Please note that pursuant to the laws and regulations in force and the Corporate Governance Code, the presence of at least two directors in possession of the independence requirements envisaged in Article 148, paragraph 3, of the Consolidated Law on Finance and in the Corporate Governance Code must be ensured.

With regard to the Board of Statutory Auditors, pursuant to Article 22 of the Articles of Association, each list must consist of two sections, one for the appointment of the standing auditors and one for the appointment of the alternate auditors, and must indicate at least 1 (one) candidate for the office of standing auditor and 1 (one) candidate for the office of alternate auditor; the candidates are assigned a progressive numbering. A shareholder may neither present nor vote for more than one list, even by means of a third party or trust company. Shareholders belonging to the same group and shareholders who are parties to a shareholders' agreement relevant pursuant to Article 122 TUF concerning the Company's shares may not submit or vote for more than one list, even if through a third party or trust company. A candidate may only be present on one list, under penalty of ineligibility.

Please note that, together with the lists, the following must be filed with the Company (i) information on the identity of the shareholders submitting the lists, with an indication of the percentage of the overall shareholding held; (ii) a declaration by the shareholders submitting the list and other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any relationship of connection with the latter, pursuant to applicable regulations (iii) exhaustive information on the personal and professional characteristics of the candidates; (iv) the declarations with which the individual candidates accept their candidacy and certify that they possess the requisites required by law; (v) any other or different declarations, information and/or documents required by law and applicable regulations.

Lists for which the above provisions are not complied with shall be deemed not to have been submitted.

Article 22 of the Articles of Association provides that the Board of Statutory Auditors shall be composed of three statutory auditors and two alternate auditors. Moreover, the same Article 22 of the Bylaws contains specific provisions in relation to the composition of the lists aimed at ensuring compliance with the current regulations on gender balance in corporate bodies. In this regard, please note that the application of the provisions of Article 148 of the Consolidated Law on Finance - as amended by Law No. 160 of 27 December 2019 and interpreted by Consob with communication No. 1/20 of 30 January 2020 - to the number of statutory auditors that the Company's Shareholders' Meeting is called upon, pursuant to the Articles of Association, to appoint implies that at least one of the three statutory auditors of the Company must belong to the less represented gender. Therefore, when submitting the lists for the election of the members of the Board of Statutory Auditors, please take into account these regulatory provisions on gender balance. For any other information, please refer to the directors' report that will be made available on the Company's website [www.gruppoascopiave.it](http://www.gruppoascopiave.it) within the terms of the law.

Please take into account the "Orientations of the Board of Directors of Ascopiave S.p.A. to Shareholders on the future composition of the Board of Directors" available on the Company's website ([www.gruppoascopiave.it](http://www.gruppoascopiave.it) section "Investor relator" - "Shareholders' Meetings") and at the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)) of Teleborsa S.r.l..

## **8. DOCUMENTATION**

The documentation relating to the items on the agenda will be made available to the public within the terms of the law at the Company's registered office at Via Verizzo, 1030, Pieve di Soligo (TV), at Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), on the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on the Company's website at [www.gruppoascopiave.it](http://www.gruppoascopiave.it), in the area dedicated to the Shareholders' Meeting.





Shareholders are entitled to obtain copies, at their own expense, of the documentation by making a request to the Company's Administration at [ascopiave@pec.ascocert.it](mailto:ascopiave@pec.ascocert.it).

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This notice is available at the Company's registered office and published, in compliance with the provisions of Article 125-bis of TUF, Article 84 of the Issuers' Regulations and Article 10.2 of the Articles of Association, at the website of Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), at the authorised dissemination mechanism "eMarket Storage" at the address [www.emarketstorage.com](http://www.emarketstorage.com), on the Company's website at the address [www.gruppoascopiave.it](http://www.gruppoascopiave.it) in the area dedicated to the Shareholders' Meeting, as well as in excerpts in the daily newspaper "Il Sole 24 Ore" on 9 March 2023.

Pieve di Soligo, 8 March 2023

For the Board of Directors  
The Chairman and Chief Executive Officer

*Dr Nicola Ceconato*