



**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 ORDINARY SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting of Ascopiave S.p.A. ("**Ascopiave**" or the "**Company**") is convened for 17 April 2024, on first call, at 3:00 p.m., and for 18 April 2024, on second call, at 3:00 p.m., at the offices of Notary Federico Tassinari, in Bologna (BO), Via Galliera, No. 8, to discuss and resolve on the following

**AGENDA**

1. Annual financial statements as at 31 December 2023; allocation of profit for the year:
  - 1.1 approval of the financial statements as at 31 December 2023, 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 2023;
  - 1.2 Approval of the proposed distribution of profits for the year; inherent and subsequent 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 of 24 February 1998 (*i.e.*, remuneration policy for the year 2024); resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998; related and subsequent resolutions;
  - 2.2 advisory vote on the second section of the report on the remuneration policy and compensation paid drawn up pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 (*i.e.*, report on remuneration paid in the financial year 2023); resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24 February 1998.
3. Approval of a share-based long-term incentive plan reserved for the executive directors of Ascopiave S.p.A. and certain management resources of Ascopiave S.p.A. and its subsidiaries; related and subsequent resolutions.
4. Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of 18 April 2023, for the portion not executed; related and subsequent resolutions.
5. Appointment of the statutory auditors for the financial years 2024 to 2032; related and subsequent resolutions.

**In view of the above premises, the Shareholders' Meeting can be validly constituted and pass resolutions on 18 April 2024 in second 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 of 17 March 2020 on "*Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19*", converted into law with amendments by Law No. 27 of 24 April 2020 (the "**Decree-Law. Cura Italia**"), the effectiveness of which was extended by paragraph 1 of article 3, Decree-Law No. 228/2021, converted into law with amendments by Law No. 15 of 25 February 2022, by paragraph 10-*undecies* of article 3 of Decree-Law No. 198/2022, no. 198, converted into law with amendments by Law no. 14/2023, and, most recently, by paragraph 12-*duodecies* of Article 3, Law Decree no. 215/2023, converted into law with amendments by Law no. 18/2024. In particular, pursuant to Article 106, paragraph 4, of Decree-Law No. 213/2024, it is provided that participation in the Shareholders' Meeting by those entitled thereto may only take place by granting proxy (or sub-delegation) to the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998, (the "TUF") - identified in Monte Titoli S.p.A, with registered office in Milan (the "Appointed 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 Appointed 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 the 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 Appointed Representative, the directors, the statutory auditors, the secretary of the meeting, the notary public, the Appointed 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 communications 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's 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 2 (two) votes.

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

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

Entitled to attend the Shareholders' Meeting and exercise their voting rights, exclusively by conferring specific proxy (or sub-delegation) to the Appointed Representative, are those in favour of whom the Company has received a specific communication from an intermediary authorised to keep accounts in accordance with the law, based on the accounting records relating to the end of the accounting day of the 7th (seventh) open market day (i.e. **8 April 2024**) prior to the date of the Shareholders' Meeting on first call (the so-called 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 on first call (i.e. **12 April 2024**). 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 is received before 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 participate and vote in 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 before 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 upon 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 right to provide that participation in the Shareholders' Meeting is permitted exclusively through the Appointed 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 on open office days, from 9:00 a.m. to 5:00 p.m.

#### **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 Appointed 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 person with the appropriate powers, together with documentation proving the corporate powers (copy of Chamber of Commerce certificate or similar), no later than 6:00 p.m. of the day prior to the date of the Shareholders' Meeting on second call (and in any case by the start of the 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](mailto:RD@pec.euronext.com) (subject line "*Proxy for ASCOPLAVE April 2024 Shareholders' Meeting*") from own certified mailbox (or, failing that, from 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 Affari no. 6, 20123 Milan (Ref. "*Proxy for ASCOPLAVE April 2024 Shareholders' Meeting*") **in advance** by e-mail (PDF) to the following e-mail address: [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Ref. "*Proxy for ASCOPLAVE April 2024 Shareholders' Meeting*").

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

#### **4.2 DELEGATION TO THE APPOINTED REPRESENTATIVE PURSUANT TO ARTICLE 135-UNDECIES OF 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 Appointed 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 appointed 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 Appointed 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 receive it 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 15 April 2024, and by 11:59 p.m. on **16 April 2024** on second call), together with a copy of a valid identity document of the Proxy Granter and, in the case of a legal entity, a copy of a valid 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 for ASCOPLAVE April 2024 Shareholders' Meeting*") from own certified mailbox (or, failing that, from 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 Affari no. 6, 20123 Milan (Ref. "*Proxy for ASCOPLAVE April 2024 Shareholders' Meeting*") **in advance** by e-mail (**PDF**) to the following e-mail address: RD@pec.euronext.com (Ref. "*Proxy for ASCOPLAVE April 2024 Shareholders' Meeting*").

The proxy to the Appointed Representative and the voting instructions are revocable within the same time limit as above (i.e., if the Shareholders' Meeting is held on first call, by 11:59 p.m. on 15 April 2024, or by 11:59 p.m. on **16 April 2024** on second call) and in the same manner as used for their conferral.

#### **5. RIGHT OF MEMBERS TO QUESTION 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 before the date of the Shareholders' Meeting on first call (and, therefore, no later than **8 April 2024**). Entitled to submit applications 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 sent: (i) by registered mail with return receipt, to be sent 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*'.

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

Questions received by the aforementioned deadline will be answered by **15 April 2024**, 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.

#### **6. ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND PROPOSALS FOR RESOLUTIONS ON ITEMS ON THE AGENDA 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 **25 March 2024**), 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 must be submitted in writing and sent (i) by registered mail with return receipt, to be sent to Ascopiave's registered office in Via Verizzo, 1030, Pieve di Soligo (TV), or (ii) by certified e-mail to the address "[ascopiave@pec.ascocert.it](mailto: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 **25 March 2024**) 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 the integrations admitted by the Board of Directors or 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 on first call (i.e. by **2 April 2024**), 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 provided for 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 SECTION, OF THE CONSOLIDATED LAW ON FINANCE)**

Since participation in the Shareholders' Meeting is permitted exclusively through the Appointed 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 **2 April 2024**.

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 section, 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 related voting right, and sent to the Company by the aforementioned deadline (i.e. by **2 April 2024**) by certified e-mail to the address "[ascopiave@pec.ascocert.it](mailto:ascopiave@pec.ascocert.it)".

The resolution proposals received by the Company will be published on the section of the *website*, at [www.gruppoascopiave.it](http://www.gruppoascopiave.it), in the area dedicated to the Shareholders' Meeting, no later than **4 April 2024**, so that the holders of voting rights can view them for the purpose of granting proxies, with the relevant 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.

#### **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), 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 authorised publishing 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 16 March 2024.

Pieve di Soligo, 15 March 2024

On behalf of the Board of Directors  
Chairman and Chief Executive Officer

*Dr. Nicola Ceconato*