

## CALL OF SHAREHOLDERS' MEETING

The Shareholders EMAK S.p.A. (hereinafter "the Company") are called to the Ordinary Shareholders' Meeting on 29 April 2024, at 10.00, in a single call, in Reggio Emilia, Piazza Martiri del VII Luglio, no. 3, at the offices of Notary Giovanni Aricò, for the purpose of discussing and resolving on the following:

### agenda

- 1) Presentation of the Financial Statements and Consolidated Financial Statements for the year ended 31 December 2023; the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors:
  - 1.1) Approval of the Directors' Report and the financial statements;
  - 1.2) Proposal for allocation of the profit for the year and the dividend; resolutions pertaining thereto and resulting therefrom;
- 2) Presentation of the Report on the remuneration policy and remuneration paid:
  - 2.1) Approval with binding resolution of the first section of the report as per paragraphs 3-bis and 3-ter of art. 123-ter, Leg. Dec. no. 58/98;
  - 2.2) Approval with non-binding resolution of the second section of the report as per paragraph 6 of art. 123-ter, Le. Dec. no. 58/98.
- 3) Proposal for authorisation for the acquisition and disposal of treasury shares; resolutions pertaining thereto and resulting therefrom.

### Entitlement to attend and represent at the meeting

- In implementation of what is provided by Article 106, Decree-Law No. 18 of March 17, 2020 ("Decree"), converted with amendments by Law No. 27 of April 24, 2020, the applicability of which was most recently extended as a result of Article 11, paragraph 2, Law No. 21 of March 5, 2024, titled "Measures to support the competitiveness of capital and delegate to the Government for the comprehensive reform of provisions on capital markets contained in the consolidated text pursuant to legislative decree of February 24, 1998, No. 58, and the provisions on capital companies contained in the civil code also applicable to issuers", it is specified that:
  - **attendance at the Meeting on the part of those entitled to vote is permitted exclusively through the designated representative pursuant to art. 135-undecies, Leg. Dec. no. 58/98 ("Consolidated Law on Finance"), without the physical participation of members or proxies other than the designated representative;**
  - the aforementioned designated representative may be granted proxies or sub-delegations as per article 135-novies, Consolidated Law on Finance, also as an exception to art. 135-undecies, paragraph 4, of the same legislative decree;
  - the Directors, Statutory Auditors, Designated Representative, the secretary of the meeting, as well as other individuals entitled by law other than those who have the right to vote, may participate in the Meeting **exclusively via telecommunication means** that guarantee their identification and with the procedures communicated individually to them, without it being necessary, in all events, for the Chairperson of the Meeting and the individual appointed to take the minutes, to be physically present in the same place.

### LEGITIMATION FOR PARTICIPATION AND REPRESENTATION IN THE ASSEMBLY

- In accordance with article 83-sexies of the Consolidated Finance Act (TUF), the legitimacy to participate and vote in the Assembly - exclusively through the Designated Representative - is certified by a communication to the Company, made by the intermediary, on behalf of the person entitled to vote, based on the account evidence referred to in article 83-quater, paragraph 3, TUF, relating to the end of the accounting day of the seventh open market day preceding the date set for the Assembly (coinciding with **April 18, 2024**, known as the "**record date**"). Credit and debit recordings made on the accounts after the record date do not count for the purpose of legitimization: therefore, those who become holders of the shares only after such date will not have the right to participate and vote (by proxy) in the Assembly. The

intermediary's communication must reach the Company, in accordance with applicable regulations, before the start of the assembly proceedings.

- **There are no procedures for voting by correspondence or by electronic means.**

#### **METHODS FOR GRANTING PROXY TO THE DESIGNATED REPRESENTATIVE**

- The Company has appointed "**Monte Titoli S.p.A.**", with its legal headquarters in Milan, as the **Shareholders' Representative**, in accordance with article 135-undecies of the Consolidated Finance Act (TUF) and the Decree. The proxy can be granted to the Designated Representative without charges for the principal (except for any shipping costs), with voting instructions on all or some of the proposed resolutions regarding the agenda items, through a specific form available, along with instructions for its completion and submission, on the Company's website ([www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance > Assemblea dei soci"). The **proxy** with voting instructions must arrive, along with a copy of a currently valid identification document of the principal, or, if the principal is a legal entity, of the current legal representative or another subject with suitable powers, along with suitable documentation to prove their status and powers, to the aforementioned Designated Representative, by the end of the second open market day before the Assembly (i.e., **Thursday, April 25, 2024**) using the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy Assembly EMak 2024") from their own certified email box (or, in its absence, from their own ordinary email box; in this case, the proxy with voting instructions must be signed with a qualified or digital signature); (ii) transmission of the original, via courier or registered mail, to the attention of the Register Services area, at Monte Titoli S.p.A., Piazza degli Affari n. 6, Milan (Ref. "Proxy Assembly EMak 2024"), anticipating a copy reproduced electronically (PDF) by ordinary email to the box [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy Assembly EMak 2024"). Within the same timeframe and in the same manner, the proxy and voting instructions can be revoked. The proxy is effective only for the proposals for which voting instructions have been given.

In accordance with the referenced Decree, **proxies or sub-proxies** may also be granted to the aforementioned **Designated Representative pursuant to article 135-novies of the Consolidated Finance Act (TUF), notwithstanding article 135-undecies, paragraph 4, TUF**. Those who do not wish to use the method of participation provided by article 135-undecies, TUF, may alternatively participate by granting a proxy or sub-proxy to the same Designated Representative under article 135-novies, TUF, containing voting instructions on all or some of the proposals on the agenda. They have the option to use the proxy/sub-proxy form available on the Company's website ([www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance > Assemblea dei soci"). The transmission of proxies/sub-proxies must follow the methods indicated above and detailed in the proxy form. The proxy must be received by 6:00 PM on the day before the assembly (and in any case before the start of the assembly proceedings). Within the specified term and by the same methods, the proxy and voting instructions can always be revoked.

For any clarifications relating to the granting of proxy to the designated Representative, it is possible to contact Monte Titoli S.p.A. via e-mail to the address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or to the following telephone numbers (+39) 02.33635810 on open office days, from 9:00 to 17:00.

Any changes and / or additions to the information contained in this notice of call will be promptly made available on the Company's website and with the other methods envisaged by current legislation.

#### **OTHER RIGHTS OF SHAREHOLDERS**

- Shareholders who, alone or together, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice (i.e., by Monday, April 8, 2024), the addition of items to the agenda or submit proposed resolutions on matters already included in the agenda, specifying in the request information related to their identity, proving their legitimacy (by certification attesting the ownership of the said share of participation), and outlining the subject of their motions. Within the above-mentioned period, requests must be sent to the Company's address by registered mail with acknowledgment of receipt, or via electronic communication to the certified email address "[emak@legalmail.it](mailto:emak@legalmail.it)"; within the same

period, a report explaining the rationale for the proposed resolutions on the new matters they propose to discuss or the rationale for additional proposed resolutions on matters already on the agenda must also be submitted, pursuant to article 126-bis of the TUF, by the same Shareholders and using the same methods. It is reminded that the addition of items to the agenda is not permitted for topics on which the assembly decides by law, on a proposal from the administrative body, or based on a project or report prepared by them, other than those referred to in article 125-ter, paragraph 1, of the TUF.

Any additions to the agenda or the submission of further proposed resolutions on matters already included in the agenda will be announced in the same manner as prescribed by law for the publication of the notice of meeting, at least fifteen days before the date set for the Assembly (i.e., by Friday, April 12, 2024). Additional proposed resolutions on matters already on the agenda, as well as reports prepared by those requesting additions (accompanied by any evaluations by the Board of Directors), will be made available to the public, in the manner provided for in article 125-ter, paragraph 1, of the Consolidated Finance Act (TUF), simultaneously with the publication of the notice of the addition or presentation.

Given that participation in the Assembly is allowed exclusively through the Designated Representative, those entitled to vote can individually submit proposed resolutions on the agenda items - as permitted by current regulations - by Monday, April 15, 2024. The proposals must be sent - together with certification attesting to the ownership of the share, a copy of an identification document of the proposer, or an identification document and documentation attesting the powers and status of the legal representative pro tempore or another subject with suitable powers of the proposing legal entity - by registered mail with acknowledgment of receipt to the address of the Company's headquarters, or via electronic communication to the certified email address "emak@legalmail.it". Individual proposed resolutions - after verifying their relevance to the agenda items, as well as their correctness and completeness in relation to applicable regulations - will be published by Wednesday, April 17, 2024, on the Company's website, in order to allow those entitled to vote to formulate their voting instructions also considering these new proposals and to enable the Designated Representative to receive possible voting instructions on the same. The legitimacy to formulate the proposals must be certified by the communication provided for by article 83-sexies of the TUF, made by the intermediary for the purposes of participating in the Assembly and exercising the right to vote. Proposals for which the proponent's legitimacy is not attested will be considered as not submitted, resulting in their removal from the Company's website.

- Those entitled to vote, proving their legitimacy (by means of certification attesting their ownership of shares), may raise **questions on the items on the agenda** before the meeting, submitting the questions in writing, by the seventh open market day before the Meeting (that is, **Thursday, April 18, 2024**), by registered mail with acknowledgement of receipt to the Company's registered office address, or by electronic mail to the certified electronic mail address, "[emak@legalmail.it](mailto:emak@legalmail.it)"; after having verified their origin and the legitimacy of the inquirer, a response will be provided no later than Wednesday, April 24, 2024, with the Company having the right to provide a single response to a number of questions of the same content. **The responses will be published on the Company's website [www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance> Assemblea dei soci.**

It should be noted that entitlement to vote may be certified also subsequent to the sending of questions, provided by the third day after the record date.

## **DOCUMENTATION**

- The **documents to be submitted to the Meeting**, including the Directors' Report, the financial statements, the consolidated financial statements, the non-financial statement, reports on corporate governance and on remuneration, as well as the full texts of the resolution proposals and the reports illustrating items on the agenda and anything else prescribed, shall be made available to the public within the terms of law at the registered office, on the Company's website [www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance> Assemblea dei soci, as well as through the "eMarket STORAGE" authorised storage mechanism consultable on the [www.emarketstorage.com](http://www.emarketstorage.com) website.

- **The articles of association and the shareholders' meeting regulations** are obtainable at the registered office and on the Company's website [www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance> Assemblée dei soci".

## **SHARE CAPITAL AND VOTING RIGHTS**

- The nominal **share capital** of euro 42,623,057.10 is subdivided into 163,934,835 shares each of a nominal value of 0.26 euro, and each giving the right to one vote. At the date of this notice of call, the company holds 1,097,233 treasury shares for which, according to the law, the voting right is suspended.

This notice of call is published, pursuant to art. 125-bis, Consolidated Law on Finance, as well as art. 7 of the articles of association, on the Company's website [www.emakgroup.it](http://www.emakgroup.it), "Investor Relations > Corporate governance> Assemblée dei soci" and, in extracted form, in the Il Sole 24 Ore newspaper. It is also made available to the public through the "eMarket Storage" authorized storage mechanism (consultable on the [www.emarketstorage.com](http://www.emarketstorage.com) website) and in the other ways established by applicable provisions.

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For the exercise of shareholder rights, the Company recommends the use of the forms of distance communication indicated in this notice

The "Investor Relations" office in the company is available for any information regarding the Meeting and the exercise of corporate rights at the contact details: telephone 0522/956332, e-mail: "[andrea.lafata@emak.it](mailto:andrea.lafata@emak.it)".

Bagnolo in Piano (RE), **29 March 2024**

On behalf of the Board of Directors  
The Chairman – Massimo Livatino