

NOTICE OF EXTRAORDINARY AND ORDINARY MEETING

The Shareholders of EMAK S.p.A. (hereinafter the "Company") are convened to an Extraordinary and Ordinary Meeting on April 29, 2025, at 10:00 AM, in a single call, with the methods described below, in order to discuss and resolve on the following

Agenda

Extraordinary part

- 1) Proposal to introduce the possibility of holding meetings through exclusive participation via the so-called designated representative (amendment of Article 7 of the Articles of Association), to hold shareholders' meetings, as well as meetings of the Board of Directors and the Board of Statutory Auditors, also or exclusively through telecommunications tools (amendment of Articles 7, 14 and 19 of the Articles of Association). Proposal to introduce the possibility of appointing the Sustainability Manager and defining professional requirements (amendment of Article 17 of the Articles of Association). Further proposals for purely formal amendments (Articles 20 and 21 of the Articles of Association) and related to the methods of sending notices convening meetings of the Board of Directors (Article 14 of the Articles of Association). Related and consequent resolutions.

Ordinary part

- 1) Presentation of the Financial Statements and Consolidated Financial Statements as of December 31, 2024; Reports of the Board of Directors, the Board of Statutory Auditors, and the Auditing Firm:
 - 1.1) Approval of the Management Report and the Financial Statements;
 - 1.2) Proposal for the allocation of the profit for the year and dividend; related and consequent resolutions.
- 2) Presentation of the Report on the remuneration policy and the compensation paid:
 - 2.1) Approval with binding resolution of the first section of the Report pursuant to paragraphs 3-bis and 3-ter of Article 123-ter, Legislative Decree No. 58/98;
 - 2.2) Approval with non-binding resolution of the second section of the Report pursuant to paragraph 6 of Article 123-ter, Legislative Decree No. 58/98.
- 3) Appointment of the Board of Directors:
 - 3.1) Determination of the number of members of the Board of Directors;
 - 3.2) Determination of the term of office of the Board of Directors;
 - 3.3) Appointment of the members of the Board of Directors;
 - 3.4) Determination of the maximum overall compensation payable to the members of the Board of Directors.
- 4) Appointment of the Board of Statutory Auditors:
 - 4.1) Appointment of three statutory auditors and two alternates;
 - 4.2) Appointment of the Chairman;
 - 4.3) Determination of the compensation of the members of the Board of Statutory Auditors.
- 5) Assignment of the statutory audit engagement for the years 2025-2033 and certification of the compliance of sustainability reporting for the years 2025-2027 and determination of the fees; related and consequent resolutions.
- 6) Proposal for authorization to purchase and dispose of treasury shares; related and consequent resolutions.

METHODS OF CONDUCTING THE MEETING

- In implementation of the provisions of art. 106, Decree-Law no. 18 of March 17, 2020 ("Decree"), converted with amendments by Law no. 27 of April 24, 2020, whose applicability has been most recently extended by art. 3, paragraph 14-sexies, Decree-Law no. 202 of December 27, 2024, converted with amendments by Law no. 15 of February 21, 2025, it is specified that:
 - **Participation in the Meeting by those entitled to vote is allowed exclusively through the designated representative pursuant to art. 135-undecies, Legislative Decree no. 58/98 ("TUF"), without physical participation of shareholders or their delegates other than the designated representative;**
 - The designated representative may also be granted proxies or sub-proxies pursuant to article 135-novies, TUF, even in derogation of art. 135-undecies, paragraph 4, of the same legislative decree;

- Directors, Statutory Auditors, the Designated Representative, the meeting secretary, representatives of the auditing firm and other persons entitled by law other than those entitled to vote may attend the Meeting **exclusively by means of telecommunications** that ensure their identification and with the methods individually communicated to them, without it being necessary for the Chairman of the Meeting and the person responsible for taking minutes to be physically 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 16, 2025**, 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, "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, 2025**) using the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (subject "Proxy Assembly EMAK 2025") 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 2025"), anticipating a copy reproduced electronically (PDF) by ordinary email to the box RD@pec.euronext.com (subject "Proxy Assembly EMAK 2025"). 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, "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 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, March 31, 2025), 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"; 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 Monday, April 14, 2025). 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 14, 2025. 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 16, 2025, 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, **Wednesday, April 16, 2025**), 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**"; after having verified their origin and the legitimacy of the inquirer, a response will be provided no later than Thursday, April 24, 2025, 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, "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.

APPOINTMENT OF DIRECTORS AND STATUTORY AUDITORS

- Pursuant to Articles 12 and 19 of the bylaws, to which express reference is made for matters not reported below, the Directors and Statutory Auditors will be appointed by list voting. **The lists of candidates** may be submitted by Shareholders who, individually or together with other Shareholders, represent at least 2.5% of the shares entitled to vote at the ordinary meeting, pursuant to Consob managerial determination no. 123 of January 28, 2025.

The lists must be filed at the registered office by hand delivery, or sent by registered mail with return receipt to the address of the Company's registered office, or transmitted by certified email to the address "emak@legalmail.it", by **6:00 PM on April 4, 2025**, together with the additional documentation required by current regulations and the bylaws.

- **Each Shareholder** may submit or participate in the submission of only one list and vote for only one list.
- **Each Candidate** may appear in only one list under penalty of ineligibility.
- **Together with each list**, within the above-mentioned deadlines, declarations must be filed in which the individual candidates accept the candidacy and certify, under their own responsibility, the absence of causes of ineligibility and incompatibility, as well as disqualifications from the office of director adopted against them in a Member State of the European Union, and the existence of the requirements prescribed by current regulations and the bylaws for taking office, as well as the professional curriculum containing comprehensive information on their personal and professional characteristics, including, in the case of candidates for statutory auditors, pursuant to Article 148-bis of the TUF and Article 2400 of the Civil Code, certification of compliance with the maximum number of administration and control positions held in other companies and the related list. This list must be updated by the interested parties until the day of the actual meeting.

The lists of Candidates must be accompanied by declarations, when required, regarding the possession of independence requirements, as provided by Articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF. Candidates for the position of director must possess the integrity requirements provided by current regulations. Candidates for the position of statutory auditor must possess the integrity and professional requirements provided by the Ministry of Justice Decree no. 162 of March 30, 2000, and must comply with the limits on the number of positions imposed by current regulations.

- Articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of the TUF provide that the renewal of the Board of Directors and the Board of Statutory Auditors must comply with the **gender balance regulations** most recently amended by Law no. 160 of December 27, 2019. Pursuant to these provisions, at least two-fifths of the elected directors and statutory auditors must be reserved for the less represented gender. Therefore, it is prescribed that:
 - Shareholders who intend to submit a list for the renewal of the Board of Directors, containing three or more candidates, must include in the list a number of candidates belonging to the less represented gender equal to at least two-fifths of the candidates (rounded up to the nearest whole number for lists containing more than three candidates, and rounded down for lists containing three candidates);
 - Shareholders who intend to submit a list for the renewal of the Board of Statutory Auditors, containing three or more candidates, must include in the section of statutory auditors one candidate belonging to the less represented gender, and in the section of alternate auditors, if there are two candidates, one for each gender.
- The lists must be accompanied by information regarding the identity of the Shareholders who submit them, indicating the percentage of participation held overall. It is recalled that the ownership of **the minimum quota necessary for the submission of lists** is determined with reference to the shares registered in favor of the Shareholder on the day the lists are filed with the Company. The related certification may be produced to the Company even after the list is filed, provided that, in any case, it is received by 6:00 PM on the twenty-first day preceding the date set for the meeting, i.e., Tuesday, April 8, 2025.

- **Minority lists** for the appointment of the Board of Directors and the Board of Statutory Auditors must be accompanied by a declaration certifying the absence of connections as qualified by Article 144-quinquies of the Issuers' Regulations, adopted by Consob resolution no. 11971 of May 14, 1999 (hereinafter "Consob Issuers' Regulations"). Minority lists for the appointment of the Board of Statutory Auditors are subject to Article 144-sexies, paragraph 4, letter b) of the Consob Issuers' Regulations. For the preparation of minority lists, Shareholders are invited to take into account the recommendations formulated by Consob regarding connections between lists, contained in communication DEM/9017893 of February 26, 2009.
- For the sole election of the Board of Statutory Auditors, it is recalled that **if only one list has been filed by April 4, 2025**, or if multiple lists have been filed, none of which has qualified as a "minority list" under the law (see above), minority lists may be submitted in the aforementioned forms until 6:00 PM on April 7, 2025. In this case, the minimum percentage of share capital participation for the submission of lists of candidates for statutory auditors is reduced to 1.25%.
- The **lists** will be made **available to the public** at the registered office, on the company's website (www.emakgroup.it, "Investor Relations > Corporate governance > Shareholders' Meeting"), as well as at the authorized storage mechanism "eMarket Storage", accessible at www.emarketstorage.com, **by April 8, 2025**.
- Shareholders who intend to submit a list are invited to consult the reports prepared by the Board of Directors regarding items 3) and 4) of the agenda, and to contact the Company's **Investor Relations Office** in advance (Andrea La Fata, tel. 0522-956332, andrea.lafata@emak.it) for information requests.

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, "Investor Relations > Corporate governance > Assemblea dei soci", as well as through the "eMarket STORAGE" authorised storage mechanism consultable on the 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, "Investor Relations > Corporate governance > Assemblea 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, "Investor Relations > Corporate governance > Assemblea 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 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.

Bagnolo in Piano (RE), **20 March 2025**

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