



## **CIR S.p.A. - COMPAGNIE INDUSTRIALI RIUNITE**

Milan - Via Ciovassino n. 1

Share Capital: Euro 638,603,657.00 i.v. - Tax Reg. and Fisc. N. 01792930016  
Company subject to management and coordination by F.lli De Benedetti S.p.A.

### **NOTICE OF EXTRAORDINARY AND ORDINARY GENERAL MEETING (published on the company's *website* on 5 August 2022)**

Shareholders are hereby called to the Ordinary and Extraordinary Shareholders' Meeting, in a single call, on 12 September 2022 at 10:00 a.m., at Via Palestro, no. 2, Milan to discuss and resolve on the following:

#### **AGENDA**

##### **Extraordinary Part**

- 1.** Cancellation of 170,000,000 treasury shares currently owned by the company without a corresponding share capital reduction. Amendment to Art. 4.1 of the Company Bylaws. Resolutions pertaining to and resulting from the same.
- 2.** Reduction of the share capital pursuant to Art. 2445 of the Civil Code by posting to reserves an amount of euro 218,603,657 and thus from the current euro 638,603,657 to 420,000,000, without the cancellation of shares, with the aim of making the capital structure of the company more flexible. Amendment of Art. 4.1 of the Company Bylaws. Resolutions pertaining to and resulting from the same.

##### **Ordinary Part**

- 1.** Authorization to buy back treasury shares subject to the revocation of the previous and related authorization to dispose of the same treasury shares.

#### **INFORMATION ON SHARE CAPITAL**

The share capital is € 638,603,657.00 divided into 1,277,207,314 shares, with no par value expressed, all having voting rights with the exception of treasury shares whose voting rights are suspended.

Each share is attributed one vote or two votes pursuant to Art. 8 of the Company Bylaws, in the event of a positive assessment of this right by the administrative body.

#### **PARTICIPATION AND REPRESENTATION AT THE MEETING**

Entitlement to participate in the Shareholders' Meeting and to exercise voting rights is certified by a communication - made by an authorised intermediary pursuant to Article 83-sexies of Legislative Decree No. 58/1998 and its subsequent amendments and additions ("**TUF**") - in favour of the person entitled to vote on the basis of the evidence relating to the end of the accounting day of Thursday 1 September 2022 (*record date*), the seventh trading day prior to the date set for the Shareholders' Meeting in single call. This communication from the authorised intermediary must be received by the Company by the end of the

third preceding open market day and therefore by 7 September 2022. However, the legitimacy to attend and vote shall remain unaffected if the notice is received by the Company after the aforementioned deadline, provided that it is received by the start of the Shareholders' Meeting proceedings. Those who hold shares only after that date will not have the right to attend and vote at the Shareholders' Meeting.

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

In order to facilitate the verification of their entitlement to take part in the Shareholders' Meeting proceedings, participants are requested to show the copy of the communication made to the Company that the authorised intermediary, in accordance with current regulations, is required to make available to them. Shareholders holding any shares that have not yet been dematerialised must first deliver them to an authorised intermediary for their entry into the centralised management system in dematerialised form, pursuant to Article 36 of the Single Provision on post-trading of Consob and the Bank of Italy of 13 August 2018, and request the transmission of the aforementioned communication.

Those entitled to vote may be represented at the Shareholders' Meeting in accordance with Article 2372 of the Italian Civil Code as well as other applicable provisions, including regulations.

It is possible to use alternatively:

- > the proxy formula inserted at the foot of the notice issued by the authorised intermediary; or
- > the proxy form published on the Company's website [www.cirgroup.com](http://www.cirgroup.com) in the *Governance* section.

The proxy may be served by sending it by registered mail with advice of receipt (A.R.) to the registered offices of the Company in Milan - Via Ciovassino no. 1 or, alternatively, electronically by sending it to the certified e-mail address [segre@legalmail.it](mailto:segre@legalmail.it). If the representative delivers or transmits a copy of the proxy to the Company, he must certify, under his own responsibility, the conformity of the proxy to the original and the identity of the delegating party.

As a further alternative, in compliance with applicable regulations, Shareholders may grant proxy, at no cost to them, to Studio Segre S.r.l. as Appointed Representative of the Company pursuant to Article 135-undecies of the TUF. The proxy must be conferred by signing the specific form available in the above section of the website. The signed form must be delivered to the Appointed Representative by registered mail with advice of receipt (A.R.) to Studio Segre S.r.l. - Via Valeggio no. 41 - 10129 Turin, Italy, or sent by certified email to the address [segre@legalmail.it](mailto:segre@legalmail.it), by the end of the second trading day prior to the date set for the Shareholders' Meeting on single call (i.e. by 8 September 2022). The proxy shall have no effect for proposals in relation to which no voting instructions have been given. The proxy and voting instructions are revocable within the same terms within which they may be conferred. The communication to the Company made by the authorised intermediary certifying the entitlement to participate in the Shareholders' Meeting is also necessary in the case of granting of the proxy to the Company's Designated Representative; therefore, in the absence of the aforementioned communication, the proxy shall be considered ineffective.

### **THE RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA**

Pursuant to Article 127-ter of the TUF, those entitled to vote may submit questions on the items on the agenda even before the Shareholders' Meeting, and in any case by the end of the seventh trading day prior to the date set for the Shareholders' Meeting on single call, i.e. by 11.59 p.m. on 1 September 2022 ('**Questions Deadline**'), by registered letter with advice of receipt (A.R.) to the Company's registered office (for the attention of the Company Secretary) or by certified e-mail to [pec\\_cirspa@legalmail.it](mailto:pec_cirspa@legalmail.it).

In order to facilitate the organisation of responses, questions should contain a reference to the directors' report on the items on the agenda or other document made available for the meeting. The applicant must provide his/her personal data (surname and first name or name in the case of an entity or company, place and date of birth and tax code) and must attach, alternatively, the certification, issued by an authorised intermediary, proving entitlement to exercise the right, or the communication attesting entitlement to participate in the shareholders' meeting and exercise the right to vote.

Questions received by the Questions Deadline, after verification of their relevance and the legitimacy of the applicant, will be answered at the latest at the Meeting. Questions with the same content may be answered together.

### **INTEGRATION OF THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS**

Pursuant to Article 126-bis of the Consolidated Law on Finance, shareholders representing, also jointly, at least one fortieth of the share capital may request, within ten days of the publication of this notice, i.e. by 16 August 2022, the integration of the items to be discussed, indicating in the request the additional items proposed or submit resolution proposals on items already on the agenda.

It should be noted that the integration of the items to be discussed is not permitted for items on which the shareholders' meeting, pursuant to the law, resolves upon the proposal of the directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Requests must be submitted by registered letter with advice of receipt (A.R.) to the Company's registered office or by certified e-mail to [pec\\_cirspa@legalmail.it](mailto:pec_cirspa@legalmail.it) and must be accompanied by a report on the matters proposed for discussion, as well as the certificate(s) issued by an authorised intermediary proving entitlement to exercise the right. Any additions to the agenda and the submission of new resolution proposals shall be notified, in the same manner as set forth in this notice of call, at least fifteen days prior to the date set for the Meeting in single call (i.e. by 27 August 2022), by which time the report prepared by the proposing shareholders shall be made available to the public.

### **DOCUMENTATION**

The documentation relating to the items on the Agenda, as provided for by the regulations in force, including, inter alia, the full text of the proposed resolutions, will be available to the public within the terms of the law, at the Company's registered office (in Milan, Via Ciovassino 1), at Borsa Italiana S.p.A., on the authorised eMarket STORAGE mechanism at [www.emarketstorage.com](http://www.emarketstorage.com) and on the Company's website [www.cirgroup.it](http://www.cirgroup.it) in the "Governance/Shareholders' Meeting" section; shareholders are entitled to obtain a copy.

The Company's Bylaws are available at [www.cirgroup.it](http://www.cirgroup.it) in the Governance/Governance section.

### **FURTHER INFORMATION**

**Notice is hereby given that the procedures for the conduct of the Shareholders' Meeting may be subject to change in the event of changes in the regulations in force or additional measures issued by the Authorities in charge of the COVID-19 pandemic emergency, effective on the date on which the Shareholders' Meeting is to be held. Any changes will be promptly announced in the same manner as the publication of the notice of call.**

Milan, 5 August 2022

---

for the Board of Directors  
The President - Dr. Rodolfo De Benedetti