



CIR S.p.A. – COMPAGNIE INDUSTRIALI RIUNITE

Milan – Via Ciovassino, 1

Share Capital: Euro 420,000,000.00 fully paid up - Comp. Reg. and Tax Code No. 01792930016

Company subject to management and coordination by F.lli De Benedetti S.p.A.

NOTICE CONVENING THE GENERAL ORDINARY AND EXTRAORDINARY MEETING (published on the Company website on 26 March 2024)

The Shareholders are invited to attend the General Meeting in ordinary and extraordinary session, at a single calling, on 29 April 2024 at 10.00 am in the registered office, Via Ciovassino n. 1, Milan, to discuss and pass resolution on the following:

AGENDA

Ordinary Part

1. Financial Statements for the year ended 31 December 2023 and allocation of the result for the year. Presentation of the consolidated accounts for the year ended 31 December 2023:
 - a. Approval of the financial statements for the year ended 31 December 2023;
 - b. Allocation of the result for the year.
2. Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the previous authorisation for the portion not executed.
3. Report on the remuneration policy and on compensation paid as per Art. 123-ter of the TUF:
 - a. Binding vote on Section I - Remuneration Policy 2024;
 - b. Advisory vote on Section II - Disclosure of compensation paid in 2023.
4. Proposal regarding the approval of the Stock Grant Plan 2024.
5. Integration of the Board of Statutory Auditors through the appointment of an Alternate Auditor.

Extraordinary Part

1. Cancellation of treasury shares without reduction of share capital; consequent amendment of Article 4 of the Company Bylaws. Related and consequent resolutions.

INFORMATION ON THE SHARE CAPITAL

The share capital amounts to € 420,000,000.00 consisting of 1,107,207,314 shares, with no nominal value expressed, all of which have voting rights except for the treasury shares for which voting rights are suspended.

Each share is attributed one vote, with the exception of the shares for which the voting right has been increased pursuant to Article 8 of the Company Bylaws, which attribute two votes. At the date of publication of this notice, the total number of voting rights is 1,634,949,188 and the Company holds no.70,594,411 treasury shares.

HOW THE MEETING WILL BE HELD

The Company has decided to avail itself of the right given by Art. 106 of Decree Law no. 18 of 17 March 2020

transposed with amendments into Law no. 27 of 24 April 2020 and recently extended as an effect of Law no. 18 of 23 February 2024 valid until 30 April 2024, which states that attendance at the general meeting by those with the right to vote may take place exclusively through the representative designated by the Company as per the terms of Art. 135-*undecies* of Legislative Decree no. 58 of 24 February 1998 (“TUF”) – as set out in the following paragraph “*Attendance of general meetings, exercise of vote by proxy and representative of the Shareholders designated by the Company*”. The designated representative may also be given proxies in accordance with Art. 135-*novies* of the TUF, in waiver of Art. 135-*undecies*, paragraph 4, of the same decree, following the procedures described below.

Without prejudice to the above, attendance of the meeting by those entitled to attend (directors, statutory auditors, secretary of the meeting and/or notary, representative of the firm of auditors, representative designated as per the terms of Art. 135-*undecies* of the TUF and/or employees and/or freelancers authorized by the Chairman to attend), attendance may again be (or exclusively be) through means of telecommunication that enable attendees to be identified, by procedures that they will be informed of individually, in compliance with regulations applicable to such cases, without it being necessary for the Chairman and the secretary and/or the notary to be in the same place.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Entitlement to attend and cast a vote at the Shareholders meeting – exclusively through the designated representative – is granted to those who hold voting rights at the close of the seventh stock exchange trading day before the date fixed for the annual general meeting at a single calling (**18 April 2024** – Record Date).

Any persons who are holding ordinary shares of the Company after this date will not be entitled to attend the meeting and cast a vote.

Any credit and debit entries made to accounts after the deadline given above will not be significant in terms of entitlement to exercise a vote at the meeting.

Entitlement to attend the meeting and exercise voting rights – which can be exercised solely through the designated representative – is attested by a notification made to the Company by an authorized intermediary as per the terms of Art. 83-*sexies* of the TUF in favour of the person who has the right to vote based on evidence available at the close of the above-mentioned Record Date.

The notification of the intermediary must reach the Company by the close of the third stock exchange trading day preceding the date fixed for the meeting (i.e., by **24 April 2024**). If the notification reaches the Company after the above deadline but before the start of the meeting, the Shareholder still has the right to attend and to vote.

Any holders of shares that have not yet been dematerialized should first present their share certificates to an authorized intermediary for input into the centralized clearing system in electronic form, in accordance with the provisions of Article 36 of the joint sole Measure on post-trading issued by Consob and Bank of Italy on 13 August 2018, and subsequent modifications and integrations, and should request that the notification be sent as above.

ATTENDANCE OF THE AGM, VOTING BY PROXY AND THE REPRESENTATIVE OF THE SHAREHOLDERS DESIGNATED BY THE COMPANY

The Company has identified Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari No. 6 (the “**Designated Representative**” or “**Monte Titoli**”), as its designated representative pursuant to Article 135-*undecies* of the TUF.

Shareholders who wish to attend and vote at the Shareholders' Meeting must, therefore, grant the Designated Representative an appropriate proxy, free of charge for the proxy holder (except for any postage

expenses), with voting instructions on all or some of the proposed resolutions on the items on the Agenda, alternatively pursuant to:

- > Art. 135-*undecies* of the TUF, using the “*Proxy form for the Designated Representative*”, or
- > Art. 135-*novies* of the TUF, with the right to use the “*Ordinary proxy form*”, following the procedures described below.

Proxy as per Art. 135-*undecies* of the TUF (“*Proxy form for the Designated Representative*”)

The proxy to the Designated Representative pursuant to Article 135-*undecies* of the TUF must be conferred by signing the specific “*Proxy form for the Designated Representative*”, also in electronic format, made available on the Company website at www.cirgroup.it in the “*Governance/Shareholders’ Meetings*” section and must be sent, with the relative written voting instructions, together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the pro tempore legal representative or other party with the appropriate powers, together with suitable documentation attesting to the latter’s qualification and powers (copy of a Chamber of Commerce certificate or similar), to the Designated Representative, in one of the following alternative methods:

- (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject line “*Proxy for CIR Shareholders’ Meeting April 2024*”) from one’s own certified mailbox (or, failing that, from one’s own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature);
- (ii) transmission of the original, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A., Register Services area, Piazza degli Affari n. 6, 20123 Milan (Ref. “*Proxy for the CIR Shareholders’ Meeting April 2024*”) in advance by sending a copy reproduced electronically (PDF) by ordinary e-mail to the following e-mail address: RD@pec.euronext.com (subject “*Proxy for the CIR Shareholders’ Meeting April 2024*”);

by the end of the second stock market trading day before the date fixed for the AGM (i.e. no later than **11:59 pm on 25 April 2024**).

The proxy and the relevant voting instructions given to the Designated Representative as per Art. 135-*undecies* of the TUF can be cancelled by the same deadline (**11:59 pm on 25 April 2024**), following the same procedure as that given for assigning the proxy.

The proxy, thus given, is effective only for the proposals for which voting instructions have been provided.

Proxy/sub-proxy as per Art. 135-*novies* of the TUF (“*ordinary proxy*”)

Those who do not make use of proxies pursuant to Article 135-*undecies* of the TUF, may grant proxies or sub-proxies to the Designated Representative pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the special proxy/sub-proxy form “*Ordinary Proxy Form*”, also in electronic format, made available on the Company website at www.cirgroup.it in the section “*Governance/Shareholders’ Meetings*”, which, together with the relevant written voting instructions, and together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the pro tempore legal representative or other person with the appropriate powers, together with appropriate documentation attesting to the latter’s qualification and powers (copy of a Chamber of Commerce certificate or similar), must be received by the Designated Representative by one of the following alternative methods:

- (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject line “*Proxy for CIR Shareholders’ Meeting April 2024*”) from one’s own

certified mailbox (or, failing that, from one's own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature);

(ii) transmission of the original, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A., Register Services area, Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for the CIR Shareholders' Meeting April 2024") in advance by sending a copy reproduced electronically (PDF) by ordinary e-mail to the following e-mail address: RD@pec.euronext.com (subject "Proxy for the CIR Shareholders' Meeting April 2024")

by 6:00 pm on the day before the meeting (although the Designated Representative can accept proxies and/or voting instructions even after said deadline, as long as the meeting has not yet begun). Within this period, the proxy and voting instructions may always be revoked.

The proxy/sub-proxy, thus given, is effective only for the proposals for which voting instructions have been provided.

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In the absence of the communication from the authorised intermediary attesting to the entitlement to participate in the Shareholders' Meeting, the proxy shall be deemed ineffective.

For any clarifications concerning granting proxy to the Designated Representative (and in particular concerning the compilation of the proxy form and the Voting Instructions and their transmission), please contact Monte Titoli by e-mail at RegisterServices@euronext.com or by telephone (+39) 02.33635810 (during open office days, from 9:00 am to 5:00 pm).

It should be noted that shares for which a proxy has been assigned, even partially, are included in the calculation of the regular constitution of the Shareholders meeting. Regarding proposals for which no voting instructions have been given, the shares will not be included in the calculation of the majority and the amount of capital required to approve the resolutions.

The regular constitution of the Annual General Meeting and the validity of the resolutions on the items on the Agenda are governed by law.

No procedures have been set up for postal or electronic voting.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

As per the terms of Art. 127-*ter* of the TUF, those entitled to vote who wish to ask questions regarding the items on the Agenda of the AGM can send their questions by registered post with return receipt (A.R.) to the registered office of the Company or by certified e-mail to the address pec_cirspa@legalmail.it, accompanied by information on the identity of the shareholders who submitted them and the references of the communication sent by the intermediary to the Company pursuant to regulations in force.

Questions must be received by the close of the seventh trading day preceding the date fixed for the Annual General Meeting at a single calling, i.e., by 11:59 pm on Thursday **18 April 2024**. Entitlement to vote may also be certified after the applications have been submitted, but providing that within the third day following the seventh open market day preceding the general meeting.

The Company will provide a written answer by Wednesday **24 April 2024**, by means of publication on the Company website in the section "*Governance/Shareholders' Meeting*".

Questions with the same content may receive a single response.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

As per the terms of Art. 126-*bis* of the TUF, Shareholders representing even jointly at least one fortieth of the share capital may, within ten days of the publication of this notice (i.e. by **5 April 2024**), request an addition to the items on the Agenda to be dealt with, indicating in their request the further items proposed, or they may submit proposed resolutions on subjects already on the Agenda.

It should be remembered, however, that any such addition is not allowed for the items on which the Shareholders, as per the terms of the law, vote on a proposal made by the Directors or on a plan or a report prepared by the same, other than those included in Art. 125-*ter*, paragraph 1 of the TUF.

The requests must be submitted by registered mail with return receipt (A.R.) to the Company's registered office or by certified e-mail to pec_cirspa@legalmail.it and must be accompanied by a report stating the reasons for the resolution proposals on the new items proposed for discussion or the reasons for the additional resolution proposals submitted on items already on the agenda, as well as by the certificate(s) issued by an authorised intermediary proving the entitlement to exercise the right. Notice will be given of any additions to the Agenda and of any new proposed resolutions in the same form as those on this convening notice, at least fifteen days before the date fixed for the single calling of the Shareholders Meeting, by which time the report prepared by the proposers of the same will be made available to the public.

As per the terms of Art. 126-bis, paragraph 1, penultimate clause, of the TUF, given the method of attending the Meeting, those with voting rights can individually present resolution proposals on the subjects on the Agenda by **14 April 2024**. These proposals must be submitted by registered post with return receipt (A.R.) to the Registered Office of the Company or by certified e-mail to the address pec_cirspa@legalmail.it and must be accompanied by a proposed resolution on the item of the Agenda, and by the certification(s) issued by an authorized intermediary attesting the person's entitlement to exercise this right.

The proposals submitted will be published on the Company website www.cirgroup.it in the section Governance by Tuesday **16 April 2024**, so that those entitled to vote can see them before sending their proxy forms to the Designated Representative.

If there are any alternative resolution proposals to those on the Agenda formulated by the Board, the Board's proposal will be put to the vote first (unless it is withdrawn) and only if it is rejected will Shareholder proposals be then put to the vote. These proposals, if there are alternatives, will be put before the Shareholders starting with the proposal presented by the Shareholders who hold a greater percentage of the share capital. Only if the first proposal put to the vote is rejected will the next proposal representing the second highest capital percentage be submitted, and so on.

ADDITION TO THE BOARD OF STATUTORY AUDITORS

It should be noted that, pursuant to Article 22 of the Company Bylaws, since it is not a question of the appointment of corporate bodies, the procedure of appointment by list voting does not apply, but the Shareholders' Meeting is called upon to resolve by majority vote with the specifications indicated therein.

Further information on this can be found in the illustrative report prepared by the Board of Directors and published in accordance with the law.

DOCUMENTATION

The documents 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, as well as the financial reports for the financial year 2023,

will be made available to the public at the Company's registered office (in Milan, Via Ciovassino, 1), using the authorised eMarket STORAGE mechanism at www.emarketstorage.com and on the Company website www.cirgroup.it in the section "*Governance/Shareholders' Meetings*", and in any case in the manner provided for under current regulations and within the terms prescribed therein; Shareholders are entitled to obtain a copy.

An excerpt from this notice is published in the newspaper "La Repubblica" on March 26, 2024.

Milan, 26 March 2024

For the Board of Directors
The Chairman - Rodolfo De Benedetti