



CIR S.p.A. - COMPAGNIE INDUSTRIALI RIUNITE

Milan - Via Ciovassino, 1

Corporate 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 EXTRAORDINARY MEETING
(published on the Company website on 2 August 2024)**

The Shareholders are invited to attend the General Meeting in extraordinary session, at a single calling, on 6 September 2024 at 9.00 a.m. at the registered office, Via Ciovassino no. 1, Milan, to discuss and pass resolution on the following:

AGENDA

Extraordinary Session

1. Proposal to introduce the possibility to hold shareholders' meetings exclusively by appointing a so-called proxy agent (*rappresentante designato*) (amendment to article 8, paragraphs 1 and 2 of the Bylaws). Related and consequent resolutions;
2. Proposal to introduce the possibility to hold shareholders' meeting exclusively by telecommunications means (amendment of article 8, paragraph 3 of the Bylaws). Related and consequent resolutions;
3. Proposal to enhance the increased voting rights mechanism currently in place (new paragraph 6-bis of article 8 of the Bylaws). Related and consequent resolutions;
4. Specification of the cases of preservation of increased voting rights provided for in the regulations and other changes to the Bylaws rules on increased voting (amendments to paragraphs 7 to 14 of article 8 of the Bylaws and consequent renumbering of subsequent paragraphs). Related and consequent resolutions;
5. Proposals to amend the maximum number of directors, to introduce the rules for the presentation of independent candidates and to amend the rules to ensure that the Board of Directors is appointed in accordance with the applicable regulations (amendments to paragraph 1, introduction of a new paragraph 6 and subsequent renumbering of the following paragraphs, and amendment of paragraphs 15, 16, and 18 as renumbered in article 11 of the Bylaws). Related and consequent resolutions;
6. Proposal to include fields of activity closely related to that of the enterprise pursuant to the Decree of the Ministry of Justice No. 162 of March 30, 2000 (amendments to article 22 of the Bylaws). Related and consequent resolutions;
7. Proposal of other amendments to articles 7, 9 and 15 of the Bylaws. Related and consequent resolutions.

INFORMATION ON THE SHARE CAPITAL

The share capital amounts to € 420,000,000.00 consisting of 1,047,207,314 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. As of the date of this notice, the total number of voting rights is 1,560,710,332 and the Company holds no. 26,316,035 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 amended and postponed for effect of Law no. 21 of 5 March 2024 ("**Legge Capitali**") until 31 December 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 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 (**28 August 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 date 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 **3 September 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 bearing 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 SHAREHOLDERS' MEETING, 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 September 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 no. 6, 20123 Milan (Ref. "Proxy for the CIR Shareholders' Meeting September 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 September 2024);

by the end of the second stock market trading day before the date fixed for the Shareholders' Meeting (i.e. no later than **11:59 pm on 4 September 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 4 September 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 September 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 no. 6, 20123 Milan (Ref. “Proxy for the CIR Shareholders' Meeting September 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 September 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 authorized 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 Shareholders' 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 Shareholders' Meeting 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 **28 August 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 (i.e., within **31 August 2024**).

To questions received by the above deadline, after verifying their relevance and the legitimacy of the applicant, the Company will provide a relevant written answer by **3 September 2024**, by means of publication on the Company's website in the section "*Governance/Shareholders' Meeting*".

Questions with the same content may receive a single response.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW PROPOSED RESOLUTIONS

As per the terms of Art. 126-*bis* of the TUF, Shareholders representing even jointly at least 25% (one fortieth) of the share capital may, within ten days of the publication of this notice (i.e. by **12 August 2024**): (i) request an addition to the items on the Agenda to be dealt with, indicating in their request the further items proposed; or (ii) submit proposed resolutions on subjects already on the Agenda.

Shareholders in whose favor the Company has received the appropriate communication made pursuant to Article 83-*sexies*, paragraph 1, of the TUF by an authorized intermediary in accordance with current regulations are entitled to request the integration of the agenda.

Within the aforementioned period of 10 (ten) days, a report must be submitted by the proposing shareholders on the matters proposed to be discussed or on the additional resolution proposals submitted on matters already on the Agenda.

The requests must be submitted in writing 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 authorized intermediary proving the entitlement to exercise the right.

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.

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 15 (fifteen) days before the date fixed for the single calling of the Shareholders Meeting (i.e., by **16 August 2024**), in the same form as the publication of this notice in order to enable those entitled to vote to express themselves in an informed manner also taking into account these new proposals and to enable the Designated Representative to collect voting instructions possibly also on the same.

SUBMISSION OF NEW RESOLUTION PROPOSALS UNDER ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE SENTENCE, TUF

Since the Company has decided to provide that Shareholders attend at the meeting exclusively

through the Designated Representative pursuant to Article 135-*undecies* of the TUF, without physical participation by shareholders, for the purpose of this meeting, those entitled to vote may individually submit proposals for resolutions on the items on the agenda by **22 August 2024**.

Such proposals shall be submitted by registered mail with advice of receipt (A.R.) to the Company's registered office or by certified e-mail to pec_cirspa@legalmail.it and shall be accompanied by a text of the resolution on the matter placed on the agenda, as well as the certification(s) issued by an authorized intermediary proving entitlement to exercise the right.

The submitted proposals will be published on the Company's website www.cirgroup.it in the Governance section by **24 August 2024** so that the holders of voting rights can view them for the purpose of granting proxies and/or sub-delegations, with related voting instructions, to the Designated Representative.

For the purposes of the foregoing, as well as in relation to the conduct of the meeting proceedings, the Company shall be entitled to verify the relevance of the proposals to the items on the agenda, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proponents.

If there are any alternative resolution proposals to those on the Agenda formulated by the Board of Directors, 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.

WITHDRAWAL RIGHT

The proposed resolution under the third item of the Agenda concerns the enhancement of the increased voting rights.

Article 127-*quinquies*, paragraph 2, of the TUF, as amended by Legge Capitali, introduced the possibility for companies with shares listed on a regulated market to provide, through a special amendment to the bylaws, in addition to the attribution of an increased vote up to a maximum of two votes for each share belonging to the same person for a continuous period of not less than twenty-four months from the date of registration in a special list kept by the company (so-called ordinary vote enhancement), the granting of an additional vote upon the expiration of each twelve-month period, following the accrual of the aforementioned continuous period for ordinary vote enhancement, in which the share belonged to the same person on the special list maintained by the company, up to a total maximum of ten votes per share (so-called enhanced vote increase).

That being said, Article 127-*quinquies*, paragraph 8, of the TUF, as amended by Legge Capitali, makes it clear that the adoption of the enhanced voting increase determines the right of withdrawal for dissenting shareholders, which is expressly excluded in the case of the adoption of the ordinary voting increase.

If approved, said proposed resolution will entitle the Company's shareholders who did not participate in the adoption of the relevant resolution (i.e., shareholders opposed, absent or abstaining) to exercise their right of withdrawal, pursuant to Article 2437 of the Civil Code.

Therefore, these shareholders will be entitled to exercise their right of withdrawal within 15 (fifteen) days from the registration of the Shareholders' meeting resolution with the Companies' Register of Milan Monza Brianza Lodi; this date will be announced by means of a notice published on the Company's website, at www.cirgroup.it in the "Governance/Shareholders' Meeting" section, as well as at the authorized storage mechanism www.emarketstorage.it.

In this regard, it should be noted that the unit liquidation value of the Company's ordinary shares, in relation to which the right of withdrawal could be exercised, has been determined in EUR 0.5454 in accordance with the provisions of Article 2437-ter, paragraph 3, of the Civil Code by making exclusive reference to the arithmetic average of the daily closing prices of Italian the Company's shares during the six months preceding the publication of this notice of call. Further details on the exercise of the right of withdrawal and the related procedure will be provided in the manner and within the terms of the law and regulations.

DOCUMENTATION

The documents relating to the items on the Agenda, as provided for by the regulations in force, including, inter alia, the explanatory report containing the proposed resolutions on the same, shall be made available to the public at the Companies' registered office (in Milan, Via Ciovassino no. 1), at the authorized storage mechanism eMarket STORAGE at www.emarketstorage.com and on the Company's website www.cirgroup.it in the "Governance/Shareholders' Meeting" section, and otherwise in the manner required under applicable regulations and within the terms prescribed therein.

Those entitled to vote are entitled to obtain copies of the submitted documents.

An excerpt of this notice will be published, pursuant to Article 125-bis of the TUF, in the daily newspaper "La Repubblica" on 2 August 2024.

Milan, 2 August 2024

For the Board of Directors
The Chairman - Mr. Rodolfo De Benedetti