

## INFORMATION FOR SHAREHOLDERS

### NOTICE OF ORDINARY SHAREHOLDERS' MEETING

An annual general meeting of shareholders will be held on 28 April 2022 at 5 p.m., sole call, deemed as held at GEFran S.P.A. in Via Sebina, n.74, Provaglio d'Iseo (BS).

Following the entry into force of Law Decree no. 18/2020 so called "*Decreto Cura Italia*" – still valid as per article 3 point 1 of the Italian Law Decree of 30 December 2021, no. 228 – the shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Company-Designated Proxy Holder provided for by article 135-*undecies* of the Consolidated Law on Finance ("TUF"), without physical participation by the shareholders.

The Ordinary Shareholders' Meeting is held to discuss and resolve on the following

#### Agenda

- 1. Annual Financial Statements for the year ending 31 December 2021**  
Approval of the Annual Financial Statements for the year ending 31 December 2021, and of the reports of the Board of Directors, Board of Statutory Auditors and External Auditor. Presentation of the Consolidated Financial Statements for the year ending 31 December 2021. Presentation of the Non-financial Statement prepared under Legislative Decree no. 254/2016. Related and consequent resolutions.
- 2. Allocation of annual profit for the year ending on 31 December 2021**
  - 2.1 Approval of the proposed distribution of dividends. Related and consequent resolutions;
  - 2.2 Allocation of the remaining portion of annual profit. Related and consequent resolutions.
- 3. Report on Remuneration Policy and on the compensation paid. Approval of the first section of the Report under paragraph 3-ter of art.123-ter of Legislative Decree no. 58/1998.**
- 4. Report on Remuneration Policy and on the compensation paid. Consultation on the second section of the Report under paragraph 6 of art.123-ter of Legislative Decree no. 58/1998.**
- 5. Revoking of the previous authorisation to buy and sell own shares and release of new authorisation**

#### RIGHT TO PARTICIPATE AND VOTE

The share capital amounts to Euro 14,400,000.00, divided into 14,400,000 ordinary shares at a value of Euro 1.00 each. Each share bears the right to one vote.

The company's own shares are excluded from voting rights in accordance with the law, but they are included in the quorum.

The right to participate in the shareholders' meeting and the right to vote is determined by notification sent to the company by the intermediary according to their accounting books, in favour of the party bearing voting rights, as at the seventh trading day prior to the date scheduled for the

shareholders' meeting, which is 19 April 2022. Shareholders who become owners of shares after 19 April 2022 will not be entitled to vote or participate in the shareholders' meeting.

## **PROXY**

The Meeting may be attended exclusively by giving a proxy and/or sub-proxy to the Designated Representative.

Every shareholder holding the right to participate in the shareholders' meeting can be represented by the Company-Designated Proxy Holder under art. art. 135-*undecies*, Legislative Decree no. 58/98 (TUF - Consolidated Law on Finance) granting to the Company-Designated Proxy Holder a proxy – with voting instructions – by using the form, prepared by the Company-Designated Proxy Holder in agreement with Gefran S.p.A., available on the Company web site <https://www.gefran.com/en/meetings>.

The proxy form with the voting instructions must be sent in the manners and within the terms described in the notice.

Furthermore, to the Company-Designated Proxy Holder may be conferred delegation or sub-delegations pursuant to Article 135-*novies* of the TUF, also as an exception to the provisions of Article 135-*undecies*, paragraph 4 TUF, following the instructions described in the form available on Company web site <https://www.gefran.com/en/meetings>.

Delegations can be granted within the 27 April 2022. With the same manners and within the same term, the entitled shareholders can withdraw the delegation/sub-delegations and the voting instructions.

## **RIGHT TO PROPOSE QUESTIONS**

Under art. 127-*ter* of Legislative Decree no. 58/98, shareholders are entitled to propose questions related to the Agenda up until seven open market days before the shareholders meeting (record date), therefore within 19 April 2022 to the electronic mail address [gefran@legalmail.it](mailto:gefran@legalmail.it). In order to exercise the right to vote the company should receive notification from the brokers holding the stock certificates for the shares owned by such shareholders. The company shall provide an answer to such questions within 26 April 2022, through its website in section Governance/Meetings <https://www.gefran.com/en/meetings>.